

ATTENTIVE CONTENTS AND AGENDA
2025 ANNUAL GENERAL SHAREHOLDERS' MEETING OF
VICEM CEMENT TRADING JOINT STOCK COMPANY

April 22, 2025

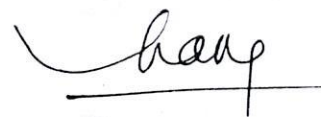
I. From 8:00 a.m. to 8:30 a.m.:

1. Welcoming shareholders and delegates.
2. Delegates register for participation to 2025 Annual General Shareholders' Meeting (AMG).

II. From 8:30 a.m. to 12:00 p.m.: Conduct the General Meeting

1. The Organizing Committee invites the Shareholder's Eligibility Inspection Committee to work before starting the AMG.
2. Opening and introduction of delegates.
3. Introduction of the Chairing Board.
4. Introduction of the Secretary of the Congress.
5. Introduction and approval of: Agenda of the 2025 Annual General Shareholders' Meeting.
6. Approval of the Regulation on Organizing 2025 AMG.
7. Instructions for making voting cards.
8. Submissions and reports presented at the AMG:
 - Report of the Board of Directors on the evaluation of business results in 2024 and business plan for 2025.
 - Report on the operation of the Board of Directors in 2024 and operation plan in 2025 of the Board of Directors of the Company.
 - Report on the operation of the Supervisory Board in 2024 and operation plan in 2025 of the Supervisory Board.
 - Submission regarding the selection of auditing unit for financial statements in 2025.
 - Submission for approval of the audited Financial Statements for 2024.
 - Submission for approval of the appropriation plan on profit in 2024.
 - Report on remuneration and allowances for implementation in 2024, expected in 2025 for the Board of Directors, Supervisory Board, and Company Secretary; The salary fund implemented in 2024 of the Company's Director.
 - Submission for approval of signing cement purchase and sale contracts in 2025.
 - Submission for approval of amendments and supplements to the Company's Charter of operation.
 - Approve the 5-years production and business plan for the period of 2025-2029.
 - Proposal for solving the Company's outstanding construction investment projects.
9. Shareholders discusses and votes to approve the above-mentioned reports and submissions.
10. Speech of the leader of Vietnam Cement Corporation.
11. The Company's leaders absorb opinions.
12. To announce the voting results of the contents of 2025 AMG.
14. To approve the draft Resolution of the AMG.
15. End of the AMG.

ORGANIZERS



Hanoi, April 2025

**REGULATION
ON ORGANIZING THE 2025 ANNUAL GENERAL SHAREHOLDERS'
MEETING OF VICEM CEMENT TRADING JOINT STOCK COMPANY**

**Chapter I
GENERAL PROVISIONS**

Article 1. General

This Regulation specifies the rights and obligations of shareholders and shareholders' representatives; responsibilities of participants in the General Meeting of Shareholders; the method of discussion at the 2025 Annual General Meeting of Shareholders of Vicem Cement Trading Joint Stock Company (hereinafter referred to as the AGM) to ensure that the General Meeting achieves results.

Article 2. Purpose

This regulation aims to ensure that the General Meeting is conducted in the right order and procedures in accordance with the provisions of the Law and the Company's Charter; ensure that the Congress is conducted in an orderly, safe and timely manner in the agenda of the Congress; ensuring that shareholders exercise their legal rights and interests in a democratic, equal and united manner, reflecting the wishes of the majority of participants for the interests of shareholders to meet the needs of sustainable development of the Company.

Article 3. Agenda

1. The agenda of the General Meeting shall be sent to shareholders in advance enclosed with the Letter of Invitation to the Meeting.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares may propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the General Meeting. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.

3. The agenda and contents of the General Meeting must be approved by the General Meeting of Shareholders right at the opening session of the General Meeting and take effect immediately after being approved by the General Meeting.

Article 4: Obligations of shareholders at the General Meeting

Shareholders attending the General Meeting must comply with the following regulations:

1. Wear neat and polite clothes.
2. Present all identification papers, meeting invitations and papers related to proving the delegate status at the reception desk.

3. Do not make noise and be serious during meeting hours.
4. Shareholders are not permitted to smoke and have private conversation or use mobile phones during the meeting (mobile phone must be switched off or set to silent mode).
5. Communicate politely and friendly, do not leave in the middle of the meeting without the agreement of the chairman of the Congress.
6. Must sit in the correct seat or area assigned by the Meeting Organizer and absolutely comply with the position arrangement of the Organizing Committee.
7. To strictly comply with the administration of the chairperson, to speak only with the agreement of the chairperson.

Chapter II

ORGANIZATION OF THE AGM

Article 5: Issues approved by the General Meeting of Shareholders

The 2025 Annual General Meeting of Shareholders, Vicem Trading Cement Joint Stock Company has the right to discuss and approve the following issues:

1. Approve the Report of the Board of Directors on the evaluation of business results in 2024 and business plan for 2025.
2. Approve the Report on the operation of the Board of Directors in 2024 and operation plan in 2025 of the Board of Directors of the Company.
3. Approve the Report on the operation of the Supervisory Board in 2024 and operation plan in 2025 of the Supervisory Board.
4. Approve the Submission regarding the selection of auditing unit for financial statements in 2025.
5. Approve the Audited Financial Statements for 2024.
6. Approve the Proposal for the appropriation plan on profit in 2024.
7. To approve the Report on remuneration and allowances for implementation in 2024, expected in 2025 for the Board of Directors, Supervisory Board, and Company Secretary; The salary fund implemented in 2024 of the Company's Director.
8. To approve the proposal for signing the cement purchase and sale contract in 2025.
9. Approval of the Proposal to amend and supplement the Company's Charter.
10. Approve the 5-years production and business plan for the period of 2025-2029.
11. Approving the Proposal for solving the Company's outstanding construction investment projects.
12. To approve the Draft Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.

Article 6. Chairing Board

The Chairman of the General Meeting will manage the Meeting, consisting of 03 people: Chairman (who is the Chairman of the Board of Directors) and 02 members



voted for by the General Meeting. The Chairman is the person who chairs the Congress. The Chairing Board works according to the principle of democratic centralization and in accordance with the provisions of the Law and the Company's Charter.

Responsibilities of Chairing Board:

1. To manage all the activities of the Meeting according to the agenda, regulations approved by the AGM.
2. Lead the shareholders and the meeting in discussion and collect votes on issues in the agenda of the Meeting and relevant issues during the General Meeting.
3. To have the right to postpone the General Meeting when a sufficient number of people have registered to attend the meeting as prescribed to another time or change the meeting venue in case any of the participants commit acts of obstructing or disrupting the order, which may cause the meeting to not be conducted in a fair and lawful manner.
4. To answer the issues requested by the AGM.
5. To settle issues arising (if any) during the AGM.

Article 7: Secretary of the Annual General Meeting of Shareholders

1. Assisting the Chairing Board and the General Meeting is the Secretary of the AGM. The Secretary of the AGM was introduced by the chairman and voted for by the AGM.
2. The responsibilities of secretary:
 - Note fully and honestly the contents of the AGM.
 - Assist the Chairing Board to announce documents, conclusions or notices of the Chairing Board to the shareholders when requested.
3. To take responsibility before the Chairman of the General Meeting and the General Meeting of Shareholders for their tasks; fully and truthfully note the contents at the General Meeting and the issues approved by the shareholders, including the issues reserved at the General Meeting; receiving feedback cards from shareholders; drafting resolutions on issues approved at the General Meeting.

Article 8. Board on Inspection of Eligibility of Shareholders.

The Board on Inspection of Eligibility of Shareholders included 03 persons with responsibilities are as follows:

1. To assist the Chairing Board in examining the conditions for conducting the Congress.
2. Inspection of Eligibility of Shareholders attending the meeting.
3. To report to the General Meeting of Shareholders on the conditions for conducting the General Meeting of Shareholders.

Article 9. Board on Vote Counting

The Chairman introduces the Board on Vote Counting and organizes to collect the opinions on approval at the AMG. The Board on Vote Counting is responsible for:

1. Dissemination of voting rules and principles.

2. To consider and report to the AMG for decision on cases of violation of election rules or complaints about elections.
3. Organize the counting of votes.
4. To inspect and supervise the voting of shareholders and shareholders' representatives.
5. Determine the voting results of shareholders on issues approved at the General Meeting, inform the voting results.
6. Assign the results of the vote counting to the Chairman and Secretary of the AMG.

Article 10. Rights of Shareholders

1. Shareholders of the Company have the right to directly attend the General Meeting or authorize 01 (one) representative to attend and express their opinions and vote on issues in the agenda of the General Meeting. Each shareholder or authorized people attending the AMG should bring the following documents: Identification Card (or passport), Invitation to Attend, Authorization submitted to The Board on Inspection of Eligibility of Shareholders to receive the Voting Cards and participate in voting.

Shareholders and representatives of shareholders who attend the General Meeting late, are allowed to register and then have the right to vote at the General Meeting immediately after registration. The Chairman of the General Meeting is not responsible for stopping the General Meeting to allow shareholders to register and the validity of the conducted voting rounds will not be affected.

2. Shareholders shall be notified by the Organizing Committee of the General Meeting of Shareholders of information about the agenda of the General Meeting of Shareholders, will be received documents related to the contents of the General Meeting and shall:

- 2.1. Comply with the rules of the AMG.
- 2.2. Must complete the procedures for registration to attend the AMG with the Organizing Committee.
- 2.3. Discuss the contents of the reports.
- 2.4. Vote on issues at the AMG.
- 2.5. Comply with the control of the chairman of the AMG.

Chapter III

DISCUSSION, VOTING AND MINUTES OF THE GENERAL MEETING

Article 11. Discussion at the General Meeting

When discussing issues in the agenda of the General Meeting, shareholders need to comply with the following regulations:

1. Principles: Shareholders attending the General Meeting who wish to express their opinions for discussion must obtain the consent of the Chairman for their speeches.
2. Method of speech: Shareholders make brief speeches and focus on the key contents to be discussed, in accordance with the content of the agenda of the General

Meeting that has been approved, the content does not violate the law, is related to personal matters or exceeds the authority of the enterprise.

3. The Chairman will arrange for shareholders to speak in the order of registration, and at the same time answer questions of shareholders. Comments or questions will be gathered at the same time and answered sequentially and can only participate in the discussion of the Congress. In case many shareholders have overlapping opinions, the Presidium will select and give a common answer to all shareholders. After there are no more opinions of shareholders, the Chairman will take turns answering the opinions of each shareholder or appointing a responsible person in the Company's Executive Board to answer these opinions.

Article 12. Voting at the Congress

1. Voting principles:

- All matters on the agenda of the General Meeting are approved by voting of all shareholders by Voting Ballots and Voting Cards according to the number of shares owned and represented.

- Each shareholder is issued 01 Voting Slip (*blue*) and Voting Cards (*pink*) in which the name of the authorized shareholder/representative, the number of voting shares (owned and authorized) of the shareholder and stamped with the seal of Vicem Trading Cement Joint Stock Company.

2. Voting rules:

Voting in the form of holding up a ballot paper:

- For issues such as: approving the agenda; through the nomination of personnel to serve the Congress such as: Passing the Congress program; Approve the working regulations of the Congress; Through the personnel of the Presidium; Secretary of the Congress; Vote Counting Board; through the Minutes of the General Meeting, shareholders attending the General Meeting vote by holding up their voting papers (when asked by the Chairman: approve or disagree); shareholders who do not raise their voting votes are considered to have no opinion on the issue to be voted on.

Voting in the form of collecting voting cards:

- Voting cards are used when shareholders vote to approve reports and submissions at the General Meeting. Shareholders vote as follows:

- + Shareholders or authorized representatives shall vote to *approve* or *disagree* or *disagree* with an issue by marking "X" in the corresponding box in the Voting Card in the following order: "Approve", "Disapprove" and "No opinion".

- + After voting on all the contents, the shareholders vote to sign the Voting Card, the Vote Counting Committee shall revoke the Voting Card of the shareholder for statistical results (Collect the card in the order: "Approve", then to the "Disapprove" card and finally collect the "No Opinion" card).

- + In case of change of opinion, shareholders sign next to the box to collect the last choice opinion to avoid forgery.

3. To approve the decision of the General Meeting of Shareholders:

Conditions for approving decisions of the General Meeting of Shareholders shall comply with the provisions of Article 21 of the Charter of organization and operation of Vicem Cement Trading Joint Stock Company.

Article 13. Minutes of the General Meeting

The contents of the AMG must be noted in the minutes of the AMG by the secretary. The Minutes and Resolutions must be read and approved before the closing of the AMG.

The above is the entire Organizing Regulations of the 2025 Annual General Meeting of Shareholders of Vicem Cement Trading Joint Stock Company.

Respectfully submit to the General Meeting for consideration and approval!

**ON BEHALF OF BOARD OF DIRECTORS -
DIRECTOR
HEAD OF THE ORGANIZING
COMMITTEE** w-



Trinh Ngoc Thang



Number: /TTr-HDQT

Hanoi, April 2025

REPORT

Approval of the amendment and supplementation of the Company's Charter

To: General Meeting of Shareholders of Vicem Cement Trading Joint Stock Company

Implementing the Law on Enterprises No. 59/2020 approved by the National Assembly on June 17, 2020; Securities Law 2019; Decree No. 155/2020/ND-CP dated 31/12/2020; Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance.

The 2023 Annual General Meeting of Shareholders approved the Charter of organization and operation of Vicem Trading Cement Joint Stock Company ...

Pursuant to the Government's Decree No. 167/2024/ND-CP dated 26/12/2024 amending and supplementing a number of articles of the Government's Decree 91/2025/ND-CP dated 13/10/2015 on investment of state capital in enterprises and management and use of capital and assets at enterprises as amended and supplemented in Decree No. 32/2018/ND-CP dated 08/3/2018 of the Government and Decree No. 140/2020/ND-CP dated 30/11/2020 of the Government.

Based on the reality of production and business administration of Vicem Cement Trading Joint Stock Company.

In order to ensure the operation of Vicem Trading Cement Joint Stock Company in accordance with the provisions of current law, the Board of Directors of the Company has amended and completed the Charter of organization and operation of Vicem Trading Cement Joint Stock Company, including: 21 chapters, 60 articles enclosed with this report.

The Board of Directors of the Company would like to submit to the General Meeting of Shareholders for approval the amendments and supplements to the Charter of Vicem Cement Trading Joint Stock Company.

(Enclosed with amendments and supplements).

Thank you very much!

Recipient:

- As above;
- Save VT; BOM.

**TM. BOARD
UV BOARD OF DIRECTORS -
DIRECTOR**

Trinh Ngoc Thang



VICEM CEMENT TRADING JOINT STOCK COMPANY

Address: 348 Giai Phong Street, Phuong Liet Ward, Thanh Xuan District, Ho Chi Minh
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Phone: 0243 8643346 - Fax: 0243 8642586

DRAFT

**CHARTER
VICEM JOINT STOCK COMPANY
CEMENT TRADING**

Hanoi, April 2025



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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER OF ORGANIZATION AND OPERATION
VICEM CEMENT TRADING JOINT STOCK COMPANY

PREFACE

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 was approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, amending and supplementing ... Enterprise Law...; Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26/11/2019; Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law and relevant provisions of law;

This Charter is adopted under Resolution No. dated 22/04/2025 of the 2025 Annual General Meeting of Shareholders with the following contents:

Chapter I
DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:

a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of the enterprise, specified in Article 6 of this Charter;

b) *Voting capital* is the share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;

c) *Corporate Law* is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and Law No. 03/2022/QH15 was approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, amending and supplementing ... Law on Enterprises...;

d) *Securities Law* is the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

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

e) *The date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate for the first time;

g) *Business Executives* being a Director, Deputy Director, Chief Accountant;

h) *The enterprise manager* is the company's manager, including the Chairman of the Board of Directors, members of the Board of Directors, directors, deputy directors and chief accountants;

i) *Related Persons* being individuals and organizations specified in Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* being an individual or organization owning at least one share of a joint-stock company;

l) *Founding Shareholders* being a shareholder owning at least one ordinary share and signing the list of founding shareholders of a joint-stock company;

m) *Major shareholders* are shareholders who directly or indirectly own 5% or more of the Company's voting shares (as prescribed in Clause 18, Article 4 of the Law on Securities);

n) *Operation duration* means the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;

o) *The Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries;

p) *The company* is Vicem Cement Trading Joint Stock Company;

q) *Internal regulations on corporate governance* are regulations formulated in accordance with Article 4 of Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance;

r) *Internal regulations* are regulations that are being applied internally of the company that are different from the regulations specified at Point q of this Article;

2. In this Charter, references to one or several other regulations or documents include amendments or replacement documents;

3. Headings (Chapters and Articles of this Charter) shall be used to facilitate the understanding of the contents and not affect the contents of this Charter.

Chapter II

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

Article 2. Name, form, head office, branch, representative office and duration of operation of the Company

1. Company Name:

- Full name in Vietnamese: **Vicem Cement Trading Joint Stock Company**
- English name: **Vicem cement trading joint stock company**
- Abbreviation in English: **VICEMCEMENT.T., JSC**

2. A company is a joint-stock company with legal status in accordance with the current laws of Vietnam.

3. The Company's registered office:

- Head office address: No. 348 Giai Phong Street, Phuong Liet Ward, Thanh Xuan District, Hanoi City.

- Phone: 0243 8643346

- Fax: 0243 8642586

- Website: tmx.com.vn

- Email: ximang.jsc@vnn.vn ; ximang.tmx@gmail.com

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

5. Unless the operation is terminated before the time limit specified in Clause 2, Article 55 of this Charter or the extension of operation as prescribed in Article 56 of this Charter, the operation term of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

1. Director means the legal representative of the Company

2. Rights and obligations of the legal representative:

a) The Company's legal representative is an individual representing the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a civil matter settlement requester, plaintiff, defendant, person with interests, etc. related obligations before the Arbitrator, the Court and other rights and obligations as prescribed by law;

b) The company's legal representative shall have the following responsibilities:

- Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;

- Be loyal to the interests of the Company; not using the Company's information, know-how and business opportunities; not abusing their position, position and using the Company's assets for self-interest or serving the interests of other organizations and individuals;

- Promptly, fully and accurately notify the Company of the enterprise in which he/she or his/her related persons own or have shares or contributed capital in accordance with the provisions of the Law on Enterprises;

c) The legal representative of the Company shall be personally responsible for damages to the Company due to the breach of obligations specified in this Charter and relevant provisions of law;

3. The legal representative must reside in Vietnam and authorize in writing another person to exercise the rights and obligations of the legal representative upon exiting Vietnam. In this case, the legal representative is still responsible for the performance of the authorized rights and obligations.

Chapter III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. The Company's operational objectives

1. The Company's business lines (updated under the Prime Minister's Decision No. 27/2018/QĐ-TTg dated 06/07/2018 promulgating the system of economic sectors of Vietnam) are:

TT	Business Scope	Industry Code
1	Supply and management of labor resources. Details: Brokerage for labor selection and supply (excluding introduction and supply of personnel for individuals and organizations with the function of labor export).	7830
2	Travel agents. Details: Domestic and international travel and services for tourists (excluding discotheques, bars, karaoke rooms).	7911

TT	Business Scope	Industry Code
3	Wholesale of raw agricultural and forest products (except wood, bamboo, bamboo) and live animals. Details: Trading in forest products and animal feed (except for those prohibited by the State).	4620
4	Food wholesale. Details: Seafood business.	4632
5	Other specialized wholesalers have not been classified anywhere. Details: - Trading in fertilizers (except for those banned by the State); - Trading in materials, equipment, spare parts, additives, packaging (for cement, civil and industrial production).	4669
6	Restaurants and mobile catering services. Details: Catering business.	5610
7	Retail of food, food, beverages, tobacco, and tobacco accounted for a large proportion of general business stores. Details: Trading in domestic cigarettes, wine, beer, beverages (excluding bar business).	4711
8	Brokerage and auction agents. Details: - Freight forwarding and transportation agents; - Agents for buying, selling, consignment of goods.	4610
9	Wholesale of machinery, equipment, and other machine parts. Details: Office equipment business.	4659
10	Wholesale other household items. Details: Furniture business, bicycle business.	4649
11	Wholesale of electronic and telecommunications equipment and components. Details: Trading in electronics, electronics, refrigeration.	4652
12	Wholesale of automobiles and other motor vehicles. Details: Car business.	4511
13	Selling motorcycles and motorcycles. Details: Motorcycle business.	4541
14	Wholesale of other materials and installation equipment in construction. Details: - Trading in cement, clinker and types of building materials; - Trading in cements; trading in additives, building materials and supplies for cement production.	4663
15	Construction of other civil engineering works. Details: Civil Construction.	4290

TT	Business Scope	Industry Code
16	Real estate business, land use rights belonging to owners, users or leased. Details: Housing development and real estate rental business.	6810
17	Operation of sports facilities. Details: Sports services business.	9311
18	Other entertainment activities have not been classified anywhere. Details: Business in amusement and entertainment services.	9329
19	Other road passenger transportation. Details: Transport business and road transport services.	4932
20	Coastal and ocean passenger transport. Details: Shipping business and sea transport services.	5011
21	Inland waterway passenger transport. Details: River transport and service business.	5021
22	Rail passenger transport. Details: Railway transport service agent business.	4911
23	Maintenance and repair of automobiles and other motor vehicles. Details: Car repairs.	4520
24	Maintenance and repair of motorcycles. Details: Motorcycle repair.	4542
25	Mechanical processing; metal processing and coating.	2592
26	Production of pulp, paper and paperboard. Details: Packaging production (for cement, civil and industrial production).	1701
27	Production of cement, lime and gypsum. Details: Producing additives, building materials and supplies for cement production.	2394
28	The rest of the other business support service activities have not been classified anywhere. Details: Import and export of the company's business items.	8299

2. The Company's operational objectives are capital preservation and development; ensure the interests of shareholders and employees; fulfilling tax obligations to the State and developing the Company more and more.

Article 5. Scope of business and operation of the Company

1. The Company is allowed to plan and conduct all business activities according to the Company's business lines published on the National Enterprise Registration Portal and this Charter, in accordance with the provisions of current law and take appropriate measures to achieve the Company's objectives.

2. The company may conduct business activities in other business lines permitted by law and approved by the General Meeting of Shareholders.

Chapter IV

CHARTER AND SHARE CAPITAL

Article 6. Charter capital, shares

1. The charter capital of the Company is **VND 60,000,000,000** (in words: Sixty billion VND).

The total charter capital of the Company is divided into **6,000,000 shares** with a par value of 10,000 VND/share.

2. The company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of ratification of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

4. The company may issue preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all of them will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under such conditions and manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except for the case where the shares are sold through the Stock Exchange under the auction method.

6. The Company may purchase shares issued by the Company in the manner specified in this Charter and current laws. The shares acquired by the Company are treasury shares and the Board of Directors may be offered for sale in a manner consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.

7. The company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Stock Certification

1. Shareholders of the Company shall be granted stock certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities that certify the owner's lawful rights and interests in a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within 15 days from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. Shareholders' proposals must include the following contents:

- a) Information about stocks that have been lost, damaged or destroyed in other forms;
- b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other Securities Certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided for by this Charter and law. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.

2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Article 10. Share recovery

1. In case a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and be responsible for the total par value of the registered shares for purchase for the Company's financial obligations arising from the non-payment in full.

2. The above-mentioned payment notice must clearly state the new payment term (at least seven (07) days from the date of sending the notice), the payment location and the notice must clearly state in case of failure to pay as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.

4. Recovered shares are considered as shares entitled to offer for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and methods as the Board of Directors deems appropriate.

5. Shareholders holding recovered shares must relinquish their shareholder status for such shares, but shall still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations incurred at the time of recovery under the decision of the Board of Directors from the date of withdrawal to the date of implementation abate. The Board of Directors has the full right to decide on the compulsory payment of the entire value of shares at the time of recovery.

6. The notice of recovery shall be sent to the holder of the recovered shares before the time of recovery. The revocation remains in effect even in the event of an error or negligence in the sending of the notice.

Chapter V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

The organizational structure of management, administration and control of the Company includes:

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

Chapter VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) Prioritize the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;

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

dd) Consider, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;

e) Consider, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;

g) When the company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the company;

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

i) To be treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;

k) Have full access to periodic and irregular information published by the Company in accordance with law;

l) To be protected of their legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

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

a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control

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

c) Request the Control Board to examine each specific issue related to the management and administration of the Company's operations when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise identification number or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share of the shareholder, the issue of the proposal to be included in the agenda of the meeting;

dd) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

a) Ordinary shareholders who form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

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

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred.

3. Comply with the company's Charter and the Company's internal management regulations.

4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Confidentiality of information provided by the Company in accordance with the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote at the meeting;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the ballot papers to the meeting by mail, fax or e-mail;
- dd) Send the ballot papers by other means as prescribed in the company's charter.

7. Taking personal responsibility when committing one of the following acts in the name of the Company in any form:

- a) Violating law;
- b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
- c) Pay debts that are not yet due in advance of financial risks to the Company.

8. To fulfill other obligations, including obligations to other types of shares, in accordance with current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided for by law, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene a meeting of the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the company's charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors or the Control Board is less than the minimum number of members as prescribed by law;

c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;

d) At the request of the Control Board;

dd) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders;

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Control Board as prescribed at Point b, Clause 3 of this Article or receive the request specified at Points c and d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall convene a meeting of the General Meeting of Shareholders in place of the Board of Directors as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Control Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholders or groups of shareholders specified at Point c, Clause 3 of this Article may request the Company's representative to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening a meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

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

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

a) To approve the Company's development orientation;

b) Decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

c) Elect, dismiss or dismiss members of the Board of Directors or members of the Control Board;

d) Decision on investment or sale of assets valued at 35% or more of the total value of assets stated in the Company's latest financial statements;

dd) Decision on amendment and supplementation of the company's charter;

e) To approve the annual financial statements;

g) Decide to repurchase more than 10% of the total sold shares of each type;

h) Consider and handle violations committed by members of the Board of Directors and members of the Control Board causing damage to the Company and the Company's shareholders;

i) Decide on the reorganization or dissolution of the company;

k) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

l) Approving the Internal Management Regulation; Regulation on operation of the Board of Directors and the Control Board;

m) Approving the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operation, dismiss the approved auditor when considering the necessary teacher;

n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following issues:

a) The Company's annual business plan;

b) Audited annual financial statements;

c) The report of the Board of Directors on the administration and operation results of the Board of Directors and each member of the Board of Directors; independent members of the Board of Directors are responsible for reporting at the Annual General Meeting of Shareholders in accordance with the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

d) The Control Board's report on the Company's business results, the operation results of the Board of Directors and the Director;

dd) Report on self-assessment of operation results of the Control Board and members of the Control Board;

e) The dividend level for each share of each type;

g) Number of members of the Board of Directors and the Control Board;

h) Elect, dismiss or dismiss members of the Board of Directors or members of the Control Board;

i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

k) Approve the list of approved auditing firms; to decide on the auditing firm to be approved to inspect the company's activities when it deems it necessary;

l) Supplement and amend the company's charter;

m) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;

n) Division, separation, consolidation, merger or transformation of the company;

o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;

p) Decision on investment or sale of assets valued at 35% or more of the total asset value stated in the Company's latest financial statements;

q) Decide to repurchase more than 10% of the total sold shares of each type;

r) The company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets stated in the latest financial statements;

s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

t) Approving the Internal Regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Control Board;

u) Other matters as prescribed by law and this Charter.

3. All resolutions and issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or representative organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

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

3. Voting papers of persons authorized to attend meetings within the scope of authorization shall remain valid when one of the following cases occurs, except for the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the appointment of authorization;
- c) The authorizer has canceled the authority of the person performing the authorization.

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

Article 17. Change permissions

1. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents that adversely change the rights and obligations of shareholders owning preference shares may only be approved if it is approved by the number of preference shareholders of the same type attending the meeting

owning 75% or more of the total preference shares of that type or 75% of the total shares owned by preference shareholders of the same type the preferential portion of that type or more shall be approved in case of approval of the resolution in the form of written consultation.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of such issued shares. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 days and the holders of shares of that type (regardless of the number of people and number of shares) who are present in person or through authorized representatives shall be considered as having the required number of delegates. At the meetings of shareholders holding the above-mentioned preferential shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. Procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided for in the terms of the issuance of shares, the special rights attached to the types of shares have preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening the meeting, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Preparation of the program and contents of the congress;

c) Prepare documents for the congress;

d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

dd) Determine the time and place of the congress;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks in service of the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company, the State Securities

Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:

- a) The meeting program and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors or members of the Control Board;
- c) Voting papers;
- d) Draft resolutions for each issue in the meeting program.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter have the right to propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the petition specified in Clause 4 of this Article if it falls into one of the following cases:

- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making competence of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; proposals shall be officially added to the Program and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting fails to meet the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting fails to meet the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from

the date on which the second meeting is planned. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

Article 20. Format of conducting the meeting and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting have registered in the following order:

a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote on a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the content of the Program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote count were announced by the Chairman just before the closing of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has been opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote-counting boards is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the Head of the Executive Control Board shall let the General Meeting of Shareholders elect the chairman of the meeting among the participants and the person with the highest vote to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders for the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest number of votes to preside over the meeting;

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

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The program must clearly define and detail the time for each issue in the content of the meeting program.

4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved Program and reflecting the wishes of the majority of the participants.

- a) Arrange seats at the meeting venue of the General Meeting of Shareholders;
- b) Ensure the safety of everyone present at the meeting places;
- c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the Program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote count were announced by the chairman just before the closing of the meeting.

6. Shareholders or persons authorized to attend meetings after the meeting has been opened may still be registered and have the right to vote immediately after registration; In this case, the validity of the previously voted contents does not change.

7. The convener or chairperson of the meeting of the General Meeting of Shareholders has the following rights:

- a) To request all participants to be subject to inspection or other lawful and reasonable security measures;
- b) Request the competent agency to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 working days from the date on which the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have enough convenient seats for all participants;
- b) The means of communication at the meeting venue are not guaranteed for shareholders attending the meeting to participate, discuss and vote;
- c) There are people attending the meeting who obstruct or disturb the order, which may cause the meeting to be held in a fair and lawful manner.

9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote in the form of electronic voting or other electronic

forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, trades and domains;
- c) Change the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets stated in the Company's latest financial statements;
- dd) Reorganization or dissolution of the company;
- e) Other matters to ensure the company's interests.

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

3. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of shares with voting rights are legal and effective even if the order and procedures for convening meetings and passing such resolutions violate the provisions of the Law on Enterprises and the company's charter.

Article 22. Competence and procedures for collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders

The competence and method of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion poll must contain the following principal contents:

- a) Name and address of the head office, enterprise identification number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being

organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;

d) Issues that need to be consulted for approval;

dd) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;

e) The time limit for sending to the Company the reply form for collecting opinions;

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

4. Shareholders may send the reply form to the Company by mail, fax or e-mail according to the following provisions:

a) In case of sending a letter or opinion poll that has been answered, it must be signed by the shareholder being an individual, of the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) In case of sending fax or e-mail, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;

c) Opinion collection forms sent to the Company after the time limit specified in the contents of the opinion collection form or which have been opened in case of sending letters and disclosed in case of sending fax or e-mail are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Control Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

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

b) Purposes and issues to be consulted for the adoption of the resolution;

c) The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes in favor, disapproval and no opinion on each issue;

dd) The approved issue and the corresponding approval rate;

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

Members of the Board of Directors, vote counting persons and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.

6. Minutes of vote counting and resolutions must be sent to shareholders within 15 days after the end of vote counting. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.

7. The replied opinion poll, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.

8. A resolution shall be adopted in the form of a written solicitation of shareholders' opinions if it is approved by more than 50% of the total number of votes of all shareholders with the right to vote in favor and is valid as the resolution passed at the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following principal contents:

- a) Name and address of the head office, enterprise identification number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and meeting contents;
- d) Full name of the chairman and secretary;
- dd) Summarize the progress of the meeting and comments made at the meeting of the General Meeting of Shareholders on each issue in the agenda;
- e) The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;
- h) The approved issues and the corresponding percentage of approved votes;
- i) Full name and signature of the chairman and secretary.

In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

2. The minutes of the meeting of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities market and must be kept at the head office of the Company.

5. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; The submission of the vote counting record can be replaced by posting it on the company's website.

Article 24. Request to annul the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to consider annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 3, Article 21 of this Charter.

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

Chapter VII

BOARD

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;
- g) The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial titles and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% shall be nominated a maximum of two (02) candidates; from 30% to less than 40% shall be nominated a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum

of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and 80% or more are nominated for eight (08) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or nominating organizations as prescribed in the company's charter. Internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter. Concrete:

a) Members of the Board of Directors must meet the following criteria and conditions:

- Not eligible regulation in Clause 2, Article 17 of the Law on Enterprises;
- Having professional qualifications and experience in business administration or in the company's business fields, lines and lines and not necessarily being a shareholder of the company, unless otherwise provided for by law;
- A member of the Board of Directors of a company may also be a member of the Board of Directors of another company;
- Members of the Board of Directors must not be spouses, natural fathers, adoptive fathers, natural mothers, adoptive mothers, natural children, adopted children, siblings, siblings, brothers-in-law, brothers-in-law, sisters-in-law, sisters-in-law or sisters-in-law of Director, Deputy Director and Chief Accountant Company; must not be a related person of the manager or person competent to appoint the manager of the parent company.

b) Independent members of the Board of Directors must meet the following criteria and conditions:

- Not be a person who is working for the company, its parent company or its subsidiaries; not be a person who has worked for the company, parent company, or subsidiary of the company at least 03 consecutive years before;
- Not being a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to under regulation;
- Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder of the company; being a manager of the company or a subsidiary of the company;
- Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;
- Not being a person who has been a member of the Board of Directors or the Control Board of the company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 05 people.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.
3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The structure of the Board of Directors of the company must ensure that at least 1/5 of the total number of members of the Board of Directors are independent members.

The total number of independent members of the Board of Directors must ensure that there is at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;
4. A member of the Board of Directors is no longer a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the company's management agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Decide on the company's medium-term development strategy, plan and annual business plan;
 - b) Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
 - c) Decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;
 - d) Decide on the selling price of shares and bonds of the Company;
 - dd) Decision on share repurchase as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;

g) To decide on solutions for market development, marketing and technology;

h) Approval of contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets stated in the latest financial statements of the Company, except for contracts and transactions falling under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;

Through contracts, agreements and commitments with a term of more than 01 year (except for contracts under construction investment projects that have been negotiated/approved by competent authorities; contracts for the purchase and sale of products and services exclusively managed by the State; contracts, transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises);

i) Elect, dismiss or dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for Directors, Deputy Directors and Chief Accountants of the Company; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration levels and other benefits of such persons;

Approve the policy for the Director to decide on the selection, signing of contracts, termination of labor contracts or decisions on appointment, re-appointment, dismissal, commendation, discipline, salary and allowances for the title of Head of Department/Department and equivalent titles in the company;

k) Supervise and direct the Director, Deputy Director and Chief Accountant in administering the Company's daily business;

Settle the company's complaints and denunciations against the business executive as well as decide to choose the company's representative to settle issues related to legal procedures for such executive;

l) Decide on organizational structure, announce the list and promulgate regulations on internal management of the Company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;

m) Approving programs and contents of documents in service of the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the resolution;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Propose the level of dividends to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business;

p) To propose the reorganization or dissolution of the company; request for bankruptcy of the Company;

q) Decide on the promulgation of the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; Regulation on information disclosure of the company;

r) Report to the General Meeting of Shareholders on the appointment of the Director by the Board of Directors at the nearest General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the operation of the Board of Directors in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

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

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions or members of the Board of Directors who work in sub-committees of the Board of Directors or perform other tasks outside the scope of ordinary tasks of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration from time to time. salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall have the right to pay all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. The Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors must not concurrently serve as a Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Formulate programs and plans on operation of the Board of Directors;

b) Prepare programs, contents and documents for the meeting; convene, preside over and chair meetings of the Board of Directors;

- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- dd) Chairing the meeting of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and perform the rights and obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, if there are difficulties in cognition, control of behavior, are banned from holding certain positions, practicing certain professions or doing certain jobs by the Court, the remaining members shall elect one of the members holding the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

Article 30. Board Meeting

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 person from them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.

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

- a) At the request of the Control Board or an independent member of the Board of Directors;
- b) At the request of the Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases prescribed by the company's charter and law.

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as

requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that the contact address of each member of the Board of Directors registered at the company is reached.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Control Board as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the planned first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the ballot papers to the meeting by mail, fax or e-mail;
- dd) Send the ballot papers by other means as prescribed in the company's charter.

10. In case of sending the ballot papers to the meeting by mail, the ballot papers must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. Ballots are only opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may set up subordinate subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the sub-committee and one of these members shall be appointed as the Head of the sub-committee at the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current laws and the provisions of the company's Charter and internal regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate administration may concurrently serve as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate administration must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of company administration has the following rights and obligations:

a) Advise the Board of Directors in organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Control Board and the General Meeting of Shareholders at the request of the Board of Directors or the Control Board;

c) Advise on the procedures of meetings;

d) Attend meetings;

dd) Advise on procedures for making resolutions of the Board of Directors in accordance with law;

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

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

h) Acting as a point of contact with parties with related interests;

i) Confidentiality of information in accordance with the provisions of law and the company's charter;

k) Other rights and obligations as prescribed by law and the company's charter.

Chapter VIII

OTHER DIRECTORS AND EXECUTIVES

Article 33. Organization of the management apparatus

1. The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business.

2. The company shall have a Director, no more than two (02) Deputy Directors and Chief Accountants appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned titles must be approved by a resolution of the Board of Directors.

3. The company must appoint a chief accountant in accordance with law. In case the company has not immediately appointed the chief accountant, it shall arrange a person in charge of accounting or hire a service to act as the chief accountant as prescribed. The maximum time for arranging an accountant is 06 (six) months, after which the Company must appoint a person to be the Chief Accountant.

Article 34. Company Executives

1. The Company's executives include; Director, Deputy Director, Chief Accountant.

2. At the request of the Director and approved by the Board of Directors, the Company may recruit other executives in quantity and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. The business operator must be responsible for supporting the Company to achieve the goals set out in its operations and organization.

3. Directors shall be paid salaries and bonuses. The salary and bonus of the Director shall be decided by the Board of Directors.

4. Executives' salaries shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in separate sections in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

5. The term of appointment of the Company's Director shall not exceed 05 years and be consistent with the term of office of the Board of Directors, the term of appointment of the Deputy Director and Chief Accountant of the Company shall be 05 years; These positions can be reappointed for an unlimited number of terms. The term of office of positions not under the appointing competence of the Board of Directors shall comply with the Company's management regulations.

6. For the titles of Deputy Director and Chief Accountant of the Company who have been appointed or re-appointed before the promulgation of this amended Charter, the appointment or re-appointment decision is still valid and the Board of Directors of the Company shall review and adjust the term of office as prescribed in this Charter.

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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the Director.

2. Director means the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.

3. The term of office of the Director shall comply with the provisions of Clauses 5 and 6, Article 34 of this Charter. Directors must meet the standards and conditions prescribed by law and the Company's Charter.

4. Directors have the following rights and obligations:

a) To decide on matters related to the Company's day-to-day business which do not fall under the competence of the Board of Directors, including the signing of financial and commercial contracts on behalf of the Company. trade, organize and administer the Company's daily business activities according to best management practices...;

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

c) Organize the implementation of the company's business plan and investment plan;

d) Propose the plan on organizational structure and internal management regulations of the Company;

e) Appoint, re-appoint, dismiss, dismiss and other managerial positions in the company except for titles under the competence of the Board of Directors;

To propose the Board of Directors to decide on the appointment, re-appointment, dismissal, dismissal, dismissal, commendation, discipline, decision on salary and other benefits for the titles of Deputy Director and Chief Accountant;

f) Decision on selection, signing of contracts, termination of labor contracts, decision on appointment, dismissal, commendation, discipline, salary and allowances for the title of Head of Department/Department and equivalent titles on the basis of approval of the Board of Directors;

g) Decision on selection, signing of contracts, termination of labor contracts, decision on appointment, dismissal, commendation, discipline, salary and allowances for positions from Deputy Head of Department/Department and equivalent or lower titles;

h) Propose the Board of Directors to approve the company's labor and salary use plan;

i) Decisions on contracts for purchase, sale, borrowing, lending and other contracts with a value of less than 35% of the total value of the Company's assets stated in the latest audited financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders and the Board of Directors of the Company specified in Clause 2, Article 138, Clause 2 Article 153 and Clause 3 Article 167 of the Law on Enterprises;

k) To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the Director;

l) Propose a plan to pay dividends or handle losses in business;

m) Report to the Board of Directors on the results of business operations of the Company; publicly announce financial statements in accordance with law;

n) Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual estimate (including the balance sheet, the statement of business results and the statement of expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's Statutes;

o) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director when a majority of the members of the Board of Directors have the right to vote at the meeting to approve and appoint a new Director to replace him.

Chapter IX

SUPERVISORY BOARD

Article 36. Candidacy and nomination of members of the Supervisory Board

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as those specified in Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is not sufficient for the necessary number, the incumbent Supervisory Board may nominate additional candidates or nominating organizations as prescribed in the company's Charter, the Internal Regulation on corporate governance and the Regulation on operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Article 37. Composition of the Supervisory Board

1. The number of members of the Control Board of the Company is 03 people. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years.

3. A member of the Control Board shall be dismissed from office in the following cases:

- a) Failing to meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
- b) Having a written resignation and being approved;
- c) Other cases as prescribed by law.

4. A member of the Control Board shall be dismissed in the following cases:

- a) Failing to complete the assigned tasks and jobs;
- b) Failing to perform his/her rights and obligations for 06 consecutive months, except for force majeure cases;
- c) Repeatedly violating or seriously violating the obligations of members of the Control Board in accordance with the Law on Enterprises and the company's charter;
- d) Other cases as prescribed by law and resolutions of the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal of office according to the principle of majority. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

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

- a) Convene a meeting of the Control Board;
- b) Request the Board of Directors, Directors and other executives to provide relevant information for reporting to the Control Board;
- c) Make and sign the report of the Control Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Supervisory Board

The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the approved audit organization to inspect the Company's operation, dismiss the approved auditor when deeming it necessary.
2. To take responsibility before shareholders for their supervisory activities.
3. Supervise the Company's financial situation, compliance with law in the operation of members of the Board of Directors, Directors and other managers.
4. Ensure coordination with the Board of Directors, Directors and shareholders.
5. In case of detecting violations of law or the company's charter by members of the Board of Directors, directors and other executives of the enterprise, the Control Board must notify the Board of Directors in writing within 48 hours, requesting the violators to terminate the violations and take remedial measures.
6. To formulate the Regulation on operation of the Control Board and submit it to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.
8. Having the right to access the Company's dossiers and documents kept at its head office, branches and other locations; have the right to go to the working place of the Company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, Directors and other managers to provide adequate, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Supervisory Board Meeting

1. The Control Board must meet at least 02 times in a year, and the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the meeting of the Supervisory Board are made in detail and clearly. The person recording the minutes and the members of the Control Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
2. The Control Board has the right to request members of the Board of Directors, Directors and representatives of approved auditing organizations to attend and answer issues that need to be clarified.

Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board

In case there is no other provision by law, salaries, remunerations, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits under decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonus, other benefits and annual operating budget of the Control Board.

2. Members of the Control Board shall be paid expenses for meals, accommodation, travel, and expenses for use of independent consultancy services at reasonable levels. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Control Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant provisions of law and must be made into separate sections in the Company's annual financial statements.

Chapter X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, DIRECTORS AND OTHER EXECUTIVES

Article 42. Careful responsibility

Members of the Board of Directors, Members of the Supervisory Board, Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 43. Honest responsibility and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Control Board, Directors and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.

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

3. Members of the Board of Directors, members of the Control Board, Directors and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between companies, subsidiaries and other companies under the control of more than 50% of charter capital with such entities or related persons of such subjects in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, members of the Control Board, directors, other managers and related persons of these subjects must not use or disclose to others inside information to carry out relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, directors, other executives and individuals and organizations related to these entities shall not be invalid in the following cases:

a) For transactions with a value less than or equal to 10% of the total value of assets stated in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Control Board, Directors and other executives who have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

b) For transactions with a value greater than 10% or transactions resulting in transaction value arising within 12 months from the date of the first transaction with a value of 10% or more of the total asset value recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Control Board, Directors and other executives who breach their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their acts of violation.

2. The Company shall pay compensation to persons who have been, are or may become a related party in complaints, lawsuits, denunciations or lawsuits (including civil, administrative and non-litigation cases initiated by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, directors, other executives, employees or representatives authorized by the Company who have performed or are performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and without evidence confirming that such person has breached his or her responsibilities.

3. Compensation expenses include expenses for judgments, fines and payables incurred in practice (including fees for hiring lawyers) when settling these cases within the framework permitted by law. The company can purchase insurance for these people to avoid the above compensation liabilities.

Chapter XI

RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS

Article 45. The right to look up books and records

1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:

a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; considering, lookup, extracting or copying the

company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, annual and mid-year financial statements, reports of the Control Board, contracts, transactions must be made through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and dossiers, it must be enclosed with the power of attorney of the shareholder or group of shareholders represented by such person or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Control Board, Directors and other executives have the right to look up the Company's register of shareholders, the list of shareholders, books and other records of the Company for purposes related to their positions provided that this information is kept confidential.

4. The company must keep this Charter and amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Control Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.

5. The company's charter must be published on the company's website.

Chapter XII

EMPLOYEES AND TRADE UNIONS

Article 46. Employees and trade unions

1. The director must make a plan for the Board of Directors to approve matters related to recruitment, dismissal of employees, salaries, social insurance, welfare, commendation and discipline for employees and executives of enterprises.

2. The Director must make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies specified in this Charter, the Company's regulations and current legal regulations.

Chapter XIII

PROFIT DISTRIBUTION

Article 47. Profit Distribution

1. The General Meeting of Shareholders decides: The plan for annual dividend and profit after tax shall be distributed in the following order:

- Distribute profits to associates in accordance with the signed economic contracts (if any).

- To offset losses of previous years which have expired and are deducted from pre-tax profits as prescribed.
 - Deduct up to 30% into the enterprise development investment fund.
 - Deduct reward funds, welfare funds for employees in enterprises, reward funds for enterprise managers in accordance with the Government's regulations on labor, salaries, remuneration and bonuses for companies with dominant shares and contributed capital of the State.
 - The remaining profits shall be distributed in cash and shares to shareholders and capital contributors. The distribution of dividends in shares is only applied and implemented when the company implements group A projects approved by the competent authority.
2. The company does not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in whole or in part by shares and the Board of Directors shall be the executing agency of this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date for finalizing the list of shareholders. Pursuant to that date, persons who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other matters related to profit distribution shall comply with law.

Chapter XIV

BANK ACCOUNT,

FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Account

1. The company opens accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the Company opens accounts.

Article 49. Fiscal Year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Certificate of Business Registration and ends on December 31 of the year of issuance of the Certificate of Business Registration

Article 50. Accounting regime

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent agency.

2. The company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and account for the Company's transactions.

3. The company shall use the currency in accounting in Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

Chapter XV

**FINANCIAL STATEMENTS, ANNUAL REPORTS,
AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

Article 51. Yearly, semi-annual and quarterly financial statements

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces its audited annual financial statements in accordance with the law on information disclosure on the securities market and submits it to the competent state agency.

2. The annual financial statement must include all reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statements must honestly and objectively reflect the Company's operation.

3. The company must make and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

Article 52. Annual Report

The company must make and publish the Annual Report in accordance with the provisions of the law on securities and securities market.

Chapter XVI

COMPANY AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Association co-administrators.

2. The audit report shall be attached to the annual financial statement of the Company.

3. Independent auditors who audit the Company's financial statements may attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the meetings of the General Meeting of Shareholders and may express their opinions at the general meeting on matters related to the audit of financial statements of the Company.

Chapter XVII

MARK OF THE ENTERPRISE

Article 54. Seal of the enterprise

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and contents of the seal of the Company, its branches and representative offices (if any).
3. The Board of Directors and the Director shall use and manage the seal in accordance with current law.

Chapter XVIII

COMPANY DISSOLUTION

Article 55. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) Ending the operation duration stated in the company's charter without an extension decision;
 - b) According to resolutions and decisions of the General Meeting of Shareholders;
 - c) The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the company ahead of time (including the extended duration) shall be decided by the General Meeting of Shareholders and the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if mandatory) as prescribed.

Article 56. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 57. Liquidation

1. At least 06 months before the end of the company's operation term or after the decision to dissolve the company, the Board of Directors must establish a liquidation committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operation regulations.

Members of the Liquidation Board can be selected from among the Company's employees or independent specialists. All costs related to liquidation are prioritized by the Company in advance of the Company's other debts.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- dd) The remaining amount after payment of all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares are prioritized for payment in advance.

Chapter XIX

INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

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

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, the Control Board, the Director or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. In case a conciliation decision cannot be reached within 06 weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, one party may bring such dispute to the Court.

3. The parties shall bear their own expenses related to the negotiation and conciliation procedures. The payment of the Court's expenses shall be made in accordance with the Court's ruling.

Chapter XX

SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 59. Company Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions related to the Company's operation which have not been mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

Chapter XXI

EFFECTIVE DATE

Article 60. Effective Date

1. This Charter consists of 21 Chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Vicem Cement Trading Joint Stock Company on **22** Month 04 in 2024 in Hanoi. The full text of this Charter takes effect as soon as it is voted and approved by the General Meeting of Shareholders.
2. The Charter shall be made in 10 copies, of equal validity and must be kept at the head office of the Company.
3. These Terms and Conditions are the sole and official of the Company.
4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

LEGAL REPRESENTATION OF THE COMPANY MEMBER OF THE BOARD OF DIRECTORS- DIRECTOR

Trinh Ngoc Thang



Number: /TTr-HDQT

Hanoi, April 2025

etc. approved the handling of the Company's outstanding construction investment projects

According to the provisions of the Law on Real Estate Business No. 29/2023/QH15, it is necessary to ensure at least 20% of equity (own capital) to invest in the project. Currently, the Company's equity is only sufficient to secure its current business. If the above two projects continue to be implemented, the Company must increase its charter capital. However, the increase in charter capital for real estate investment is not allowed for VICEM (the parent company of the Company) according to the provisions of Decree 32/2018/ND-CP dated 08/03/2018 of the Government amending and supplementing a number of articles of Decree No. 91/2015/ND-CP dated 13/10/2015 of the Government on investment of State capital in enterprises and management, use of capital and assets at the enterprise.

Currently, the Company has not signed land lease contracts for the land plots in the above two construction investment projects, and is leasing land with annual land rent. According to the 2024 Land Law, for land managed by agencies and organizations of the State but not yet assigned, leased or allocated land for management, the land must be handed over to the State for auction of land use rights. Therefore, the possibility of the Company winning the auction of land use rights in these locations is also very difficult.

In previous years, the Company had to make a plan to rearrange and handle houses and land according to Decree No. 67/2021/ND-CP amending and supplementing a number of articles of Decree 167/2017/ND-CP at the request of the Ministry of Construction. Based on the plan for rearrangement and handling of houses and land approved by the competent authority, the Company will carry out legal procedures on land and then there will be an investment plan for the outstanding projects of the Company mentioned above.

From the above reasons, the Board of Directors of the Company proposes to permanently stop the above projects because they do not ensure the legal basis and feasibility according to current regulations. For the expenses incurred in the process of setting up the two projects mentioned above, they will be recorded in the business results in 2025.

The Board of Directors of the Company would like to submit to the General Meeting of Shareholders for approval the handling of backlog construction projects of Vicem Cement Trading Joint Stock Company.

(Attached to the Report backlog of construction investment projects and ask for opinions on project handling).

Thank you very much!

Recipient:

- As above;
- Save VT; BOM.

W/



**TM. BOARD
UV BOARD OF DIRECTORS -
DIRECTOR**

A handwritten signature in black ink, appearing to read 'Thang', is written over a horizontal line.

Trinh Ngoc Thang

Hanoi, April 2025

**REPORT ON OUTSTANDING CONSTRUCTION PROJECTS AND ASK FOR
COMMENTS**

HANDLING OF PROJECTS OF THE COMPANY'S BOARD OF DIRECTORS

*(Attached to the Report No. /TTr-HDQT dated /04/2025 of the Board of Directors of the
Company)*

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed on 17/06/2020 effective on 01/01/2021;

Pursuant to the Charter of organization and operation of Vicem Cement Trading Joint Stock Company;

Pursuant to Document No. 183/VICEM-HDTV dated 11/02/2025 of Vietnam Cement Corporation on the report on the plan and contents to be requested by VICEM before voting at the 2025 Annual General Shareholders' Meeting for approval.

From the period of 2003 - 2012, the Company has 02 outstanding construction projects, these projects are all in the stage of investment preparation and have not been received investment decisions: Housing project combined with trade and services at lane 1 of Phan Dinh Giot street; Housing project combined with trade and services in Vinh Tuy. The Board of Directors of Vicem Trading Cement Joint Stock Company would like to report on the implementation of the construction investment project and ask for opinions on the handling plan for the construction investment projects as follows:

1. Housing project combined with trade and services at lane 1, Phan Dinh Giot street

1. The process of preparation for implementation of construction investment projects

1.1. High-rise apartment housing project in Giap Nhi (2003 - 2005)

- Implementation work: Expenses for making master site planning, pre-feasibility study report of the project and investment procedures.

- Implementing unit: Office of Consulting and Technology Transfer - Hanoi University of Architecture.

- Implementation value: 71.9 million VND, settled A-B.

- Economic contract No. 379/VTKTXM-QLDA dated 16/10/2003 on consultancy on preparation of pre-feasibility study report of the project.

Legal documents on the project implementation process:

- Document No. 557/XMVN-HDQT dated 17/4/2002 of Vietnam Cement Corporation agreeing on the policy for the implementation of steps to prepare for investment in the construction of high-rise buildings in Giap Nhi warehouse area.

- Document No. 1379/QHKT-P1 dated 25/8/2003 of the Department of Planning and Architecture on the agreement on the master plan.

- Document No. 1970/XMVN-HDQT dated 29/9/2003 of Vietnam Cement Corporation on the preparation of the pre-feasibility study report of the project.

- Document No. 3480/UB-XDDT dated 04/11/2003 of the Hanoi People's Committee on investment in the construction of high-rise houses..., in which it was agreed to assign the Cement Technical Materials Company to organize the study and formulation of the investment project.

- Document No. 330/QHKT-P1 dated 08/3/2004 of the Department of Planning and Architecture of Hanoi City on the agreement on the master plan and architectural plan.

- Document No. 2396/QHKT-P1 dated 26/11/2004 of the Department of Planning and Architecture of Hanoi City on the agreement on the master plan and architectural plan (amended).

Reason for the project to be stopped and not implemented: According to Decision No. 123/QD-UB dated 06/12/2001 of Hanoi City, the Investor must return 30% of the housing fund to Hanoi City, so the effectiveness of the project is uncertain, so the Company has stopped not implementing the project. The company has finalized and liquidated the contract with the consultant.

1.2. Giap Nhi Apartment Housing Complex Project (2006 - 2008)

The company converted the high-rise apartment housing project in Giap Nhi into the Giap Nhi apartment complex project.

- Implementation work: Determining the land area in Giap Nhi.

- Implementing unit: Hanoi Land Administration Company.

- Implementation value: 1.17 million VND, paid to the on-duty unit

Legal documents on the project implementation process:

- Document No. 266/XMVN-HDQT, dated 20/02/2006 of Vietnam Cement Corporation on the investment in Giap Nhi apartment complex project.

- Document No. 103/XMVN-HDQT dated 22/01/2007 of Vietnam Cement Corporation on the preparation for investment in the construction investment project of Giap Nhi apartment complex.

Reason for the project to be stopped and not implemented: After considering the business purpose of the project, due to low efficiency, the Company did not implement the project and converted it into a high-rise office building and housing for lease project in Giap Nhi.

1.3. Project of a complex of high-rise office buildings and houses for lease in Giap Nhi (2008 - 2010)

The company changed the name of the Giap Nhi apartment complex project to the project of high-rise office building and housing for lease in Giap Nhi.

- Implementation work: Surveying and drawing maps of the current status of the land and geological survey, making investment projects:

- Implementing unit: Hanoi Land Administration Company and State-owned Company Limited for Survey and Construction - Ministry of Construction.

- Implementation value: 808.7 million VND has been finalized A-B, of which:
 - + *Measurement and drawing of maps of the current status: 15,540,000 VND (with value-added invoices issued by Hanoi Land Administration Company).*
 - + *Geological survey, investment project formulation: 793,214,855 VND, finalized A-B (there are 02 VAT invoices issued by the State Company of Survey and Construction - Ministry of Construction).*
- The contract on economic and technical measurement and mapping of the current status No. 08.602/HDKT dated 18/6/2008 and the contract liquidation record.
- Contract No. 276/TMXM-QLDA dated 20/8/2008 drilling and geological survey of a complex of high-rise office buildings and houses for lease in Giap Nhi.
- Consultancy contract No. 280/TMXM-QLDA dated 22/8/2008 for the establishment of an investment project of a complex of high-rise office buildings and houses for lease in Giap Nhi.
- Record of acceptance of work survey results dated 10/9/2008.
- Minutes of termination of the drilling contract for geological survey of works dated 16/8/2011.
- Record of liquidation of the geological survey contract of the work (basic design stage) dated 04/10/2011.
- A report on the determination of the volume and payment value of the contract for the formulation of an investment project on a complex of high-rise office buildings and houses for lease in Giap Nhi dated 27/4/2012.
- Minutes of working on the termination of the contract for the establishment of the investment project on the construction of a complex of high-rise office buildings and houses for lease in Giap Nhi dated 02/5/2012.
- Record of acceptance and settlement of the value of the completed volume of the investment project dated 02/5/2012.
- Record of liquidation of the contract for formulation of the work construction investment project dated 02/5/2012.

Legal documents on the project implementation process:

- Document No. 410/TMXM-QLDA dated 22/4/2008 to Vietnam Cement Industry Corporation on the application for approval of the investment policy of the project of a complex of high-rise office buildings and houses for lease in Giap Nhi.
- Document No. 566/XMVN-DTXD dated 08/5/2008 of Vietnam Cement Industry Corporation to the Board of Directors of the Corporation on the investment policy of the project of high-rise office building and housing for lease in Giap Nhi.
- Document No. 581/XMVMN-HDQT dated 12/5/2008 of the Board of Directors of Vietnam Cement Industry Corporation approving the investment policy of the project of high-rise office building and housing for lease in Giap Nhi.
- Document No. 603/TMXM-QLDA dated 11/6/2008 of Cement Trading Joint Stock Company to the Department of Planning and Architecture of Hanoi City for approval

of the total floor area and architectural plan of the complex of high-rise office buildings and houses for lease in Giap Nhi.

- Report to the Director dated 26/8/2008 on the drilling and geological survey of the complex of high-rise office buildings and houses for lease in Giap Nhi.

- Document No. 251/QHKT-P2 dated 01/9/2008 of the Hanoi Department of Planning and Architecture to the Hanoi People's Committee on the architectural planning at lane 1 of Phan Dinh Giot street.

- Document No. 1034/TMXM-QLDA dated 17/9/2008 of Cement Trading Joint Stock Company to Hanoi People's Committee on the investment in the project of high-rise office building and housing for lease in Giap Nhi.

- Document No. 1507/UBND-XDDT dated 25/9/2008 of the Hanoi People's Committee on approving the architectural planning at Lane 1 of Phan Dinh Giot Street, Phuong Liet Ward, Thanh Xuan District, Hanoi City.

- Document No. 3671/UBND-KH&DT dated 29/4/2009 of the Hanoi People's Committee on approving the location for Cement Trading Joint Stock Company to establish and implement the project of high-rise office building and housing for lease in Giap Nhi.

- Document No. 1600/QHKT-P2 dated 03/7/2009 of the Department of Planning and Architecture of Hanoi City on the architectural planning at Lane 1 of Phan Dinh Giot Street, Phuong Liet Ward, Thanh Xuan District, Hanoi City.

Reason for the project to stop and not implement: In 2010, due to the purpose of the project for leasing with low efficiency, the Company stopped not implementing and converted to a residential project combined with Commercial Services at Lane 1 of Phan Dinh Giot Street, Phuong Liet Ward, Thanh Xuan District, Hanoi city with the purpose of making houses for sale.

1.4. Housing project combined with trade and services at Lane 1, Phan Dinh Giot Street, Phuong Liet Ward, Thanh Xuan District, Hanoi City (in 2010 - 2012)

In 2010, the Company cooperated with Song Da Construction Investment and Urban Development Joint Stock Company (SDU Company) to implement the project, SDU Company spent funds in advance to implement such as applying for investment policies, measuring the current status map, applying for red line boundaries, etc master planning, preliminary design, etc.

- Regarding the value implemented by the Company: 0 VND.

- Business cooperation contract No. 268/2010/HDHTKD dated 05/4/2010 signed between Cement Trading Joint Stock Company and Song Da Construction and Urban Development Joint Stock Company.

- Resolution No. 856/NQ-HDQT dated 24/10/2012 of the Board of Directors of Vicem Trading Cement Joint Stock Company. In which, the investment in the residential area combined with trade and services project at lane 1 of Phan Dinh Giot street is suspended.

- Minutes of working between Vicem Cement Trading Joint Stock Company and SDU Company dated 09/5/2013 on the suspension of the implementation of the project of Housing Complex combined with trade and services at Lane 1, Phan Dinh Giot Street.

Reason for the project to be suspended: In 2012, due to the quiet and frozen real estate market, the two sides temporarily stopped the implementation of the project.

Legal documents on the project implementation process:

- Document No. 1050/TMXM-QLDA dated 13/11/2009 of Vicem Cement Trading Joint Stock Company to Vietnam Cement Industry Corporation on the application for investment cooperation in the high-rise building project in Giap Nhi.

- Document No. 1741/XMVN-DTXD dated 18/11/2009 of Vietnam Cement Industry Corporation to the Board of Directors of the Corporation on investment cooperation in Giap Nhi high-rise building project.

- Document No. 1812/XMVN-HDQT dated 27/11/2009 of Vietnam Cement Industry Corporation on cooperation in investment in project construction.

- Document No. 1133/TMXM-QLDA dated 16/12/2009 of Cement Trading Joint Stock Company to the Hanoi People's Committee on the application for investment cooperation in the project of Housing combined with trade and service at Lane 1, Phan Dinh Giot Street.

- Document No. 493/UBND-XD dated 20/1/2010 of the Hanoi People's Committee on the transformation of land use functions and investment cooperation and project implementation.

- Memorandums of Understanding between the Company and SDU Company on the implementation of the investment project.

- Decision No. 131/QD-TMXM dated 28/01/2010 on the establishment of the working group of the project of housing area combined with commercial services at lane 1, Phan Dinh Giot street.

- Decision No. 398/QD-HDQT dated 05/4/2010 on approving the contents of the investment cooperation contract; authorize the Director of the Company to implement the implementation.

- Document No. 1913/QHKT-P4 dated 21/6/2010 of the Department of Planning and Architecture on architectural planning at the land area of lane 1, Phan Dinh Giot street, Phuong Liet ward, Thanh Xuan district, Hanoi city.

- Document No. 731/UBND-QLDT dated 09/9/2010 of the People's Committee of Thanh Xuan district on the implementation of the project.

- Document No. 941/TC-QC dated 22/11/2010 of the General Staff of the Operations Department on approving the static height without construction of works.

- Document No. 899/QHKT-TH dated 31/3/2011 of the Department of Planning and Architecture on the adjustment of the local planning of the land lot for project implementation.

- Document No. 156/UBND of Phuong Liet ward dated 27/4/2011 on participating in the opinion on partial adjustment of the project.

- Document No. 270/UBND-QLDT dated 26/5/2011 of the People's Committee of Thanh Xuan district to the Department of Planning and Architecture of Hanoi City on the implementation of the project.

- Document No. 178/STNMT-KHTH dated 29/5/2011 on contributing opinions on the dossier of partial adjustment of land planning.

- Document No. 148/STNMT dated 29/5/2011 of the Department of Natural Resources and Environment on participating in the partial adjustment of the project.

- Document No. 5663/SGD&DT-KHTC dated 10/6/2011 of the Department of Education and Training on participating in the partial adjustment of the land planning.

- Decision No. 3918/QĐ-UBND dated 25/8/2011 of the People's Committee of Hanoi City on the partial adjustment of the detailed planning of Thanh Xuan district land plot No. 22 for project implementation.

- Summarizing the opinion poll dated 12/12/2011 of the members of the Board of Directors of the Company on the total site plan and architectural plan of the project.

- Document No. 2683/QHKT-P8 dated 11/9/2012 of the Department of Planning and Architecture of Hanoi City to the People's Committee of Hanoi City to report on architectural planning norms of works.

- Document No. 1023/TMXM-BC dated 21/10/2016 on the investment in the project of housing combined with trade and services at lane 1 of Phan Dinh Giot street.

- Document No. 2246/VICEM-QLDTXD dated 31/10/2016 of Vietnam Cement Corporation on the investment in the project of residential area combined with trade and services of commercial services.

- Document No. 2310/VICEM-HDTV dated 8/11/2016 of Vietnam Cement Corporation on the agreement on the policy for the investment in the project of residential area combined with commercial and service of TMXM.

2. The total cost for the previous project was VND 881.9 million, including:

- In the period of 2003-2005, the project of high-rise apartment building in Giap Nhi incurred costs: 71.9 million VND.

- In the period of 2006-2008, Giap Nhi Apartment Complex Project incurred costs: 1.17 million VND.

- In the period of 2008-2010, the project of a complex of high-rise office buildings and houses for lease in Giap Nhi incurred costs: 808.7 million VND.

- In the period of 2011-2012, no expenses will be incurred.

The phases of the above project have been finalized A-B, the implementing units have issued VAT invoices to the Company and the Company has paid to the implementation consultants.

II. Housing project combined with trade and services in Vinh Tuy

1. The process of preparation for implementation of construction investment projects

1.1. Office and housing project for lease in Vinh Tuy (2008 - 2010)

- Implementation work: Please apply for the policy of not hiring a consultant to implement

- Implementation value: 0 VND.

Legal documents on the project implementation process:

- Report to the Board of Directors of the Company on approving the investment policy of the housing project and office for lease in Vinh Tuy.

- Document No. 51/TMXM-QLDA dated 20/01/2009 of Cement Trading Joint Stock Company to Vietnam Cement Industry Corporation on the application for investment policy for office and housing for lease project in Vinh Tuy.

- Document No. 144/XMVN-HDQT dated 19/02/2009 of the Board of Members of Vietnam Cement Industry Corporation on the agreement on the investment policy of the project of Office Complex and Housing for Lease in Vinh Tuy.

Reason for the project to stop implementation: Because the project is not suitable for current needs, the land is located in an alley far from the center, so office and housing for rent cannot attract customers.

2.2. Housing project combined with trade and service in Vinh Tuy (2011 - 2012)

- Implementation work: Including the cost of setting up the investment project

- Investment project formulation unit: Vietnam Construction Design Consulting Joint Stock Company (CDC)

- Implementation value: 200 million settled A-B.

- Consultancy contract for construction investment project formulation No. 192/2011/TMXM-QLDA dated 26/5/2011 signed between Vicem Cement Trading Joint Stock Company and Vietnam Construction Design Consulting Joint Stock Company (CDC)

- Resolution No. 856/NQ-HDQT dated 24/10/2012 of the Board of Directors of Vicem Trading Cement Joint Stock Company. In which, the investment in the project of Housing combined with commercial services in Vinh Tuy is suspended.

- Submission to the Board of Directors of the Company dated 18/4/2013 on the liquidation of the contract for the establishment of an investment project on housing combined with commercial services in Vinh Tuy.

- Record of acceptance, settlement and liquidation of the contract for the establishment of an investment project on housing combined with trade and services in Vinh Tuy dated 10/5/2013.

Legal documents on the project implementation process:

- Summarizing the opinion poll of members of the Board of Directors of the Company dated 28/02/2011 on the change of investment policy of the project of office and housing for lease in Vinh Tuy.

- The report of the Project Management Department dated 28/02/2011 on the selection of the project formulation unit of the office and housing complex for lease in Vinh Tuy was approved by the Director.

- Document No. 00402/XMVN-HDTV dated 17/3/2011 of Vietnam Cement Industry Corporation on the agreement on the investment policy of the Housing project combined with trade and services in Vinh Tuy.

- Document No. 597/TMXM-QLDA dated 24/6/2011 of Cement Trading Joint Stock Company to the People's Committee of Hanoi City on the application for approval

of the investment policy of the project of housing combined with trade and services in Vinh Tuy.

- Document No. 1022/TMXM-QLDA dated 26/10/2011 of Vicem Trading Cement Joint Stock Company to the People's Committee of Hanoi City requesting approval for the investment policy of the project of housing combined with trade and services in Vinh Tuy.

- Document No. 183/QLDA-TMXM dated 19/3/2012 of Vicem Cement Trading Joint Stock Company to Hanoi City People's Committee and Hanoi Department of Planning and Investment on the proposal for the project of housing and trade and service combination in Vinh Tuy.

- Document No. 1187/KH&DT dated 23/4/2012 of the Department of Planning and Investment to the Departments and Departments of Hai Ba Trung district on giving opinions on the proposal dossier of the project of housing combined with commercial services in Vinh Tuy.

- Document No. 378/UBND-VP dated 04/5/2012 of the People's Committee of Hai Ba Trung District on the proposal of the project of housing combined with trade and services in Vinh Tuy.

- Document No. 1150/QHKT-P2 dated 10/5/2012 of the Department of Planning and Architecture of Hanoi City on comments on the proposal dossier of the project of housing combined with trade and services in Vinh Tuy.

- Document No. 2989/SXD-KHTH dated 21/5/2012 of the Department of Construction on opinions on the proposal dossier of the project of housing combined with commercial services in Vinh Tuy

- Document No. 1963/STNMT-KHTH dated 29/5/2012 of the Department of Natural Resources and Environment of Hanoi City on comments on the project of housing combined with trade and services in Vinh Tuy.

- Document No. 2040/KH&DT dated 26/6/2012 of the Department of Planning and Investment of Hanoi City on the settlement of the dossier of approval for the proposal of the project of housing combined with commercial services in Vinh Tuy.

Reason for the project to suspend the implementation of the project: Due to the frozen real estate market and the People's Committee of Hai Ba Trung district did not approve the construction of high-rise buildings because of the impact on regional infrastructure.

2. The total cost for the previous project was VND 200 million, including:

- In the period of 2008 - 2010, no expenses were incurred.

- In the period of 2011-2012, the project of residential area combined with commercial services in Vinh Tuy has incurred costs: 200 million VND.

The phases of the above project have been finalized A-B, the implementing unit has issued a VAT invoice to the Company and the Company has paid the implementation consultant.

III. Proposed handling plan:

Basis for the proposal to permanently stop the construction investment project:

1. According to the provisions of the Law on Real Estate Business No. 29/2023/QH15, it is necessary to ensure at least 20% of the equity (own capital) to invest in the project. Currently, the Company's equity is only sufficient to secure its current business. If the above two projects continue to be implemented, the Company must increase its charter capital. However, the increase in charter capital for real estate investment is not allowed for VICEM (the parent company of the Company) according to the provisions of Decree 32/2018/ND-CP dated 08/03/2018 of the Government amending and supplementing a number of articles of Decree No. 91/2015/ND-CP dated 13/10/2015 of the Government on investment of State capital in enterprises and management, use of capital and assets at the enterprise.

2. Currently, the Company has not signed land lease contracts for the land plots in the above two construction investment projects, and is leasing land with annual land rent payment. According to the 2024 Land Law, for land managed by agencies and organizations of the State but not yet assigned, leased or allocated land for management, the land must be handed over to the State for auction of land use rights. Therefore, the possibility of the Company winning the auction of land use rights in these locations is also very difficult.

3. In previous years, the Company had to make a plan for rearrangement and handling of houses and land according to Decree No. 67/2021/ND-CP amending and supplementing a number of articles of Decree 167/2017/ND-CP at the request of the Ministry of Construction. Based on the plan for rearrangement and handling of houses and land approved by the competent authority, the Company will carry out legal procedures on land and then there will be an investment plan for the outstanding projects of the Company mentioned above.

From the above reasons: The Company proposes to permanently stop the above projects because they do not ensure the legal basis and feasibility according to current regulations. For the expenses incurred during the implementation of the two projects mentioned above, they will be recorded in the business results in 2025.

The Board of Directors of Vicem Cement Trading Joint Stock Company reported to the 2025 Annual General Meeting of Shareholders to vote for approval./.

Thank you very much!

Recipient:

- As above;
- Board of Directors of the Company;
- Board of Directors, Supervisory Board of the Company;
- Accountant Dep, Company Secretary;
- Save VT; Organization and Administration Dep.

**ON BEHALF OF BOARD
MEMBER OF BOARD OF
DIRECTORS - DIRECTOR**



Trinh Ngoc Thang