INTRESCO
CÔNG TY CỔ PHẦN ĐẦU TƯ - KINH DOANH NHÀ
INVESTMENT AND TRADING OF REAL ESTATE JSC
18 Nguyễn Bỉnh Khiêm, P. Tân Định, TP. HCM. ĐT: 38230256 - Fax: 38293764 - www.intresco.com.vn

Số: 123 /ĐTKDN-CV *TP. HCM, ngày 15 tháng 09 năm 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: - Uỷ Ban Chứng Khoán Nhà Nước/ *State Securities Commision of VN*
- Sở Giao Dịch Chứng Khoán Tp.HCM/ *Hochiminh Stock Exchange*
- Quý cổ đông công ty/ Shareholders

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần Đầu tư - Kinh doanh Nhà
   - Mã chứng khoán / *Stock code*: ITC
   - Địa chỉ/*Address*: 18 Nguyễn Bỉnh Khiêm – P.Tân Định - TP. HCM
   - Điện thoại/ *Tel*: 0283.3823 0256 – 0283.9102 889
   - E-mail: itc-info@intresco.com.vn
2. Nội dung thông tin công bố/*Contents of disclosure*:

Quyết định HĐQT ban hành Điều lệ công ty đã được ĐHĐCĐ thường niên 2026 thông qua

Decision of BOD issues the company's Charter was approved by the 2026 Annual General Meeting of Shareholders.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 15/09/2026 tại đường link: www.intresco.com.vn.

This information was published on the company's website on September 15, 2026 as in the link www.intresco.com.vn.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Trân trọng/ Best Regards.

CTY CP ĐẦU TƯ – KD NHÀ
Người phụ trách công bố thông tin

M.S.D.N: 0302199864 - C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ - KINH DOANH NHÀ
QUẬN 1 - T.P HỒ CHÍ MINH

ĐOÀN HỮU CHÍ

Nơi nhận:
- Như trên
- Lưu HĐQT, văn thư

Công Ty Cổ Phần Đầu Tư - Kinh Doanh Nhà

Digitally signed by Công Ty Cổ Phần Đầu Tư - Kinh Doanh Nhà
DN: C=VN, S=THÀNH PHỐ HỒ CHÍ MINH, CN=Công Ty Cổ Phần Đầu Tư - Kinh Doanh Nhà, OID.0.9.2342.19200300.100.1.1=MST:0302199864
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INTRESCO
CÔNG TY CỔ PHẦN ĐẦU TƯ - KINH DOANH NHÀ
INVESTMENT AND TRADING OF REAL ESTATE JSC
18 Nguyễn Bỉnh Khiêm, P. Tân Định, TP. HCM. ĐT: 3.8230 256 - Fax: 3.8293 764 www.intresco.com.vn

Số: 17 /QĐ-HĐQT
No: 17/QĐ-HĐQT

Tp.HCM, ngày 14 tháng 09 năm 2026
Hochiminh City, September 14, 2026

QUYẾT ĐỊNH CỦA HỘI ĐỒNG QUẢN TRỊ CÔNG TY CP ĐẦU TƯ – KINH DOANH NHÀ
DECISION OF BOARD OF DIRECTORS INVESTMENT AND TRADING OF REAL ESTATE JSC

v/v: *Ban hành Điều lệ Công ty*
Re: Promulgating the Company's Charter

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
  Pursuant to the Law on Enterprises No 59/2020/QH14 dated June 17, 2020
- Căn cứ Luật Chứng khoán số 54/2019/QH14 được thông qua ngày 26/11/2019;
  Pursuant to the Law on Securities No 54/2019/QH14 dated November 26, 2019
- Căn cứ Điều lệ tổ chức và hoạt động của Công ty CP Đầu tư – Kinh doanh nhà;
  Pursuant to the Charter of Investment and Trading of Real Estate Joint stock Company
- Căn cứ Nghị quyết ĐHĐCĐ thường niên 2026 số 01 /NQ-ĐHĐCĐ ngày 28/04/2026;
  Pursuant to Resolution of 2026 AGS No. 01 /NQ-ĐHĐCĐ date 28/04/2026;
- Căn cứ BBH HĐQT Công ty ngày 14/09/2026.
  Pursuant to Meeting minute of the Board of Directors dated Sept 14,2026.

QUYẾT ĐỊNH/ DECIDES

Điều 1: Thông qua việc sửa đổi, bổ sung Điều lệ Công ty cổ phần Đầu tư – Kinh doanh Nhà theo Nghị quyết Đại hội đồng cổ đông thường niên 2026.

Article 1: *To approve the amendment and supplementation of the Charter of Investment and Real Estate Trading JSC, with amendments and supplements approved by the 2026 Annual General Meeting of Shareholders.*

Điều 2: Quyết định này có hiệu lực từ ngày ký và thay thế cho Nghị quyết số 07/QĐ-HĐQT ngày 15/05/2025 của Hội đồng quản trị Công ty về việc "Ban hành Điều lệ Công ty Cp Đầu tư – Kinh doanh Nhà".

Article 2: *This Decision shall take effect from the date of signing and supersede the Decision No. 07/QĐ-HĐQT dated 15/05/2025 of the Company's BOD about "promulgating the Company's Charter".*

Điều 3: Hội Đồng Quản Trị Công ty, Ban kiểm soát, Ban Tổng giám đốc, các tổ chức và cá nhân liên quan chịu trách nhiệm thi hành quyết định này.

Article 3: *The Board of Directors, Board of Supervisors and Management Board take responsibilities for implementing this Decision.*

TM. HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH/ *CHAIRMAN*

M.S.D.N: 0302199864 - C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ - KINH DOANH NHÀ
QUẬN 1 - T.P HỒ CHÍ MINH

NGUYỄN MÃNH

Nơi nhận:
- Như Điều 3/ As Article 3
- Lưu (HĐQT)/ Archive at BOD

INVESTMENT AND TRADING OF REAL ESTATE JSC

CHARTER

Hochiminh City, Sept - 2026

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PREAMBLE

This Charter was approved in accordance with valid resolution 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders officially held on April 28, 2026.

DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
   a. *Charter Capital* means the amount of capital contributed by all shareholders and stated in article 6 of this Charter;
   b. *Voting capital* means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the GMS;
   c. *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Enterprise Law No. 59/2020/QH14;
   d. *Law on Securities* means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
   e. *Date of Establishment* means the date on which the Company is issued with the initial Enterprise Registration Certificate (Business Registration Certificate);
   f. *Executives*” include the General Director, Deputy General Director, chief accountant and other executives prescribed by the Company’s Charter;
   g. *Managers*” include the Chairman of the Board of Directors, members of the Board of Directors, the General Director and persons holding other managerial positions prescribed by the Company’s Charter;
   h. *Related persons* are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;
   i. *Shareholder* means an individual or organization that owns at least one share of the Company;
   j. *Founding shareholder* means a shareholder that holds at least one ordinary share and is included in the Company’s list of founding shareholder;
   k. *Stock Exchanges* include Vietnam Exchange (VNX) and its subsidiary companies;
   l. *Major shareholder*” is defined in Clause 18 Article 4 of the Law on Securities;
   m. *Operating period*” is the period specified in Article 2 of this Charter;
2. In this Charter, references to one or more provisions or other documents shall include their amendments, supplements or replacement documents.
3. The headings (Clauses, Articles of this Charter) are used for convinience of understanding contents and shall not effected the content of this Charter.
4. Words or terms defined in the Law on Enterprises (unless inconsistent with the subject or context) shall have the same meaning in this Charter.

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

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

1. Name of the Company
   - Vietnamese Name: CÔNG TY CỔ PHẦN ĐẦU TƯ - KINH DOANH NHÀ
   - Foreign language Name: INVESTMENT AND TRADING OF REAL ESTATE JSC
   - Abbreviated Name: INTRESCO
2. The Company is a joint stock company with legal personality in accordance with applicable laws of Vietnam
3. Registered office of Company:
   - Address: 18 Nguyễn Bỉnh Khiêm, Tân Định ward, Hochiminh City
   - Telephone: (8428) 38 230 256
     (8428) 38 225 985
   - Fax: (8428) 38 293 764
   - E-mail: intresco@intresco.com.vn
   - Website: www.intresco.com.vn

If any documents used by the Company in transactions specify one or more other addresses for contacting the Company, such address(es) shall also be valid for the Company, but only in respect of the relevant transaction.

4. The General Director shall be the legal representative of the Company.
5. The Company may establish branches and representative offices in the areas of business in oder to carry out the operational objectives of the Company in compliance with the decisions of the Board of Directors and to extent permitted by law.
6. Unless the Company is shut down before the expiration of the period specified in Article 56, the Company's operating period shall be indefinite from the establishment date

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

Article 3. Targets of the Company

1. Scope of business and operation of the Company:

No.	Business lines	Mã ngành
1	Trading of own or rental property and land use rights.	6810
2	Architectural and engineering activities and related technical consultancy	7110
3	Manufacture of clay building materials	2392
4	Manufacture of concrete and articles of concrete, ciments and plaster	2395
5	Wholesale of construction of materials and other installation supplies	4663

6	Specialized design activities	7410
7	Construction of residential buildings	4101
8	Construction of non-residential buildings	4102
9	Construction of railways	4211
10	Construction of roads	4212
11	Construction of electrical works	4221
12	Construction of water supply and drainage works	4222
13	Construction of telecommunications and communication constructions	4223
14	Construction of other utility projects	4229
15	Construction of hydraulic structures	4291
16	Construction of mining and quarrying facilities	4292
17	Construction of manufacturing facilities	4293
18	Construction of other civil engineering projects	4299
19	Demolition	4311
20	Site preparation	4312
21	Electrical installation	4321
22	Plumbing, heat and air-conditioning installation	4322
23	Building completion and finishing.	4330
24	Other specilized construction activities	4390
25	Real estate consultancy and brokerage and auctioning, land use rights auctioning	6820
26	Growing of fruits	0121
27	Growing of oleaginous fruits	0122
28	Growing of cashew trees	0123
29	Growing of pepper trees	0124
30	Growing of rubber trees	0125
31	Growing of coffee trees	0126
32	Growing of tea trees	0127
33	Growing of other perenial crops	0129
34	Other remaining business support service activites.	8299
35	Short-term accommodation activities	5510
36	Restaurants and mobile food servives activities	5610
37	Provision of food services based on contractual arrangements with the customers	5621
38	Beverage serving activities	5630

39	Preschool education (for intants from age of three months to six years)	8511
40	Preschool education (for intants from age of three years to six years)	8512
41	Primary education	8521
42	Lower secondary education	8522
43	Upper secondary education	8523
44	Basic-level training	8531
45	Intermediate–level training	8532
46	College-level training	8533
47	University training	8541
48	Master training	8542
49	Doctoral training	8543
50	Advertising	7310
51	Washing and (dry-) cleaning of textile and turn products	9620
52	Hairdressing and shampooing	9631
53	Wedding service activities	9633
54	Operation of sports facilities	9311
55	Organization of conventions and trade shows	8230
56	Bán lẻ khác trong các cửa hàng kinh doanh tổng hợp	4719
57	Other specilized wholesale n.e.c	4669
58	Other manufacturing n.e.c	3290
59	Combined facilities support activities	8110
60	General cleaning of buildings	8121
61	Industrial cleaning activities and specialized cleaning activities for buildings	8129
62	Landcape care and maintenance service activities	8130
63	Combined office administrative service activities	8211
64	Steambath, masage and health improvement services (excluding sports activities)	9610
65	Renting and leasing of motor vehicles	7710
66	Manufacture of prepared meals and dishes	1075
67	Non-specialized wholesale trade	4690
68	Bán buôn thực phẩm (Không hoạt động tại trụ sở)	4632

69	Wholesale of food	4633
70	Wholesale of other household products	4649
71	Retail sale of beverages in specialized stores	4723
72	Retail sale of tobacco products in specialized stores	4724
73	Other retail sale of new goods in specialized stores	4773
74	Renting and leasing recreational and sports goods	7721
75	Travel agency activities	7911
76	Tour operator activities	7912
77	Resevation service and related activities	7990
78	Service activities incidental to land transportation	5225
79	Other transportation support activities	5229
80	Retail sale of food products in specialized stores	4722
81	Retail sale of clothing, footwear, theather articles and imitation leather in specialized stores	4771
82	Retail sale of pharmaceutical and medical goods, comestic and toilet articles in specialized stores	4772
83	Wholesale of tobacco and aztec tobacco products	4634
84	Urban and suburban passenger land transport (except transport via buses)	4931
85	Other passenger land transport	4932
86	Other amusement and recreation activities n.e.c	9329
87	Creative, arts and entertainment activities	9000
88	Activities of sports clubs	9312
89	Other monetory intermediation	6419
90	Activities of head offices	7010
91	Other food service activities	5629
92	Renting and leasing of other personal and household goods	7729
93	Motion picture projection activities	5914

2. Operational objectives of the Company

To mobilize and efficiently utilize capital resources for investment and business activities with the objective of maximizing legitimate profits; creating stable jobs for employees; increasing dividends for shareholders; and fulfilling tax obligations and other financial obligations in accordance with the law.

Article 4. Scope of business and operation of the Company

1. The Company is permitted to formulate plans and carry out all business activities in accordance with the Company's scope of business as published in the National Business Registration Portal and this Charter in compliance with applicable law, and take appropriate measures to achieve the objectives of the Company.
2. The Company may carry out business activities in other sectors permitted by law and passed by the General Meeting of Shareholders.

Article 5. Socio-political organizations

1. The Communist Party of Vietnam organization within the Company operates in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the regulations of the Communist Party of Vietnam.
2. The Trade Union and other socio-political organizations within the Company operate in accordance with the Constitution and the law.
3. The company provides all necessary conditions for organizations to function well.

III. CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Company's Charter capital is VND 1,021,302,130,000 (One trillion, twenty-one billion, three hundred two million, one hundred thirty thousand VND).

   The Company's Charter capital is divided into 102,130,213 shares with a nominal value of 10,000 VND/share.
2. The Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.
3. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.
4. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.
5. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.
6. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.
7. The company may issue other types of securities as prescribed by law.

Article 7. Share certificates

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

2. The share certificate is a type of securities that certify the holder’s lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises
3. Within 30 days of submitting a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two months of fully paying for the shares as stipulated in the Company's share offering plan, the shareholder will be issued a share certificate. Shareholders are not required to pay the company for the printing costs of share certificates or any other fees.
4. In case of transfer of only some of the shares in a registered share certificate, the old certificate shall be cancelled and a new certificate representing the remaining shares shall be issued free of charge.
5. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:
    a. Information about the lost or damaged share certificate;
    b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Listed shares and shares registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market
2. In the event of a shareholder's death, the inheritance of shares shall be governed by the provisions of relevant laws.
3. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 10. Withdrawal of shares

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.
2. The notice shall specify the new deadline (at least 07 days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.
3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.
5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.
6. A notice of redemption shall be sent to the holders of the shares to be redeemed prior to the time of redemption. The redemption shall still be valid even in the case of any accidental omission or oversight in sending the notice.

IV. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

Article 11. Organizational structure, administration and control

The organizational structure of the company includes:

a. The GMS;

b. The Supervisory Board;

c. The Board of Directors;

d. The General Director;

e. The Executive Manager of the Prize-winning Electronic Gaming Club for Foreigners.

V. SHAREHOLDERS AND GMS

Article 12. Rights of shareholders

1. Shareholders are the owners of the Company, having corresponding rights and obligations according to the number and class of shares they own. Shareholders are only liable for the debts and other property obligations of the company to the extent of the amount of capital contributed to the company.
2. Ordinary shareholders have the right to:
   a. Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company’s Charter and the law. Each ordinary share has one vote;
   b. Receive dividends at the rate decided by the GMS;
   c. Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
   d. Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves
   e. Pre-emptive rights to purchase new shares in proportion to each shareholder's ownership percentage of common shares in the Company;

f. Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;
g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
i. Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;
j. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;
k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
l. Other rights prescribed by law and the Company's Charter.

3. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the rights to:
   a. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprise;
   b. Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;
   c. Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;
   d. Request the Board of Controllers to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;
   e. Other rights prescribed by law and the Company's Charter.
4. Shareholders or a group of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows: :

a. A group of ordinary shareholders forming a nomination group must notify the attending shareholders of the group's formation before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or several persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors and the Supervisory Board. Where the number of candidates nominated by shareholders or a group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of shareholders

1. Comply with the Company's Charter and internal regulations on company administration; resolutions and decisions of the GMS and the Board of Directors.
2. Participate in the GMS and exercise the right to vote in the following manners:
   a) Participate and vote in person at the meeting;
   b) Authorize other organizations and individuals to participate and vote at the meeting;
   c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
   d) Send votes by mail, fax or email;
   đ) Send votes by [other means] as stipulated in the Company's Charter.
3. Fully and punctually pay for the subscribed shares;
4. Provide the correct address upon registration to buy shares.
5. Fulfill other obligations prescribed by applicable regulations of law.
6. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
   a. Violations of law;
   b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
   c. Paying undue debts while the Company is facing financial risks.

Article 14. General Meeting of Shareholders (GMS)

1. The GMS, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The GMS shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors may decide to postpone the Annual General Meeting of Shareholders if necessary, but not for more than 06 months from the end of the financial year. In addition to the annual meeting,

the GMS may hold extraordinary meetings. The location of the GMS is determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited the Company's financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.
3. The Board of Directors shall convene an extraordinary GMS in the following cases:
    a. The Board of Directors considers it necessary in the interests of the Company;
    b. The remaining number of Board of Directors, Board of Controllers is smaller than the minimum number prescribed by law;
    c. It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
    d. It is requested by the Supervisory Board;
    e. Other cases prescribed by law and this Charter.
4. Convening the extraordinary GMS
    a. The Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;
    b. In case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the Supervisory Board shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;
    c. In case the Supervisory Board fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the GMS has the right to request the business registration authority to supervise the procedures for convening, conducting the meeting, and making decisions of the GMS. All expenses for convening and conducting the GMS will be reimbursed by the company. This cost excludes expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

Article 15. Rights and obligations of GMS

1. The GMS has following rights and obligations:
   a. Approve the Company's development orientations;
   b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
   c. Elect, dismiss and discharge members of the Board of Directors and members of the Supervisory Board;
   d. Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
   e. Decide revisions to the Company's Charter;
   f. Approve annual financial statements;
   g. Decide repurchase of over 10% of shares of each type;
   h. Consider taking actions against violations committed by members of the Board of Directors and members of the Supervisory Board if they cause damage to the Company and its shareholders;
   i. Decision to reorganize or dissolve the Company;
   j. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Supervisory Board;
   k. Approve internal regulations on company administration, operation of the Board of Directors and the Supervisory Board;
   l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
   m. Other rights and obligations prescribed by law.
2. The GMS shall discuss and approve the following issues:
   a. The Company's annual business plan;
   b. The audited annual financial statement;
   c. The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;
   d. The report of the Supervisory Board on the Company's business performance, performance of the Board of Directors, the Director/General Director;
   e. Dividend per share of each type;
   f. The quantity of members of the Board of Directors and the Supervisory Board;
   g. Election, dismissal and discharge of members of the Board of Directors and members of the Supervisory Board;
   h. The budget or total remunerations, bonuses and other benefits of the Board of Directors and the Supervisory Board;
   i. Revisions to the Company's Charter;
   j. Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;

k. Division, consolidation, merger or conversion of the Company;
l. Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
m. Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
n. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
o. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
p. Internal regulations on company administration, operation of the Board of Directors and the Supervisory Board;
q. Approve the list of approved auditing companies; Decide which approved auditing company is to carry out an inspection of the company's operations when deemed necessary
r. Decision to repurchase more than 10% of the total sold shares of each type;
s. Contracts or transactions on borrowing, lending, and selling of assets valued at more than 10% of the total assets of the Company recorded in the last financial statement, between the company and a shareholder holding from 51% of the total voting shares or more, or a related person of such shareholder;
t. Other issues prescribed by law and this Charter.

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

Article 16. Authorizing participation in GMS

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.
2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

   The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).
3. The vote of the authorized person attends the meeting within the authorized scope remains valid even when one of the following events occurs, except for the cases where:

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

b. The authorizing person has cancelled the authority of the authorized person;

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

Article 17. Changes of rights

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.
2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.
3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening, agenda and invitations to the GMS

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases provided for in Clause 3, Article 14 of this Charter.
2. The person(s) convening the GMS must perform the following duties:
   a. Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;

   b. Prepare the meeting agenda and contents;

   c. Prepare meeting documents;

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

e. Determine the meeting time and location;

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

g. Perform other tasks serving the general meeting.

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

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

   b. List and detailed information of candidates for the election of members of the Board of Directors and Supervisory Board;

   c. Votes;

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

4. A shareholder or a group of shareholders, as stipulated in Clause 3, Article 12 of this Charter, has the right to propose matters for inclusion in the agenda of the GMS. Proposals must be made in writing and submitted to the Company no later than three working days prior to the opening of the meeting. The proposal must clearly state the shareholder's name, the quantity of each class of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda.

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

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

   b. The proposing shareholder or group of shareholders is holding more than 5% of total ordinary shares when the proposal is made as prescribed in Clause 3 Article 12 of this Charter;

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

   d. Other cases prescribed by law and this Charter.

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

Article 19. Conditions for opening the GMS

1. The General Meeting of Shareholders shall be convened when the shareholders present represent at least 50% of the total voting shares

2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares.
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.
4. At the request of the Chairperson, the General Meeting of Shareholders has the right to modify the meeting agenda previously enclosed with the meeting notice, in accordance with Article 18.3 of this Charter.

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

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:
   a. Upon shareholder registration, the Company issues a voting card to each shareholder or authorized representative with voting rights; this card specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes held by that shareholder. The GMS discusses and votes on each item of the agenda. Voting is conducted by Approve, DisApprove and No opinion. At the meeting, voting cards in favor of the resolution are collected first, followed by those against it; finally, the total number of votes for and against is tallied to reach a decision. The vote count results were announced by the chairperson immediately before the meeting adjourned. The Congress elects the persons responsible for counting votes or supervising the vote count, upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be determined by the GMS based on the proposal of the meeting chairperson;
   b. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged
2. Election of the chair, secretary and vote counting board:
   a. The President of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Chief Controller shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting.

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

c. The chair shall appoint one or some people as secretaries of the meeting;

d. The General Meeting of Shareholders elects one or more persons to the vote-counting committee upon the proposal of the meeting chairperson.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.
4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
   a. Arrange seats at the meeting location;
   b. Ensure safety of the participants;
   c. Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.
5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.
6. Shareholders or authorized representatives arriving after the meeting has commenced may still register and have the right to vote immediately upon registration; in this case, the validity of the matters previously voted upon remains unchanged.
7. The person who convenes the GMS or the chair has the rights to:
   a. Request all participants to undergo inspection or other lawful and reasonable security measures;
   b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair’s requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
8. The chairperson has the authority to postpone a GMS - even if the maximum number of registered attendees has been reached—for a period not exceeding three working days from the scheduled opening date; however, such postponement or a change of venue is permitted only in the following circumstances:
   a. The current location does not have adequate convenient seats for all participants;
   b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
   c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

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

Article 21. Conditions for ratification of resolutions of the GMS

1. Các nghị quyết được thông qua khi được số cổ đông sở hữu trên 50% tổng số phiếu biểu quyết của tất cả cổ đông dự họp tán thành, trừ trường hợp quy định tại các khoản 2 Điều này và khoản 3, 4 và 6 Điều 148 Luật Doanh nghiệp.
2. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:
   a. Types of shares and quantity of each type;
   b. Change of business lines;
   c. Change the Company's management organizational structure;
   d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;
   e. Re-organization, dissolution of the Company;
   f. Other issues specified in the Company's Charter.
3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

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

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

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the GMS when it is considered necessary for the Company's interests, except for the cases specified in Clause 2 Article 147 of the Law on Enterprises [unless otherwise prescribed by the Company's Charter.
2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 18 of this Charter.
3. A questionnaire shall contain the following information:
   a. Name, head office address, and enterprise code;
   b. Purposes of the survey;
   c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID

number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;

d. The issues being voted on;

e. Voting options for each issue, including Approve, DisApprove and No opinion;

f. Submission deadline;

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

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

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

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

c. Opinion ballots received by the Company after the deadline specified therein, or ballots that have been opened (in the case of postal submission) or had their contents disclosed (in the case of submission via fax or email), are invalid. Opinion ballots that are not returned are considered non-votes.

5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the company. The vote-counting record must contain the following principal contents:

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

b. The purposes and issues voted on;

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

d. Quantity of Approve votes, DisApprove votes and No opinion votes on each issue;

e. The decisions have been adopted;

f. Full names and signatures of the Chairman of the Board of Directors, the company's legal representative, and the vote-counting supervisor.

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

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

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

Article 23. Minutes and Resolution of the GMS

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
   a. The enterprise's name, headquarters address, identification number;
   b. Time and location of the GMS;
   c. Agenda and contents of the meeting;
   d. Full names of the chair and secretaries;
   e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
   f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
   g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
   h. Ratified issues and ratios of affirmative votes;
   i. Full names and signatures of the chairperson and the secretary. If the chairperson and the secretary refuse to sign the meeting minutes, the minutes shall remain valid provided they are signed by all other members of the Board of Directors present at the meeting and contain the full content prescribed in this clause. The meeting minutes clearly record the refusal of the chairperson and the secretary to sign the minutes.
2. The GMS minutes shall be completed and ratified before the meeting ends. The chairman and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.
3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.
4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters.

Article 24. Requesting cancellation of a resolution of the GMS

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the minutes of the vote-counting results regarding the General Meeting of Shareholders' opinion solicitation, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or an Arbitral Tribunal to review and cancel the resolution or a part of the content of the General Meeting of Shareholders' resolution in the following cases:

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

VI. THE BOARD OF DIRECTORS

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

1. Shareholder or group of shareholders holding at least 10% of the voting shares may nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the voting shares is entitled to nominate one (01) candidate; from 20% to under 30%, a maximum of two (02) candidates may be nominated; from 30% to under 40%, a maximum of three (03) candidates may be nominated; from 40% to under 50%, a maximum of four (04) candidates may be nominated; from 50% to under 60%, a maximum of five (05) candidates may be nominated; from 60% to under 70%, a maximum of six (06) candidates may be nominated; from 70% to under 80%, a maximum of seven (07) candidates may be nominated; over 80%, a maximum of eight (08) candidates may be nominated.
2. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting.
3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises.

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

1. The Board of Directors shall consist of a minimum of three (03) and a maximum of eleven (11) members.
2. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.
3. Composition of the Board of Directors:

At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive members. The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Director.

The total number of independent members of the Board of Directors shall satisfy the following requirements:

a. At least 01 independent member if the Board of Directors has 03 – 05 members;

b. At least 02 independent members if the Board of Directors has 06 – 08 members;

c. At least 03 independent members if the Board of Directors has 09 – 11 members.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.
5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:
   a. Deciding on the Company's strategic direction, medium-term development plan, and annual business plan;
   b. Propose types of authorized shares and quantity of each type;
   c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
   d. Decide selling prices for shares and bonds of the Company;
   e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
   f. Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
   g. Decide solutions for market development, marketing and technology;
   h. The Board of Directors shall decide on the approval of the Company's major contracts and transactions (including, without limitation, contracts and transactions regarding purchase, sale, borrowing, lending, mergers, acquisitions, joint ventures, and other contracts and transactions) with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements, excluding contracts and transactions falling under the authority of the General Meeting of Shareholders pursuant to Points o and q, Clause 2, Article 15 of this Charter.

i. For contracts and transactions falling under Clause 1, Article 167 of the Law on Enterprises that are valued at less than 35% of the total value of the enterprise's assets as recorded in the most recent financial statement, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board regarding the parties related to the transaction or contract, and must attach the draft contract or the principal terms of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within 15 days of receiving the notification. Board members with an interest related to the parties involved in the contract or transaction do not have the right to vote;

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

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

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

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

n. Submit audited annual financial statements to the GMS;

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

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

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

r. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

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

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

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

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with regulations on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
5. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
6. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees
7. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company’s Charter.

Article 29. President of the Board of Directors

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.
2. The President of the Board of Directors must not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
   a. Formulate operating plans and programs of the Board of Directors;
   b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
   c. Organize the ratification of resolutions and decisions of the Board of Directors;
   d. Supervise the process of implementation of resolutions and decisions of the Board of Directors;

e. Chair the GMS;

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

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

5. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

Article 30. Meetings of the Board of Directors

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

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

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

a. The meeting is requested by the Supervisory Board or independent members of the Board of Directors;

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

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

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting of the Board of Directors as requested, the Chairman must bear responsibility for any damage caused to the Company; the requester(s) shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that

need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

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

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

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, the right to discuss but not the right to vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 05 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors

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

   a. Participate and vote in person at the meeting;

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

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

   d. Send votes by mail, fax or email;

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

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

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

12. Decisions and Resolutions of The Board of Directors shall be passed and issued on the basis of the consent of the majority of members of the Board of Directors present (more than fifty (50) per cent). Where the number of votes for and against are equal, then the vote of the Chairman of the Board of Directors shall be the deciding vote.

VII. GENERAL DIRECTOR, OTHER MANAGERS AND SERECTORY OF COMPANY

Article 31. Organization of managerial apparatus

The managerial system of the company must ensure the managerial apparatus is liable to the BOD and is undership of BOD. The company shall has a General Director, Deputy General Directors, a chief accountant appointed by BOD.

The General Director and Deputy General Directors may simultaneously serve as members of the Board of Directors and be appointed or removed by the Board of Directors through a duly passed resolution.

Article 32. Managers

1. Company Executives include the General Director**,** Deputy General Directors and chief accountant.
2. The General Director is entitled to recruit managers required with quality and quantity complying with the managerial structure and practice of the Company. The Managers must be diligent as required for the operation and organization of the Company to achive the stated objectives.
3. The salary, remuneration, benefits, and other terms in the employment contract for the General Director shall be decided by the Board of Directors, and contracts with other managers shall be decided by the Board of Directors after consulting the General Director.

Article 33. Appointment, removal, duties and power of the General Director; duties and power of Manager and Operator of the Prize-winning Electronic Game Club for Foreigners)

1. Information on the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual report.
2. The Board of Directors shall appoint a member of the Board of Directors or another person to be the General Director and shall enter into a contract which specifies the salary, remuneration, benefits and other related terms. The information about salary, allowances and benefits of the General Director must be reported at the annual General Meeting of Shareholders, must be shown in a separate section in the annual financial report and must be stated in the annual report of the Company.
3. The term of office of the General Director shall be five (5) years and may be re-appointed. The appointment may become invalid pursuant to the provisions in the labour contract. The General Director must not be prohibited by law to hold such position.
4. The General Director has the following powers and responsibilities:
   a. To implement resolutions of the Board of Directors, and of the General Meeting of Shareholders, business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b. To make decisions on all matters which do not require a resolution of the Board of Directors., including the signing of financial and commercial contracts on behalf of the Company, and on the organization and operation of day-to-day business and production activities of the Company in accordance with best management practices;

c. To make recommendations on the number and category of managers the Company needs to recruit for appointment or removal when it is necessary for the purpose of conducting good management activities as proposed by the Board of Directors; and to decide salary, remuneration, benefits and other terms of labour contracts of managers;

d. To consult the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointment and dismissal and other terms relating to their labour contracts;

e. On December 15th in each year, the General Director must submit a detailed business plan for the next financial year to the Board of Directors for its approval on the basis of satisfying the requirements of appropriate budget and the five-year financial plan;

f. To implement business plan and investment plan of the Company; To propose measures to improve the operation and management of the Company; To prepare long-term, annual and quarterly estimated budgets of the Company (hereinafter referred to as an estimated budget) to service long-term, annual and quarterly management activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, report on business results and cash flow report) for each financial year must be submitted to the General Director for his/her approval and must contain information as stipulated in the rules of the Company;

g. To carry out other activities in accordance with this Charter, the rules of the Company, resolutions of the Board of Directors, the labour contract of the General Director, and law.

5. General Director is responsible before the Board of Directors and the General Meeting of Shareholders for implementation of assigned duties and powers, and must report to such authorities if so required.

6. Board of Directors may remove the General Director upon consent of the majority of the attending members of the Board of Directors with voting rights, and appoint a new General Director for replacement.

7. The General Director appoints other management positions including, but not limited to, the title of Executive Manager of the Prize-winning Electronic Gaming Club for Foreigners.

6. Rights and Duties of the Managerof the Prize-winning Electronic Game Club for Foreigners:

a. Managing and operating clubs; supervising operations, and ensuring stable machine performance;

b. Recruiting, training, and managing personnel. Resolving internal issues and conflicts between employees and customers;
c. Customer care.
d. Comply with regulations and legal requirements, ensuring the Club operates in compliance with relevant laws and regulations.

Article 34. Person in charge of company administration

The Board of Directors of the Company shall appoint at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises. The Board of Directors may remove the secretary of the Company when considered necessary but not contrary to the applicable law on labour. The Board of Directors may also appoint one or more secretary assistants of the Company from time to time. The role and duties of the secretary of the Company shall comprise:

a. Prepare meetings of the Board of Directors, of the Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;
b. Attend meetings. Ensure that resolutions of the General Director comply with law;
c. Provide advice on procedures for meetings;
d. Provide financial information, copies of minutes of meetings of the General Director and other information to the members of the Board of Directors and the Board of Supervisors.
e. Supervise and report to the Board of Directors on the Company's information disclosure.

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

The secretary of the Company is responsible to keep information confidential in accordance with law and this Charter.

VIII. DUTIES OF MEMBERS OF BOARD OF DIRECTORS, MEMBERS OF BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER MANAGERS

Article 35. Responsibility to be prudent

Members of the Board of Directors, members of the Board of Supervisors, General Director and other mangers are responsible to perform their duties including duties in the capacity as a member of a sub-committee of the Board of Directors in an honest manner in the best interests of the Company and with the degree of prudence which a prudent person must have in order to fill corresponding positions under similar circumstances.

Article 36. Responsibility to be honest and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers shall disclose related interest in accordance with provisions of the Law on Enterprises and other regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers are not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals.
3. Members of the Supervisory Board, members of the Supervisory Board, the General Director and other managers shall send written notices to the Board of Directors and the Supervisory Board of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.
4. A member of the Board of Directors shall not vote on any transactions that bring benefits to such member or their related persons as prescribed by the Enterprise Law.
5. Members of the Board of Directors, members of the Supervisory Board, the Director/General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.
6. Transactions between the Company with one or some members of the Board of Directors, members of the Supervisory Board, the General Director, other executives and their related persons shall not be invalidated in the following cases:
   a. For transactions whose value do not exceed 35% of the total value of assets recorded in the most recent financial statementst, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, the Director/General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;
   b. For transactions whose value is more than thirty-five 35% or transactions resulting in a total transaction value of 35% or more of the total value of assets recorded in the most recent financial statements within 12 months from the date of the first transaction, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the BOD, SB, General Director and other managers have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders voted in favour of such contract or transaction.

Article 37. Responsibilities for loss and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers who breach their obligations and responsibilities for honesty and prudence or fail to fulfil their obligations with due diligence and professional capability must be responsible for any loss and damage caused by their breach.

2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, a manager, an employee or a representative authorized by the Company, or such person acted or is acting at the request of the Company or the Company's subsidiaries in the capacity as a member of the Board of Directors, a manager, an employee or an authorized representative of the Company. The expenses for compensation shall comprise expenses arising (including legal fees), judgment expenses, fines and payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law, provided that such person acted honestly, prudently and diligently in the best interests or not against the best interests of the Company on the basis of compliance with law and that there is no evidence that such person committed a breach of his/her responsibilities. The Company may purchase insurance for such persons in order to avoid the above responsibilities for compensation.

IX. BOARD OF SUPERVISORS

Article 38. Nomination and Self-Nomination for the position of Members of Board of Supervisors

1. The members of the Board of Supervisors shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises.
2. The number of members of the Board of Supervisors of the Company shall be three (03) to five (05).
3. The shareholders may aggregate the votes of each of them to nominate candidates to the Board of Supervisors. A shareholder or a group of shareholders holding from 10% to less than 20% of the total number of voting shares shall be entitled to nominate one (1) candidate; from twenty (20) per cent to less than thirty (30) per cent to nominate up to two (2) candidates; from thirty (30) per cent to less than forty (40) per cent to nominate up to three (3) candidates; from forty (40) per cent to less than fifty (50) per cent to nominate up to four (4) candidates; and from fifty (50) per cent to less than sixty (60) per cent to nominate up to five (5) candidates.
4. In case the number of nominated and self-nominated candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall nominate more candidates or organize the nomination in accordance with administration regulations and operating regulations of the Supervisory Board. This must be announced before the GMS starts to vote for members of the Supervisory Board as prescribed by law.
5. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders; the term of office of the Board of Supervisors shall not exceed five (5) years; and members of the Board of Supervisors may be re-appointed with an unlimited number of terms.

Article 39. Board of Supervisors

The Board of Supervisors has the powers and responsibilities stipulated in article 170 of the Law on Enterprises and in this Charter, mainly the following powers and responsibilities:

1. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.
2. Take responsibility to the shareholders for the supervision tasks performed.
3. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.
4. Cooperate with the Board of Directors, the General Director and shareholders.
5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director/Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.
6. Formulate the Regulations on Operation of the Supervisory Board and submit them to the GMS for ratification.
7. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.
8. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation.
9. Other rights and obligations prescribed by law.

Article 40. The Head of Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must hold a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the enterprise's business operations.
2. Rights and obligations of the Head of Supervisory Board:
   a. Convene meetings of the Supervisory Board;
   b. To request the Board of Directors, the General Director, and other executive managers to provide relevant information for reporting to the Supervisory Board;
   c. Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the GMS.

Article 41. Meetings of the Supervisory Board

1. The Supervisory Board shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings

must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Supervisory Board must be retained in order to attribute responsibility of each member

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification.

Article 42. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board

The salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall comply with the regulations below:

1. Members of the Supervisory Board shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board.
2. Members of the Supervisory Board shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Supervisory Board which has been approved by the GMS, unless otherwise decided by the GMS.
3. The salary and operating expenses of the Supervisory Board shall be included in the company's business operating expenses in accordance with the laws on corporate income tax and other relevant laws, and must be presented as a separate item in the company's annual financial statements.

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

Article 43. Rights to access the Company's documents and records

1. Ordinary shareholders have the rights to access the Company's documents and records. To be specific:
    a. Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;
    b. The shareholder or group of shareholders that hold at least 05% of ordinary shares is entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.
3. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers 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 the purposes relating to their positions, provided that such information must be kept confidential.

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

XI. EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

The General Directormust prepare a plan in order for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and managers as well as the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the rules of the Company, and applicable law.

XII. DISTRIBUTION OF PROFITS

Article 45. Distribution of profits

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.
3. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends in kind (such as by fully paid shares or bonds which are issued by other companies), and the Board of Directors shall be the Authority implementing such decision.
4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDCC.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.
6. Other issues relevant to profit distribution prescribed by law.

XIII. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.
3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 47. Reserve fund

1. Reserve fund for supplementing charter capital. Annually, the Company shall allocate an amount from its profit after tax to the financial reserve fund to supplement the charter capital in accordance with the law. This allocation shall not exceed 5% of the Company's profit after tax and shall be made until the financial reserve fund is equal to 10% of the Company's charter capital.
2. The allocation rate for the reward and welfare funds is approved annually by the General Meeting of Shareholders.
3. When the company achieves a profit exceeding the target approved annually by the General Meeting of Shareholders, the excess profit shall be allocated as bonuses for the Board of Directors and the company's employees. The bonus allocation rate shall be decided by the General Meeting of Shareholders.

Article 48. Fiscal year

The financial year of the Company shall commence from the first day of January each year and shall end on the 31st of December.

Article 49. Accounting regime

1. The accounting regime used by the Company shall be Vietnamese Accounting System (VAS) or another accounting regime approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese. The Company shall store the accounting records in accordance with the form of business activities conducted by the Company. Such records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use VietNam Dong (VND) (or freely convertible foreign currency if approved by the competent State Agencies) as the currency in accounting

XIV. ANNUAL REPORTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION AND PUBLIC ANNOUNCEMENT

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

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

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.
3. The Company must formulate and publish semi-annual and quarterly reports in accordance with regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax office and the business registration Authority.

Article 51. Annual reports

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

XV. AUDITING THE COMPANY

Article 52. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the auditing of the Company for the next financial year on the basis of the terms and conditions as agreed with the Board of Directors.
2. Audit reports shall be enclosed with the Company's annual financial statements.
3. Independent auditors that audit the Company's financial statements are entitled to participate in the GMS, receive notices and information relevant to the GMS, shall be entitled to express their opinions about issues relating to the auditing.

XVI. THE COMPANY'S SEALS

Article 53. The Company's seals

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

XVII. TERMINATION OF OPERATION AND LIQUIDATION

Article 54. Dissolution of the Company

1. The Company can be dissolved in the following cases:
    a. The dissolution is decided under a resolution or decision of the GMS;
    b. The Company is declared bankrupt by a court in accordance with the applicable law.
    c. Other cases prescribed by law.
2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

Article 55. Liquidation

1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision on dissolution of the Company is made, the Board of Directors must establish a liquidation committee consisting of three (3) members, in which two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its operational regulations. The members of the liquidation committee may be selected from the employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration Authority. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation before a court and administrative Authorities.
3. Proceeds from the liquidation shall be disbursed in the following order:
   a. Expenses for liquidation;
   b. Wages and insurance costs for employees;
   c. Taxes and other items paid to the State;
   d. Loans (if any);
   e. Other debts of the Company;
   f. Residual upon payment of the debts stated in (a) to (e) above shall be distributed to shareholders. The payment of preference shares shall be given priority

XVIII. INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. Where a dispute or a claim relating to the operation of the Company or to the rights and obligations of shareholders stated in the Charter of the Company, the Law on Enterprises, other laws or administrative regulations between:
   a. A shareholder and the Company;
   b. A shareholder and the Board of Directors, the liquidation committee, the General Director or a senior manager: the related parties shall attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present the real factors relating to the dispute within a period of 10 working days from the date of the dispute arising. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may require to appoint an independent expert to act as arbitrator during the course of dispute resolution.
2. If a decision on reconciliation is not made within a time-limit of six (6) weeks from the beginning of the mediation process or if the decision of the intermediary is not

accepted by the parties, then any party may refer such dispute to economic arbitration or to the economic court.

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

XIX. ADDITION TO AND AMENDMENT OF THIS CHARTER

Article 57. Addition to and amendment of the Charter

1. Any addition to and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where any provision of law relating to the operation of the Company has not been mentioned in this Charter or where any new provision of law is different from the terms of this Charter, such provision of law shall automatically apply, and shall govern the operation of the Company.

XX. EFFECTIVE DATE

Article 58. Effective date

1. This Charter comprises XX Chapters and 58 Articles, and was unanimously passed by the General Meeting of Shareholders of the Investment and Trading of Real Estate JSC on April 28, 2026 at HCMC and amended and supplemented based on the resolution of the General Meeting of Shareholders on April 29, 2025.
2. This Charter is made in ten (10) copies, each with the same validity.
3. This Charter shall be the sole and official Charter of the Company.

INVESTMENT AND TRADING OF REAL ESTATE JSC

(Legal representative)

TRƯƠNG MINH THUẬN

Vice Chairman – General Director