THANH NAM GROUP JOINT STOCK COMPANY
----***----
No: 18/2026/CBTT-TNI

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
------***--------

Hanoi, April 24, 2026

DISCLOSURE OF INFORMATION ON THE ELECTRONIC INFORMATION PORTAL OF THE STATE SECURITIES COMMISSION AND HO CHI MINH STOCK EXCHANGE

(This disclosure may be used to simultaneously notify the State Securities Commission and Ho Chi Minh Stock Exchange)

To:
- **State Securities Commission**
- **Ho Chi Minh Stock Exchange**

Company: THANH NAM GROUP JOINT STOCK COMPANY

Stock Code: TNI

Head Office Address: 3rd Floor, Tower A, Golden Palace Building, No. 99 Me Tri Road, Tu Liem Ward, Hanoi, Vietnam

Phone: (84-24) 37871397

Fax:

Person Responsible for Information Disclosure: *Doan Thi Thu Thuy*

Phone (Mobile, Office, Home):

Type of Disclosure: ☐ Periodic ☐ Extraordinary ☒ 24h ☐ Upon Request

Content of Disclosed Information (*):

Thanh Nam Group Joint Stock Company announces the Minutes and Resolutions of the Annual General Meeting of Shareholders.

This information was published on the company's website on April 24, 2026 at the following link: https://thanhnamgroup.com.vn/

I hereby declare that the information published above is true and accurate and I take full legal responsibility for the content of the published information.

Attachments:
- Board of Directors' Resolution on Personnel Changes

Authorized Person for Information Disclosure
(Signature, Full Name, Title, Seal)

M.S.D.N: 0101515686 - C.T.C.P
CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM
Q. NAM TỪ LIÊM - TP HÀ NỘI

Doan Thi Thu Thuy

Signature Not Verified
Ký bởi: CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM
Ký ngày: 24/4/2026 17:11:56

THANH NAM GROUP JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM **Independence – Freedom – Happiness**
No. 01/2026/BBH-ĐHDCĐ-TNI	*Ha Noi, April 24, 2026*

MINUTES OF THE MEETING

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

THANH NAM GROUP JOINT STOCK COMPANY

Today, at 8:20 AM on April 24, 2026, at the Vplace Vip Hall, 3rd Floor, Building 25T2 - N05, Nguyen Thi Thap Street, Yen Hoa Ward, Hanoi City, Vietnam, Thanh Nam Group Joint Stock Company, Tax Code: 0101515686, with its head office located at 3rd Floor, Tower A, Golden Palace Building, 99 Me Tri Street, Tu Liem Ward, Hanoi City, held its 2026 Annual General Meeting of Shareholders, as follows:

I. OPENING OF THE MEETING

1. Attendees

- Members of the Board of Directors;
- Members of the Supervisory Board;
- Shareholders of the Company.

2. Legality and Validity of the General Meeting

The General Meeting heard the report from the Company's Shareholder Eligibility Verification Committee on the results of verifying the eligibility of shareholders to attend the General Meeting as follows:

- Total number of shares of the Company: 52.500.000 shares

- Total number of shareholders attending the General Meeting: 39 shareholders, representing shareholders out of the total number of shareholders, holding 31.564.270 shares, accounting for 60,12% of the common shares with voting rights. The attendance rate meets the requirements for holding the General Meeting as stipulated in the Enterprise Law and the company's current charter.

The authorized representatives of the shareholders attending the General Meeting have completed the procedures for attending the General Meeting as stipulated in the General Meeting regulations. Both the shareholders and their authorized representatives at the General Meeting are eligible to attend the General Meeting.

Based on the Law on Enterprises of 2020, amended and supplemented in 2025, and the Charter of Organization and Operation of Phuong Anh International Joint Stock Company, the Company's 2026 Annual General Meeting of Shareholders has met all the conditions to proceed legally and validly.

II. PROGRAM AND CONTENT OF THE CONGRESS

1. Approval of the Presidium, Secretariat, and Vote Counting Committee

The Presidium consists of:

1. Mrs **Doan Thi Thu Thuy**	:	Board Member - Chairperson of the General Meeting (According to Decision No. 01/2026/GUQ-TNI of the Chairman of the Board of Directors)
2. Mrs **Tran Thi Huong Giang**	:	Board Member
3. Mr **Le Huu Bien**	:	Chief Accountant

The Chairman of the General Meeting nominated the list of members for the Secretariat and the Ballot Counting Committee.

The shareholders unanimously approved the following list of nominees for the Secretariat and the Ballot Counting Committee:

The Congress Secretariat consists of:

1. Mrs **Nguyen Thi Hue**	:	Head of Secretariat
2. Mrs **Nguyen Thi Cam Ly**	:	Member

The vote counting committee consists of:

1. Mrs **Le Thi Quynh**	:	Head of the Vote Counting Committee
2. Ms **Dinh Ngoc Lan**	:	Member

Voting method: by show of hands at the General Assembly

Total votes:

- Agree: 100%
- Disagree: 0%
- Abstain: 0%

2. Approval of the General Meeting Agenda

The General Meeting heard presentations and approved the agenda for the 2026 Annual General Meeting of Shareholders, including:

- Approval of the 2025 Business Results Report and the 2026 Business Plan;
- Approval of the reports of the Board of Directors, the Supervisory Board, and independent members of the Board of Directors for 2025;
- Approval of the audited financial statements for 2025, and selection of the auditing firm for the 2026 financial statements;
- Approval of the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026;
- Approval of the remuneration plan for members of the Board of Directors and Supervisory Board for 2025 and the remuneration plan for 2026;
- Approval of the proposal to elect members of the Board of Directors and Supervisory Board for the 2026-2031 term;
- Approval of the Proposal authorizing the Board of Directors to perform certain specific tasks;
- Approval of the Proposal to amend and supplement the business lines;
- Approval of the Proposal to amend the Company Charter;

- And other matters for which opinions are sought at the General Meeting.The General Meeting unanimously agreed on the agenda of the official General Meeting.

Total votes:

- Agree: 100%

- Disagree: 0%

- Abstain: 0%

3. Approval of the Rules of Procedure for the 2026 Annual General Meeting of Shareholders and the Regulations for the Election of Board of Directors and Supervisory Board Members for the 2026-2031 Term

The General Meeting heard presentations and approved the Rules of Procedure for the 2026 Annual General Meeting of Shareholders and the Regulations for the Election of Board of Directors and Supervisory Board Members for the 2026-2031 Term.

The General Meeting of Shareholders unanimously approved the Rules of Procedure and the Regulations for the Election of Board of Directors and Supervisory Board Members for the 2026-2031 Term at the General Meeting with a 100% approval rate and no dissenting opinions.

4. Approval of the Reports and Proposals of the General Meeting

4.1. Mrs. Doan Thi Thu Thuy – Chairperson of the meeting – presented to the General Meeting:

- Approval of the 2025 business results report and the 2026 business plan;

- Approval of the Board of Directors' report;

- Approval of the Supervisory Board's report;

- Approval of the report of the independent Board of Directors member for 2025;

4.2. Mr. Le Huu Bien – Chief Accountant – presented to the General Meeting:

- Approval of the audited financial statements for 2025, and selection of the auditing firm for the 2026 financial statements;

- Approval of the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026;

- Approval of the remuneration payment plan for members of the Board of Directors and Supervisory Board in 2025 and the remuneration payment plan for 2026;

4.3 Ms. Tran Thi Huong Giang – Member of the Board of Directors – presented to the General Meeting:

- Proposal for the election of members of the Board of Directors and Supervisory Board for the term 2026-2031;

- Proposal for authorizing the Board of Directors to perform certain specific tasks;

- Proposal for amending and supplementing the Company's business lines;

- Proposal for updating the address and amending the Company's charter.

III. DISCUSSION AT THE GENERAL MEETING

Shareholder Nguyen Tien Dung asked:

1. Regarding the adjustment of the company's business lines, after so much effort in building them, why adjust them? What are the reasons for removing and adding old business lines, and then registering new business lines again?

On behalf of the Board of Directors, Ms. Doan Thi Thu Thuy replied:

In 2025, the Government issued Decision No. 36/2025/QD-TTg on the System of Vietnamese Economic Sectors. Currently, some industry codes have been removed and replaced with other codes, so the Company needs to update to comply with current legal regulations.

2. I have read and heard some information that the Group acquired a certain steel company. What potential does this steel company have to be acquired, and why is it not shown in the report?

Answer: In 2026, Thanh Nam Company will carry out the acquisition of shares of a Vietnamese coffee export company (Via Coffee brand), not a steel company. The acquisition of Via Coffee shares was completed in March 2026, giving us a 98% stake; therefore, this information will not be fully reflected in the reports.

Regarding the potential and reasons for acquiring this company: Our goal is to become a diversified conglomerate with steel as its core business. We will then expand into solar energy, agricultural exports (products such as pepper, cashew nuts, cinnamon, and star anise), and real estate. By 2025-2026, we will further expand into the coffee and agricultural sector, recognizing that agriculture is a promising and key economic sector for Vietnam.

In 2025, although Via Coffee is a new brand entering the coffee market, its products have already been exported to major markets such as the US, Italy, and Mexico, focusing on two coffee product lines: Robusta and Arabica, across three branches in Dak Lak, Quang Tri, and Son La. In 2026, we will continue to build a factory in Quoc Oai. In addition, we are also developing roasted and ground coffee and instant coffee products to soon launch them strongly into the retail market, having already tested them and received many positive market responses.

Shareholder Vi Van Huy Thong asked:

1. Explain why the pre-tax and after-tax profits in the 2026 plan are both over 12,000,000,000 VND?

On behalf of the Presidium, Mr. Le Huu Bien answered:

Because the Company is allowed to carry forward losses according to regulations, taxable income in the period is offset against accumulated losses from previous years, so no corporate income tax is payable.

2. What is the expected implementation/plan rate for 2026?

Answer: With the plans set out and from the beginning of 2026 under the close guidance of the Board of Directors and the Management Board, we expect to achieve over 90% of the plan.

3. Where will the capital for the company to acquire Via Coffee come from?

Answer:

The investment in Via Coffee Company will be financed from the proceeds after the transfer of the VDHL project, thereby demonstrating the Company's ability to efficiently convert assets into cash and its proactive liquidity. This capital will be reallocated to the agricultural sector – a key economic sector – to improve capital utilization efficiency and increase long-term value.

IV. VOTING RESULTS

1. Approval of the 2025 Business Results Report and the 2026 Business Plan.

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

2. Approval of the Board of Directors' Report

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

3. Through the Supervisory Board's Report

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

4. Adoption of the Independent Board Member's Report for 2025

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

5. Through the audited financial statements for 2025, the auditor for the 2026 financial statements will be selected

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

6. Through the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

7. Approving the remuneration plan for members of the Board of Directors and Supervisory Board in 2025 and the remuneration plan for 2026

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

8. Through the Proposal for the Election of Members of the Board of Directors and the Supervisory Board for the term 2026-2031;

8.1 Through the election of Board of Directors members for the 2026-2031 term

No.	Name of elected board member	Position
1	Nguyen Hung Cuong	Board Member
2	Tran Thi Huong Giang	Board Member
3	Doan Thi Thu Thuy	Board Member
4	Nguyen Thi Hien	Board Member
5	Bui Van Huan	Independent Board Member

Voting results:

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

8.2 Through the election of members of the Supervisory Board for the term 2026-2031

No.	Name of elected member of the Supervisory Board	Chức vụ
1	Pham Quang Manh	Member of the Supervisory Board
2	Vuong Thi Thuy	Member of the Supervisory Board
3	Luu Ngoc Anh	Member of the Supervisory Board

Voting results:

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

9. Through the Proposal to amend and supplement business lines to conform with Decision No. 36/2025/QD-TTg on the System of Vietnamese Economic Sectors.

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

10. Through the Proposal to Amend the Company Charter;

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

11. Through the Proposal to authorize the Board of Directors to perform certain specific tasks

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

12. Through the Draft Resolution of the 2026 Annual General Meeting of Shareholders

Agree:	31.563.585 share	Holding 99,998 % of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	685 share	Holding 0,002 % of the voting shares at the General Meeting

VI. APPROVAL OF MINUTES AND RESOLUTIONS OF THE GENERAL MEETING

The representative of the Secretariat read the Minutes of the Shareholders' General Meeting and the draft Resolution of the 2026 Annual Shareholders' General Meeting. The General Meeting voted and unanimously approved the entire text of the Minutes and Resolution of the 2026 Annual Shareholders' General Meeting with a 100% approval rate of the total voting shares of the shareholders present. The Chairman, on behalf of the Presidium, declared the meeting adjourned.

The meeting concluded at 11:00 AM on the same day. These Minutes were prepared in 5 (five) copies with equal legal validity and were read aloud to the General Meeting by the representative of the Secretariat.

PRESIDIUM

HEAD OF SECRETARIAT	**CHAIRMAN OF THE CONFERENCE**
Nguyen Thi Hue	**Doan Thi Thu Thuy**

THANH NAM GROUP JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness
No. 01/2026/NQ-ĐHDCĐ-TNI	*Hanoi, April 24, 2026*

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

THANH NAM GROUP JOINT STOCK COMPANY

- *Pursuant to the Law on Enterprises 2020 amending and supplementing a number of articles in 2025;*
- *Pursuant to the Law on Securities 2019;*
- *Pursuant to the Charter of organization and operation of Thanh Nam Group Joint Stock Company;*
- *Pursuant to the Minutes of the Meeting No. 01/2026/BB-DHDCD-TNI of the 2026 Annual General Meeting of Shareholders of Thanh Nam Group Joint Stock Company dated April 24, 2026.*

RESOLVED:

Article 1. Approval of the 2025 Business Result Report and 2026 Business Plan

Article 2. Approval of the Report of the Board of Directors in 2025

Article 3. Approval of the Report of the Supervisory Board in 2025

Article 4. Approval of the Report of Independent Members of the Board of Directors in 2025

Article 5. Approve the audited financial statements in 2025, and at the same time select the auditing unit for the financial statements in 2026

Article 6. Approving the profit and dividend distribution plan in 2025, the profit and dividend distribution plan for 2026

Article 7. Approving the plan to pay remuneration to members of the Board of Directors, Supervisory Board in 2025 and the plan to pay remuneration in 2026

Article 8. Approving the proposal for the election of the Board of Directors, the Supervisory Board of the Company for the term 2026 -2031

8.1. Election of members of the Board of Directors for the term 2026-2031

STT	Names of elected members of the Board of Directors	Position
1	Nguyen Hung Cuong	Member of the Board of Directors
2	Doan Thi Thu Thuy	Member of the Board of Directors
3	Tran Thi Huong Giang	Member of the Board of Directors
4	Nguyen Thi Hien	Member of the Board of Directors

5	Bui Van Huan	IndependentMember of the Board of Directors

8.2. Election of members of the Supervisory Board for the term 2026-2031

STT	Names of elected members of the Supervisory Board	Position
1	Pham Quang Manh	Member of the Supervisory Board
2	Vuong Thi Thuy	Member of the Supervisory Board
3	Luu Ngoc Anh	Member of the Supervisory Board

Article 9. Approving the Proposal on amendments and supplements to business lines to be consistent with Decision No. 36/2025/TTg on the system of economic sectors of Vietnam

Article 10. Approval of the Proposal for Amendments to the Company's Charter

Article 11. Approval of the Report on authorization for the Board of Directors to perform a number of specific tasks

Article 12. Implementation provisions:

This resolution has been approved by the General Meeting of Shareholders and takes effect from April 24, 2026.

The Board of Directors of Thanh Nam Group Joint Stock Company, the Board of Directors, the Supervisory Board and relevant persons are responsible for performing the tasks assigned by the General Meeting of Shareholders in this Resolution to ensure the interests of the Company's shareholders and comply with the provisions of law./.

Recipients:
- the State Securities Committee;
- Ho Chi Minh City Stock Exchange;
- General Director (to t/h);
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Luu VT, Board of Directors.

TM. GENERAL MEETING OF SHAREHOLDERS
Authorized person

M.S.D.N: 0101515436-C.T.C.P
CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM
Q. NAM TỪ LIÊM - T.P HÀ NỘI

Doan Thi Thu Thuy

JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
THANH NAM GROUP	**Independence – Freedom – Happiness**
No. 01../2026/GUQ-TNI	*Hanoi, April 23, 2026*

POWER OF ATTORNEY

Re: Authorizing members of the Board of Directors to chair the 2026 Annual General Meeting of Shareholders

- *Pursuant to the 2015 Civil Code;*
- *Pursuant to the Law on Enterprises 2020 amending and supplementing a number of articles in 2025;*
- *Pursuant to the Charter of Thanh Nam Group Joint Stock Company;*
- *Based on the actual operation of the Company;*

I. AUTHORIZER

Full name : **Mr . Nguyen Hung Cuong**
Date of birth : 26/05/1977
CCCD Number : 001077000526 issued by the Department of Social Affairs on 09/01/2022
Position : Chairman of the Board of Directors
Being the legal representative of Thanh Nam Group Joint Stock Company

II. AUTHORIZED PARTY

Full name : Mrs. **Doan Thi Thu Thuy**
Date of birth : 14/11/1995 Nationality: Vietnamese
CCCD Number : 034195015249 issued by the Department of Social Affairs on 09/11/2022
Position: Board Member

III. AUTHORIZATION CONTENTS:

Article 1: Scope of authorization

Due to personal force majeure reasons, I – Nguyen Hung Cuong – Chairman of the Board of Directors cannot attend the Annual General Meeting of Shareholders in 2026. With this paper, I authorize Ms. Doan Thi Thu Thuy – Member of the Board of Directors to chair the meeting on my behalf and perform related tasks including but not limited to organizing, administering, presenting to the General Meeting documents, reports and explanations to the General Meeting (if any), signed on the Minutes of the meeting – Resolution approved at the Annual General Meeting of Shareholders in 2026.

Article 2: Responsibilities of the parties

2.1. The authorized party shall be responsible for the signed documents and documents;

2.2. The authorized party is only allowed to perform the work within the scope of authorization, if it exceeds the scope of authorization, the authorized party must take full responsibility

2.3. The authorized party may not re-authorize.

Article 3: Validity and number of copies

3.1. This Power of Attorney is effective from the date of signing until the completion of the company's 2026 Annual General Meeting of Shareholders.

3.2. This power of attorney is made in 03 (*three*) copies, the same copies have the same legal validity. The Authorized Party keeps 01 (*one*) copy, the Authorizing Party keeps 01 (*one*) copy, the remaining copies are kept at the Company's Archives Department.

AUTHORIZED PARTY	**AUTHORIZED PARTY** **Chairman of the Board of Directors**
	M.S.D.N: 0101515686 - C.T.C.P - CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM - NAM TỪ LIÊM - T.P HÀ NỘI
Doan Thi Thu Thuy	**Nguyen Hung Cuong**

THANH NAM GROUP JOINT STOCK COMPANY

THE SITUATION TEMPERATURE AND TEMPERATURE

(Amended and supplemented according to the Decision of the Annual General Meeting of Shareholders dated 24/04/2026)

Hanoi, April 24, 2026

TABLE OF CONTENTS

CHAPTER I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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

a. "Charter capital" means the total par value of shares sold or registered for purchase upon establishment of the enterprise and specified in Article 6 of this Charter;

b. "Voting capital" means share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;

c. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;

d. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;

e. "Shareholder" means an individual or organization that owns at least one share of the Company;

f. "Date of establishment" means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate) for the first time;

g. "Executive of the enterprise" means the General Director, Deputy General Director, Chief Accountant and other managerial positions in the Company approved by the Board of Directors.

h. "Enterprise manager" means a person who manages a company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions appointed by the General Meeting of Shareholders or the Board of Directors.

i. "Related person" means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

j. "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

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

l. "Vietnam" means the Socialist Republic of Vietnam.

2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.

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

CHAPTER II

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

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

1. Company Name

- Vietnamese name: **THANH NAM GROUP JOINT STOCK COMPANY**

- English name: **THANH NAM GROUP JOINT STOCK CORPORATION**
- Abbreviation Vietnamese: **THANH NAM GROUP**
- English abbreviation: Thanh Nam Group JSC.

2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered office of the Company is:

- Address: **3rd Floor, Tower A, Golden Palace Office Building, 99 Me Tri Street, Tu Liem Ward, Hanoi**
- Phone: **(84 – 24) 3787 1397**
- Fax: **(84-24) 3787 1395**
- E-mail: **thanhnamcom@gmail.com**
- Website: **www.thanhnamgroup.com.vn**

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.
5. Unless the operation is terminated before the time limit specified in Clause 2, Article 52 of this Charter, the term of operation of the Company starts from the date of establishment and is indefinite.

Article 3. Legal representative of the Company

1. The company has one (01) legal representative, who is the Chairman of the Board of Directors.
2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitration or the Court. The responsibilities of the legal representative shall comply with Article 14 of the Law on Enterprises and other rights and obligations as prescribed by current law.
3. The legal representative of the Company must reside in Vietnam; in case of exiting Vietnam, they must authorize in writing another person to perform the rights and duties of the Company's legal representative.
4. Upon the expiration of the authorization period, the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the Company's legal representative.

   In case of being absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the Company's legal representative or being killed, missing, temporarily detained, sentenced to imprisonment, restricted or losing his/her civil act capacity, the Board of Directors shall appoint another person to act as the Company's legal representative.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of the Company

1. **The Company's business lines are:**

STT	Name of business line	Industry Code	Main business lines
1	Wholesale of cars and other motor vehicles Details: Wholesale of cars (9 seats or less)	4661	
2	Wholesale of motorcycles, motorcycles, spare parts and auxiliary parts of motorcycles and motorcycles	4663	
3	Other Short Stay Services Details: Villas or apartments providing short-term accommodation services; Guest houses and motels providing short-term accommodation services	5520	
4	Wholesale of Metals and Metal Ores Details: Wholesale Iron, Steel	4672	
5	Travel Agents	7911	
6	Spa and sauna services Details: Sauna, massage, sunbathing, non-surgical cosmetic services	9623	
7	Laundry, cleaning of textile and fur products	9610	
8	Other personal service activities Details: Wedding services and related services	9690	
9	Retail of Furniture, Paint, Glass, Materials and Other Installation Equipment in Construction Details: Retail of cement, masonry bricks, tiles, stone, sand and gravel, iron and steel and other building materials	4752	
10	Wholesale of other installation materials and equipment in construction	4673	
11	Wholesale of rice, wheat, other grain products, wheat flour	4631	

STT	Name of business line	Industry Code	Main business lines
12	Wholesale of other machinery, equipment and machine parts Details: Trading in machinery, equipment and materials in the fields of industry, mechanics and construction;	4659	
13	**Trading in real estate, land use rights belonging to owners, users or tenants** **Details: Real estate business: Exploitation, leasing warehouses and storing goods;**	**6810**	**X**
14	Other road passenger transport Details: Passenger transportation under contract	4932	
15	Freight transport by road Details: Freight transportation; Freight Services	4933	
16	Restaurants and mobile catering services Details: Restaurant services (excluding bars, karaoke rooms, discotheques)	5610	
17	Other common machine production Details: Manufacturing machinery, equipment and materials in the fields of industry, mechanical engineering and construction	2819	
18	Cargo Loading and Unloading Details: Loading and Unloading	5224	
19	Manufacture of other products made of metals that have not been classified anywhere Details: Manufacturing and processing of mechanical products	2599	
20	Motor Car Rental Details: Car rental, other motor vehicle rental	7710	

STT	Name of business line	Industry Code	Main business lines
21	Beverage service Details: Pub, Beer, Bar, Other Beverage Service	5630	
22	Advertisement	7310	
23	Market research and public opinion polls	7320	
24	Tour operator	7912	
25	Demolition	4311	
26	Site preparation	4312	
27	Electrical System Installation	4321	
28	Installation of other construction systems	4329	
29	Completion of construction works	4330	
30	Wholesale of raw agricultural and forest products (except timber, bamboo, bamboo) and live animals Details - Wholesale of paddy, corn and other grains - Wholesale of flowers and plants	4620	
31	Food Wholesale Details: - Wholesale of meat and meat products	4632	
32	General wholesale	4690	
33	Warehousing and storage of goods	5210	
34	Packaging Service	8292	

STT	Name of business line	Industry Code	Main business lines
35	Other business support service activities have not been classified anywhere Details: Import and export of items that the company trades	8299	
36	Organizing trade introduction and promotion	8230	
37	Rice cultivation	0111	
38	Growing corn and other grain food crops	0112	
39	Planting root crops with powdery substances	0113	
40	Sugarcane planting	0114	
41	Planting tobacco and tobacco plants	0115	
42	Construction of water works	4291	
43	Planting plants for fibers	0116	
44	Construction of mining works	4292	
45	Planting other annuals	0119	
46	Construction of processing and manufacturing works	4293	
47	Planting fruit trees Details: - Planting fruit trees	0121	
48	Construction of other civil engineering works	4299	
49	Agents, brokers, auctions of goods Details: - Commercial brokerage;	4610	

STT	Name of business line	Industry Code	Main business lines
50	Providing catering services on an occasional contract with customers	5621	
51	Planting other perennials	0129	
52	Building houses for living	4101	
53	Building houses that are not for living	4102	
54	Mechanical Processing; Metal Processing and Coating	2592	
55	Installation of water supply, drainage, heating and air conditioning systems	4322	
56	Poultry farming Details: - Egg incubation and poultry breed production	0146	
57	Mixed cultivation and animal husbandry	0150	
58	Growing vegetables, beans and flowers	0118	
59	Planting spices, medicinal plants, perennial flavoring plants	0128	
60	Raising buffaloes and cows and producing buffalo and cow breeds	0141	
61	Breeding horses, donkeys, mules and producing horse breeds and donkeys	0142	
62	Pig breeding and pig breed production	0145	

2. Objectives of the Company

a. Mobilize and use capital effectively in production and business;

b. Improve efficiency and achieve the goal of maximizing reasonable profits;

c. Create jobs and stable income for employees;

d. Increase returns for shareholders;

e. Maximizing the Company's operational efficiency, contributing to the State Budget and developing the Company to grow stronger and stronger.;

f. If any of these objectives require the approval of the regulatory authority, the Company should consult with the Competent Authority for a guideline for the implementation of the target.

Article 5. Business Scope and Operations

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is 525,000,000,000 VND (Five hundred and twenty-five billion VND)

   The total charter capital of the Company is divided into 52,500,000 shareswith a price of 10,000 VND/share.
2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). 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 other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. The founding shareholders of the company have transferred all their owned shares to outside investors, so as of the time this Charter is adopted, the Company has no founding shareholders.
6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares 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 will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but shall not sell such shares under conditions more favorable than those already offered for sale to existing shareholders, unless the shares are sold through the Stock Exchange under the Stock Exchange auction method or the General Meeting of Shareholders with other approvals.
7. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter, the Securities Law and relevant guiding documents.

8. 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. Shareholdersof the Company are responsible for the Company's shareholding of the Company's shares and concerns of the Company's shareholders.U.

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

3. Within thirty (30) days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within thirty (30) days (or other time limits prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate. In case there is an error in the content and form of the share certificate issued by the company, the rights, interests and obligations of its owner are not affected.

4. In case the stock certificate is lost, damaged or destroyed in other forms, the shareholder shall be re-granted shares by the company at the request of such shareholder. The shareholder's proposal must include the following contents:

a) Information about shares that have been lost, damaged or otherwise destroyed;

b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

5. The Company's shareholders are responsible for maintaining the Share Certificate carefully, not to be torn, damaged, smudged, faded and are independently responsible for the preservation of the Share Certificate and the Company will not be responsible in any case of such Share Certificate being stolen or used for fraudulent purposes.

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 in this Charter, the Resolution of the General Meeting of Shareholders and/or the law. Stocks listed 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 shares issued 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 fully and punctually pay the amount payable to purchase shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount together with the interest on such amount and expenses incurred due to the failure to fully pay to the Company.

2. The above-mentioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must

clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.

3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.

4. The recovered shares are considered as shares entitled to be offered for sale under the provisions of 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 manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must renounce their shareholder status for those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of payment math. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.

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

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. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. General Director.

CHAPTER VI
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.

2. Ordinary shareholders have the following rights:

a. Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly at the General Meeting of Shareholders or through an authorized representative or conducting remote voting; online conferences, telephone conferences or other forms permitted by law;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current laws; except for the case specified in Clause 3, Article 120; Clause 1, Article 127 of the Law on Enterprises and other relevant regulations;

d. Review, look up and extract information related to shareholders in the List of shareholders eligible to participate in the General Meeting of Shareholders and request the correction of inaccurate information;

e. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;

f. Reviewing, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;

g. In case the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid debts (including debt obligations to the state, taxes and fees) and paid to shareholders holding other types of shares of the Company in accordance with law;

h. Request the Company to repurchase their shares in the cases specified by the Enterprise Law;

i. To be treated equally. Each share of the same type gives the shareholder 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;

j. Have full access to periodic and unusual information published by the Company in accordance with the provisions of law

k. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. Other rights as prescribed in this Charter and law.

3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the following rights:

a. Nominating candidates for the Board of Directors or the Control Board according to the corresponding provisions in Articles 25 and 36 of this Charter;

b. 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;

c. Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;

d. Check and receive a copy or quotation of the list of shareholders entitled to attend and vote/vote at the General Meeting of Shareholders;

e. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of identity card, passport or other lawful personal identification for individual shareholders; name, permanent residence address, nationality, establishment decision number or business registration number for institutional shareholders; the number of shares and the time of registration of shares 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; matters to be inspected, the purpose of inspection;

f. Proposing 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, [unless the Company's Charter stipulates otherwise]. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue of the proposal to be included in the family program

g. Other rights as prescribed by law and this Charter.

4. Shareholders or groups of retired shareholders who own 10% or more of the total ordinary shares have the right to 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:

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 as 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

Shareholders have the following obligations:

1. Comply with the Company's Charter and the Company's regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.

2. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

3. Pay in full and on time the number of shares committed to buy.

4. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of being repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.

5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only 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 the General Meeting of Shareholders and exercise the right to vote/vote through the following forms:

a. Attend and vote/vote in person at the meeting;

b. Authorize others to attend and vote/vote at meetings;

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

d. Send voting/election ballots to the meeting via mail, fax, email.

7. Provide the correct address when registering to buy shares.

8. Fulfilling other obligations as prescribed by current law

9. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

a. Violation of law;

b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;

c. Payment of debts that are not due in the face of possible financial risk to the Company.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once (01) time per year and within four (04) months from the end of the fiscal year.

   In case of necessity, the Board of Directors shall decide to extend the time limit for the Annual General Meeting of Shareholders but not later than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place 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 convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially approving the annual financial statements and estimates for the next fiscal year. In case the audit report of the company's annual financial statements contains material exceptions, the Company may invite a representative of the independent audit firm to attend the Annual General Meeting of Shareholders to explain the relevant contents.

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 remaining number of members of the Board of Directors and 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 the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;

d. At the request of the Supervisory Board;

e. Other cases as prescribed by law and the company's 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 thirty (30) days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or the remaining members of the Control Board as prescribed at Point b, Clause 3 of this Article or receipt of 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 thirty (30) days, the Supervisory Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders with the requirements specified at Point c, Clause 3 of this Article may request the representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening 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 are reimbursed by the company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing a meeting of the General Meeting of Shareholders are specified in 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 discussed and approved 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 governance and performance of the Board of Directors and each member of the Board of Directors as prescribed in Article 284 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;

d. Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;

e. Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;

f. Dividend level for each share of each type;

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

h. Election, dismissal and dismissal of members of the Board of Directors and 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;

j. Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;

k. Supplementing and amending the company's charter;

l. 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;

m. Division, separation, consolidation, merger or transformation of the Company;

n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

o. Decision on investment or sale of assets valued at [35%] or more of the total value of assets recorded in the Company's latest financial statements [unless the company's charter stipulates other ratios or values];

p. Decide to repurchase more than 10% of the total sold shares of each type;

q. The Company signs contracts and 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 recorded in the latest financial statements;

r. Approving 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;

s. Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board; Other matters fall under the jurisdiction of law.

t. Other matters as prescribed by law and this Charter.

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

a. Through the development orientation of the Company;

b. Approve the annual financial statements;

c. Approve the list of approved auditing firms; decision on the auditing firm approved to inspect the Company's operations, the exemption of the auditor is approved when considered necessary;

d. Electing, dismissing, dismissing and replacing members of the Board of Directors and members of the Control Board;

e. To decide on the types 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;

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

g. Decision on supplementation and amendment of the Company's Charter;

h. Division, separation, consolidation, merger or transformation of a company;

i. Reorganization and dissolution of the Company;

j. Consider and handle violations of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;

k. Decision to invest in or sell the Company's assets or transactions with a value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements;

l. Decision to redeem more than 10% of one type of issued shares of each type;

m. Contracts, transactions of borrowing, lending or sale of assets with a value greater than 10% of the total value of the company's assets recorded in the latest financial statements between the company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders;

n. Approving the Internal Governance Regulation, the Operation Regulation of the Board of Directors and the Control Board;

o. Other matters as prescribed by law and this Charter.

3. Shareholders are not allowed to participate in voting in the following cases:

a. Through the contracts specified in Clause 2 of this Article when such shareholder or a person related to such shareholder is a party to the contract;

b. The redemption of shares of such shareholder or of persons related to such shareholders, unless the repurchase of shares is carried out in proportion to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.

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

Article 16. Authorized Representatives

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals and 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 representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, 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 attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

   Persons authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

3. In case the lawyer signs the power of attorney on behalf of the authorized person, the appointment of the representative in this case shall only be considered valid if the letter of appointment of the representative is presented together with the power of attorney or a valid copy of such power of attorney (if it has not previously been registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting vote of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases:

a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b. The authorizer has canceled the authorization designation;

c. The authorizer has cancelled the authority of the person performing the authorization.

Article 17. Change permissions

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders holding at least 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type

or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

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 the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference 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. The procedure for conducting such separate meetings is similar to the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

Article 18. Convening the General Meeting of Shareholders, meeting agenda and announcement of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened in the cases specified at Point b or c, Clause 4, 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/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 list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Determining the time and place of the congress;

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

d. Prepare the program and content of the congress;

e. Preparing documents for the congress;

f. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

g. Other tasks for the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the 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 twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, to be paid or put in a mailbox). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on/elected at the General Meeting shall be sent to the shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a. Meeting agendas, documents used in the meeting;

b. List and details of candidates in case of election of members of the Board of Directors and Controllers;

c. Voting slips;

d. Form of appointment of representative under authorization to attend the meeting;

e. Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter may propose issues 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 three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4, Article 18 in the following cases:

a. Proposals are sent on time or insufficiently, not in accordance with the content;

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 3, Article 12 of this Charter;

c. Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law.

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

Article 19. Conditions for conducting the General Meeting of Shareholders

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

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended 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 votes.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the

second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

Article 20. Procedures for conducting meetings 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 all shareholders who have the right to attend the meeting are present to register in the following order:

   a. When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting 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 shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

   b, Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote/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 contents that have been voted on/voted before remains unchanged.

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

a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to chair a meeting of the Company of Co-Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairperson cannot be elected, the Head of the Supervisory Board shall appoint the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to preside over the meeting.

b. Except for the case specified at Point a of this Clause, the signatories shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;

c. The chairman 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 chairman of the meeting.

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

4. The presiding officer is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.

5. 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 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. Applicable measures may be to issue an entry permit or use other forms of electives.

6. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting shall be conducted by a vote of approval, disapproval and no intention ants. The results of the vote counting were announced by the chairman just before the end of the meeting.

7. Shareholders or authorized persons attending the meeting after the meeting has opened are still to be registered and have the right to participate in voting immediately after registration; in the school in this case, the validity of the contents previously voted remains unchanged.

8. The convener or chairman of the General Meeting of Shareholders has the following rights:

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

b) Request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

9. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend meeting within 03 working days from the date the meeting is intended to open and only may postpone the meeting or change the meeting location in the following cases:

a) The meeting place does not have enough convenient seats for all participants;

b) The means of communication at the meeting venue do not ensure the participation of shareholders attending the meeting discussion and voting;

c) There are people attending the meeting obstructing or disrupting the order, causing the meeting to be impossible conducted fairly and legally.

10. In case the chairman postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 9 Hereby, the General Meeting of Shareholders elects another person from among the participants to replace the the chairman runs the meeting until the end; All resolutions were passed at the meeting that meeting shall take effect.

11. 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 attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated

December 31, 2020 of the The Government shall detail the implementation of a number of articles of the Securities Law.

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

1. Resolutions and decisions on the following contents shall be adopted if they are approved by the number of shareholders representing at least 65% of the total voting votes of all shareholders (or authorized representatives) attending the meeting or at least 65% of the total votes with voting rights in the form of collecting shareholders' opinions in writing. 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, professions and fields;

c. Changes in the organizational structure of the company's management;

d. Projects to invest in or sell assets with a value equal to or greater than 35% or more of the total value of the Company's assets calculated according to the latest audited financial statements;

e. Reorganization and dissolution of the company;

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending 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 by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented in accordance with regulations.

Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders

The competence and mode of collecting shareholders' opinions in writing to approve the decision 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 adopt the Resolution of the General Meeting of Shareholders when deeming it necessary for the interests 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 form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send it to all shareholders entitled to vote at least ten (10) days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and 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, address of the head office, number and date of issuance of the Certificate of Enterprise Registration, place of business registration of the Company;

b. Purpose of collecting opinions;

c. Full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes voted by shareholders

d. Issues that need to be consulted for approval of decisions;

e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f. The deadline for sending to the Company the answered opinion poll form;

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

4. The answered opinion poll must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.

5. Shareholders may send the answered opinion poll to the Company in one of the following forms:

a. Sending a letter: The answered opinion poll must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder who is an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b. Send faxes or emails. The opinion poll sent to the company by fax or email must be kept confidential until the time of vote counting.

c. The opinion poll sent to the company after the time limit specified in the opinion poll or has been opened in the case of sending a letter and disclosed in the case of sending a fax or email is invalid. Opinion poll papers that are not sent (including opinion polls that cannot be sent to shareholders due to inaccurate identification of shareholders' addresses, incomplete shareholders' addresses, incorrect addresses provided by shareholders,....) are considered votes not to participate in voting;

6. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who are not executives of the enterprise. The vote counting record must contain the following principal contents:

a. Name, address of the head office, enterprise code;

b. Purpose and issues to be consulted to pass the resolution;

c. The number of shareholders with the total number of votes who participated in voting, distinguishing the number of valid votes and the number of invalid votes, the method of sending votes, 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;

e. The issues that were passed and the corresponding voting rate passed;

f. Full name and signature of the Chairman of the Board of Directors, the Company's legal representative and of the vote counting supervisor and the vote counter

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

7. The vote counting record must be sent to the shareholders within fifteen (15) days from the end of the vote count. In case the Company has a website, the sending of the vote counting

record may be replaced by posting it on the Company's website within twenty-four (24) hours from the time of the end of the vote counting.

8. The answered opinion poll, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the Company's head office.

9. A resolution shall be adopted in the form of a written shareholder opinion if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and is as valid as the resolution passed at the General Meeting of Shareholders.

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

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

a. Name, address of the head office, enterprise code;

b. Time and place of the General Meeting of Shareholders;

c. Agenda and contents of the meeting;

d. Full name, name and signature of the chairman and secretary; In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f. The number of shareholders and the total number of votes/votes of shareholders attending the meeting, the appendix to the list of shareholders and shareholders' representatives 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 and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;

h. Summing up the number of votes for each candidate;

i. The issues that were passed and the corresponding percentage of votes voted for approval;

j. Signatures of the chairman and secretary.

k. Minutes made in Vietnamese and English have the same legal effect. In case there is a difference in the contents of the Vietnamese and English minutes, the contents of the Vietnamese minutes shall prevail.

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

3. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.

4. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to

the contents of the minutes made in accordance with the prescribed procedures within ten (10) days from the sending of the minutes.

5. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the head office of the Joint Chiefs of Thailand Company.

Article 24. Request to cancel the decision of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the Resolution or the minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation with 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 Arbitrator to consider, cancellation of 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 content of the resolution violates the law or this Charter;
3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under the provisions of Article 151 of the Law on Enterprises, such resolution shall remain effective until the Court's decision to cancel such resolution. The arbitration is effective, except for the case of application of provisional urgent measures under decisions of competent agencies.

CHAPTER VII
BOARD

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

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (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 dropping out coupons. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

a. Full name, date of birth;

b. Professional qualifications;

c. Work process;

d. Other managerial titles (including the title of the Board of Directors of other companies);

e. Interests related to the Company and its related parties (if any);

f. The public company must 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 positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the company's charter. Internal Regulations on corporate governance and Regulations on the operation 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.

Article 26. Structure of criteria for members of the Board of Directors

1. Members of the Board of Directors must meet the following criteria and conditions:

a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b. Having professional qualifications and experience in business administration or in the fields, business lines of the company and not necessarily being a shareholder of the company, unless otherwise provided for by the company's charter;

c. A member of the Board of Directors of a company may also be a member of the Board of Directors of another company;

2. An independent member of the Board of Directors is a member of the Board of Directors who meets the following requirements:

a. Not be a person who is working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least 03 consecutive years;

b. Not being a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the company; being a manager of the company or its subsidiaries;

d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;

dd. Not being a person who has been a member of the Board of Directors or the Supervisory Board of the company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

Article 27. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is from 03 to 11 people.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. An individual may only be elected as an independent member of the Association co-directors of a company for no more than 02 consecutive terms. Where all succeed members of the Board of Directors at the end of their

term of office, such members shall continue to be members of the members of the Board of Directors until a new member is elected to replace and take over work.

3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure at least 1/3 of the total members of the Board of Directors are non-executive members. Maximum Limited Company member of the Board of Directors concurrently holding the executive title of the Company to ensure to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure the following provisions:

a) Having at least 01 independent member in case the company has the number of members of the Board management from 03 to 05 members;

b) There are at least 02 independent members in case the company has the number of members of the Board of Directors management from 06 to 08 members;

c) There are at least 03 independent members in case the company has the number of members of the Board management from 09 to 11 members.

4. Members of the Board of Directors shall no longer be members of the Board of Directors in the 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 according to regulations law on information disclosure on the securities market.

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

Article 28. Powers and obligations of the Board of Directors

1. The Board of Directors is the managing agency of the Company, which has full rights on behalf of the company to decide and exercise the rights and obligations of the company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a. Decide on the Company's strategy, medium-term development plan and annual business plan;

b. Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c. Deciding on solutions for market development, marketing and technology;

d. Election, dismissal and dismissal of the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts of the General Director and other important managers specified in this Charter; decide on the 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 and other benefits of such persons;

e. Supervising and directing the General Director and other executives and managers in running the Company's daily business;

f. Resolving the Company's complaints against the operator of the business as well as deciding on the selection of the Company's representative to settle matters related to legal proceedings against such executive;

g. To decide on the organizational structure of the company, the establishment of subsidiaries, the establishment of branches, representative offices and the capital contribution and purchase of shares of other enterprises;

h. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;

i. Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the Company;

j. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;

k. Proposing annual dividends; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

l. Proposing the types of shares that can be issued and the total number of shares issued by each type;

m. Proposing the issuance of convertible bonds and bonds with warrants;

n. Deciding on the selling price of the Company's shares and bonds;

o. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

p. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

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

r. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements and contracts and transactions 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;

s. Submit the audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;

t. Report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

u. Other rights and obligations (if any).

3. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope specified in Clause 2, Article 149 of the Law on Enterprises and except for the cases specified in Clause 2, Article 135 and Clauses 1 and 3, Article 162 of the Law on Enterprises, which must be ratified by the General Meeting of Shareholders, the Board of

Directors shall decide on the implementation, amendment and cancellation of the Company's contracts;

d. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;

e. The borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Company;

f. Investments not included in the business plan and budget exceed 10% of the value of the annual business plan and budget;

g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

h. The valuation of non-monetary assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

i. The redemption or recovery of not more than 10% of the total number of shares of each type that have been offered for sale in twelve (12) months;

j. Deciding on the purchase price or redemption of the Company's shares;

k. Business or transaction matters that the Board decides require approval within its authority and responsibility.

4. The Board of Directors must report to the General Meeting of Shareholders on the results of operation of the Board of Directors and each member of the Board of Directors, ensuring the following contents:

a. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company's Charter.

b. Summarizing meetings of the Board of Directors and decisions of the Board of Directors;

c. Reports on transactions between companies, subsidiaries, companies controlled by public companies with more than 50% or more of charter capital with members of the Board of Directors and related persons of such members; a company-to-company transaction in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 years before the time of transaction.

d. Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors;

e. Supervision results for the General Director;

f. Results of supervision of other operators

g. Future plans.

5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to handle the work on behalf of the Company.

Article 29. Remuneration, Salary and Benefits of Board Members

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

   Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required 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 the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

2. 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 as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

3. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that according to the Board of Directors are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

4. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

5. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 30. 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 from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently be the General Director.

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

a. Formulate programs and plans for activities of the Board of Directors;

b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

c. Organize the adoption of resolutions and decisions of the Board of Directors;

d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e. Chairman of the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a letter of resignation 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 or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing

certain jobs, the remaining members shall elect one of the members to hold 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 31. Board Meetings

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 is 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 of them to convene a meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular and irregular meetings of the Board of Directors, formulate the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deeming it necessary, but must meet at least once (01) time per quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing clearly stating the purpose of the meeting and the issues to be discussed:

a. General Director or at least five (05) other managers;

b. At the request of the Control Board or an independent member of the Board of Directors;

c. At least two (02) members of the Board of Directors;

d. Other cases (if any).

4. 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 proposal specified in Clause 3 of this Article. In case of failing to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, 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.
5. 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 [if the company's Charter does not provide otherwise]. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

   The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other means and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.
6. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors. Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.
7. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

In case the number of members attending the meeting is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the intended first meeting. The second convened meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

8. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:

a. Listening to each other member of the Board of Directors speaking in the meeting;

b. Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.

9. Members of the Board of Directors may send voting ballots to the meeting by mail, fax, or email. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

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

a. Attending and voting directly at the meeting;

b. Authorize other persons to attend meetings 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 voting ballots to the meeting by mail, fax, email;

11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of 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 side with the opinion of the Chairman of the Board of Directors.

Article 32. Subcommittees of the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, salary and bonuses, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors should make up a majority in the subcommittee, and one of these members is appointed as the Head of the subcommittee at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it 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 legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

Article 33. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person as the person in charge of corporate governance to support the effective conduct of corporate governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years. The person in charge of corporate governance may concurrently hold the title of Company Secretary.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:

a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;

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

c. Advising on the procedure of meetings;

d. Attend meetings;

e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

f. 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 relevant stakeholders;

i. Confidentiality of information in accordance with the provisions of law and the company's Charter;

j. Other rights and obligations as prescribed by law and the [Company's Charter].

4. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current labor laws. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.

CHAPTER VIII

GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 34. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has one (01) General Director, Deputy General Directors, Chief Accountant and other titles appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Article 35. Company Executive

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives in accordance with the provisions of this Charter.
2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.
3. The general director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.
3. The term of office of the General Director shall not exceed (05) years and may be re-appointed for an unlimited number of terms. The General Director meets the standards and conditions prescribed by law and the company's Charter.
4. The General Director has the following rights and obligations:

a. Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;

b. To decide on matters relating to the day-to-day business of the Company that are not under the jurisdiction of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and administering the Company's day-to-day business activities in accordance with best management practices;

c. Organizing the implementation of the Company's business plan and investment plan;

d. Proposing the organizational structure plan and internal management regulations of the Company;

e. Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;

g. Labor recruitment;

h. Proposing a plan to pay dividends or handle losses in business;

i. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.

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

CHAPTER IX
SUPERVISORY BOARD

Article 37. Candidacy and nomination of Controllers

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.
2. In case the number of candidates approved by the Control Board and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the mechanism specified in the company's charter and the internal regulations on corporate governance and the operation regulations of the Control 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 38. Composition of the Supervisory Board

1. The number of Controllers of the Company is three (03) persons. The term of office of the Comptroller shall not exceed five (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. Work in the financial accounting department of the company;

b. Being a member or employee of an independent auditing firm auditing the company's financial statements for the preceding three (03) years.

3. 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 shall be carried out on the principle of majority. The Supervisory Board must have more than half of the 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.
4. Members of the Control Board shall be dismissed from office in the following cases:

a. No longer meet the criteria and conditions for working as a Comptroller as prescribed in Clause 2 of this Article;

b. Have a letter of resignation and be approved;

c. Other cases as prescribed by law and this Charter.

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

a. Failing to complete assigned tasks and jobs;

b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;

c. Repeated violations, serious violations of obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the company's Charter;

d. Such member shall be dismissed from his position as a member of the Supervisory Board under the decision of the General Meeting of Shareholders.

Article 39. 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. Propose and propose the General Meeting of Shareholders to approve the list of audited organizations approving the audit of the Company's Financial Statements; Organizational Decision the auditor is approved to inspect the Company's operations, the inspection exemption Technicians are approved when deemed necessary.

2. To be responsible to shareholders for their supervisory activities.

3. Supervise the financial situation of the Company, the compliance with the law in the operation of the members of the Board of Directors, General Directors, and other managers.

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

5. In case of detecting violations of law or violations of the company's charter members of the Board of Directors, the General Director and other executives of the karma, The Control Board must notify the Board in writing within 48 hours, request the violators to stop their violations and take remedial solutions.

6. Formulate the Operation Regulation of the Control Board and submit it to the General Meeting of Shareholders for approval too.

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of 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.

8. Have the right to access the Company's records and documents kept at the head office, branches and other points; have the right to go to the place of work of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers shall provide adequate, accurate and timely information and documents on their work 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, the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory 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, the General Director and the representative the audit organization is approved to attend and answer the issues that need to be clarified.

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

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 according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of money salaries, remunerations, bonuses, other benefits and annual operating budgets of the Inspection Boards control.

2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses shall not exceed the total annual operating budget of the Control Board has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be included in business expenses of the Company in accordance with the law on corporate income tax and other regulations relevant laws and must be made into separate items in the financial statements annually of the Company.

CHAPTER X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 42. Responsibility for Caution

Members of the Board of Directors, Controllers, General 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. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Controllers, General Directors and other executives must publicize relevant interests in accordance with the Law on Enterprises and other legal documents

2. Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives are not permitted to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals.

3. Unless otherwise decided by the General Meeting of Shareholders, the Company is not allowed to grant loans or guarantees to members of the Board of Directors, Controllers, General Directors, other executives and individuals and organizations related to the above-mentioned members or legal entities with which these persons have financial interests, except in the case of the Company and Organizations related to this member are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and specialized laws as otherwise prescribed.

4. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects according to the provisions of 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.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Controllers, General Directors, other executives and individuals and organizations related to them or the company, partner, association, or organization of which the Board of Directors, Controllers, General Directors, other executives or persons related to them who are members of, or have related financial interests, shall not be invalidated in the following cases:

a. For contracts with a value of less than twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, Controllers, etc. The General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;

b. For contracts with a value greater than or equal to twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, Controllers, General Directors, other executives who have been disclosed to shareholders who have no related interests have the right to vote on the matter, and those shareholders have approved the contract or transaction;

c. Such contract or transaction is deemed by an independent advisory organization to be fair and reasonable in all respects relating to the shareholders of the Company at the time such transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Controllers, General Directors, other executives and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Company or disclosed to others to carry out related transactions.

Article 44. Liability for Damage and Compensation

1. Members of the Board of Directors, Controllers, General Directors and other managers who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.

2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, Controllers, General Directors, other executives, employees or representatives authorized by the Company or such person has or is acting at the request of the Company as a member of the Board of Directors, operator of the business, employee or authorized representative of the Company provided that he or she has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.

3. When performing functions, tasks or performing tasks as authorized by the Company, members of the Board of Directors, members of the Supervisory Board, managers, employees or authorized representatives of the Company shall be compensated by the Company when they become a stakeholder in complaints, lawsuits and prosecutions (except for lawsuits in which the Company is the plaintiff) in the following cases:

a. Have acted honestly, carefully, diligently for the benefit of the Company and do not contradict the interests of the Company;

b. Complying with the law and having no evidence of failure to fulfill its responsibilities.

4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in fact or deemed reasonable when settling these cases within the framework of law. The company may purchase insurance for such persons to avoid the above-mentioned liabilities.

CHAPTER XI

RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 45. Right to investigate books and records

1. Ordinary shareholders have the right to look up books and records, 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 inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go 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 the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.

3. Members of the Board of Directors, Controllers, General Directors and other executives shall have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.

4. The company must keep this Charter and any amendments to the Charter, the Certificate of Enterprise Registration, regulations, documents proving the ownership of assets, the resolution of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors. reports of the Supervisory Board, annual financial statements, accounting books and any other papers as prescribed by law at the head office or another place provided that the shareholders and the business registration authority are notified of the location where these papers are stored.

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

CHAPTER XII

EMPLOYEES AND TRADE UNIONS

Article 46. Workers and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment, termination of employees, salaries, social insurance, benefits, rewards and discipline of employees and business executives.

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

CHAPTER XIII
PROFIT DISTRIBUTION

Article 47. Profit distribution

1. Private placement of bonds

a. The appropriation for setting up the Reward Fund and Welfare Fund shall not exceed 10% of the Company's after-tax profit arising in the year;

b. The appropriation and use of the Reward Fund of the Management and Executive Board and other funds in accordance with the provisions of law is in accordance with the production and business efficiency and investment and development needs of the Company

2. The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on the dividend advance level and make dividend advance payments to shareholders in accordance with the Company's production results in the year.

3. The Company does not pay interest on dividend payments or payments related to a type of stock.

4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.

5. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred the money according to 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 transferred by the Company to the beneficiary shareholder. The payment of dividends for stocks listed on the Stock Exchange can be conducted through the securities company or the Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.

7. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

CHAPTER XIV
BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Account

1. The company opens accounts at Vietnamese banks or at 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 offshore bank account in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

Article 49. Fiscal Year

The Company's financial year starts from the first day of January every year and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting regime

1. The accounting regime used by the Company is the Vietnam Accounting System (VAS), the corporate accounting regime or other specific accounting regimes issued by competent agencies approved by the Ministry of Finance.
2. The company prepares accounting books in Vietnamese and keeps 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 substantiate and explain the Company's transactions.
3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

CHAPTER XV

ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES

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

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. The annual financial statement must include a report on the results of business activities reflecting honestly and objectively the situation of the Company's profits and losses in the fiscal year, the balance sheet reflecting honestly and objectively the Company's operation up to the time of making the report, cash flow statements and explanations to financial statements.
3. The company must prepare and publish the reviewed six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Enterprise Law
4. The audited annual financial statements (including the auditor's opinion), the reviewed six-month report and the company's quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals are entitled to inspect or make copies of audited annual financial statements, reviewed six-month reports and quarterly financial statements during the Company's working hours, at the Company's head office, and must pay a reasonable fee for copying.

Article 52. Annual Report

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

CHAPTER XVI
CORPORATE AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.
2. The independent audit firm shall inspect, certify, prepare an audit report and submit such report to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report is attached to the Company's annual financial statements.
4. Independent auditors performing the audit of the Company are allowed to attend the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and to express opinions at the General Meeting on matters related to the audit of financial statements of the company.

CHAPTER XVII
SEALS

Article 54. Seal

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, branch or representative office (if any).
3. The Board of Directors and the General Director shall use and manage seals in accordance with current law.

CHAPTER XVIII
DISSOLUTION AND LIQUIDATION

Article 55. Dissolution of the company

1. The company may be dissolved in the following cases:

a. The end of the Company's term of operation, even after it has been extended;

b. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;

c. The Enterprise Registration Certificate is revoked;

d. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;

e. Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) 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 term shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

Article 57. Liquidation

1. At least six (06) months before the end of the Company's operation term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall have to report to the business registration authority on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Board has represented the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. The proceeds from the 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 agreement and labor contract;

c. Tax debts;

d. Other liabilities of the Company;

e. The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

CHAPTER XIX
INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In case of disputes or complaints related to the Company's activities or the rights and obligations of shareholders as prescribed in the company's Charter, the Law on Enterprises, other laws or administrative regulations stipulated between:

a. Shareholders with the Company;

b. Shareholders with the Board of Directors, the Supervisory Board, the General Director or senior managers,

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving 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 practical elements related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may appoint an independent expert to mediate the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to Economic Arbitration or the Economic Court.

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

CHAPTER XX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. Supplements and amendments to the Charter

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

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 Thanh Nam Joint Stock Company **on April 24, 2026** and jointly approves the full validity of this Charter. This Charter takes effect from the date the legal representative signs this document.
2. The Charter shall be made in one (01) copy and kept at the company's head office.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Company's legal representative or the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE OF THE COMPANY
CHAIRMAN OF THE BOARD OF DIRECTORS

M.S.D.N: 0101515636-C.T.C.P
CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM
NAM TỪ LIÊM - T.P HÀ NỘI

Nguyen Hung Cuong