

Số/No.: **1004**/2025/CV-PC

Hà Nội, ngày 31 tháng 3 năm 2025
Hanoi, 31st March 2025

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi/To: - Sở Giao dịch Chứng khoán Việt Nam/*Vietnam Exchange*
- Sở Giao dịch Chứng khoán TP. HCM/*Hochiminh Stock Exchange*

- Tên tổ chức / *Name of organization*: Tổng công ty cổ phần Xuất nhập khẩu và Xây dựng Việt Nam (VINACONEX)
- Mã chứng khoán/ *Stock code*: VCG
- Địa chỉ trụ sở chính/ *Address*: Tòa nhà Vinaconex, 34 Láng Hạ, Phường Láng Hạ, Quận Đống Đa, TP. Hà Nội
- Điện thoại/ *Tel.*: 84-24-62849234 Fax: 84-24-62849208
- Nội dung thông tin công bố/ *Contents of disclosure*:

Tổng công ty cổ phần Xuất nhập khẩu và Xây dựng Việt Nam (VINACONEX) công bố thời gian, địa điểm và tài liệu họp Đại hội đồng cổ đông thường niên năm 2025 như sau:

The Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX) would hereby like to announce the time, location and documents of the 2025 Annual General Meeting of Shareholders, details as:

- **Thời gian họp:** Bắt đầu từ 8h00 ngày 21 tháng 4 năm 2025 (thứ Hai)
Meeting time: From 8:00 am on April 21, 2025 (Monday)
- **Địa điểm:** Hội trường Tầng 21, Tòa nhà VINACONEX
34 Láng Hạ, Phường Láng Hạ, Quận Đống Đa, TP. Hà Nội
Venue: Conference Hall, 21st Floor, VINACONEX Building
34 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi city
- **Tài liệu họp:** Được đăng tải trên mục Quan hệ cổ đông – Website của VINACONEX: www.vinaconex.com.vn
Documents: Posted on Shareholder Relations - Website of VINACONEX: www.vinaconex.com.vn

Các tài liệu gửi kèm văn bản công bố thông tin này, gồm:

Enclosed documents include:

1. Chương trình, Quy chế làm việc của Đại hội.
The agenda, Regulations of the meeting.
2. Báo cáo của Ban Tổng giám đốc về kết quả SXKD năm 2024 và kế hoạch SXKD năm 2025.
Report of the Board of Management on business results in 2024 and business plan for 2025.
3. Tờ trình của Hội đồng quản trị về việc thông qua Báo cáo tài chính riêng và hợp nhất năm 2024 đã được kiểm toán.
Proposal of the Board of Directors on approving the 2024 audited Separate and Consolidated Financial Statements.
4. Báo cáo của Hội đồng quản trị về kết quả hoạt động năm 2024 và phương hướng nhiệm vụ năm 2025.
Report of the Board of Directors on the performance of the Board of Directors in 2024 and the direction and tasks for 2025.
5. Báo cáo của Ban kiểm soát trình Đại hội đồng cổ đông.
Report of the Supervisory Board submitted to the General Meeting of Shareholders.
6. Tờ trình của Ban kiểm soát về việc kiến nghị Đại hội đồng cổ đông lựa chọn công ty kiểm toán độc lập thực hiện kiểm toán và soát xét báo cáo tài chính năm 2025 của Tổng công ty.
Proposal of the Supervisory Board on proposing the General Meeting of Shareholders to select an independent auditing company to audit and review the 2025 financial statements of VINACONEX Corporation.
7. Tờ trình của Hội đồng quản trị về việc thông qua phương án chi trả lương, thù lao Hội đồng quản trị, Ban Kiểm soát năm 2024 và Kế hoạch năm 2025.
Proposal of the Board of Directors on approving the plan for payment of salary, remuneration of the Board of Directors, the Supervisory Board in 2024 and the plan for 2025.
8. Tờ trình của Hội đồng quản trị về phương án phân phối lợi nhuận sau thuế năm tài chính 2024.
Proposal of the Board of Directors on the plan for distribution of profit after tax for the fiscal year 2024.
9. Tờ trình của Hội đồng quản trị về thông qua phương án tăng vốn điều lệ từ phát hành cổ phiếu để trả cổ tức năm 2024.
Proposal of the Board of Directors on approval of the plan to increase charter capital by issuing shares to pay dividends in 2024.
10. Tờ trình của Hội đồng quản trị về việc thông qua chủ trương giao dịch giữa Tổng công ty CP VINACONEX với các công ty con, công ty liên kết trong cùng Tập đoàn kinh tế/nhóm VINACONEX trong năm 2025.
Proposal of the Board of Directors on approving the transaction between VINACONEX Corporation and its subsidiaries and affiliated companies within VINACONEX group in 2025.



11. Tờ trình của Hội đồng quản trị về việc thay đổi ngành, nghề kinh doanh của Tổng công ty CP VINACONEX.
Proposal of the Board of Directors on changing the registered business lines of VINACONEX Corporation.
12. Tờ trình của Hội đồng quản trị về việc sửa đổi, bổ sung Điều lệ của Tổng công ty.
Proposal of the Board of Directors on amending and supplementing the Charter of VINACONEX Corporation.
13. Tờ trình của Hội đồng quản trị về việc miễn nhiệm và bầu bổ sung Thành viên HĐQT Tổng công ty nhiệm kỳ 2022-2027, trong đó có 01 thành viên độc lập HĐQT.
Proposal of the Board of Directors on the dismissal and election of additional members of the Board of Directors of VINACONEX Corporation for the 2022-2027 term, including 01 independent member of the Board of Directors.
14. Phiếu biểu quyết, Thẻ biểu quyết.
Vote, Voting card.
15. Dự thảo Nghị quyết Đại hội đồng cổ đông.
Draft Resolutions of the General Meeting of Shareholders.
- Thông tin này đã được công bố trên trang thông tin điện tử của Tổng công ty vào ngày 31/3/2025 tại đường dẫn: www.vinaconex.com.vn/Quan_hệ_cổ_đồng/Thông_tin_chung.
This information was published on VINACONEX's website on 31/3/2025, as in the link: www.vinaconex.com.vn/Investor_Relations.

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.

Tài liệu đính kèm/Attached documents:

Như nêu trong văn bản.

As mentioned in the document.

Đại diện tổ chức
Organization representative

Người UQ CBTT

Person authorized to disclose information



Vũ Mạnh Hùng

Giám đốc Ban Đối ngoại – Pháp chế
Director of Dept. of Legal & Foreign affairs

AGENDA OF 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VINACONEX JSC.

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Time: *From 7:30 AM on Monday, April 21, 2025*

Location: *21st Floor Hall, VINACONEX Corporation Headquarters*

TIME	CONTENT
7:30-8:00	Welcome and Registration of Delegates.
8:00-8:10	Report on the verification of shareholder status and announce the number of shareholders/authorized representative attending the meeting.
8:10-8:20	National Anthem, Opening of the Meeting. Introduce the list of the Presidium, Secretary Board, and Voting Audit Committee.
8:20-8:40	Approve the Meeting Agenda and Working Regulations of the Meeting.
8:40-9:00	<ul style="list-style-type: none">- Report of the Board of Management on the production and business results in 2024 and the plan for 2025.- Report of the Board of Directors on the approval of the audited separate and consolidated financial statements for 2024.
9:00-9:15	<ul style="list-style-type: none">- Report of the Board of Directors on the operational results of 2024 and directions and tasks in 2025.
9:15-9:35	<ul style="list-style-type: none">- Report of the Inspection Committee submitted to the AGM.- Report of the Inspection Committee for the AGM to approve the selection of an independent auditing company to audit and review the 2025 financial statements of VINACONEX JSC.
9:35-9:40	<ul style="list-style-type: none">- Report of the Board of Directors on the approval of the salary and remuneration payment plan for the Board of Directors and the Inspection Committee in 2024 and the Plan for 2025.
9:40-9:45	<ul style="list-style-type: none">- Report of the Board of Directors on the plan for after-tax profit distribution for the 2024 fiscal year.
9:45-9:50	<ul style="list-style-type: none">- Report of the Board of Directors on the plan to increase charter capital from issuing shares to pay dividends for 2024.
9:50-9:55	<ul style="list-style-type: none">- Report of the Board of Directors on the approval of the policy to conduct transactions between VINACONEX Corporation and its subsidiaries and affiliates within the same economic group/VINACONEX group in 2025.
9:55-10:00	<ul style="list-style-type: none">- Report of the Board of Directors on the change of the business lines of VINACONEX Corporation.
10:00-10:05	<ul style="list-style-type: none">- Report of the Board of Directors on the amendment and supplementation of the Charter of VINACONEX Corporation.
	<ul style="list-style-type: none">- Other matters to be submitted to the AGM (if any).

TIME	CONTENT
10:05-10:35	Discussion at the Meeting
10:35-10:50	<p>The AGM votes on the following decisions:</p> <ol style="list-style-type: none"> 1. The production and business results of 2024 and the plan for 2025. 2. The audited separate and consolidated financial statements for 2024. 3. Report of the Board of Directors on the operational results in 2024 and directions and tasks in 2025. 4. Report of the Inspection Committee submitted to the AGM. 5. The selection of an independent auditing company to audit and review the 2025 financial statements of VINACONEX JSC. 6. The salary and remuneration payment plan for the Board of Directors and the Inspection Committee in 2024 and the Plan for 2025. 7. The plan for after-tax profit distribution for the 2024 fiscal year. 8. The plan to increase charter capital from issuing shares to pay dividends for 2024. 9. The policy to conduct transactions between VINACONEX Corporation and its subsidiaries and affiliates within the same economic group/VINACONEX group in 2025. 10. The change of the business lines of VINACONEX Corporation 11. The amendment and supplementation of the Charter of VINACONEX Corporation. 12. Other matters (if any).
10:50-11:20	The AGM conducts the dismissal and additional election of members of the Board of Directors for the term 2022 - 2027.
11:20-11:30	Break time (10')
11:30-11:40	Announcement of voting results
11:40-11:45	Announcement of election results
11:45-12:00	Approval of the Minutes and Resolutions of the General Meeting
12:00	Closing of the Meeting



VIETNAM CONSTRUCTION AND IMPORT - EXPORT JOINT STOCK CORPORATION

Build your values, inspire your dreams

Hanoi, April 21, 2025

WORKING REGULATIONS OF THE 2025 ANNUAL GENERAL MEETING (AGM) OF VINACONEX JOINT STOCK COMPANY

Based on:

- ✚ The Enterprise Law No. 59/2020/QH14 approved by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements, and implementation guidelines;
- ✚ The Securities Law No. 54/2019/QH14 approved by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementation guidelines;
- ✚ The Charter of the Vietnam Joint Stock Company for Import-Export and Construction (VINACONEX), approved by the AGM on April 24, 2024;
- ✚ The internal regulations on corporate governance of the Vietnam Joint Stock Company for Import-Export and Construction (VINACONEX), approved by the AGM on April 14, 2023.

Objective of the Regulations:

- ✚ Ensure transparency, fairness, and democracy;
- ✚ Facilitate the organization and conduct of the 2025 Annual General Meeting of VINACONEX Joint Stock Company.

The Organizing Committee reports to the General Meeting of Shareholders for the adoption of the working regulations as follows:

I. ORDER OF THE MEETING

- 1.1 Shareholders must sit in the designated positions or areas as instructed by the Organizing Committee and comply with the seating arrangement provided by the Committee.
- 1.2 Private conversations and the use of mobile phones during the meeting are prohibited. All mobile phones must be turned off or set to silent mode.
- 1.3 Shareholders or their representatives are responsible for attending the General Meeting of Shareholders from the start until it concludes and fulfilling their voting rights/obligations on all matters presented at the meeting. In case any shareholder or representative must leave before the meeting ends due to unforeseen circumstances, they must contact the Organizing Committee to submit their written opinions on the matters to be voted on at the meeting. If a shareholder or representative leaves the meeting without notifying the Organizing Committee or submitting their voting ballots for matters at the meeting, they will be considered to have not exercised their voting rights at the meeting (for those matters on which they did not vote).

II. CONDITIONS FOR HOLDING THE SHAREHOLDERS' MEETING

- 2.1 The General Meeting of Shareholders is conducted when the number of shareholders present (in person or by proxy) represents over 50% of the total voting shares of the company.

- 2.2 If the first meeting does not meet the conditions stipulated in Clause 1 of this Article, a notice for the second meeting must be sent within 30 days from the date originally planned for the first meeting. The second General Meeting of Shareholders can be conducted if the number of shareholders present represents at least 33% of the total voting shares.
- 2.3 If the second meeting also does not meet the required conditions as stated in Clause 2 of this Article, a notice for the third meeting must be sent within 20 days from the date originally planned for the second meeting. The third General Meeting of Shareholders can be conducted regardless of the total voting shares of the shareholders present.

III. VOTING ON MATTERS AT THE MEETING

3.1 Participants eligible to vote

Shareholders or their authorized representatives holding voting shares (according to the aggregated list of security owners No. V392/2025-VCG/VSDC-ĐK prepared by the Vietnam Securities Depository and Clearing Company (VSDC) as of the final registration date of March 21, 2025) participating in the General Meeting of Shareholders.

3.2 Voting principles

- 3.2.1 All issues on the agenda of the General Meeting must be approved by voting at the meeting. Each shareholder or representative receives a Voting Card and Ballot indicating their participation code, the number of voting shares, and bearing the seal of the VINACONEX Joint Stock Company.
- 3.2.2 A shareholder is considered to participate and vote at the General Meeting under the following circumstances:
- a) Attend and vote directly at the meeting;
 - b) Authorize another individual or organization to attend and vote directly at the meeting;
 - c) Participate and vote through an online conference, electronic voting, or other electronic means;
 - d) Submit a ballot to the meeting via mail, fax, or email.

3.3 Voting methods

- 3.3.1 Shareholders or their representatives vote on each issue directly at the meeting under the direction of the Chairman by raising the Voting Card and completing the Voting Ballot. In case of discrepancies between the results obtained by raising the Voting Card and those recorded on the Voting Ballot, the results at the General Meeting of Shareholders will be determined based on the Voting Ballots collected at the meeting.

3.3.2 Voting by raising the Voting Card

Shareholders or their representatives vote by raising a Voting Card (Agree/Disagree/No Opinion) for each item. During the voting process, shareholders or their representatives will raise their Voting Cards when called upon by the Chairman. Following the Chair's direction, shareholders or their representatives who "Agree" will raise their Voting Cards first, followed by those "Disagree" or "No Opinion."

3.3.3 Voting by Ballot:

- a) Each item on the ballot has three boxes for shareholders to indicate their voting preference, which includes:
 - ☐ Agree;
 - ☐ Disagree;
 - ☐ No Opinion.

- b) When voting on each item, shareholders or shareholder representatives express their voting preference ("Agree," "Disagree," or "No Opinion") by marking "X" or "√" in one of the three boxes on the ballot, signing their name, and clearly writing their name on the ballot to submit to the Vote - Counting Committee. A ballot is considered invalid if the shareholder or their representative does not mark any box or marks more than one box for the same voting item. If a valid ballot contains one or more invalid items, the valid items will still be counted toward the voting results for those valid items.
- c) Voting by ballot begins when the Chairman of the meeting or a representative of the Vote - Counting Committee issues a command and ends when the Vote - Counting Committee collects all ballots from the attending shareholders or representatives or after 15 minutes from the time the Chairman announces the start of the voting period, whichever comes first.
- d) In the event that a shareholder or their representative requests to exchange their ballot due to wear and tear or accidental additional markings, as long as they have not voted yet and the voting time has not expired, they have the right to meet directly with the Vote - Counting Committee to return the received ballot in exchange for a new one to ensure their rights. The Vote - Counting Committee will collect the old ballots and return them to the Chairman of the meeting.
- e) The Vote - Counting Committee is responsible for collecting the ballots, inspecting them, preparing a report of the voting results, and reporting it to the General Meeting. Any complaints regarding the voting results will be reviewed and resolved by the Vote - Counting Committee immediately at the meeting.

3.4 Cases of Invalid Voting:

- 3.4.1 Cases where voting by raising the Voting Card of shareholders or their representatives is considered invalid:
 - a) Shareholders or representatives do not raise the Voting Card in all three instances of voting "Agree," "Disagree," or "No Opinion" on the same issue.
 - b) Shareholders or representatives raise the Voting Card more than once when voting on a single issue.
- 3.4.2 Cases where voting by Voting Ballot of shareholders or their representatives is considered invalid:
 - a) The Ballot does not follow the prescribed format of the Corporation or lacks the Corporation's stamp.
 - b) The Ballot is altered, making it impossible to clearly determine the intention of the shareholder or representative on the corresponding voting item.
 - c) The Ballot lacks the signature of the shareholder or representative.
 - d) The Ballot does not have the label containing the information of the shareholder or representative.
 - e) If a voting item has two or more voting options, and the shareholder or representative votes "Agree" of both or more than two options.
 - f) A voting item includes two different voting opinions ("Agree," "Disagree," or "No Opinion") or no voting opinion is selected, then that voting item will be considered invalid.
 - g) For Ballots with multiple voting items, if one or more voting items are invalid, only that specific voting item will be considered invalid and will not affect the validity of other voting items on that Ballot.

IV. CONDITIONS FOR PASSING SHAREHOLDER OPINION ITEMS AT THE GENERAL MEETING

- 4.1 Each share of the shareholders or their representatives attending the meeting and exercising their voting rights at the meeting will have one ballot.
- 4.2 Aside from the issues outlined in sections 4.3 and 4.4 below, decisions of the General Shareholders' Meeting are passed when more than 50% of the total voting shares of all attending shareholders or their representatives are represented and vote in favor of the motion.
- 4.3 For decisions of the General Shareholders' Meeting concerning (i) types of shares and total number of each type; (ii) changes to the business lines and industries; (iii) changes in the organizational structure of the Corporation; (iv) investment projects or the sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Corporation; (v) restructuring or dissolving the Corporation: these require more than 65% of the total voting shares of all attending shareholders or their representatives to vote in favor for approval.
- 4.4 Regarding the approval of the proposal concerning contracts and transactions between the Corporation and the parties stipulated in Article 167 of the 2020 Enterprise Law and Article 293 of Decree No. 155/2020/ND-CP, which are within the jurisdiction of the General Meeting of Shareholders: shareholders with interests related to the parties in those contracts and transactions do not have the right to vote. The proposal is approved in the meeting when it receives the representation of shareholders (either directly or through authorization) holding 65% or more of the total voting shares from all attending shareholders/shareholder representatives who are entitled to vote on this matter and vote in favor at the meeting.

V. DISCUSSION AT THE GENERAL MEETING

5.1 Principles:

Shareholders/shareholder representatives attending the General Meeting intending to speak must register their speaking content using the Speaking Registration Form provided by the Organization Committee or raise their Voting Card to request to speak and obtain the Chairman's approval. The speaking registration form will be distributed to each shareholder/shareholder representative upon their arrival at the General Meeting. Shareholders/shareholder representatives shall submit the Speaking Registration Form to the General Meeting's Secretariat during the meeting or during the break. To ensure order during discussions, shareholders/shareholder representatives who register to speak using the Registration Form will be prioritized to speak first, followed by those who raise their Voting Cards, speaking in the order arranged by the Chairman.

5.2 Discussion method:

Shareholders/shareholder representatives wishing to speak must ensure:

- a) Their remarks are brief and focus on the key issues relevant to the agenda of the General Meeting that has been approved. If the proposed opinion is complex and requires more time for presentation, shareholders may submit it in writing to the Organization Committee two days before the meeting date.
- b) They do not restate issues that have already been mentioned.
- c) They do not propose issues that fall within the authority of the Board of Directors.
- d) They do not propose matters outside their authority or not included in the approved Agenda of the General Meeting.
- e) Their proposals do not violate the law, relate to personal matters, or exceed the business's powers for effective execution.
- f) The Chairman will arrange for shareholders/shareholder representatives to speak in the order of registration and will also address any questions raised. The Chairman has the right to remind or request shareholders/shareholder representatives to focus on essential issues to save time and ensure the quality of discussions.

VI. RIGHTS AND RESPONSIBILITIES OF THE CHAIRMAN

- 6.1 Conduct the General Meeting according to the agenda and the regulations that have been approved. The Chairman works based on the principle of democratic centralism and decides by majority.
- 6.2 Guide the General Meeting's discussions and polling on issues within the agenda of the Meeting and related matters throughout the course of the General Meeting.
- 6.3 The Chairman has the right to take necessary measures to conduct the meeting reasonably and orderly, as per the approved agenda and to reflect the wishes of the majority of attending shareholders/shareholder representatives.
- 6.4 The Chairman has the right to:
 - a) Request all attending shareholders/shareholder representatives to comply with checks or other security measures;
 - b) Request relevant authorities to maintain order during the meeting; expel those shareholders/shareholder representatives who do not follow the Chairman's instructions, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting.
- 6.5 The Chairman has the right to postpone the General Meeting once the required number of registered shareholders/shareholder representatives is present to a different time or change the meeting location under the following circumstances:
 - a) The meeting venue does not have enough convenient seating for all attending shareholders/shareholder representatives.
 - b) The information facilities at the meeting venue do not ensure that attending shareholders/shareholder representatives can participate, discuss, and vote.
 - c) Someone attending the meeting is behaving disruptively, posing a risk of preventing the meeting from proceeding fairly and legally.

The maximum postponement time is no more than three working days from the originally scheduled meeting date.
- 6.6 Resolve other arising issues during the General Meeting.

VII. SECRETARY OF THE GENERAL MEETING RESPONSIBILITIES

- 7.1 Accurately and fully record all content and proceedings of the General Meeting and the issues approved or noted during the meeting.
- 7.2 Draft the Minutes of the meeting and the Resolutions on issues that have been approved at the General Meeting.

VIII. VOTE - COUNTING COMMITTEE RESPONSIBILITIES

- 8.1 Participate in welcoming and guiding seating arrangements for shareholders.
- 8.2 Determine the voting results of shareholders on issues approved at the General Meeting.
- 8.3 Promptly inform the Secretariat of the voting results.
- 8.4 Organize the ballot counting, draft the Vote Counting Minutes, and announce the voting results of the General Meeting.
- 8.5 Review and report to the General Meeting regarding violations of voting regulations or complaints regarding voting at the General Meeting.

IX. MINUTES AND RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

- 9.1 All contents discussed at the General Shareholders' Meeting must be recorded in the Minutes by the Secretary of the General Meeting.

- 9.2 The minutes and resolutions of the General Meeting of Shareholders must be read and approved before the meeting is adjourned.

The above is the entire Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Company.

Respectfully submitted for the General Meeting's consideration and approval.

**On behalf of the GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN**

**Nguyen Huu Toi
Chairman of the Board of Directors**

REPORT OF THE BOARD OF MANAGEMENT

Ref: Production and business results in 2024 and the plan for 2025

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

In 2024, Vietnam's construction and real estate sectors exhibited signs of recovery; however, the pace remained slow and uneven across different market segments. Easing monetary policies, lower interest rates, and government support packages contributed to improved liquidity in the real estate market.

Despite these efforts, overall market demand for property transactions remained subdued, with the high-end and tourism-related real estate segments continuing to face persistent challenges. Public investment remained the primary driver of growth for the construction sector, particularly through large-scale transportation infrastructure projects. Meanwhile, the civil construction segment experienced a sluggish rebound due to the absence of significant improvement in the real estate market.

Construction material costs became more stable compared to the 2022–2023 period, enabling enterprises to exercise better control over production costs. The financial market showed signs of stabilization but continued to be influenced by global economic volatility as well as domestic regulatory policies and risk management capabilities.

Under the close direction of the Board of Directors and the concerted efforts of the Executive Management and the entire workforce, VINACONEX sustained growth in scale and operational efficiency across its three core pillars: construction, real estate, and financial investment. This has laid a solid foundation for VINACONEX to be well-positioned for a breakthrough in the nation's era of resurgence

The Board of Management respectfully submits to the esteemed Shareholders the report on the Company's production and business results in 2024 and the orientations and targets for 2025:

I. PRODUCTION AND BUSINESS PERFORMANCE IN 2024

1. Summary of Key Performance Indicators Achieved in 2024

Unit: VND billion

Indicators	Actual 2023	Planned 2024	Actual 2024	% Actual vs. Planned 2024	% Actual 2024 vs. 2023
1. Consolidated					
- Total Consolidated Revenue and Income	12.965	15.000	13.176	88%	102%
- Profit After Tax	396	950	1.108	117%	280%

2. Parent Company					
- Total Consolidated Revenue and Income	8.741	10.500	9.746	93%	112%
- LProfit After Tax	220	860	861	100%	391%
- Dividend Payout Ratio (%)	12%	10%	16%	160%	133%

2. General Evaluation of Business and Production Efficiency in 2024

- Consolidated business results: Total consolidated revenue reached VND 13,176 billion, equivalent to 88% of the 2024 target and 102% compared to actual performance in 2023. Consolidated profit after tax amounted to VND 1,108 billion, fulfilling 117% of the 2024 plan and 280% compared to 2023.
- Parent company business results: Total revenue of the Parent Company reached VND 9,746 billion, equivalent to 93% of the 2024 target and 112% compared to 2023. Profit after tax was VND 861 billion, meeting 100% of the 2024 target and 391% compared to 2023.
- Although the 2024 revenue target was not fully achieved, the Corporation's scale of operations still recorded a significant increase compared to 2023. Profit results for 2024 exceeded the set plan and showed remarkable growth year-on-year, especially at the Parent Company level. This performance reflects notable improvements in the Corporation's operational efficiency, driven by the effective implementation of cost optimization measures and performance enhancement initiatives across all areas of operation by the Board of Directors and the Board of Management.

3. Construction Activities

- Bidding and project acquisition continued to be a key highlight in the construction segment in 2024. The total value of newly awarded and signed contracts reached over VND 11,600 billion, ensuring a stable workload for the Corporation in 2025 and the following years.
- Corporation successfully secured numerous large-scale civil and transportation infrastructure projects, notably including bidding packages under the North–South Expressway Project, the Ring Road 3.5 Project – Hanoi, the Hoa Binh – Moc Chau Expressway, Packages 4.7 and 4.8 of the Long Thanh International Airport Project, the Terminal T2 Expansion Project – Noi Bai International Airport, the Ba Lai 8 Bridge Construction Project, the Nam Dinh Provincial General Hospital Project, among others
- With regard to foreign direct investment (FDI) projects, VINACONEX signed a construction contract for a factory project with the investor Huayi (Taiwan) and was subsequently awarded a contract by Cheng Loong (Taiwan) to carry out the third phase of its paper mill project. The Corporation is actively working with major general contractors from Korea, China, Taiwan, and Japan to submit proposals and participate in other FDI projects.
- Construction management efforts were further strengthened, contributing to improved quality, progress, business efficiency, brand development, and workplace safety across project sites. Several projects undertaken by VINACONEX were completed ahead of schedule and handed over for use in 2024, earning high praise from the Government, relevant ministries, local authorities, and project investors. VINACONEX currently possesses full capacity to execute expressway projects, major bridges, airports, and modern industrial complexes, reaffirming its position as one of Vietnam's leading contractors in the fields of civil, industrial, and transportation infrastructure construction.

- A notable highlight is that profit from construction activities in 2024 significantly exceeded that of 2023, making a substantial contribution to the Corporation's overall profit achievement for the year. VINACONEX continued to receive various honors in the construction sector, notably ranking among the Top 2 leading construction enterprises in Vietnam and the Top 2 Best Places to Work in Vietnam 2024 in the construction industry, along with many other prestigious recognitions.
- In anticipation of the national transportation infrastructure development trend, the Corporation collaborated with the Hanoi University of Civil Engineering to organize a training program for high-speed railway engineers, with an inaugural class of 35 trainees. These individuals are expected to become the core personnel for VINACONEX to explore and participate in future urban railway and high-speed railway construction projects in the coming years.

4. Business Investment Activities

- The Green Diamond high-end condominium project at No. 93 Lang Ha Street has been completed, handed over, and officially put into operation. This marks VINACONEX's entry into the premium real estate segment, while also delivering strong profit performance.
- The VINACONEX Diamond Tower project has completed renovation works and has been officially put into operation, offering 36,000 square meters of office space to the market. The project is currently open for sale and has been very well received by the market.
- The Hoa Lac Hi-Tech Park project continued to improve the synchronization of its technical infrastructure system while actively promoting customer acquisition efforts. In 2024, the Corporation completed the necessary procedures for leasing land within the project to a new investor, BASS VN.
- The Dong Anh Industrial Park project, with a planned area of 299.45 hectares and a total investment capital of approximately VND 6,338 billion, has received the Prime Minister's approval in principle. VINACONEX has also been officially designated as the investor responsible for implementing the project.
- The Extended Hoa Binh Boulevard Urban Area Project in Mong Cai City has completed its technical infrastructure and fully meets the legal requirements for sales deployment within the Phase 1 area. The Km3-Km4 Hai Yen Project (Mong Cai City) recorded business results in 2024.
- The Cat Ba Amatina Project (VINACONEX ITC) has basically completed its infrastructure development. In 2024, the project recorded an executed value of approximately VND 500 billion. The products are expected to be launched to the market in 2025.
- In addition, VINACONEX has undertaken investment procedures for several projects, including an office building for lease in the Trung Hoa – Nhan Chinh urban area and the Kim Van – Kim Lu urban area (Hanoi), the VINACONEX 1 mixed-use building, and the Ngan Cau Urban Area in Quang Nam (VINACONEX 25). The company is also conducting investment research for various urban and industrial zone projects in Hanoi, Quang Ninh, Phu Tho, Vinh Phuc, Khanh Hoa, Vung Tau, and Ho Chi Minh City.

- Post-investment asset utilization continues to be maintained in a stable and efficient manner. The restructuring of post-investment assets has been effectively carried out, contributing to the mobilization of capital for subsequent projects.

5. Financial Investment Activities

- In 2024, despite facing significant challenges stemming from macroeconomic difficulties, the majority of subsidiaries remained profitable. Companies that recorded substantial profits include VINACONEX Invest, VINACONEX CM, VIWACO, NEDI2, Ly Thai To Education System, and Bach Thien Loc. Several member companies achieved revenues exceeding VND 1,000 billion, including VINACONEX CM, VINACONEX 25, and VIWACO.
- In 2024, the Corporation successfully completed its divestment plan from certain companies, namely VIMECO and Van Ninh International Port Joint Stock Company.
- The inspection and supervision of member company operations continued to be strengthened in accordance with the provisions of the Law on Enterprises, thereby enhancing operational efficiency and generating value for the Corporation.

6. Financial and Accounting Affairs

The accounting work, preparation, audit, and disclosure of quarterly, semi-annual, and annual financial statements were carried out in a methodical manner, in compliance with accounting standards and legal regulations on information disclosure applicable to listed company.

7. Others

- The Corporation has strengthened its internal audit unit to enhance the effectiveness of risk management practices.
- Organizational structure, human resources, external relations, legal affairs, communications, and office administration have continued to effectively support the Corporation's business operations. Salaries, bonuses, and employee welfare policies have been maintained at a stable level.
- The activities of the Party organization, Trade Union, and Youth Union within the Corporation have been effectively maintained, contributing to the development and strengthening of corporate culture.

II. Production and Business Plan for 2025

The year 2025 is expected to continue presenting a mix of opportunities and challenges, in which innovation and integration are identified as the key drivers unlocking growth for the Vietnamese economy in general and for enterprises like VINACONEX in particular.

With the objective of maintaining stability across all three pillars of development and reinforcing VINACONEX's leading position in the construction industry, the Corporation has formulated the 2025 business plan with a continued growth trajectory compared to 2024, specifically as follows:

1. 2025 planned targets

Unit: VND billion

Indicator	Plan 2025	Actual 2024	% vs. 2024
1. Consolidated			
- Total revenue and income	15.500	13.176	118%
- Profit after tax	1.200	1.108	108%
2. Parent company			
- Total revenue and income	11.500	9.746	118%
- Profit after tax	1.000	861	116%
- Dividend payout ratio (%)	16%	16%	100%

2. Orientation and Solutions for Implementing the 2025 Plan

- Leverage the Corporation's strengths in capacity and brand reputation to further affirm VINACONEX's leading position in the construction sector. Strengthen management across all stages of construction and installation activities to ensure that every project is executed on schedule, meets quality standards, delivers profitability, and ensures occupational safety. Prepare necessary resources to expand into new sectors such as urban railway construction, high-speed rail, wind power, and nuclear power projects.
- Strengthen efforts to identify and develop new investment projects in the real estate sector, with a focus on urban area development and industrial zone infrastructure. Efficiently operate and manage post-investment projects currently in operation.
- Continue implementing capital restructuring initiatives; reinforce and increase investment in terms of capital, human resources, and governance to improve the performance of key subsidiaries.
- Maintain a solid financial foundation and enhance cooperation with credit institutions to proactively secure funding sources, ensuring the capital needs for investment and business activities are met with the highest efficiency.
- Strengthen partnerships with universities and technology companies for professional training and skills development, improve the quality of human resources, and promote the application of information technology and artificial intelligence (AI) in corporate governance and productivity enhancement.

Continue to build and enhance the brand and corporate culture, while constantly improving the quality of life and welfare for employees.

On behalf of the Board of Management, we would like to express our heartfelt gratitude to our valued shareholders, investors, and strategic partners for your continued trust and support. VINACONEX remains firmly committed to exerting our utmost efforts to successfully deliver on the business objectives and strategic plans set forth for 2025 and beyond.

Above is the Report of the Board of Management submitted to the Annual General Meeting of Shareholders in 2024.

Yours sincerely,

**VINACONEX JOINT STOCK CORPORATION
GENERAL DIRECTOR**

Recipients:

- *As recipients;*
- *Archives: Admin, Finance Dept.*

Nguyen Xuan Dong

PROPOSAL

Ref: Approval of the audited separate and consolidated financial statements for 2024

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX);
- Pursuant to the Separate and Consolidated Financial Statements for 2024 of Vietnam Construction and Import-Export Joint Stock Corporation, audited by Ernst & Young Vietnam Limited.

The audited Separate and Consolidated Financial Statements for the fiscal year 2024 have been duly disclosed on the official portals of the State Securities Commission of Vietnam, the Ho Chi Minh City Stock Exchange, and the Corporation's official website.

Kindly submitting to the General Meeting of Shareholders for approval.

Yours sincerely,

**ON BEHALF OF THE BOD
CHAIRMAN**

Recipients:

- *As recipients;*
- *Archives: Admin Dept., Secretariats,
Finance Dept.*

Nguyen Huu Toi

REPORT OF THE BOARD OF DIRECTORS

Ref: Operational Results for 2024 and Strategic Directions and Tasks for 2025

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

In 2024, both the global and Vietnamese economies faced various risks and challenges. The domestic construction industry continued to experience difficulties due to a lack of new projects, except for the positive impact of public investment-funded projects. The real estate market has temporarily moved past its downturn and is showing signs of recovery.

Despite these difficulties, the Vietnamese economy achieved a growth rate of 7.09% in 2024, thanks to the Government's proactive and flexible management measures. This result provides a strong foundation for the country to make further progress in 2025 and the years ahead.

Upholding the spirit of unity and collective effort across the entire system, VINACONEX Joint Stock Corporation has steadily overcome challenges, expanded its scale, and maintained effective performance across all three pillars: construction, real estate, and financial investment. The Corporation has actively explored and pursued new directions aligned with modern development trends, taking the initiative to anticipate changes, adapt, and grow sustainably in the new era – a time marking the nation's rise and aspiration for greatness.

I. Evaluation of VINACONEX Corporation's Business Performance in 2024

In 2024, the business performance of the Corporation (both parent company and consolidated) did not meet the revenue target but exceeded the profit plan. Both revenue and profit recorded strong growth compared to 2023 figures. (Details are presented in the Report of the Board of Management submitted to the General Meeting of Shareholders.

VINACONEX continued to affirm its position as one of Vietnam's leading contractors in the fields of civil, industrial, and transportation infrastructure construction. Bidding activities maintained positive results. Real estate investment and development remained stable, with investment phases aligned appropriately with market conditions.

Alongside the effective operation of existing projects, the Corporation actively accelerated research and development of new projects, with a focus on urban and industrial real estate segments.

Financial investment and corporate restructuring activities were completed as planned, contributing to strengthening the Corporation's financial capacity.

Corporate culture continued to be preserved; the VINACONEX brand has become increasingly recognized; employment and income for workers improved; and shareholder interests were well protected.

II. The Board of Directors' Governance Activities in 2024

1. Board of Directors: Organizational Structure and Functioning

In 2024, the Board of Directors continued to lead the implementation of VINACONEX's development strategy across its three core pillars: construction, real estate, and financial investment. The Board operated in compliance with applicable laws and the Corporation's Charter, ensuring its comprehensive governance role across all business activities and safeguarding and enhancing the Corporation's capital.

Each member of the Board effectively demonstrated their capabilities and fulfilled their responsibilities in the areas under their supervision.

In 2024, the Board of Directors held regular quarterly meetings, with a total of 11 meetings convened, and conducted 41 rounds of written consultations. Based on these, the Board issued 52 resolutions and decisions to fulfill its governance functions and to direct the Board of Management in executing the business tasks assigned under the 2024 Annual General Meeting of Shareholders' Resolution.

The Supervisory Board was invited to attend and provide input at all meetings of the Board of Directors. All resolutions and decisions were issued in accordance with regulations and were fully and promptly disclosed.

Key Highlights of the Board of Directors' Activities in 2024:

- Fully performed the responsibilities of the Board of Directors in corporate governance in accordance with the Corporation's Charter; provided guidance and coordinated closely with the Board of Management in operating business activities in line with the 2024 Annual General Meeting of Shareholders' Resolution.
- Directed the successful organization of the 2024 Annual General Meeting of Shareholders of the Corporation and its subsidiaries in accordance with legal regulations.
- Directed the preparation of the 2023 Annual Report, as well as the 2024 separate and consolidated financial statements.
- Directed the payment of 2023 dividends in the form of shares (12%); implemented the plan for stock dividend issuance; and registered the change in the Corporation's charter capital following the completion of the dividend share issuance.
- Approved the 2024 credit limit.
- Approved the reappointment of certain members of the Board of Management; endorsed the dismissal and election of the Chairman of the Board of Directors for the 2022–2027 term; approved the establishment of the Corporation's Strategic Council and the Internal Audit Committee; and adopted the Internal Audit Regulations of the Corporation
- Approved the capital restructuring plan for several companies: Van Ninh International Port Joint Stock Company and VIMECO Joint Stock Company.
- Directed the successful organization of activities to celebrate the 36th anniversary of VINACONEX's establishment (September 27, 1988 – September 27, 2024), contributing to the maintenance and development of corporate culture and the promotion of the VINACONEX brand within the community.

2. Activities of Each Member of the Board of Directors

We kindly request shareholders to refer to Appendix 1 attached to this report.

3. Meetings, Resolutions, and Decisions of the Board of Directors

We kindly request shareholders to refer to the detailed information in the 2024 Corporate Governance Report of the Corporation, which is available on the Corporation's website at www.vinaconex.com.vn.

4. Remuneration of each member of the Board of Directors and the General Director

We kindly request shareholders to refer to the 2024 Annual Report of the Corporation, which is available on the Corporation's website at www.vinaconex.com.vn.

III. The Board of Directors' Supervision of the Board of Management

The Board of Directors has diligently exercised its supervisory function and provided direction to the Board of Management in the operation of business activities in accordance with the 2024 Annual General Meeting of Shareholders' Resolution.

The Board of Management, led by the General Director, has managed the business operations in full compliance with legal regulations, the Corporation's Charter, internal governance regulations, and business registration.

The members of the Board of Management are experienced, qualified, and responsible managers, with clearly defined duties, rights, and responsibilities, and are provided with the necessary conditions to maximize their capabilities. The Board of Directors assesses that the General Director has successfully fulfilled his responsibilities as the legal representative of the Corporation

Key Highlights of the Board of Management's Operations in 2024:

- Construction Activities:

The Corporation continued to win several construction contracts in 2024, with a total value exceeding VND 11,600 billion, ensuring a steady workload for 2025 and the years to come. Some of the major contracts won by VINACONEX in 2024 include: Package 4.7 & Package 4.8 of the Long Thanh International Airport Project (VND 2,663 billion), Expansion of Passenger Terminal T2 – Noi Bai International Airport Project (VND 2,554 billion), Beltway Road 3.5 – Hanoi Project (VND 1,364 billion), Hoa Binh – Moc Chau Expressway Project (VND 576 billion), Chengloong Paper Mill Phase 3 Project (VND 322 billion), among others

The implementation of construction activities has been largely completed on time or ahead of schedule, ensuring quality, efficiency, and occupational safety. Notable projects include: the Long Thanh International Airport Project, the components of the North-South Expressway Phase 2 Project, and the Beltway 4 Project – Capital Region. These projects further affirm VINACONEX's leading position in the fields of civil and industrial construction, as well as transportation infrastructure. The settlement of accounts and debt recovery has also yielded positive results, contributing to improved construction performance and overall business effectiveness of the Corporation.

In addition to developing traditional sectors, the Board of Management has intensified efforts to research and prepare resources to explore opportunities in new areas such as high-speed rail and urban railway projects.

- Investment and Business Activities:

Several real estate projects have successfully completed the sales process, generating revenue and profit, such as the Green Diamond Apartment Project at 93 Lang Ha and the Km3-4 Hai Yen Project (Mong Cai). The Corporation is continuing to implement key projects as planned,

including investing in infrastructure for the Cat Ba – Amatina Project and developing a business plan for the commercial office space at VINACONEX Diamond Tower, located at 459 Bach Mai (with expected revenue and profit to be recognized in 2025).

The Corporation continues to effectively maintain its land leasing, office leasing, and infrastructure leasing activities at the Hoa Lac High-Tech Park Zones 1&2, as well as office spaces in Hanoi and Ho Chi Minh City.

For certain resort real estate projects, the Board of Management is reviewing the investment plan to develop an appropriate implementation strategy, ensuring investment efficiency for the Corporation.

- ***Financial Investment Activities:***

Financial management and cash flow are handled transparently, with sufficient capital arranged to support the Corporation's business operations, ensuring no overdue debt with credit institutions. The management of operations at subsidiary companies is effectively maintained, contributing to the assurance of dividend income and profits for the Corporation.

- ***Others:***

Shareholder relations and information disclosure are conducted openly, transparently, and in compliance with legal regulations and the Corporation's Charter. The activities of the Party organization, Trade Union, and Youth Union within the Corporation continue to be maintained. Employees are assured of stable and secure employment with relatively competitive income compared to industry standards. The VINACONEX brand is increasingly elevated. Information about the Corporation's activities is provided comprehensively, promptly, and transparently to the press, shareholders, investors, and regulatory authorities.

IV. Some Ongoing Issues

- The implementation of several construction projects in the infrastructure and transportation sectors continues to face difficulties related to land clearance and material shortages, which affect the economic efficiency of the projects
- The resort real estate product segment has yet to recover, impacting the Corporation's ability to deploy certain investment projects within this sector.
- The rapid development of science and technology, along with the global trend of digital transformation and the application of Artificial Intelligence (AI), creates pressure for the Corporation to proactively adjust its operational methods in order to adapt in a timely manner and avoid falling behind industry trends.

V. Directions for the Board of Directors' Activities in 2025

To continue building on the achievements of 2024 and fulfill the 2025 business plan, setting the stage for the Corporation's breakthrough development towards 2030, the Board of Directors has identified the following key tasks for the year:

- Supervise and coordinate with the Board of Management to implement solutions for achieving the 2025 business plan, and develop flexible management scenarios to drive growth in construction, real estate, and financial investment.

- In construction: Focus resources on completing existing projects on time, with quality and efficiency; enhance bidding for large-scale transportation infrastructure and FDI projects to maintain market share and VINACONEX's position; prepare resources in terms of personnel, finance, and equipment to participate in urban railway, high-speed rail, and social housing projects. Continue to focus on effective management and debt recovery, and settle projects according to completion schedules.
- In real estate investment and business: Continue to promote leasing of existing commercial office spaces and industrial park infrastructure; initiate procedures for new urban and industrial park projects, and explore options for developing resort real estate projects based on market conditions, with a focus on the Cat Ba Amatina Project.
- In financial investment and financial management: Continue to ensure financial stability, secure sufficient capital for the Corporation's development plans; review and improve the management of operations across all units to enhance efficiency; implement corporate restructuring if there are effective projects or favorable market conditions.
- Continue to improve the review, restructuring, and streamlining of the organization, while enhancing the performance, effectiveness, and efficiency of each department and individual.
- Enhance communication efforts to promote the image and brand of VINACONEX.
- Ensure stable employment and improve income for employees, protect the interests of shareholders, and continue to fulfill the Corporation's responsibilities to the community.

On its 36-year journey of construction and development, the Board of Directors of the Corporation sincerely thanks our shareholders, investors, and partners for their continuous support and partnership with VINACONEX. We look forward to continuing to receive your shared commitment so that VINACONEX can break through with strength and achieve even greater success in the years ahead.

Above is the Report of the Board of Directors submitted to the Annual General Meeting of Shareholders in 2024.

Yours sincerely,

**ON BEHALF OF THE BOD
CHAIRMAN**

Recipients:

- *As recipients;*
- *Archives: Secretariats, Admin Dept.*

Nguyen Huu Toi

APPENDIX 1: ACTIVITIES OF THE BOARD OF DIRECTORS' MEMBERS IN 2024

I. MEETINGS OF THE BOARD OF DIRECTORS

No.	Board Member	Position	Number of Meetings Attended/Authorized to Attend	Attendance Rate	Notes
1	DAO NGOC THANH	Chairman	8/8	100%	
2	NGUYEN XUAN DONG	Member	11/11	100%	
3	DUONG VĂN MAU	Member	11/11	100%	
4	NGUYEN HUU TOI	Member	11/11	100%	
5	TRAN THI THU HONG	Independent Member	11/11	100%	

Note: From January 1, 2024, to July 25, 2024, Mr. Đào Ngọc Thanh attended 8 out of 8 Board of Directors (BOD) meetings, with a 100% attendance rate. From July 26, 2024, to December 31, 2024, the BOD held three additional meetings. However, as Mr. Đào Ngọc Thanh had resigned from his position as a Member of the Board of Directors, he did not participate in these meetings and did not provide any opinions on matters under the BOD's decision-making authority.

II. ACTIVITIES OF EACH MEMBER OF THE BOARD OF DIRECTORS

1. Mr. Dao Ngoc Thanh – Chairman of the Board of Directors (from January 1, 2024, to July 26, 2024)

- ✓ Directed the development of programs and activity plans of the BOD; Cversaw the preparation of agendas, content, and materials for General Meetings of Shareholders (GMS) and BOD meetings; presided over GMS and BOD meetings.
- ✓ Signed and issued decisions on behalf of the BOD and handled matters assigned by the BOD in accordance with the BOD's operational regulations.
- ✓ Supervised and directed the implementation of BOD resolutions and decisions; facilitated written consultations with BOD members on matters requiring resolution between regular BOD meetings to ensure timely decision-making for the Corporation's business operations
- ✓ Exercised the rights and responsibilities delegated by the BOD as per its operational regulations.
- ✓ In charge of the Corporation's overall development strategy.
- ✓ In charge of the Strategy and Human Resources Subcommittee (until July 26, 2024).

2. Mr. Nguyen Huu Toi – Chairman of the Board of Directors (from July 26, 2024, to present)

- ✓ Performed duties as a Board member in accordance with the Corporation's Charter and the Board of Directors' Operating Regulations from January 1, 2024, to July 26, 2024.
- ✓ Assumed the role of Chairman of the Board of Directors as per the Corporation's Charter and the Board's Operating Regulations from July 26, 2024, to present.
- ✓ In charge of the Brand Management and Development Committee
- ✓ In charge of the Strategy and Human Resources Committee (since July 26, 2024).

3. Mr. Nguyen Xuan Dong – Member of the Board of Directors, General Director

- ✓ Perform duties as a member of the Board of Directors in accordance with the Corporation's Charter and the Board of Directors' Operating Regulations.
- ✓ Perform duties as the General Director in accordance with the Corporation's Charter; directly oversee and comprehensively manage the Corporation's business operations based on the plan approved by the General Meeting of Shareholders and the Resolutions and Decisions of the Board of Directors.
- ✓ Carry out tasks authorized by the Board of Directors to the General Director as stipulated in the Board of Directors' Operating Regulations.
- ✓ In charge of the Capital and Budget Subcommittee.

4. Mr. Duong Van Mau – Member of the Board of Directors, Deputy General Director

- ✓ Perform duties as a member of the Board of Directors in accordance with the Corporation's Charter and the Board of Directors' Operating Regulations.
- ✓ In charge of the Investment and Market Development Subcommittee and the Science and Technology Subcommittee.

5. Ms. Tran Thi Thu Hong – Independent Member of the Board of Directors

- ✓ Perform duties as a member of the Board of Directors in accordance with the Corporation's Charter and the Board of Directors' Operating Regulations.
- ✓ In charge of the Compensation and Policy Subcommittee.

REPORT OF THE INSPECTION COMMITTEE

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX);
- Pursuant to the Regulation on the Operation of the Inspection Committee;
- Pursuant to the Inspection Committee's review of the preparation and audit of the Corporation's 2024 financial statements.
- Pursuant to the inspection and supervision results of the Inspection Committee in 2024.

The Inspection Committee hereby reports to the General Meeting of Shareholders ("GMS") on the inspection and supervision results of the Corporation's operations in 2024 as follows:

I. Activities of the Inspection Committee and Inspectors in 2024:

1. Organizational Structure of the Inspection Committee

The members of the Corporation's Inspection Committee in 2024 include:

- Mr Vu Van Manh - Head of the Inspection Committee
- Mr Chu Quang Minh
- Mr Tran Thi Kim Oanh

2. Results of Activities of the Inspection Committee and Inspectors

In 2024, the Inspectors and the Inspection Committee reviewed and monitored the compliance with legal regulations, the Corporation's Charter, and internal rules in the management and operation of business activities conducted by the Board of Directors (BOD) and the Executive Board, as follows:

- Worked with the independent audit firm on the audit of the standalone and consolidated financial statements for the year 2023 of the Corporation;
- Evaluated the performance of the Board of Directors and the Executive Board; reviewed the financial statements and business results ("production and business activities") of the Corporation in 2023; approved the reports/submissions prepared by the Inspection Committee to be presented at the 2024 Annual General Meeting of Shareholders (AGM);
- Coordinated with the Board of Directors and the Executive Board in preparing materials and organizing the 2024 AGM of the Corporation;
- Discussed and recommended to the Board of Directors the selection of an independent audit firm to review and audit the standalone and consolidated financial statements for the year 2024, based on the list of audit firms approved by the 2024 AGM;

- Reviewed the legality and procedural compliance of the issuance of decisions and resolutions by the Board of Directors and the General Director of the Corporation;
- Appraised the Corporation's financial statements for the year 2024;
- Monitored the Corporation's information disclosure activities;
- Studied and, where necessary, provided feedback on submissions and written consultations circulated by the Executive Board to the Board of Directors;
- Performed other duties in accordance with the functions and responsibilities of the Inspection Committee

Remuneration of the Inspection Committee: We respectfully request Shareholders to refer to the Corporation's 2024 Annual Report, which is published on the Corporation's official website.

Summary of the Inspection Committee's meetings: We respectfully request Shareholders to refer to the Corporation's 2024 Corporate Governance Report, which is published on the Corporation's official website.

II. Coordination between the Inspection Committee, the Board of Directors, and the Executive Board

The Inspection Committee maintained effective coordination with the Board of Directors and the Executive Board of the Corporation, specifically:

- The Inspection Committee was invited to attend meetings of the Board of Directors and had the opportunity to provide comments on the matters discussed at such meetings.
- The Head of the Inspection Committee was invited to attend and give opinions at important meetings of the General Director's Executive Team.
- The Inspection Committee was provided with information and documents in accordance with the Law on Enterprises and the Corporation's Charter.

III. Supervision Results of the Board of Directors' Activities in 2024

- The Board of Directors held both regular and ad-hoc meetings in accordance with the provisions of the Corporation's Charter and the BOD's Operational Regulations. In 2024, the BOD issued Resolutions and Decisions either through in-person meetings or by written consultation. All Resolutions and Decisions of the BOD were issued in compliance with the prescribed authority and the required number of attending members; minutes of all meetings were duly recorded.
- Details of the BOD's Resolutions and Decisions are available in the Corporation's 2024 Corporate Governance Report published on the Corporation's official website.
- In 2024, the Board of Directors discussed and decided on several important matters as follows:
 - Approved the agenda, content, and successful organization of the 2024 Annual General Meeting of Shareholders (AGM);
 - Approved the 2024 short-term credit limit; approved borrowing plans with commercial banks; approved the plan for early redemption of VINACONEX bonds;

- Approved the capital contribution plan for the establishment of new enterprises and the capital restructuring at existing companies;
- Approved the plan to issue shares for dividend payment for the fiscal year 2023 and registered the changes to the Corporation's charter capital;
- Consolidated the personnel representing the Corporation's capital contribution in member companies; restructured personnel in the Executive Board and Board of Directors of the Corporation;
- Approved the selection of an independent audit firm to review and audit the Corporation's 2024 financial statements;
- Established the Strategic Council and the Internal Audit Department; approved new regulations and amendments/supplements to existing regulations under the authority of the Board of Directors;
- Approved various matters related to the Corporation's investment, construction, and other business activities.
- Directed and supervised the Executive Board in managing business operations in accordance with the 2024 AGM Resolution and the Resolutions and Decisions of the Board of Directors.

The Inspection Committee assessed that the activities of the Board of Directors during the year were in compliance with applicable laws, the Corporation's Charter, and its internal regulations. The Board of Directors, together with the Executive Board, implemented various measures to carry out the business plan assigned by the General Meeting of Shareholders and achieved positive results.

IV. Supervision Results of the Executive Board's Activities in 2024

The Executive Board of the Corporation directly managed business operations in accordance with its functions and duties as stipulated in the Corporation's Charter, and implemented the business activities pursuant to the Resolutions of the General Meeting of Shareholders and the Resolutions and Decisions of the Board of Directors.

- *Regarding the fulfillment of business targets:*

Parent Company: Total revenue and profit after tax reached VND 9,746 billion and VND 861 billion respectively, fulfilling 93% and 100% of the annual plan, equivalent to 112% and 391% compared to 2023 actual results. The proposed dividend rate submitted to the General Meeting of Shareholders for approval is 16%, representing 160% of the planned target.

Consolidated (Corporation-wide): Consolidated total revenue and profit after tax reached VND 13,176 billion and VND 1,108 billion respectively, fulfilling 88% and 117% of the annual plan, equivalent to 102% and 280% compared to 2023 actual results.

- *Regarding construction:*

In 2024, the Corporation continued to win many major projects with a total contract value of over VND 11,600 billion, covering various sectors such as transport infrastructure, airport infrastructure, civil construction, and FDI-funded projects.

The Executive Board focused on better managing construction work to improve quality, progress, and business efficiency. Many projects were completed and handed over during the year, most of which met or exceeded schedule and quality requirements, with safety ensured—helping strengthen VINACONEX’s reputation.

Acceptance procedures were well implemented. Construction revenue in 2024 reached VND 9,274 billion, up VND 1,019 billion compared to 2023. The Corporation also actively worked on payment settlement and debt collection..

- *Regarding investment and real estate business activities:*

In 2024, the Corporation’s investment and real estate business activities continued to achieve positive results, contributing significantly to its overall performance. Notably, the Green Diamond high-end apartment project at No. 93 Lang Ha was completed and put into use; the Km3-Km4 Hai Yen project and the Hoa Binh Avenue project in Mong Cai City, Quang Ninh were implemented as planned, with ongoing sales and revenue recognized in 2024 and in the following years; the Vinaconex Diamond Tower project (located at 459C Bach Mai Street, Hai Ba Trung District, Hanoi) was officially launched into the market. In addition, the Corporation maintained effective land and infrastructure leasing activities at the Hoa Lac Hi-Tech Park, and efficiently utilized office leasing areas in Hanoi, Ho Chi Minh City, and other localities.

In 2024, the Corporation was officially approved as the Investor for the Infrastructure Construction and Business Project of Dong Anh Industrial Park, covering an area of 300 hectares in Dong Anh District, Hanoi. The Corporation also continued to study and consider investments in several urban area and industrial park projects in Hanoi, Ho Chi Minh City, Quang Ninh, Phu Tho, Vinh Phuc, Khanh Hoa, Vung Tau, and other locations, ...

- *Financial investment activities:*

The Corporation continued to implement investment capital restructuring activities: it fully divested its capital from Van Ninh International Port Joint Stock Company and reduced its ownership in Vimeco Joint Stock Company from 51.41% to 5%.

The Corporation also strengthened inspection, supervision, and direction over the operations of its subsidiaries, aiming to improve efficiency and minimize risks in its subsidiaries, joint ventures, and associate companies. In 2024, most subsidiaries reported profits, with high-performing companies including: Vinaconex Investment One Member Limited Liability Company; Vinaconex Construction One Member Limited Liability Company; Northern Electricity Investment and Development Joint Stock Company No.2 (NEDI2); Viwaco Joint Stock Company; Ly Thai To Education One Member Limited Liability Company; and Bach Thien Loc Joint Stock Company.

- *Finance:*

Cash flow was managed and utilized efficiently, and all loans were repaid on time.

The Corporation continued to maintain and expand cooperation with banks and financial institutions to secure sufficient funding for its business operations and those of its subsidiaries.

The preparation, audit, and disclosure of financial statements were carried out in compliance with legal regulations:

- *Others:*

The Corporation continued to focus on and strengthen its efforts in corporate governance, legal affairs, communications, recruitment, and human resource training. Employment, salaries, income, and social insurance policies for employees were well ensured. The Inspection Committee assessed that the activities of the Executive Board in 2024 were highly positive and in full compliance with legal regulations, the Corporation's Charter, and its internal rules.

V. Appraisal of the 2024 Financial Statements

1. Preparation and Audit of the Financial Statements

- The Corporation's 2024 standalone and consolidated financial statements were prepared in accordance with the prevailing Vietnamese Accounting Standards and regulations, audited by Ernst & Young Vietnam Limited, and published on the Corporation's official website.
- The audit firm issued an unqualified opinion on both the standalone and consolidated financial statements of the Corporation for 2024.
- The Inspection Committee concurs with the 2024 standalone and consolidated financial statements of the Corporation as audited by Ernst & Young Vietnam Limited.

2. Key Figures in the Standalone and Consolidated Financial Statements:

We respectfully request Shareholders to refer to the audited standalone and consolidated financial statements for 2024 of the Corporation, which are published on the Corporation's official website.

VI. Results of Implementation of the 2024 Annual General Meeting of Shareholders' Resolution

1. Fulfillment of 2024 Business Targets

Unit: VND billion

Indicator	2024 Planned	2024 Actual	% Actual vs. Planned
1. Consolidated			
- Total revenue and income	15.000	13.176	88%
- Profit after corporate income tax	950	1.108	117%
2. Parent Company			
- Total revenue and income	10.500	9.746	93%
- Profit after corporate income tax	860	861	100%
- Dividend	10%	16% (estimated)	160% (estimated)

((Business results based on the audited 2024 standalone and consolidated financial statements))

2. Implementation of Other Issues:

Completed issues:

- Selected the independent audit firm to perform the review and audit of the Corporation's 2024 financial statements.
- Distributed post-tax profit for 2023; increased charter capital through the issuance of shares for dividend payment in 2023.
- Paid salaries and remuneration to the Board of Directors and the Inspection Committee for 2023.
- Issued the amended Charter of the Corporation in 2024 in accordance with the contents approved by the 2024 Annual General Meeting of Shareholders.
- Pending: Additional share offering to existing shareholders to increase charter capital (not yet implemented).

VII. Recommendations

The Inspection Committee respectfully recommends that the Board of Directors and the Executive Board:

- Continue to optimize management processes, accelerate digital transformation, and apply information technology and artificial intelligence in corporate governance and operations to improve overall efficiency.
- Further strengthen the management of construction and investment activities; strictly control costs and cash flow to ensure the efficiency, progress, and quality of projects. Enhance the management capacity across the VINACONEX system to create synergy in the implementation and execution of large-scale projects.
- Expand cooperation with credit institutions to ensure sufficient capital for the Corporation's business operations and development plans, as well as those of its subsidiaries.
- Continue to review and implement the restructuring of member units, and reinforce governance at these units to improve investment efficiency. Promote cooperation with potential partners to expand scale and enhance the Corporation's position in the market.

This concludes the Inspection Committee's report on the inspection and supervision of the Corporation's operations in 2024.

The Inspection Committee would like to sincerely thank the esteemed Shareholders, members of the Board of Directors, the Executive Board, and all officers and employees of the Corporation for their cooperation and support in enabling the Committee to fulfill its duties over the past year.

Yours sincerely,

**ON BEHALF OF THE INSPECTION COMMITTEE
HEAD OF THE COMMITTEE**

Recipients:

- *As recipients;*
- *IC Members;*
- *Archives: Admin Dept.*

Vu Van Manh

PROPOSAL

**Ref: Selection of an Independent Auditing Company to Audit and Review the 2025
Financial Statements of the Corporation**

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX);
- Pursuant to the Inspection Committee's review of the preparation and audit of the Corporation's 2024 financial statements.

The Inspection Committee hereby submits to the General Meeting of Shareholders for approval the following matter:

The General Meeting of Shareholders authorizes the Board of Directors to select one of the following companies to audit and review the Corporation's 2025 financial statements:

- Ernst & Young Vietnam Limited;
- KPMG Limited;
- PwC (Vietnam) Limited;
- Deloitte Vietnam Limited;
- Or another company listed among the approved auditing firms for public interest entities in the securities sector in 2025

Kindly submitting to the General Meeting of Shareholders for approval.

Yours sincerely,

**ON BEHALF OF THE INSPECTION COMMITTEE
HEAD OF THE COMMITTEE**

Recipients:

- *As recipients;*
- *Archives: IC, Admin Dept.*

Vu Van Manh

PROPOSAL

Ref: Approval of the salary and remuneration payment plan for the Board of Directors and the Inspection Committee in 2024 and the Plan for 2025.

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to Article 08 of Resolution No. 01/2024/NQ-ĐHĐCĐ dated April 24, 2024, of the 2024 Annual General Meeting of Shareholders (AGM) approving the total remuneration for the Board of Directors (BOD) and the Inspection Committee (IC) of the Corporation for 2024, not exceeding VND 4.3 billion, and authorizing the Chairman of the BOD to determine the specific remuneration for each BOD and IC member based on the Corporation's remuneration distribution regulations;

Based on the business performance results of 2024 and the business plan for 2025 of the Corporation, the Board of Directors respectfully submits to the General Meeting of Shareholders the remuneration plan for the Board of Directors and the Inspection Committee for 2024 and the plan for 2025 as follows:

1. Remuneration Payment for the Board of Directors and the Inspection Committee in 2024

Based on the 2024 business plan approved by the General Meeting of Shareholders, the Board of Directors has directed and worked closely with the Executive Board to ensure effective management and operation of the Corporation's business activities. Alongside the Board of Directors, the Inspection Committee has successfully carried out its assigned duties, providing valuable support in risk management for VINACONEX and its subsidiaries.

Based on the revenue and profit results of the Parent Company in 2024, the Board of Directors has proactively balanced the remuneration payments for the members of the Board of Directors and the Inspection Committee as follows:

Position	Salary for Full-time Members (VND)	Allowance for Independent BOD Members (VND)	Remuneration for Concurrent Members (VND)	Total (VND)
BOD	2.045.941.852	450.000.000	420.000.000	2.915.941.852
IC	1.199.153.503		100.800.000	1.299.953.503
TOTAL	3.245.095.355	450.000.000	520.800.000	4.215.895.355

The Board of Directors respectfully requests the General Meeting of Shareholders to approve the remuneration payment for the Board of Directors and the Inspection Committee for 2024 at VND 4,215,895,355 (*equivalent to 98.04% of the maximum amount approved by the General Meeting of Shareholders*).

2. Remuneration Plan for the Board of Directors and the Inspection Committee in 2025

Stepping into 2025, the Board of Directors, the Inspection Committee, and the Board of Management will continue to enhance management, leadership, and operations to maintain the Corporation's scale and growth across its three core sectors: construction, real estate, and financial investment, focusing on key tasks such as: continuing to expand construction projects, with an emphasis on large-scale infrastructure and industrial projects funded by the state budget, as well as projects by foreign investors with secured financial capacity; directing and coordinating with subsidiaries and affiliates to implement key investment projects such as the Cat Ba Amatina project (VINACONEX ITC) and other resort real estate projects, industrial park infrastructure projects (VINACONEX INVEST), and the office project at VINACONEX Diamond Tower; ensuring the safe and efficient operation of energy and clean water projects; strengthening capital restructuring efforts to concentrate resources and optimize capital efficiency. With these priorities in place, the Board of Directors, the Inspection Committee, and the Board of Management will strive to achieve the 2025 business plan outlined in the Board of Management's report submitted to the General Meeting of Shareholders.

Pursuant to the provisions of the Corporation's Charter, and to ensure that the remuneration and salary levels are appropriate to the actual situation and the assigned responsibilities, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the total remuneration and salary plan for the Board of Directors and the Inspection Committee for 2025, not exceeding VND 5 billion. The Board of Directors also seeks authorization for the Chairman of the Board to determine the specific remuneration and salary for each member of the Board of Directors and the Inspection Committee based on the Corporation's remuneration distribution regulations, with a report to be presented at the next Annual General Meeting of Shareholders.

Kindly submitting to the General Meeting of Shareholders for approval.

Yours sincerely,

Recipients:

- *As recipients;*
- *Archives: Admin, HR Dept.*

**ON BEHALF OF THE BOD
CHAIRMAN**

Nguyen Huu Toi

PROPOSAL

Ref: Plan for After-Tax Profit Distribution for the 2024 Fiscal Year

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX);
- Pursuant to the separate and consolidated financial statements for the year 2024 of VINACONEX Joint Stock Corporation, audited by Ernst & Young Vietnam Limited;

The Board of Directors of VINACONEX Joint Stock Corporation hereby submits to the General Meeting of Shareholders the plan for after-tax profit distribution for the 2024 fiscal year as follows:

- | | |
|---|-------------------------------|
| 1. Undistributed after-tax profit | : 997.289.221.271 VND; |
| 2. Dividend distribution at a rate of 16% | : 957.749.532.800 VND; |
| Including 8% in cash and 8% in shares | |
| 3. Remaining undistributed after-tax profit (=1-2) | : 39.539.688.471 VND; |

Kindly submitting to the General Meeting of Shareholders for approval.

Yours sincerely,

Recipients:

- As recipients;
- Archives: Admin, Finance Dept., Secretariats.

**ON BEHALF OF THE BOD
CHAIRMAN**

Nguyen Huu Toi

PROPOSAL

**Ref: Plan to increase charter capital through stock issuance to pay dividends
for the year 2024**

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

In order to strengthen production capacity, maximize resources, and ensure support for implementing the business plans of VINACONEX (Vietnam Import-Export and Construction Joint Stock Company), the Board of Directors (BOD) respectfully submits to the Annual General Meeting of Shareholders (AGM) 2025 for consideration and approval of the capital increase as follows:

I. Plan to increase charter capital through stock issuance to pay dividends for the year 2024

1. *Stock name:* Shares of VINACONEX
2. *Stock code:* VCG
3. *Stock class:* Ordinary shares
4. *Par value:* 10.000 VND/share
5. *Current charter capital:* 5.985.934.580.000 VND
6. *Number of treasury shares:* 0 shares
7. *Number of shares currently in circulation:* 598.593.458 shares
8. *Purpose of issuance:* Issuance of shares to pay dividends for the year 2024 to existing shareholders.
9. *Dividend payout ratio:* Issuance of shares to pay dividends for the year 2024 to existing shareholders. - Dividend payout ratio: Dividends for 2024 will be paid in shares to existing shareholders at a ratio of 8% (meaning that on the record date, a shareholder owning 100 shares will receive an additional 8 newly issued shares), corresponding to an 8% dividend ratio based on the par value.
10. *Expected number of shares to be issued:* 47.887.476 shares (Forty-seven million eight hundred eighty-seven thousand four hundred seventy-six shares).
11. *Total value of shares to be issued based on par value:* 478.874.760.000 đồng (Four hundred seventy-eight billion eight hundred seventy-four million seven hundred sixty thousand VND).

12. *Source of funds to be used for issuing shares to pay dividends:* From undistributed after-tax profits according to the audited financial statements for 2024, ensuring compliance with legal regulations.
13. *Expected charter capital after the issuance of shares to pay dividends for 2024 is:* 6.464.809.340.000 VND (Six thousand four hundred sixty-four billion eight hundred sixty-nine million three hundred forty thousand VND).
14. *Subjects of issuance:* Existing shareholders listed on the record date to exercise the right to receive dividends in shares.
15. *Issuance method:* paying dividends in shares will be distributed to existing shareholders under the method of exercising rights.
16. The right to receive dividends in shares is non-transferable. Shares paid as dividends can be freely transferred.
17. *Handling of fractional shares (if any):* Shares paid as dividends to existing shareholders will be rounded down to the nearest whole unit, and any fractional shares (if any) will be canceled.

Example: On the record date, shareholder A owns 119 shares. Therefore, the number of shares shareholder A will receive is: $(119 \times 8)/100 = 9.52$ shares. After rounding down to the nearest whole unit, the actual number of shares shareholder A will receive is 9 shares. The fractional share of 0.52 shares will be canceled.
18. *Expected issuance time:* anticipated in 2025 and after approval from the State Securities Commission.
19. *Implementation location:*
 - + For shareholders with deposited shares: Shares will be allocated to the account that shareholders have opened with the custodial members.
 - + or shareholders without deposited shares: Shareholders should complete procedures to receive the additional shares at VINACONEX (address: Department of External Relations & Shareholder Relations, Room 2403, 24th Floor, Vinaconex Building, 34 Lang Ha, Dong Da, Hanoi. Upon arrival, owners must carry their ID card/citizen's ID and shareholder book).
20. *Expected completion time:* Anticipated to implement the dividend distribution for 2024 in 2025 or until VINACONEX completes the legal procedures.
21. *Registration of additional custody and listing:* The additional shares will be registered for supplementary custody at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for supplementary listing on the Ho Chi Minh City Stock Exchange (HSX) in accordance with legal regulations.

II. Authorization and task assignment to the Board of Directors

The General Meeting of Shareholders authorizes and assigns the Board of Directors to decide on the specific issuance plan, implement it, and organize its execution in accordance with the practical operational needs of VINACONEX, in line with legal regulations and guidance from competent authorities, ensuring the interests of

shareholders, and carrying out related procedures with relevant authorities to carry out the stock issuance plan in accordance with the resolutions of the General Meeting of Shareholders and legal regulations, including but not limited to the following issues:

- Decide on the issuance time and carry out the issuance in accordance with the actual business production situation of the Corporation;
- Proactively choose the record date to exercise rights in accordance with legal regulations;
- Implement the handling of fractional shares (if any);
- Amend the provisions regarding the charter capital and the shareholding situation of shareholders in the Company's Charter to reflect the increased charter capital after the issuance is completed;
- Make all necessary decisions to implement and complete the procedure for registering changes to the charter capital and adjusting the Business Registration Certificate in accordance with the actual results of the issuance with the competent state agency;
- Carry out the registration of additional shares with the Vietnam Securities Depository and Clearing Corporation and to register the additional listing of shares at the Ho Chi Minh City Stock Exchange for the entire number of newly issued shares;
- Proactively carry out other tasks and procedures that the Board of Directors finds necessary to conduct the share issuance according to the issuance plan approved by the General Meeting of Shareholders, ensuring compliance with legal regulations and the Charter of the Corporation.

Respectfully submitted for consideration and approval by the General Meeting of Shareholders.

Your sincerely,

**ON BEHALF OF THE BOD
CHAIRMAN**

Recipients:

- *As recipients;*
- *Inspection Committee;*
- *Archives: Financial Investment Supervision
& Management Dept.*

Nguyen Huu Toi

PROPOSAL

Ref: Approval of the policy for conducting transactions between VINACONEX JSC. and its subsidiaries and affiliated companies in the VINACONEX economic group in 2025

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

VINACONEX JSC. and its subsidiaries and affiliated companies operate under the model of an economic group / parent company, forming a group of companies linked through shareholding, capital contribution, or other connections.

Under the economic group / parent company model, VINACONEX JSC. acts as the parent company, providing strategic direction for production and business, market development, and branding for the entire system; the subsidiaries and affiliated companies are allocated specific operational areas and are tasked with production and business operations according to the parent company's overall strategic direction.

To continue leveraging the strengths of operating under the economic group / parent company model, while ensuring coordination and connection between the parent company - VINACONEX JSC. and its subsidiaries and affiliated companies within the system, the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the following contents:

1. Approving the policy for conducting contracts and transactions in the future between VINACONEX JSC. and its subsidiaries and affiliated companies in 2025 (as detailed in Appendix 01 attached) in accordance with Article 167 of the Enterprise Law 2020 and Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of some clauses of the Securities Law.
2. The General Meeting of Shareholders authorizes the Board of Directors of VINACONEX JSC. to decide on specific terms and conditions of the contracts and transactions mentioned in Item 1 above, including amendments, supplements, termination, and replacement of such contracts and transactions.

The Board of Directors respectfully presents this to the General Meeting of Shareholders for consideration and approval.

Yours sincerely,

**ON BEHALF OF THE BOD
CHAIRMAN**

Recipients:

- As recipients;
- Archives: Admin Dept.

Nguyen Huu Toi

**APPENDIX 1 – LIST OF MEMBER UNITS
OF VIETNAM CONSTRUCTION AND IMPORT-EXPORT JSC. (VINACONEX)**

TT	Names of Subsidiaries and Affiliated Companies	Registered Charter Capital (VND)	Notes
A	The subsidiaries of Vinaconex Corporation		
1	Vinaconex Construction One Member Company Limited	800.000.000.000	
2	Vinaconex Investment One Member Company Limited	1.500.000.000.000	
3	Bohemia Hanoi Crystal Glass Company Limited	136.973.815.950	A Subsidiary of Vinaconex Investment
4	Vinaconex Real Estate Joint Stock Company	440.000.000.000	A Subsidiary of Vinaconex Investment
5	Vinaconex Capital One Company Limited	600.000.000.000	
6	Construction Joint Stock Company No.1	120.000.000.000	
7	Vinaconex No.17 Construction Joint Stock Company	15.075.836.146	
8	Viwaco Joint Stock Company	320.000.000.000	
9	Vinaconex 25 Joint Stock Company	240.000.000.000	
10	Vinaconex Dung Quat Joint Stock Company	47.980.430.000	
11	Northern Electricity Development and Investment Joint Stock Company No.2 (Nedi2)	499.939.607.633	
12	Vinaconex Tourism Development and Investment Joint Stock Company (ITC)	2.100.000.000.000	
13	Sapa Clean Water BOO Joint Stock Company	58.650.000.000	
14	Vinaconex Saigon Joint Stock Company	61.014.930.000	
15	Ly Thai To Education One Member Company Limited Company	137.568.882.884	
16	Bach Thien Loc Joint Stock Company	500.000.000.000	
17	Construction Joint Stock Company No.16	15.000.000.000	
18	Vinaconex 27 Joint Stock Company	17.792.770.000	
19	Construction Company No.4	3.500.000.000	
20	Other Subsidiaries of Vietnam Construction and Import- Export Joint Stock Corporation (VINACONEX), including those that may join the VINACONEX group in the future through new establishments or mergers and acquisitions (M&A)		
B	Joint Venture and Affiliated Companies of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX)		
21	Vietnam Construction Joint Stock Company No.12	116.360.000.000	
22	Vinaconex Trading Development Joint Stock Company	147.780.000.000	
23	Cam Pha Cement Joint Stock Company	2.000.000.000.000	

TT	Names of Subsidiaries and Affiliated Companies	Registered Charter Capital (VND)	Notes
24	Hanoi - Bac Giang BOT Investment Joint Stock Company	496.322.400.000	
25	Vinaconex - UPGC Investment and Trading Joint Stock Company	160.000.000.000	
26	Vinaconex – Tan Loc Asphalt Concrete Limited Liability Company	25.000.000.000	
27	VIMECO Joint Stock Company	261.341.320.000	
28	Vinaconex Quang Ninh Investment Joint Stock Company	54.364.285.714	
29	Vinaconex Mechanical and Electrical Joint Stock Company	100.000.000.000	

PROPOSAL

Ref: Amendment of the business lines of Vinaconex JSC.

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Currently, according to the Confirmation Certificate No. 130824/22 dated May 5, 2022, issued by the Business Registration Office - Hanoi Department of Planning and Investment, there are still some business lines and detailed industry codes that do not match with the industry codes and detailed industry codes of the Vietnamese Economic Sector System (issued together with Decision No. 27/2018/QĐ-TTg dated July 6, 2018, by the Prime Minister).

Accordingly, the company has conducted a review and proposed to adjust the business lines and industry codes that are still not consistent with the industry codes of the Vietnamese Economic Sector System. In addition, according to the development orientation of expanding the company's activities in the near future, the company also needs to register for the addition of some new business lines.

Therefore, the Board of Directors respectfully presents to the 2025 Annual General Meeting of Shareholders for consideration and approval of the registration for changing the company's business lines, specifically as follows:

1. Business Lines of the Company before adjustment

The pre-adjustment business lines are defined according to Confirmation Certificate No. 130824/22 dated May 5, 2022, issued by the Business Registration Office - Hanoi Department of Planning and Investment regarding changes in business registration content (details in Appendix 01 attached).

2. Business Lines of the Company submitted for approval after adjustment

Content of adjustment:

- Adding new registered business lines of the Company;
- Removing some currently unfit business lines that do not align with the prescribed industry codes and detailed industry codes in the Vietnamese Economic Sector System;
- Modifying details of some currently operating business lines to align with the Vietnamese Economic Sector System;

Details of the changes in business lines and industry codes are specified in **Appendix 02** attached to this proposal.

3. Implementation

The General Meeting of Shareholders authorizes the Board of Directors and/or the General Director to carry out all procedures for amending the Company's business lines, including the following content:

- 3.1 Authorizing the Board of Directors of the company to decide on adjustments or modifications to the Company's business lines in case there are still other business lines (if any) in the company's business registration certificate that do not fit with the Vietnamese Economic Sector System (issued together with Decision No. 27/2018/QĐ-TTg dated July 6, 2018, by the Prime Minister) or restrict the foreign investor ownership ratio, ensuring the continued maintenance of the current foreign investor ownership ratio in the company at 49%.
- 3.2 Authorizing the General Director – Legal Representative of the Company to perform necessary procedures to amend the registered business lines as stipulated in the Company's Charter, issue the amended Charter; carry out procedures for registering/ notifying changes in registered business lines to the competent state authority; and carry out information disclosure procedures according to relevant legal regulations.

The Board of Directors respectfully submits this proposal for the 2025 Annual General Meeting of Shareholders to consider and approve.

Yours sincerely,

Recipients:

- As recipients;
- Archives: Admin, Legal Affairs Dept.

**ON BEHALF OF THE BOD
CHAIRMAN**

Nguyen Huu Toi

Appendix 02 - List of Amended Registered Business Lines of VINACONEX Corporation

1. Additional Business Lines:

SN	Name of Additional Business Lines	Code	Main Business Line (In case the additional business lines are the main business line, mark "X" to select one of the declared business line)
1	Wholesale of construction materials and other installation supplies	4663	
2	Activities of head offices	7010	
3	Manufacture of clay building materials <i>Details:</i> - manufacture of non-refractory ceramic hearth or wall tiles, mosaic cubes; - manufacture of non-refractory ceramic flags and paving; - manufacture of structural non-refractory clay building materials: manufacture of ceramic bricks, roofing tiles, chimney pots etc. - manufacture of flooring blocks in baked clay; - manufacture of ceramic sanitary fixtures.	2392	
4	Manufacture of cement, lime and plaster <i>Details:</i> - Manufacture of cement - Spinning of lime - Manufacture of plaster	2394	
5	Manufacture of concrete and articles of concrete, cement and plaster	2395	
6	Manufacture of plastics products <i>Details: Manufacture of artificial stone</i>	2220	
7	Cutting, shaping and finishing of stone	2396	
8	Manufacture of other non-metallic mineral products n.e.c.	2399	
9	Manufacture of glass and glass products <i>Details: Manufacture of flat glass and flat glass products</i>	2310	
10	Manufacture of coke <i>Details: Production of asphalt</i>	1910	
11	Freight transport by road	4933	
12	Service activities incidental to water transportation	5222	

	<i>((Except for Section 20 and Section 21, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government))</i>		
13	Cargo handling <i>(Except for airport cargo handling)</i>	5224	
14	Warehousing and storage	5210	
15	Service activities incidental to land transportation <i>Details:</i> - <i>Management of road vehicle parking lots;</i> - <i>Manage car parking lots or garages and bicycle and motorcycle parking areas.</i>	5225	
16	Preschool education (for infants from the age of three months to three years)	8511	
17	Preschool education (for infants from the age of three years to six years)	8512	
18	Primary education	8521	
19	Lower secondary education	8522	
20	Upper secondary education	8523	
21	Educational support activities	8560	
22	Raising of buffaloes and cows and breeding of buffaloes and cows <i>Details: Raising of buffaloes and cows</i>	0141	
23	Raising of horses, donkeys, and mules and breeding of horses and donkeys <i>Details: Raising of horses, donkeys and mules</i>	0142	
24	Raising of goats and sheep and breeding of goats, sheep, deers, and sambar deers <i>Details: Raising of goats, sheep, deers and sambar deers</i>	0144	
25	Raising of pigs and breeding of pigs <i>Details: Raising of pigs</i>	0145	
26	Wholesale of other machinery and equipment <i>Details: Business of fire prevention and firefighting vehicles, equipment, and supplies</i>	4659	
27	Other construction installations <i>Details: Construction and installation of fire prevention and firefighting systems.</i>	4329	
28	Water drainage and wastewater treatment	3700	
29	Treatment and disposal of non-hazardous waste	3821	
30	Treatment and disposal of hazardous waste	3822	
31	Materials recovery	3830	
32	Collection of non-hazardous waste <i>(Except for waste collection services directly from households as specified in Section A - The restricted sectors and industries for foreign investors in</i>	3811	

	<i>Appendix I issued with Decree No. 31/2021/ND-CP dated March 26, 2021.)</i>		
33	Collection of hazardous waste <i>(Except for waste collection services directly from households as specified in Section A – The restricted sectors and industries for market access by foreign investors in Appendix I issued with Decree No. 31/2021/ND-CP dated March 26, 2021)</i>	3812	
34	Specialized design activities Details: Manufacturing of various types of waste incinerators.	7410	
35	Construction of residential buildings	4101	
36	Construction of non-residential buildings	4102	
37	Construction of railways	4211	
38	Construction of roads	4212	

2. Remove business lines:

STT	Name of the business lines removed from the registered list:	Code	Note
1	Wholesale of agricultural raw materials (except wood, bamboo) and live animals <i>Details: - purchasing, selling, and processing of agricultural and forestry products, including round wood, semi-processed wood, refined wood, green coffee beans, and various agricultural products (Except for wood types prohibited by the State and goods that enterprises are not allowed to distribute as specified in Appendix 3 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Ministry of Industry and Trade).</i>	4620	
2	Other manufacturing n.e.c. <i>Details: Exploitation, production, processing, and business of various construction components and materials, including stone, sand, gravel, bricks, tiles, cement, roofing glass, asphalt, concrete components, artificial stone, and other construction materials.</i>	3290	
3	Other transportation support activities <i>Details:- Business services for freight forwarding and transportation of goods, including oversized and overweight components; - Freight transportation by road, river, and sea; - Business operations for port exploitation, cargo handling (waterway and land), and warehouse rental; - Airline ticket agency for domestic and international airlines.</i>	5229	

3. Amend of business lines details:

SN	Name of the business lines with amended details:	Code	Main business line (In case the added business lines are the main business line, mark "X" to select one of the declared sectors)
1	Management consultancy activities	7020	
2	Short-term accommodation activities <i>Details:</i> <ul style="list-style-type: none"> - Hotels; - Villas and apartments providing short-term accommodation; - Guesthouses and hostels providing short-term accommodation; - Motels, rooms for rent, and similar lodging establishments. 	5510	
3	Mining of other non-ferrous metal ores <i>Details: Mining of other non-ferrous metal ores not elsewhere classified, including: Mining of aluminum, copper, lead, zinc, tin, manganese, chrome, nickel, cobalt, molybdenum, tantalum, vanadium</i>	0722	
4	Water collection, treatment and supply <i>Details:</i> <ul style="list-style-type: none"> - Collection of water from rivers, lakes, wells etc. - Collection of rainwater; - Purification of water for water supply purposes; - Treatment of water for industrial and other purposes; - Desalting of sea or groundwater to produce water as the principal product of interest; - Distribution of water through pipeline networks, by tank trucks or other means; - Operation of irrigation canals. 	3600	
5	Other specialized wholesale n.e.c <i>Details:</i> <ul style="list-style-type: none"> - Business of products for wastewater treatment, waste management, and environmental protection; - Wholesale of fire prevention and firefighting vehicles, equipment, and supplies; 	4669	

	<p>- Wholesale of surveillance camera systems, anti-theft systems; automatic fire prevention, firefighting, and fire alarm systems.</p> <p>(Except for Section 16, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government.)</p>		
6	<p>Architectural and engineering activities and related technical consultancy</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> - Architectural and engineering activities; - Geodetic surveying and mapping service activities; - Consulting on design, appraisal, and supervision of fire prevention and firefighting. - Consulting on inspection and technical assessment of fire prevention and firefighting. - Consulting on fire prevention and firefighting technology transfer; training and guidance on fire prevention and firefighting operations. - Other related technical consulting activities. 	7110	
7	<p>Other remaining business support service activities n.e.c.</p> <p><i>Details: Export and import of goods that the enterprise trades (except for goods listed in the categories that foreign investors and foreign-invested economic organizations are not permitted to exercise export and import rights, as stipulated in Appendix No. 01 and Appendix No. 02 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Ministry of Industry and Trade).</i></p>	8299	
8	<p>Wholesale of beverages</p> <p><i>Details: Wholesale of alcoholic beverages</i></p>	4633	
9	Restaurants and mobile food service activities.	5610	
10	<p>Wholesale of other household products</p> <p>(Except for Section 16, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government.)</p>	4649	
11	<p>Construction of other civil engineering projects</p> <p><i>Details: Construction of civil, industrial, transportation, and irrigation projects; hydropower, thermal power, wind power, and nuclear power plants; power transmission lines and substations up to 500kV; technical and social infrastructure projects; urban areas, industrial zones, high-tech zones; underground constructions; cultural,</i></p>	4299	

	<i>sports, recreational, and entertainment facilities; tourism facilities, hotels, and other types of public works. (Except for the construction and operation of multi-purpose hydropower plants and nuclear power plants that are of special economic and social importance.)</i>		
12	Manufacture of non-alcoholic beverages, and mineral waters <i>Details: Production of mineral waters and other bottled waters</i>	1104	
13	Silviculture and other forestry activities and propagation of forest trees	0210	
14	Raising of poultry <i>Details: Raising of poultry</i>	0146	
15	Plumbing, heat and air-conditioning installation <i>Details:</i> - Heat and air-conditioning installation; - Water supply and drainage systems installation.	4322	
16	Electric power generation <i>(Except for national power transmission and system dispatch; and the construction and operation of multi-purpose hydropower plants and nuclear power plants that are of special economic and social importance)</i>	3511	
17	Quarrying of stone, sand, gravel and clay <i>Details:</i> - Quarrying of stone - Quarrying of sand and gravel - Quarrying of clay.	0810	
18	Other education n.e.c. <i>Details: Operation of language centers.</i>	8559	

4. List of business lines of the VINACONEX after amendment and supplementation:

STT	Business lines	Code	Main Business line <i>(In case the added business lines the main business line, mark "X" to select one of the declared sectors)</i>
1	Wholesale of construction materials and other installation supplies	4663	
2	Activities of head offices	7010	

3	Management consultancy activities	7020	
4	Short-term accommodation activities <i>Details:</i> - <i>Hotels;</i> - <i>Villas and apartments providing short-term accommodation;</i> - <i>Guesthouses and hostels providing short-term accommodation;</i> - <i>Motels, rooms for rent and similar lodging establishments.</i>	5510	
5	Mining of other non-ferrous metal ores <i>Details: Mining of other non-ferrous metal ores not elsewhere classified, including: Mining of aluminum, copper, lead, zinc, tin, manganese, chrome, nickel, cobalt, molybdenum, tantalum, vanadium</i>	0722	
6	Quarrying of stone, sand, gravel and clay <i>Details:</i> - <i>Quarrying of stone</i> - <i>Quarrying of sand and gravel</i> - <i>Quarrying of clay.</i>	0810	
7	Manufacture of clay building materials <i>Details:</i> - <i>manufacture of non-refractory ceramic hearth or wall tiles, mosaic cubes;</i> - <i>manufacture of non-refractory ceramic flags and paving;</i> - <i>manufacture of structural non-refractory clay building materials: manufacture of ceramic bricks, roofing tiles, chimney pots etc.</i> - <i>manufacture of flooring blocks in baked clay;</i> - <i>manufacture of ceramic sanitary fixtures.</i>	2392	
8	Manufacture of cement, lime and plaster <i>Details:</i> - <i>Manufacture of cement</i> - <i>Manufacture of lime</i> - <i>Manufacture of plaster</i>	2394	
9	Manufacture of concrete and articles of concrete, cement, and plaster	2395	
10	Manufacture of plastics products <i>Details: Manufacture of artificial stone</i>	2220	
11	Cutting, shaping, and finishing of stone	2396	
12	Manufacture of other non-metallic mineral products n.e.c.	2399	
13	Manufacture of glass and glass products	2310	

	<i>Details: Manufacture of flat glass and flat glass products</i>		
14	Manufacture of coke <i>Details: Production of asphalt</i>	1910	
15	Water collection, treatment, and supply <i>Details:</i> - Collection of water from rivers, lakes, wells, etc. - Collection of rainwater; - Purification of water for water supply purposes; - Treatment of water for industrial and other purposes; - Desalting of sea or groundwater to produce water as the principal product of interest; - Distribution of water through pipeline networks, by tank trucks, or other means; - Operation of irrigation canals.	3600	
16	Other specialized wholesale n.e.c <i>Details:</i> - Business of products for wastewater treatment, waste management, and environmental protection; - Wholesale of fire prevention and firefighting vehicles, equipment, and supplies; - Wholesale of surveillance camera systems, anti-theft systems; automatic fire prevention, firefighting, and fire alarm systems. (Except for Section 16, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government.)	4669	
17	Trading of owned or rented property and land use rights Detail: investment in construction and real estate business (except for Section 7, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government).	6810	X
18	Architectural and engineering activities and related technical consultancy <i>Details:</i> - Architectural and engineering activities; - Geodetic surveying and mapping service activities; - Consulting on design, appraisal, and supervision of fire prevention and firefighting. - Consulting on inspection and technical assessment of fire prevention and firefighting.	7110	

	<ul style="list-style-type: none"> - Consulting on fire prevention and firefighting technology transfer; training and guidance on fire prevention and firefighting operations. - Other related technical consulting activities. 		
19	<p>Other remaining business support service activities n.e.c. <i>Details: Export and import of goods that the enterprise trades (except for goods listed in the categories that foreign investors and foreign-invested economic organizations are not permitted to exercise export and import rights, as stipulated in Appendix No. 01 and Appendix No. 02 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Ministry of Industry and Trade).</i></p>	8299	
20	Freight transport by road	4933	
21	<p>Service activities incidental to water transportation <i>(Except for Section 20 and Section 21, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government)</i></p>	5222	
22	<p>Cargo handling <i>(Except for airport cargo handling)</i></p>	5224	
23	Warehousing and storage	5210	
24	<p>Service activities incidental to land transportation <i>Details:</i></p> <ul style="list-style-type: none"> - Management of road vehicle parking lots; - Managemet of car parking lots or garages, bicycle and motorcycle parking areas. 	5225	
25	<p>Wholesale of beverages <i>Details: Wholesale of alcoholic beverages</i></p>	4633	
26	Restaurants and mobile food service activities.	5610	
27	<p>Wholesale of other household products <i>(Except for Section 16, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government.)</i></p>	4649	
28	Preschool education (for infants from the age of three months to three years)	8511	
29	Preschool education (for infants from the age of three years to six years)	8512	
30	Primary education	8521	
31	Lower secondary education	8522	
32	Upper secondary education	8523	
33	<p>Other education n.e.c. <i>Details: Operation of language centers.</i></p>	8559	

34	Educational support activities	8560	
35	Construction of other civil engineering projects <i>Details: Construction of civil, industrial, transportation, and irrigation projects; hydropower, thermal power, wind power, and nuclear power plants; power transmission lines and substations up to 500kV; technical and social infrastructure projects; urban areas, industrial zones, high-tech zones; underground constructions; cultural, sports, recreational, and entertainment facilities; tourism facilities, hotels, and other types of public works.</i> <i>(Except for the construction and operation of multi-purpose hydropower plants and nuclear power plants that are of special economic and social importance.)</i>	4299	
36	Support activities for other mining and quarrying <i>Details: Mineral exploration</i>	0990	
37	Manufacture of non-alcoholic beverages, and mineral waters <i>Details: Production of mineral waters and other bottled waters</i>	1104	
38	Mining and quarrying n.e.c <i>Details: Extraction of leveling soil and soil for road embankment construction.</i>	0899	
39	Silviculture and other forestry activities and propagation of forest trees	0210	
40	Raising of poultry <i>Details: Raising of poultry</i>	0146	
41	Raising of buffaloes and cows and breeding of buffaloes and cows <i>Details: Raising of buffaloes and cows</i>	0141	
42	Raising of horses, donkeys and mules and breeding of horses and donkeys <i>Details: Raising of horses, donkeys and mules</i>	0142	
43	Raising of goats and sheep and breeding of goats, sheep, deers and sambar deers <i>Details: Raising of goats, sheep, deers and sambar deers</i>	0144	
44	Raising of pigs and breeding of pigs <i>Details: Raising of pigs</i>	0145	
45	Manufacture of other textiles n.e.c <i>Details: Industrial textile and garment manufacturing.</i>	1399	
46	Plumbing, heat and air-conditioning installation <i>Details:</i> - Heat and air-conditioning installation; - Water supply and drainage systems installation.	4322	

47	Electric power generation <i>(Except for national power transmission and system dispatch; and the construction and operation of multi-purpose hydropower plants and nuclear power plants that are of special economic and social importance)</i>	3511	
48	Commission agents, brokers and auction agents <i>Details: Agency for purchasing, selling, and consignment of goods (except for goods that enterprises are not allowed to distribute as specified in Appendix 3 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Ministry of Industry and Trade).</i>	4610	
49	Wholesale of other machinery and equipment <i>Details: Business of fire prevention and firefighting vehicles, equipment, and supplies</i>	4659	
50	Other construction installation <i>Details: Construction and installation of fire prevention and firefighting systems.</i>	4329	
51	Water drainage and wastewater treatment	3700	
52	Treatment and disposal of non-hazardous waste	3821	
53	Treatment and disposal of hazardous waste	3822	
54	Materials recovery	3830	
55	Collection of non-hazardous waste <i>(Except for waste collection services directly from households as specified in Section A – The restricted sectors and industries for foreign investors in Appendix I issued with Decree No. 31/2021/ND-CP dated March 26, 2021.)</i>	3811	
56	Collection of hazardous waste <i>(Except for waste collection services directly from households as specified in Section A – The restricted sectors and industries for foreign investors in Appendix I issued with Decree No. 31/2021/ND-CP dated March 26, 2021)</i>	3812	
57	Specialized design activities <i>Details: Manufacturing various types of waste incinerators.</i>	7410	
58	Construction of residential buildings	4101	
59	Construction of non-residential buildings	4102	
60	Construction of railways	4211	
61	Construction of roads	4212	
62	For conditional business lines, Enterprise shall only operate when it meets the required conditions as prescribed by law. Enterprise shall not engage in business activities in sectors where foreign investors have not been allowed market access as prescribed by the law.	The business line code does not match Vietnam's Standard	

		Industrial Classification system.	
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PROPOSAL

Ref: Approval of amendments and supplements to the Charter of Vinaconex JSC.

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- ✚ *Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the guiding documents for amendments and supplements ("Enterprise Law 2020");*
- ✚ *Based on Resolution No. 01/2024/NQ-AGM dated April 24, 2024, of the Annual General Meeting of Shareholders 2024 of Vinaconex Joint Stock Company;*
- ✚ *Based on the 14th change business registration certificate issued by the Hanoi Department of Planning and Investment to Vinaconex Joint Stock Company on July 11, 2024.*

1. Legal Basis for the Amendment and Supplement of Charter of the Company

In compliance with Resolution No. 01/2024/NQ-AGM dated April 24, 2024, of the 2024 Annual General Meeting of Shareholders of Vinaconex Joint Stock Company regarding the increase in charter capital from issuing shares to pay dividends for the year 2024, Vinaconex Joint Stock Company has completed the legal procedures for increasing charter capital and has updated the business registration details with the competent state authority. Accordingly, Vinaconex Joint Stock Company has been issued the 14th change business registration certificate on July 11, 2024, regarding the change of charter capital, as detailed in Appendix 01 attached.

In addition, based on Proposal No. 1001/2025/TTr-Board of Directors dated March 31, 2025, from the Board of Directors of Vinaconex regarding the change in the business lines of the Company. Accordingly, the Company will amend its registered business lines to align with the Vietnam Economic Sector System (issued together with Decision No. 27/2018/QD-TTg dated July 6, 2018, by the Prime Minister) and to add some new lines to fit with the production and business orientation of the Company in the upcoming period.

2. Content of the Amendments to the 2025 Charter of Vinaconex

To record the changes mentioned in point 1 above into the Charter of Vinaconex, the Board of Directors kindly submits for the consideration and approval of the 2025 Annual General Meeting of Shareholders the following contents:

- 2.1 Approving the amendment of the Charter of the Company with the following revised contents:
 - a) Amending Section 1 of Article 4 regarding the industries and business activities of the Company in the Charter of the Company.

The detailed changes to the content of the business lines of the Company are reflected in Section 1 of Article 4 of the attached Draft Charter 2025 in Appendix 02 of this proposal.

- b) Amending Section 1 of Article 6 regarding the charter capital of the Company in the Charter of the Company as follows:

*"The charter capital of the Company is **5.985.934.580.000 VND (Five thousand nine hundred eighty-five billion, nine hundred thirty-four million, five hundred eighty thousand VND)**. The total charter capital of the Company is divided into **598.593.458 (Five hundred ninety-eight million, five hundred ninety-three thousand, four hundred fifty-eight)** shares with a face value of 10,000 (ten thousand) VND/share."*

The detailed content of the amendment is reflected in Section 1 of Article 6 of the attached Draft Charter 2025 in Appendix 02 of this proposal.

- 2.2 Approving the whole draft of the 2025 Charter of the Company (attached Draft Charter 2025 in Appendix 02 of this proposal).
- 2.3 Authorizing the General Director – Legal representative of the Company to sign and issue the 2025 Charter of the Company after it is approved by the General Meeting of Shareholders.

Respectfully submitted for the General Meeting of Shareholders' consideration and approval.

Recipients:

- As recipients;
- BOD, Inspection Committee;
- Archives: Admin, Legal Affairs Dept.

**ON BEHALF OF THE BOD
CHAIRMAN**

Nguyen Huu Toi

APPENDIX 01

Business registration certificate for the 14th change issued by the Hanoi Department of Planning and Investment to Vinaconex Joint Stock Company on July 11, 2024

APPENDIX 02
Draft of the 2025 Charter

VIETNAM CONSTRUCTION AND IMPORT - EXPORT JOINT STOCK CORPORATION
- VINACONEX -

CHARTER

APRIL 21, 2025

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INTRODUCTION

The Charter was approved by shareholders at General Meetings of Shareholders under the Resolution No. 01/2025/NQ-ĐHĐCĐ dated 21 April 2025.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In the Charter, the following terms shall be construed as follows:
 - a) **"Charter Capital"** means the total par value of shares that sold or registered for purchase on the establishment of the Corporation as mentioned in Article 6 of the Charter;
 - b) **"Voting Capital"** means the share capital the holder of which has the right to vote on matters which fall within the decision-making power of the General Meeting of Shareholders;
 - c) **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) **"Date of Establishment"** means the date on which the **Vietnam Construction and Import-Export Joint Stock** is issued with its initial Enterprise Registration Certificate (Certificate of Business Registration and equivalent documents) is issued;
 - f) **"Manager of the Corporation"** means managers of the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management positions appointed by the Board of Directors of the Corporation;
 - g) **"Executives"** means the General Director, Deputy General Director, Financial Director, Chief Accountant, and other executives as prescribed by the Corporation's Charter;
 - h) **"Non-executive member of the Board of Directors"** means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant, and other executives as prescribed in the Corporation's Charter;
 - i) **"Independent member of the Board of Directors"** means a member specified in Clause 2, Article 155 of the Law on Enterprises;
 - j) **"Person in charge of corporate governance"** means a person with responsibilities and powers as prescribed in Article 281 of Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of several articles of the Law on Securities;
 - k) **"Related person"** means an individual or organization as prescribed in clause 46 Article 4 Law on Securities;
 - l) **"Shareholder"** means an individual or organization that owns at least one share of the Corporation;
 - m) **"Major shareholder"** means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

- n) **"Duration of Operation"** is the period specified in Article 2 of the Charter;
 - o) **"Vietnam"** means the Socialist Republic of Vietnam.
 - p) **"Corporation"** means the Vietnam Construction and Import-Export Joint Stock Corporation.
 - q) **"Vinaconex"** is the abbreviation of the Vietnam Construction and Import-Export Joint Stock Corporation.
- 2. In the Charter, any references to legal documents include their amendments or replacements.
 - 3. The titles (chapters and articles of this Charter) are meant to facilitate readers and do not affect the content of this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVES OF THE CORPORATION

Article 2. Name, form, head office, branches, representative offices, duration of operation of the Corporation

- 1. Name of Corporation
 -  Vietnamese name: **TỔNG CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU VÀ XÂY DỰNG VIỆT NAM**
 -  English name: **VIETNAM CONSTRUCTION AND IMPORT-EXPORT JOINT STOCK CORPORATION**
 -  Abbreviated name: **VINACONEX**
 -  Stock Symbol: **VCG**
- 2. The Corporation is a joint stock company with a legal status in accordance with applicable law of Vietnam.
- 3. Head office of the Corporation:
 -  Address: Vinaconex Tower, 34 Lang Ha, Lang Ha ward, Dong Da district, Hanoi city, Vietnam.
 -  Telephone: (024) 62849234
 -  Fax: (024) 6284 9208
 -  Email: info@vinaconex.com.vn;
 -  Website: www.vinaconex.com.vn
- 4. The Corporation may establish branches and representative offices in the business area to carry out the Corporation's operational objectives in compliance with decisions of the Board of Directors and to the extent permitted by law.
- 5. Except for early termination of the operation term in accordance with Article 55 of the Charter, the Corporation's duration of operation shall be indefinite from the Date of Establishment.

Article 3. The Corporation's legal representatives

- 1. The Corporation has 01 (one) legal representative who is the General Director of the Corporation.

2. Rights and obligations of the legal representatives as prescribed in Article 12 and Article 13 Law on Enterprises.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE CORPORATION

Article 4. Operational objectives of the Corporation

1. The Corporation's business lines:

STT	BUSINESS LINES	CODE
1	Wholesale of construction materials and other installation supplies	4663
2	Activities of head offices	7010
3	Management consultancy activities	7020
	Short-term accommodation activities	
	Details:	5510
4	<ul style="list-style-type: none"> - Hotels; - Villas and apartments providing short-term accommodation; - Guesthouses and hostels providing short-term accommodation; - Motels, rooms for rent, and similar lodging establishments. 	
5	Mining of other non-ferrous metal ores <i>Details: Mining of other non-ferrous metal ores not elsewhere classified, including: Mining of aluminum, copper, lead, zinc, tin, manganese, chrome, nickel, cobalt, molybdenum, tantalum, vanadium</i>	0722
6	Quarrying of stone, sand, gravel and clay <i>Chi tiết:</i> <ul style="list-style-type: none"> - Quarrying of stone - Quarrying of sand and gravel - Quarrying of clay. 	0810
	Manufacture of clay building materials <i>Details:</i> <ul style="list-style-type: none"> - manufacture of non-refractory ceramic hearth or wall tiles, mosaic cubes; 	2392
7	<ul style="list-style-type: none"> - manufacture of non-refractory ceramic flags and paving; - manufacture of structural non-refractory clay building materials: manufacture of ceramic bricks, roofing tiles, chimney pots etc. - manufacture of flooring blocks in baked clay; - manufacture of ceramic sanitary fixtures. 	

8	<p>Manufacture of cement, lime and plaster</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> - <i>Manufacture of cement</i> - <i>Manufacture of lime</i> - <i>Manufacture of plaster</i> 	2394
9	Manufacture of concrete and articles of concrete, cement, and plaster	2395
10	Manufacture of plastics products	2220
11	<p><i>Details: Manufacture of artificial stone</i></p> <p>Cutting, shaping, and finishing of stone</p>	2396
12	Manufacture of other non-metallic mineral products n.e.c.	2399
13	<p>Manufacture of glass and glass products</p> <p><i>Details: Manufacture of flat glass and flat glass products</i></p>	2310
14	<p>Manufacture of coke</p> <p><i>Details: Production of asphalt</i></p>	1910
15	<p>Water collection, treatment, and supply</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> - <i>Collection of water from rivers, lakes, wells, etc.</i> - <i>Collection of rainwater;</i> - <i>Purification of water for water supply purposes;</i> - <i>Treatment of water for industrial and other purposes;</i> - <i>Desalting of sea or groundwater to produce water as the principal product of interest;</i> - <i>Distribution of water through pipeline networks, by tank trucks, or other means;</i> - <i>Operation of irrigation canals.</i> 	3600
16	<p>Other specialized wholesale n.e.c</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> - <i>Business of products for wastewater treatment, waste management, and environmental protection;</i> - <i>Wholesale of fire prevention and firefighting vehicles, equipment, and supplies;</i> - <i>Wholesale of surveillance camera systems, anti-theft systems; automatic fire prevention, firefighting, and fire alarm systems.</i> <p><i>(Except for Section 16, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government.)</i></p>	4669

17	Trading of owned or rented property and land use rights Detail: Investment in construction and real estate business (except for Section 7, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government).	6810
18	Architectural and engineering activities and related technical consultancy <i>Details:</i> <ul style="list-style-type: none"> - <i>Architectural and engineering activities;</i> - <i>Geodetic surveying and mapping service activities;</i> - <i>Consulting on design, appraisal, and supervision of fire prevention and firefighting.</i> - <i>Consulting on inspection and technical assessment of fire prevention and firefighting.</i> - <i>Consulting on fire prevention and firefighting technology transfer; training and guidance on fire prevention and firefighting operations.</i> - <i>Other related technical consulting activities.</i> 	7110
19	Other remaining business support service activities n.e.c. <i>Details: Export and import of goods that the enterprise trades (except for goods listed in the categories that foreign investors and foreign-invested economic organizations are not permitted to exercise export and import rights, as stipulated in Appendix No. 01 and Appendix No. 02 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Ministry of Industry and Trade).</i>	8299
20	Freight transport by road	4933
21	Service activities incidental to water transportation <i>(Except for Section 20 and Section 21, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government)</i>	5222
22	Cargo handling <i>(Except for airport cargo handling)</i>	5224
23	Warehousing and storage	5210
24	Service activities incidental to land transportation <i>Details:</i> <ul style="list-style-type: none"> - <i>Management of road vehicle parking lots;</i> - <i>Managemet of car parking lots or garages, bicycle and motorcycle parking areas.</i> 	5225
25	Wholesale of beverages	4633

26	<i>Details: Wholesale of alcoholic beverages</i> Restaurants and mobile food service activities.	5610
27	Wholesale of other household products <i>(Except for Section 16, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government.)</i>	4649
28	Preschool education (for infants from the age of three months to three years)	8511
29	Preschool education (for infants from the age of three years to six years)	8512
30	Primary education	8521
31	Lower secondary education	8522
32	Upper secondary education	8523
33	Other education n.e.c. <i>Details: Operation of language centers.</i>	8559
34	Educational support activities	8560
35	Construction of other civil engineering projects <i>Details: Construction of civil, industrial, transportation, and irrigation projects; hydropower, thermal power, wind power, and nuclear power plants; power transmission lines and substations up to 500kV; technical and social infrastructure projects; urban areas, industrial zones, high-tech zones; underground constructions; cultural, sports, recreational, and entertainment facilities; tourism facilities, hotels, and other types of public works. (Except for the construction and operation of multi-purpose hydropower plants and nuclear power plants that are of special economic and social importance.)</i>	4299
36	Support activities for other mining and quarrying <i>Details: Mineral exploration</i>	0990
37	Manufacture of non-alcoholic beverages, and mineral waters <i>Details: Production of mineral waters and other bottled waters</i>	1104
38	Mining and quarrying n.e.c. <i>Details: Extraction of leveling soil and soil for road embankment construction.</i>	0899
39	Silviculture and other forestry activities and propagation of forest trees	0210
40	Raising of poultry <i>Details: Raising of poultry</i>	0146
41	Raising of buffaloes and cows and breeding of buffaloes and cows	0141

42	<i>Details: Raising of buffaloes and cows</i> Raising of horses, donkeys and mules and breeding of horses and donkeys <i>Details: Raising of horses, donkeys and mules</i>	0142
43	Raising of goats and sheep and breeding of goats, sheep, deers and sambar deers <i>Details: Raising of goats, sheep, deers and sambar deers</i>	0144
44	Raising of pigs and breeding of pigs <i>Details: Raising of pigs</i>	0145
45	Manufacture of other textiles n.e.c <i>Details: Industrial textile and garment manufacturing.</i>	1399
46	Plumbing, heat and air-conditioning installation <i>Details:</i> - Heat and air-conditioning installation; - Water supply and drainage systems installation.	4322
47	Electric power generation <i>(Except for national power transmission and system dispatch; and the construction and operation of multi-purpose hydropower plants and nuclear power plants that are of special economic and social importance)</i>	3511
48	Commission agents, brokers and auction agents <i>Details: Agency for purchasing, selling, and consignment of goods (except for goods that enterprises are not allowed to distribute as specified in Appendix 3 of Circular No. 34/2013/TT-BCT dated December 24, 2013, issued by the Ministry of Industry and Trade).</i>	4610
49	Wholesale of other machinery and equipment <i>Details: Business of fire prevention and firefighting vehicles, equipment, and supplies</i>	4659
50	Other construction installation <i>Details: Construction and installation of fire prevention and firefighting systems.</i>	4329
51	Water drainage and wastewater treatment	3700
52	Treatment and disposal of non-hazardous waste	3821
53	Treatment and disposal of hazardous waste	3822
54	Materials recovery	3830
55	Collection of non-hazardous waste <i>(Except for waste collection services directly from households as specified in Section A – The</i>	3811

	<i>restricted sectors and industries for foreign investors in Appendix I issued with Decree No. 31/2021/ND-CP dated March 26, 2021.)</i>	
56	Collection of hazardous waste <i>(Except for waste collection services directly from households as specified in Section A – The restricted sectors and industries for foreign investors in Appendix I issued with Decree No. 31/2021/ND-CP dated March 26, 2021)</i>	3812
57	Specialized design activities Details: Manufacturing various types of waste incinerators.	7410
58	Construction of residential buildings	4101
59	Construction of non-residential buildings	4102
60	Construction of railways	4211
61	Construction of roads	4212
62	For conditional business lines, Enterprise shall only operate when it meets the required conditions as prescribed by law. Enterprise shall not engage in business activities in sectors where foreign investors have not been allowed market access as prescribed by the law.	The business line code does not match Vietnam's Standard Industrial Classification system.

2. During its operation, the Corporation may change its business lines in accordance with the law. After approval by the General Meeting of Shareholders, the Corporation notified the change of registration content to the business registration authority, which agreed to add it to the business registration dossier and announce it on the National Business Registration Portal.
3. The Corporation must meet all business conditions in conditional investment and business lines according to the provisions of law and ensure the maintenance of such business investment conditions throughout business operations.
4. Operational Objectives of the Corporation:
The Corporation was established to mobilize and use capital effectively in developing registered production and business sectors, aiming to maximize profits, increase dividends for shareholders, create stable jobs for employees, contribute to the State budget, and develop the Corporation.

Article 5. Scope of business and operations of the Corporation

The Corporation is permitted to plan and conduct all business activities according to the Corporation's business lines as announced on the National Business Registration Portal and this Charter, in accordance with applicable laws, and take appropriate measures to achieve the Corporation's objectives.

CHAPTER IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, and founding shareholders

1. The Corporation's Charter capital is 5.985.934.580.000 Dong (Five thousand nine hundred eighty-five billion nine hundred thirty-four million five hundred eighty thousand dong). The total charter capital of the Corporation is divided into 598,593,458 (Five hundred ninety-eight million five hundred ninety-three thousand four hundred fifty-eight) shares with a par value of 10,000 (ten thousand) dong/share.
2. The Corporation may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the law.
3. The Corporation's shares on this Charter's approval date comprise ordinary shares. The rights and obligations of shareholders holding each class of share as prescribed in Articles 12 and 13 of the Charter.
4. The Corporation may issue other classes of preference shares upon approval of the General Meeting of Shareholders and in accordance with the law.
5. Names, addresses, the number of shares, and other information of Founding Shareholders as required by the Law on Enterprises are stated in the attached Appendix 01. This Appendix is part of this Charter.
6. Ordinary shares must be given priority to be offered to existing Shareholders in proportion to their ratio of ownership of ordinary shares in the Corporation unless otherwise decided by the General Meeting of Shareholders. The number of shares for which Shareholders do not register to fully subscribe shall be decided by the Board of Directors of the Corporation. The Board of Directors may allocate such shares to Shareholders and other persons on conditions not more favourable than the conditions offered to existing Shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Corporation may repurchase its shares in any way permitted by the Charter and applicable laws. The shares repurchased by the Corporation are treasury shares, and the Board of Directors may offer them for sale in ways consistent with the Law on Securities, relevant guiding documents, and the provisions of this Charter.
8. The Corporation may issue other types of securities in accordance with the law.

Article 7. Share certificates

1. Shareholders of the Corporation may be issued share certificates corresponding to the number of shares and class of shares owned.
2. Share certificate is a type of stock certifying the lawful rights and benefits of an owner of a portion of the share capital of an issuing organization. Shares are issued by the Corporation, book entries or electronic data confirming the ownership of one or more shares of the Corporation.

Share shall contain all information stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 20 (twenty) days from the submission of complete application for assignment ownership of shares in accordance with the Corporation's regulation, or within 2 months (or another time limit stipulated in the issuance terms) from the date of full payment for the shares as stipulated in the Corporation's share issuance plan, the share owner may be issued a share certificate. The share owner does not have to pay the Corporation the expenses of printing the share certificate.
4. Where a share certificate is lost, destroyed, or damaged, the Shareholder shall be re-issued by the Company with a share certificate at the request of such Shareholder. Such a request of the Shareholder must contain the following particulars:
 - a) Information about the lost, destroyed, or damaged share certificate;
 - b) Commitment to take responsibility for any dispute that arises from the reissuance of a new share certificate.

Article 8. Other securities certificates

Bond certificates and other securities certificates of the Corporation shall be issued with the signature of a legal representative and the seal of the Corporation.

Article 9. Assignment of shares

1. All shares may be assigned freely unless otherwise prescribed by the Charter and the law. Shares listed and registered for trading on Stock Exchanges may be assigned in accordance with regulations on securities and the securities market.
2. Shares which have not yet been paid for in full shall not be assignable nor entitled to related benefits such as right to receive dividends, right to receive shares issued to increase share capital from equity, right to purchase new shares offered for sale or other benefits as stipulated by law.

Article 10. Revocation of shares

1. Where a shareholder fails to pay in full and on time for the amount payable for to purchase the shares, the Board of Directors shall provide a notice and has the right to require such Shareholder to pay the residual amount and shall take corresponding responsibility for the total par value of subscribed shares with respect to financial obligations of the Company arising from failure to pay in full.
2. The above-mentioned notice must specify the new time-limit for payment (at least seven (07) days from the date of sending the notice), and place for payment, and clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.
3. The Board of Directors is entitled to revoke the shares which have not yet been paid for in full and on time if the requirements in the above-mentioned notice have not been fulfilled.
4. Revoked be deemed to be shares entitled to be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, by itself or by authorization, sell or re distribute such shares on conditions and in the manner the Board of Directors considers appropriate.

5. Shareholders holding revoked shares must waive their status as Shareholder with respect to such shares, but must take corresponding responsibility for the total par value of subscribed shares with respect to financial obligations of the Corporation arising at the time of revocation as decided by the Board of Directors from the date of revocation up to the date of payment. The Board of Directors has full powers to decide the enforcement of payment of the total value of shares at the time of revocation
6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

CHAPTER V. ORGANIZATION, MANAGEMENT, AND INSPECTION STRUCTURE

Article 11. Organizational structure, management, and inspection

The organization, management, and inspection structure of the Corporation are selected according to Point a, Clause 1, Article 137 of the Law on Enterprises, including:

1. The General Meeting of Shareholders;
2. Board of Directors;
3. Inspection Committee; and
4. General Director.

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend, express opinions in meetings of the General Meeting of Shareholders; and to exercise the right to vote directly or vote through an authorized representative or other methods prescribed by the Corporation's Charter and the law. Each ordinary share has one voting ballot;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To be given priority in purchasing for new shares in proportion to the number of ordinary shares each shareholder owns in the Corporation;
 - d) To freely assign shares, except the cases prescribed in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
 - e) To sight, consult and make an extract of information about the names and addresses in the list of shareholders with voting rights; and to request amendment of their own information which is incorrect;
 - f) To sight, consult and make an extract or copy the Corporation's Charter, minutes of meeting and resolutions of the General Meeting of Shareholders;
 - g) If the Company is dissolved or bankrupt, to receive a part of the remaining assets in proportion to the number of shares owned in the Corporation;
 - h) To request the Company to redeem shares in the cases stipulated in Article 132 of the Law on

Enterprises;

- i) To be treated equally. Each share of the same class gives its owners equal rights, obligations and benefits. If the Corporation has classes of preference shares, rights and obligations associated with these preference shares must be approved by the General Meeting of Shareholders and if fully disclosed to shareholders;
 - j) To full access to periodic and extraordinary information disclosed by the Corporation in accordance with the law;
 - k) To have their lawful rights and interests protected; request for the suspension, revocation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights stipulated in the Charter and by law.
2. A shareholder or group of shareholders owning at least 05% or more of the total ordinary shares shall have the right to:
- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115, and Article 140 of the Law on Enterprises;
 - b) To sight, consult and make an extract of the book of minutes, resolutions and decisions of the General Meeting of Shareholders; semi-annual and annual financial statements, reports of the Inspection Committee, contracts and transactions which must be approved by the Board of Directors and other documents, except for documents relating to trade secrets or business secrets of the Corporation;
 - c) To request the Inspection Committee to inspect each issue relating to the management and administration of operation of the Corporation where considered necessary. The request must be made in writing and must contain the following particulars: full name, contact address, nationality, number of legal personal documents of a Shareholder being an individual; and the name, enterprise code number or number of legal organizational documents, and head office address of a Shareholder being an organization; the number of shares and date of registration of shares of each Shareholder, total number of shares of the group of Shareholders and the percentage of ownership over the total number of shares of the Corporation; issues to be inspected and purpose of the inspection.
 - d) To recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the Company no later than [three (3)] working days prior to the date of opening, [unless the Company Charter stipulates some other time-limit]. The recommendation must specify the name of Shareholder(s), the number of shares of each class of Shareholder(s) and the items recommended to be included in the agenda
 - e) Other rights stipulated by law and in the Charter.
3. Shareholder or a group of Shareholders owning 10% or more of the total ordinary shares or has the right to nominate candidates for the Board of Directors or the Inspection Committee. The nomination of candidates to the Board of Directors and the Inspection Committee shall be carried out as follows:
- a) Ordinary Shareholders forming a group to nominate candidates to the Board of Directors and the Inspection Committee must notify attending Shareholders of the formation of the group prior to

- the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and of the Inspection Committee, the Shareholder or the group of Shareholders stipulated in this clause has the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates to the Board of Directors and the Inspection Committee. Where the number of candidates nominated by the Shareholder or the 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 Management, the Inspection Committee and other Shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares undertaken to be subscribed.
2. Not to withdraw the ordinary share capital contributed from the Corporation in any form, except where shares are redeemed by the Corporation or acquired by other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and any person with related interests in the Corporation must be jointly liable for debts and other property obligations of the Corporation to the extent of the value of shares withdrawn and any damage occurring.
3. To comply with the Corporation's Charter and the Internal Regulations on Corporate Governance.
4. To observe resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To preserve the confidentiality of information provided by the Corporation in accordance with the Corporation's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; strictly prohibit the distribution or copying or sending of the information provided by the Corporation to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise the voting right as follows:
 - a) To attend and vote in person at the meeting;
 - b) To authorize another individual or organizations to attend and vote at the meeting;
 - c) To attend and vote in the online meeting; cast electronic votes or in other electronic forms;
 - d) To attend and vote via an online conference, or to send an electronic vote or to vote by some other electronic means;
 - e) Send votes using other means as prescribed in the Corporation's Charter.
7. To bear personal responsibility when committing any of the following performs in the name of the Corporation:
 - a) Violating the law;
 - b) Conducting business and other transactions for the personal benefit of the Shareholder or the benefit of other organizations and individuals;
 - c) Premature payment of debts where the Corporation is in financial risks.

8. To complete other obligations in accordance with applicable law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making authority of the Corporation. The General Meeting of Shareholders shall convene an annual meeting once per year and within a time-limit of four (04) months after the end of the fiscal year. Unless otherwise decided by the Board of Directors decides to extend the time-limit for the annual General Meeting of Shareholders, where necessary, but not exceeding six (06) months from the end of the fiscal year. Extraordinary General Meeting of Shareholders may be held besides the annual General Meeting of Shareholders. The location of the meetings of General Meeting of Shareholders shall be determined as the location where the chairman of the meeting attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and choose an appropriate venue. The Annual General Meeting of Shareholders decides on the matter in accordance with the law and the Corporation's Charter, especially approving the audited annual financial statement. In case the audited annual financial statement of the Corporation any major reservations, the auditor's opinion, which is contrary to or disapproves, the Corporation shall invite the representative of the accredited auditing organization auditing the Corporation's financial statement to attend the annual General Meeting of Shareholders. The invited representative of the audit organization has responsibility for attending the annual General Meeting of Shareholders of the Corporation.
3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors considers that it is necessary to do so in the interests of the Corporation;
 - b) The number of remaining members of the Board of Directors or the Inspection Committee is less than the minimum number of members as prescribed by law;
 - c) At the request of shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Charter; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and be signed by all related shareholders or all related shareholders and such request may be made in multiple copies and signatures of all the related Shareholders then collated.
 - d) At the request of the Inspection Committee;
 - e) Other cases as prescribed by law and this Charter.
4. Convening the extraordinary General Meeting of Shareholders
 - a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within a time-limit of 30 days from the date on which the number of remaining members of the Board of Directors or members of the Inspection Committee as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;
 - b) Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Inspection Committee shall replace the Board of Directors to convene the General Meeting of Shareholders

as prescribed in Clause 3, Article 140 of the Law on Enterprises;

- c) Where the Inspection Committee fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the representative of the Corporation to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;

In this case, the Shareholder or group of Shareholders convening the General Meeting of Shareholders may request the business registration office to supervise the sequence and procedures for convening and conducting the meeting and making decisions by the General Meeting of Shareholders. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Corporation. Such expenses shall not include expenses spent by the Shareholders for attending the General Meeting of Shareholders including travel, meals and accommodation costs.

- d) The formalities for holding a meeting of the General Meeting of Shareholders in accordance with Clause 5, Article 140 of the Law on Enterprises and the provisions of the Charter.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
 - a) To approve the Corporation's development orientations;
 - b) To decide on the classes of shares and the total number of shares of each class which may be offered for sale; deciding on the annual dividend rate of each type of shares;
 - c) To elect, dismiss and discharge members of the Board of Directors and members of the Inspection Committee;
 - d) To make investment decisions or decisions on sale of assets of the Corporation with a value equal to or more than 35% or more per cent of the value of the total assets recorded in the Corporation's latest financial statements of the Corporation;
 - e) To decide to amend and supplement the Corporation's Charter;
 - f) To approve audited annual financial statements;
 - g) To make decisions on the repurchase of over 10% of issued shares of each type;
 - h) To inspect and dealing with violations by members of the Board of Directors and the Inspection Committee who cause loss and damage to the Corporation and its shareholders;
 - i) To make decisions on the reorganization and dissolution of the Corporation;
 - j) To make decisions on the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Inspection Committee;
 - k) To approve the Internal Regulations on Corporate Governance, Operation Regulations of the Board of Directors and the Inspection Committee;
 - l) To approve the list of accredited audit organizations; to decide on accredited audit organizations to audit the Corporation's operation; dismissing accredited auditors if necessary.
 - m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following issues:
 - a) The Corporation's annual business plan;
 - b) The audited annual financial statements;
 - c) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors;
 - d) Report of the Inspection Committee on the Corporation's business performance, performance of the Board of Directors, the General Director;
 - e) Report on self-assessment of operational results of the Inspection Committee and of members of the Inspection Committee;
 - f) Amount of dividend payable on each class of share;
 - g) Number of members of the Board of Directors and the Inspection Committee;
 - h) Election, dismissal, and removal of members of the Board of Directors and the Inspection Committee;
 - i) Decisions on the budget or total remunerations, bonuses and other benefits for the Board of Directors and the Inspection Committee;
 - j) Approval of the list of accredited audit companies; to decide the accredited audit company to conduct an audit of the Corporation's operations when deemed necessary;
 - k) Supplement and amend the Corporation's Charter;
 - l) Class of shares and number of newly issued shares for each class of shares and the assignment of shares by founding members within the first 03 years from the Date of Establishment;
 - m) Division, separation, consolidation, merger or conversion of the Corporation;
 - n) Reorganization and dissolution (liquidation) of the Corporation and appointment of a liquidator;
 - o) An investment decision or a decision on sale of assets valued at 35% or more per cent of the total value of assets recorded in the Corporation's latest financial statement;
 - p) A decision on redemption of more than ten (10) per cent of the total number of shares of each class already sold;
 - q) The Corporation enters into contracts and transactions with the subjects as prescribed in Clause 1, Article 167 of the Law on Enterprises with a value of 35% of the Corporation's total value of assets recorded in the Corporation's latest financial statement;
 - r) Approval of transactions stipulated in Clause 4 Article 293 Decree No. 155/2020/ND-CP of the Government dated December 31, 2020 providing detailed implementation of several articles of Law on Securities ;
 - s) Approval of the Internal Regulations on Corporate Governance, Operation Regulations of Board of Directors and Inspection Committee;

- t) Other issues as prescribed by law and the Charter.
- 3. The Annual General Meeting of Shareholders discusses and approves the following issues:
 - a) The Corporation's annual business plan;
 - b) Annual financial statements;
 - c) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors ;
 - d) Report of the Inspection Committee regarding business results of the Company, and operational results of the Board of Directors and the Director or General Director;
 - e) Report on self-assessment of operational results of the Inspection Committee and of members of the Inspection Committee;
 - f) Amount of dividend payable on each class of share;
 - g) Other matters within the authority.
- 4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend meetings of the General Meeting of Shareholders

- 1. A shareholder, an authorized representative of organizational shareholders, may directly attend or authorize another individual or organization to attend the General Meeting of Shareholders or use other methods as prescribed in Clause 3 Article 144 of Law on Enterprises.
- 2. The authorization for a representative to attend the General Meeting of Shareholders shall be made in writing according to the Corporation's form, including the following contents: the name of the authorizing shareholder [principal], the name of the authorized organization [attorney] or individual, the number of shares subject to the authorization, the contents of authorization, the scope of authorization, the term of authorization, and the signatures of the principal and the attorney, seal (if the authorizing party or the authorized party is an organization with a seal)

The person who is authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original power of attorney of the shareholder, the authorized representative of the organizational shareholder (if not previously registered with the Corporation)

- 3. The voting ballot of the person authorized to attend a meeting within the scope of authorization remains effective upon the occurrence of any one of the following cases, excluding the cases where:
 - a) The authorizing person is dead, has a limitation on civil act capacity, or has lost civil act capacity;
 - b) The authorizing person rescinds the appointment of authorization;
 - c) The authorizing person rescinds the authority of the person carrying out the authorization.

In case the Corporation receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened, the provisions of this Article will not apply.

Article 17. Change of rights

1. The change or cancellation of any special right attached to a class of preference shares takes effect when approved by shareholders representing at least 65% of the total number of voting rights of all shareholders attending the meeting. A resolution of General Meeting of Shareholders on any item which adversely changes rights and obligations of shareholders holding preference shares is only passed if it is agreed by the number of attending preference shareholders of the same class owning 75% or more of the total number of preference shares of such class or if it is agreed by preference shareholders of the same class owning 75% or more per cent of the total number of preference shares of such class where such resolution is passed by way of collection of written opinions.
2. The organization of a meeting of shareholders holding one class of preference shares to approve the above change of rights is valid only where at least 02 shareholders (or their authorized representatives) are present and hold at least 1/3 of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting is re organized within the next 30 days and the persons holding shares of such class (irrespective of the number of attendees and the number of shares) who are present in person or via their authorized representatives are deemed to constitute the number of attendees as required. At the meeting of the shareholders holding preference shares as mentioned above, the persons holding shares of such class who are present in person or via their representatives may request a secret ballot. Each share of the same class has equal voting rights at the meeting mentioned above.
3. The procedures for conducting such separate meetings are implemented in the same manner as stipulated in Articles 19, 20, and 21 of the Charter.
4. Unless otherwise stipulated in the terms of issue of shares, special rights attached to various classes of shares with preference rights regarding some or all matters relating to the distribution of profit or assets of the Corporation are not changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, agenda and notices of the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3 Article 14 of the Charter.
2. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
 - a) To prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders of the Corporation. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no more than ten (10) days before the date of sending the invitation letter to the General Meeting of Shareholders. The Corporation shall disclose information about the preparation of such list at least twenty (20) days prior to the last registration date.
 - b) To prepare the meeting agenda and contents;
 - c) To prepare meeting documents;
 - d) To draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
 - e) To determine the time and place of the general meeting;

- f) To inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders who are eligible to attend the General Meeting of Shareholders;
 - g) Performing other tasks related to the general meeting.
3. The notice of invitation to a meeting of the General Meeting of Shareholders is sent to all shareholders by a method guaranteed to reach their contact addresses, and at the same time published on the websites of the Corporation, of the State Securities Commission and of the Stock Exchange where the Corporation's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send such a notice to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days prior to the date of opening of the meeting (calculated from the date on which the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and data relating to the matters to be voted on at the meeting are sent to the shareholders and/or published on the website of the Corporation. If no data is attached to the notice of the meeting of the General Meeting of Shareholders, then the notice of invitation to the meeting must clearly state the link to all data for the meeting in order to enable the shareholders to access such data to comprises:
- a) The meeting agenda and documents which will be used at the meeting;
 - b) The list and detailed information about candidates in case of election of members of the Board of Directors, members of the Inspection Committee (if any);
 - c) Voting ballot;
 - d) Draft resolution for each issue in the meeting agenda.
4. A shareholder or group of shareholders as prescribed in Clause 2 Article 12 of the Charter has the right to propose any matter to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Corporation at least three (03) working days before the date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; number and type of shares held by such shareholder, and the matter proposed to be included in the agenda.
5. The convenor of the General Meeting of Shareholders has the right to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
- a) The proposal sent does not comply with Clause 4 of this Article;
 - b) At the time of the proposal, a shareholder or a group of shareholders did not hold at least 5% of the total original shares as stipulated in Clause 2 Article 12 of this Charter;
 - c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders for decision;
 - d) Other cases as prescribed by law and the Charter.
6. The convenor of the General Meeting of Shareholders shall accept and include the proposed issues mentioned in Clause 4 of this Article to the proposed agenda and contents of the meeting, except the cases stipulated in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be held when shareholders attending the meeting represent more than 50% of the total number of voting ballot;
2. If the first meeting does not satisfy the condition to be conducted as stipulated in clause 1 of this article, the notice of invitation to the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders is conducted when the attending shareholders represent thirty- three percent (33%) of the total voting ballots of the Corporation.
3. Where the second meeting does not satisfy the condition to be conducted as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days intended date of the second meeting. The third meeting of the General Meeting of Shareholders is conducted irrespective of the total number of votes of attending shareholders.

Article 20. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Corporation must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered in the following sequence:
 - a) When registering shareholders, the Corporation issues to each shareholder or authorized representative with voting rights a voting card which specifies a registration number, full name of the shareholder, name of the authorized representative and the number of votes of the shareholder. The General Meeting of Shareholders discusses and vote on each issue on the agenda. Voting is conducted by agree, disagree, and no opinion. At the General Meeting of Shareholders, the voting cards that agree with the resolution are collected first, then the voting cards that do not agree, and finally the total number of votes that agree or do not agree is counted to make a decision. The vote-counting results are announced by the Chairman immediately prior to the closing of the meeting. The General Meeting of Shareholders elects people responsible for vote counting or supervising the vote counting on the proposal of the Chairman. The number of members of the vote-counting committee is decided by the General Meeting of Shareholders on the proposal of the Chairman of the meeting.
 - b) Authorized representatives of shareholders who are organizations or authorized persons who arrive after the opening of the meeting still have the right to carry out the registration immediately and then have the right to attend and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting in order for shareholders arriving late to register, and the effectiveness of items which have been voted on remains unchanged.
2. Election of the Chairman, Secretary, and Vote Counting Committee is stipulated as follows:
 - a) The Chairman of the Board of Directors shall be the Chairman or authorize another member of the Board of Directors to be the Chairman of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as the Chairman under the majority rule. In case a Chairman of the meeting cannot be elected, the Head of the Inspection Committee shall arrange for a General Meeting of Shareholders to elect the Chairman of the meeting among the attendees, and the person with the highest number of votes shall be the Chairman of the meeting.

- b) Except for the case stipulated in Point a of this Clause, the person who signs the decision to convene the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect the Chairman of the meeting and the person with the highest number of votes shall be appointed as Chairman of the meeting;
 - c) The Chairman appoints one or more people as Secretary of the meeting;
 - d) The General Meeting of Shareholders elects one or more people to the Vote Counting Committee at the request of the Chairman of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and in detail the time applicable to each matter in the meeting agenda.
4. The Chairman is entitled to take necessary and reasonable measures to direct the meeting of the General Meeting of Shareholders in an orderly manner, correctly in accordance with the approved agenda, and so that it reflects the wishes of the majority of attendees.
- a) To arrange seating at the venue of the meeting of the General Meeting of Shareholders;
 - b) To ensure safety for persons present at the venue of the meeting;
 - c) To facilitate shareholders ' attendance (or continue attending) the meeting. The convenor of the General Meeting of Shareholders has the full right to change the above measures and apply necessary measures. Applicable measures may include the issuance of entry permits or the use of other selected forms.
5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by which agree, which do not agree, and no opinion. The vote-counting results are announced by the chairman immediately prior to the closing of the meeting.
6. Any shareholder or person authorized to attend a meeting who arrives after the opening of the meeting may still register and has the right to participate in voting immediately after registration; in such case, the effectiveness of items which have been voted on remains unchanged.
7. The convenor or the chairperson of a meeting of the General Meeting of Shareholders has the following rights:
- a) To require all persons attending the meeting to undergo a security check or be subject to other lawful and reasonable security measures;
 - b) To request a competent agency to maintain order during the meeting; to expel from the meeting of the General Meeting of Shareholders any person who fails to comply with the right of the chairperson to direct the meeting, who intentionally disrupts order or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check;
8. The Chairman is entitled has the right to adjourn the meeting of the General Meeting of Shareholders for which sufficient attendees have registered for a period of no more than three (3) working days from the proposed date of opening of the meeting and may only adjourn the meeting or change the location of the meeting in the following cases:
- a) The meeting venue does not have adequate convenient seats for all attendees;
 - b) The communication means at the location of the meeting are unable to ensure participation, discussion and voting by the attending shareholders;

- c) There is an attendee who obstructs the meeting or disrupts order, and there is a danger that the meeting might not be conducted fairly and lawfully.
- 9. In case the Chairman adjourns or suspends a meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders elects another person from the attendees to replace the Chairman to conduct the meeting until its completion; all resolutions passed at that meeting shall be effective.
- 10. Where applies a modern technology to hold the General Meeting of Shareholders via online meeting, the Company is responsible to ensure that the attending shareholders attend and vote in the form of electronic voting or in other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating several articles of Law on Securities.

Article 21. Conditions for approving of resolutions of the General Meeting of Shareholders

- 1. Resolutions on the following issues shall be approved if approved by a number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
 - a) Classes of shares and total number of shares of each class;
 - b) Change of business lines and sectors;
 - c) Change of the Corporation's organizational and managerial structure;
 - d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Corporation's latest financial statements;
 - e) Re-organization, dissolution of the Corporation.
- 2. Resolutions shall be passed when it is agreed by shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases as prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
- 3. The election of members of the Board of Directors and Inspection Committee is implemented in accordance with Clause 3, Article 148 of the Law on Enterprises.
- 4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are lawful and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Corporation's Charter.

Article 22. Authority and procedures for the collection of shareholders' written opinions in order to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to pass a resolution of the General Meeting of Shareholders are implemented in accordance with the following provisions:

- 1. The Board of Directors is entitled to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders given necessary for the Corporation's interests, except for the cases as prescribed in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare and send a written opinion form, a draft of resolutions of the General Meeting of Shareholders, documents explaining the draft of resolutions to all shareholders with voting rights at least 10 days prior to the deadline for receiving written opinion forms in accordance with Clause 3 Article 18 of the Charter.
3. The written opinion form shall contain the following main contents:
 - a) Name, head office address, enterprise code of the Corporation;
 - b) Purposes of collecting written opinions;
 - c) Full name, contact address, nationality, identity card numbers of individual shareholders; names, enterprise code numbers or numbers of legal documents and head office addresses of organizational shareholders; or full name, contact address, nationality, identity card numbers of the representatives of organizational shareholders; the number of shares of each class and the number of votes of shareholders;
 - d) Matters on which it is necessary to obtain opinions in order to pass a decision;
 - e) Voting options comprising agreement, non-agreement and no opinion with respect to each matter on which it is necessary to obtain opinions;
 - f) Time-limit within which the completed written opinion form must be returned to the Corporation;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed written opinion forms to the Corporation by mail, fax, or email as follows:
 - a) In case of sending by mail, the completed written opinion form must bear the signature of the shareholder being an individual, or of the authorized representative or of the legal representative of the shareholder being an organization. The written opinion form which is returned to the Corporation must be enclosed in a sealed envelope and may not be opened by any person prior to vote counting;
 - b) If sent by fax or email, the written opinion form which is sent to the Corporation must be kept confidential until the time of vote-counting;
 - c) Any written opinion form which is returned to the Corporation after the expiry of the time-limit stated in the written opinion form or which has been opened in the case of sending by mail or disclosed in the case of sending by fax or email is invalid. Written opinion forms that are not returned are deemed to be forms not participating in the vote.
5. The Board of Directors conducts the votes-counting and prepares the vote-counting minute in the presence of the Inspection Committee or shareholders not holding managerial positions in the Corporation. The vote-counting minute shall contain the following main contents:
 - a) The Corporation's name, head office address, enterprise code number;
 - b) Purposes of collecting written opinions and the issues needed to obtain opinions in order to approve the resolutions;
 - c) Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;

- d) Total number of votes agree, disagree and no opinion on each issue;
- e) Matters which have been passed and the corresponding percentage of votes for passing;
- f) Full name and signature of the Chairman of the Board of Directors, the person counting votes, and the person supervising vote counting.

The members of the Board of Directors, the persons who counted votes and the persons who supervised the vote-counting are jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and are jointly liable for any loss arising from a decision which is passed due to an untruthful or inaccurate counting of votes.

- 6. The vote-counting minutes and resolutions sent to shareholders may be replaced by publishing those documents on the Corporation's website within 24 hours from the completion of vote counting.
- 7. The completed written opinion forms, the vote-counting minute, the resolutions that are passed and the related documents enclosed with the written opinion forms must be archived at the Corporation's head office.
- 8. The resolutions passed by the form of collecting written opinion of shareholders must be approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and have the same validity as those passed at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders

- 1. Meetings of the General Meeting of Shareholders must be minuted and may be sound recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and contain the following main details:
 - a) The Corporation's name, head office address, and enterprise code number;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Agenda and contents of the meeting;
 - d) Full names of the Chairman and secretaries of the meeting;
 - e) Summary of the meeting proceedings and opinions stated in the General Meeting of Shareholders on each matter in the meeting agenda;
 - f) The number of shareholders and total number of votes of attending shareholders; the appendix as a list of shareholders registering for the meeting and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, agreed, disagreed, and no opinion votes; corresponding percentage of total votes of shareholders attending the meeting;
 - h) Matters approved and corresponding threshold of approved votes;
 - i) Full name and signature of the Chairman and Secretary. In case the Chairman and Secretary refuse to sign the meeting minutes, the minutes shall take effect if the minutes are signed by all other attending members of the Board of Management and contain all the contents stipulated in this clause. The minutes of the meeting specify the refusal to sign the minutes of the meeting by

the Chairman and Secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The Chairman and Secretary of the meeting or other persons signing the minutes of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and foreign languages (if any) are of equal legal validity. In case of differences in the content of the minutes in Vietnamese and foreign languages, the content in the Vietnamese minutes shall prevail.
4. The resolutions, minutes of the General Meeting of Shareholders, appendix as a list of shareholders registering for the meeting with their signatures, power of attorney for attending the meeting, all documents enclosed to the minutes (if any) and relevant documents enclosed to the meeting invitation shall be disclosed in accordance with regulations on information disclosure on the securities market and archived at the Corporation's head office.

Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the Resolutions or Meeting of Minutes of the General Meeting of Shareholders or the minutes of vote counting of collecting written opinion of shareholders, a shareholder or a group of shareholders stipulated in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitrator to consider and cancel all or part of the resolutions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or obtaining written opinions of shareholders and decision-making of the General Meeting of Shareholders egregiously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The contents of the Resolution violate the law or the Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy of Members of the Board of Directors

1. If the candidates for the Board of Directors have been identified, the Corporation shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on its website in order for shareholders to seek information about such candidates before voting. Board of Directors must undertake in writing that the announced personal information is truthful and accurate, and must undertake to implement their duties honestly, prudently, and in the best interests of the Corporation if they are elected to be members of the Board of Directors. The announced information relating to candidates for the Board of Directors comprises:
 - a) Full name and date of birth;
 - b) Professional qualifications;
 - c) Work experience;
 - d) Other managerial positions (including positions in the Board of Directors of other companies;
 - e) Interests relevant to the Corporation and the Corporation's related parties;

- f) Other information (if any) as stipulated in the Company Charter;
 - g) The Corporation must be responsible for disclosing information about the companies in which the candidate holds the position of member of the Board of Directors, other managerial positions, and the interests related to the Corporation of the candidate for the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total original shares of the Corporation have the right to nominate candidates for BOM, specifically:
- a) A Shareholder or group of Shareholders owning from 10% to below 20% of the total outstanding original shares of the Corporation has the right to nominate a maximum of one (01) candidate;
 - b) A Shareholder or group of Shareholders owning from 20% to below 30% of the total outstanding original shares of the Corporation has the right to nominate a maximum of two (02) candidates;
 - c) A Shareholder or group of Shareholders owning from 30% to below 40% of the total outstanding original shares of the Corporation has the right to nominate a maximum of three (03) candidates;
 - d) A Shareholder or group of Shareholders owning from 40% to below 50% of the total outstanding original shares of the Corporation has the right to nominate a maximum of four (04) candidates;
 - e) A Shareholder or group of Shareholders owning from 50% to below 60% of the total outstanding original shares of the Corporation has the right to nominate a maximum of five (05) candidates;
 - f) A Shareholder or group of Shareholders owning from 60% to below 70% of the total outstanding original shares of the Corporation has the right to nominate a maximum of six (06) candidates;
 - g) A Shareholder or group of Shareholders owning from 70% to below 80% of the total outstanding original shares of the Corporation has the right to nominate a maximum of seven (07) candidates;
 - h) A Shareholder or group of Shareholders owning from 80% to below 90% of the total outstanding original shares of the Corporation has the right to nominate a maximum of eight (08) candidates;
 - i) A Shareholder or group of Shareholders owning 90% or more of the total outstanding original shares of the Corporation has the right to nominate a maximum of nine (09) candidates or all candidates if the Board of Directors has more than nine (09) members.
3. If the number of candidates nominated by the Board of Directors is insufficient as required in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or hold a nomination in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance and the Operating regulations of the Board of Directors. The nomination of candidates to the Board of Directors by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes for members of the Board of Directors in accordance with the law.

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

1. The number of members of the Board of Directors shall be at least 03 and at most 11. The specific number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders from time to time.
2. The term of a member of the Board of Directors does not exceed five (05) years and may be re-elected for an unlimited number of terms. One individual may only be elected to an independent member of Board of Directors of a Corporation for no more than 02 consecutive terms. In case the terms of all members of the Board of Directors end at the same time, those members shall

still be members of the Board of Directors until new members are elected to replace them and take over the work of the Board of Directors.

3. Composition of the Board of Directors
 - a) The composition of the Board of Directors of the Corporation shall ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members.
 - b) The total number of independent members of the Board of Directors shall satisfy the following requirements:
 - i) There is at least one (1) independent member if the Corporation's Board of Directors has three (3) to five (5) members;
 - ii) There are at least two (2) independent members if the Corporation's Board of Directors has six (6) to eight (8) members;
 - iii) There are at least three (3) independent members if the Corporation's Board of Directors has nine (9) to eleven (11) members.
4. The status as a member of the Board of Directors is terminated where such a member is dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with the law on disclosure of information on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Corporation..

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Corporation and has the full authority on behalf of the Corporation to make decisions and exercise rights and obligations of the Corporation, except for the rights and obligations of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Corporation's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) To make decisions on strategies, medium-term developmental plans and annual business plans of the Corporation;
 - b) To propose classes of shares and the total number of shares of each class which may be offered;
 - c) To make decisions on selling unsold shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional funds in other forms;
 - d) To make decisions on the selling price of shares and bonds of the Corporation;
 - e) To make decisions on redemption of shares in accordance with in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) To make decisions on investment plans and investment projects within the authority and limits stipulated by law;
 - g) To make decisions on solutions for market development, marketing and technology;

- h) To approve the contracts for purchase, sale, borrowing, lending and other contracts and transactions with the value at 35% or more of the total value of the assets recorded in the Corporation's latest financial statement, contracts and transactions within the authority of the General Meeting of Shareholders in accordance with Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of Law on Enterprises;
 - i) To elect, remove or discharge of the Chairman of the Board of Directors; appointing, dismissing, signing and terminating contract with the General Director and other key managers as stipulated in the Corporation's Charter; ; to make decisions on salaries, remunerations, bonuses and other benefits of these managers; appointing authorized representatives to the Board of Directors or attend General Meeting of Shareholders of other companies, deciding the remunerations and other benefits of the authorized representatives;
 - j) To supervise and direct the day-to-day business management of the General Director and other managers;
 - k) To make decisions on the organizational structure, internal management regulations of the Corporation, deciding to establish subsidiaries, branches, representative offices, capital contributions, and purchase of shares of other enterprises;
 - l) To approve the agenda and documents for the meetings of the General Meeting of Shareholders; convening the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass its resolutions;
 - m) To submit the audited annual financial statements to the General Meeting of Shareholders;
 - n) To propose the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations;
 - o) To propose reorganization or dissolution of the Corporation; request bankruptcy of the Corporation;
 - p) To decide to issue the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Corporation's Information Disclosure Regulations;
 - q) Business matters or transactions that the Board of Directors finds necessary to have approval within the scope of its rights and responsibilities;
 - r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Corporation's Charter.
3. The Board of Directors shall submit the reports on its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating a number of Articles of the Law on Securities.

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

1. The Corporation is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to receive remuneration and bonuses. Remunerations are calculated based on the number of working days required to fulfil the duties of the members of the Board of Directors and the daily rate of remuneration. The Board of

Directors estimates the level of remuneration for each member on the principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meetings.

3. The remuneration of each member of the Board of Directors is included in the business expenses of the Corporation in accordance with the law on corporate income tax, and is presented as a separate item in the annual financial statements of the Corporation and must be reported to the General Meeting of Shareholders at its annual meetings.
4. Members of the Board of Directors who are holding the executive positions or are members of subcommittees of the Board of Directors or performing duties outside the scope of normal duties of a member 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 are entitled to be paid all expense for travel, accommodation and other reasonable expenses incurred during performing of their duties as members of Board of Directors, including the expenses incurred in attending the General Meeting of Shareholders, the meeting of the Board of Directors or its subcommittees.
6. The Corporation may buy liability insurance for members of the Board of Directors after receiving the approval of the General Meeting of Shareholders. This insurance does not cover the responsibility of members of the Board of Directors relevant to their violations against the law and the Corporation's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, removed, or discharged by the Board of Directors from among members of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently act as General Director.
3. Rights and obligations of the Chairman of the Board of Directors as follows:
 - a) To prepare working plans and programs of the Board of Directors;
 - b) To prepare the agenda, contents, and documents for the meetings; convening and preside over the meetings of the Board of Directors;
 - c) To organize approval of resolutions and decisions of the Board of Directors;
 - d) To supervise the process of implementation of the resolutions and decisions of the Board of Directors
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.
4. In case the Chairman of the Board of Directors submits his/her resignation letter or is dismissed or discharged, the Board of Directors shall elect a new Chairman within 10 days from the date of receiving his/her resignation letter or the date when he/she is dismissed or discharged.
5. Where the Chairman of the Board of Directors is absent or is unable to perform his or her duties, he/she shall authorize another member of the Board of Directors in writing to perform the rights

and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is dead, goes missing, is temporarily detained in prison, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, , absconds from his or her place of residence, has his or her capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioural control, or is prohibited by a court from assuming a certain position or practising or doing certain work then the remaining members shall select one of them to hold the position of the Chairman of the Board of Directors on the principle of agreement by the majority of the remaining members until there is a new decision of the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within seven (07) working days from the date of completing the election of the Board of Directors. Such meeting is convened and chaired by the members with the highest number of votes. In case there is more than one (01) member with the same highest number of votes, the members shall elect one (01) person to convene the meeting of the Board of Directors under the majority rule.
2. The Board of Directors shall have at least 01 meeting per quarter and may have extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) Upon request of the Inspection Committee or an independent member of the Board of Directors;
 - b) Upon request of the General Director or upon request of at least 05 other managers;
 - c) Upon request of at least 02 members of the Board of Directors;
4. The requests prescribed in Clause 3 of this Article must be in writing and must specify the objectives and matters that require to be discussed, and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request specified in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage caused to the Corporation; the person making the request is entitled to convene the meeting of the Board of Directors instead of the Chairman of the Board of Directors.
6. The Chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send a notice of the meeting at least three (03) working days prior to the meeting date. The notice of the meeting must specify the time and location of the meeting, the agenda, and issues to be discussed and decided. The notice of invitation must specify the time and location of the meeting, the agenda and matters to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting ballots for the members.

The notice of invitations to the meeting of the Board of Directors may be sent in the form of a letter of invitation, or by telephone, fax, electronic means or other method stipulated in the Corporation's Charter and guaranteed to reach the contact address of each member of the Board of Directors as registered with the Corporation.

In case of emergency, the Board of Directors meeting may be held immediately when all (100%) of the Board of Directors members approve and attend the meeting.

7. The Chairman of the Board of Directors or the person convening the meetings of the Board of Directors shall send the invitations and enclosed documents, which must be the same as those sent to members of the Board of Directors, to members of the Inspection Committee.

Members of the Inspection Committee are entitled to attend the meetings of the Board of Directors and to discuss matters, but not to vote.

8. The meeting of the Board of Directors shall be conducted when there are at least three-fourths (3/4) of the members of the Board of Directors attending the meeting. In case the number of members attending the meeting is insufficient, the second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. The second meeting shall be conducted when more than half of the members of the Board of Directors attend the meeting.
9. A member of the Board of Directors is deemed to attend and vote at the meeting when:
 - a) Such member attends and votes at the meeting in person;
 - b) Such member authorizes another person to attend and vote in accordance with the provisions of Clause 12 of this Article;
 - c) Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms;
 - d) Such a member sends his or her voting ballot to the meeting by mail, fax or email;
 - e) Such a member sends his or her voting ballot by other means.
10. Where the vote are sent to the meeting by mail, it must be in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour prior to the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.
11. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting can:
 - a) To listen to each other, members of the Board of Directors giving opinions at the meeting;
 - b) To give opinions to all other members attending simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors attending in such a meeting shall be considered “present” at that meeting. The meeting location held in accordance with this provision shall be the location where the majority of the members of the Board of Directors are present or the location where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

12. Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the Board of Directors.
13. Resolutions and decisions of the Board of Directors are passed if approved by the majority of

members attending the meeting; the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

14. Resolutions in the form of written opinions are passed based on the approval of the majority of members of the Board of Directors. In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. This resolution is as effective and valid as the resolution passed at the meeting.
15. Minutes of the Board of Directors meeting are prepared in accordance with Article 158 of the Law on Enterprises.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The Board of Management decides on the number of members of any sub-committee, which must be at least three (03) people who are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority of the subcommittee, and one of them shall be appointed as the head of the subcommittee under a decision of the Board of Directors. The operation of subcommittees shall comply with the regulations of the Board of Directors. The Subcommittee's resolution is only effective when a majority of members attend and vote for approval at the Subcommittee meeting.
2. The implementation of decisions of the Board of Directors or subcommittees shall comply with applicable law, the Corporation's Charter, and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors shall appoint at least 01 person in charge of corporate governance to support the corporate governance of the Corporation. The person in charge of corporate governance may concurrently hold the position of the Corporation's secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for the accredited audit organization auditing the Corporation's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) To advise the Board of Directors about organizing meetings of the General Meeting of Shareholders in accordance with regulations and on relevant work related to issues between the Corporation and its shareholders;
 - b) To prepare meetings of the Board of Directors, the Inspection Committee, and the General Meeting of Shareholders at the request of the Board of Directors or the Inspection Committee;
 - c) To advise about meeting procedures;
 - d) To attend all meetings;
 - e) To advise on the procedure for formulating resolutions of the Board of Directors in compliance with law;
 - f) To provide financial information, copies of minutes of the Board of Directors' meetings and other

- information to members of the Board of Directors and the Inspection Committee;
- g) To supervise and report to the Board of Directors on the Corporation's information disclosure;
 - h) To act as the contact with interested parties;
 - i) To maintain confidentiality of information in accordance with law and the Corporation's Charter;
 - j) Other rights and obligations as stipulated by the law and the Corporation's Charter.

CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the managerial apparatus

1. The managerial system of the Corporation must ensure that the managerial apparatus is liable to the Board of Directors and is subject to supervision by and direction from such Board in the day-to-day business of the Corporation.
2. The Corporation has a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors to hold. The appointment, dismissal, and removal of the people holding these positions must be passed by resolutions of the Board of Directors.

Article 34. Executives of the Corporation

1. Executives of the Corporation include the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant, and other executives as decided by the Board of Directors.
2. At the request of the General Director and with the approval of the Board of Directors, the Corporation may recruit other executives with the number and qualifications of management personnel in conformity with the structure and management rules of the Corporation as stipulated by them. Executives must diligently support the Corporation in achieving its stated objectives during its operation and organization.
3. Remuneration, salary, benefits, and other terms in the labor contract for the General Director are decided by the Board of Directors, and contracts with other executives are decided by the Board of Directors after consulting with the General Director.
4. Salaries of the Executives shall be recorded as the Corporation's business costs in accordance with regulations on corporate income tax, and are shown under separate items in annual financial statements of the Corporation, and must be reported at the Annual General Meeting of Shareholders.

Article 35. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors shall appoint a member of the Board of Directors or employ another person as the General Director; Sign a contract that stipulates remuneration, salary, and other benefits;
2. The General Director is the person who manages the Corporation's day-to-day business operation in accordance with the law, the Charter of the Corporation, the labor contract signed with the Corporation, and the resolutions and decisions of the Board of Directors. In case of management, contrary to the provisions of this clause, causing damage to the Corporation, the General Director shall be responsible before the law and must compensate the Corporation for the damage.

3. The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director shall not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Corporation's Charter.
4. The General Director has the following rights and obligations:
 - a) To make decisions on matters related to the Corporation's day-to-day business operation do not fall under the authority of the Board of Directors, including signing financial and commercial contracts on behalf of the Corporation, organizing and operating the Corporation's daily business activities according to best management practices;
 - b) To organize the implementation resolutions and decisions of the Board of Directors;
 - c) To organize the implementation Corporation's business and investment plans;
 - d) To recommend organizational structure and internal regulations on management of the Corporation;
 - e) To appoint, remove and dismiss managerial positions in the Corporation, except for the positions within the authority of the Board of Directors;
 - f) To make decisions on the salaries and other benefits of the Corporation's employees, including the managers decided/appointed by the General Director;
 - g) To recruit employees;
 - h) To recommend a plan for dividend payment or dealing with business losses;
 - i) To recommend the number and business executives that the Corporation needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and propose remuneration, salary, and other benefits for business executives for the Board of Directors to decide;
 - j) On December 31 of each year, submitting to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
 - k) To prepare the Corporation's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to serve the Corporation's long-term, annual, and quarterly management activities according to the business plan. The annual budget (including the balance sheet, business performance report, and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Corporation's regulations;
 - l) Other rights and obligations as prescribed by law, this Charter, the Corporation's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Corporation.
5. The General Director is responsible to the Board of Directors, the General Meeting of Shareholders, and before the law for the performance of assigned duties and powers and must report to these levels when requested.
6. The Board of Directors may dismiss the General Director upon the consent of the majority of members of the Board of Directors who have voting rights and attend the meeting and appoint a

new General Director.

CHAPTER IX. THE INSPECTION COMMITTEE

Article 36. Candidacy and nomination of members of the Inspection Committee (Inspector)

1. Candidacy and nomination of members of the Inspection Committee shall comply with Clause 1 and Clause 2, Article 25 of the Charter.
2. If the number of Inspection Committee candidates through nomination and candidacy is not sufficient as required, the incumbent Inspection Committee may nominate additional candidates or organize nominations in accordance with the Corporation's Charter, Internal Regulations on corporate governance, and Operational Regulations of the Inspection Committee. The nomination of additional candidates by the incumbent Inspection Committee must be clearly announced before the General Meeting of Shareholders votes to elect members of the Inspection Committee in accordance with the law.

Article 37. Composition of the Inspection Committee

1. The number of members of the Corporation's Inspection Committee is at least 03 people and at most 05 people. The term of a member of the Inspection Committee shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Members of the Inspection Committee must satisfy the standards and conditions as prescribed in Article 169 of the Law on Enterprises and shall not:
 - a) Working in the accounting and finance department of the Corporation;
 - b) Being a member or employee of an independent auditing company that audits the Corporation's financial statements in the previous three (03) consecutive years.
3. A member of the Inspection Committee will be dismissed in the following cases:
 - a) No longer satisfying the criteria and conditions to be a member of the Inspection Committee specified in Clause 2 of this Article;
 - b) On submittal of his or her resignation letter, which is accepted;
 - c) Other cases as prescribed by law and this Charter.
4. A member of the Inspection Committee shall be removed in the following cases:
 - a) Failure to complete the assigned tasks and work;
 - b) Failure to exercise his/her rights and discharge his or her obligations for 06 consecutive months, except in case of force majeure;
 - c) Committing multiple or serious violations against the duties of members of the Inspection Committee stipulated in the Law on Enterprises, the Corporation's Charter;
 - d) Other cases decided by the General Meeting of Shareholders.

Article 38. Head of the Inspection Committee

1. Head of the Inspection Committee is elected by the Inspection Committee from the members of the Inspection Committee; election, removal, and dismissal shall be on a majority principle. The

Inspection Committee must have more than half of its members permanently residing in Vietnam. The Head of the Inspection Committee must hold a university or higher degree in any one of the majors of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operation of the enterprise.

2. Rights and obligations of the Head of the Inspection Committee:
 - a) To convene meetings of the Inspection Committee;
 - b) To request the Board of Directors, the General Director, and other executives to provide relevant information in order to report to the Inspection Committee;
 - c) To prepare and sign reports of the Inspection Committee to submit to the General Meeting of Shareholders after consulting with the Board of Directors.

Article 39. Rights and obligations of the Inspection Committee

The Inspection Committee has the rights and obligations in accordance with Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose the list of accredited audit organizations auditing the Corporation's financial statements to the General Meeting of Shareholders for approval; choosing the accredited audit organization auditing the Corporation's operation; and dismissing accredited auditors if necessary.
2. To be liable before the shareholders for its supervisory activities.
3. To supervise the Corporation's financial status, regulatory compliance of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. On discovery violations against laws or the Corporation's Charter committed by members of the Board of Directors, General Director or other managers of the Corporation, the Inspection Committee must provide a written report to the Board of Directors within 48 hours after the discovery of violations and demand the offender terminate such breach and implement solutions to remedy the consequences.
6. To formulate the Operating Regulations of the Inspection Committee and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, elaborating several Articles of the Law on Securities.
8. To be entitled to access the Corporation's files and documents archived at its head office, branches, and other places; enter the workplaces of the Corporation's managers and employees during working hours.
9. To be entitled to request that the Board of Directors, members of the Board of Directors, the General Director, and other managers provide information and documents relating to the management, administration and business operations of the Corporation on a full, accurate and timely basis.

10. Other rights and obligations as prescribed by law and the Charter.

Article 40. Meetings of the Inspection Committee

1. The Inspection Committee must hold at least 02 meetings per year, and at least two-thirds (2/3) of its members must attend a meeting. The minutes of meetings of the Inspection Committee shall be made in detail and clearly. The person recording the minutes and the members of the Inspection Committee attending a meeting must sign the minutes of the meeting. Minutes of meetings of the Inspection Committee must be stored to determine the responsibility of each member of the Inspection Committee.
2. The Inspection Committee is entitled to request members of the Board of Directors, the General Director, and representatives of the accredited audit organization to attend its meetings and clarify the raised issues.

Article 41. Salaries, remunerations, bonuses, and other benefits of members of the Inspection Committee

1. Salaries, remuneration, bonuses, and other benefits of members of the Inspection Committee shall be decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall make decisions on the total amount of salaries, remuneration, bonuses and other benefits and the annual operational budget of the Inspection Committee.
2. Members of the Inspection Committee shall be reimbursed for accommodation, meal, and travel expenses and expenses for use of independent consultancy services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operational budget of the Inspection Committee already approved by the General Meeting of Shareholders, except where otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Inspection Committee shall be recorded as the Corporation's business costs in accordance with regulations on corporate income tax and related regulations and must be prepared in a separate item in the Corporation's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE INSPECTION COMMITTEE, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 42. Duty of care

Members of the Board of Directors, Members of the Inspection Committee, General Director and other executives are responsible for performing their duties, including duties as members of Subcommittees of the Board of Directors, honestly and carefully for the benefit of the Corporation.

Article 43. Responsibility for honesty and avoiding conflicts of interest

1. Members of the Board of Directors, members of the Inspection Committee, the General Director, and executives must publicly disclose their relevant interests in accordance with the Law on Enterprises and relevant legal instruments.
2. Members of the Board of Directors, members of the Inspection Committee, the General Director,

other managers, and their Related Persons may use information obtained by virtue of their position for the interests of the Corporation only.

3. Members of the Board of Directors, members of the Inspection Committee, the General Director, and other managers are obliged to notify the Board of Directors and the Inspection Committee in writing of transactions between the Corporation, subsidiaries, or other companies in which the Corporation controls fifty (50) or more per cent of the Charter Capital and themselves, or their Related Persons in accordance with law. Regarding the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Management, the Corporation must disclose information on such resolutions in accordance with the law on securities concerning information disclosure.
4. A member of the Board of Directors may not vote on transactions which bring about interests to such member or his or her Related Persons in accordance with the Law on Enterprises and Corporations' Charter.
5. Members of the Board of Directors, members of the Inspection Committee, the General Director, other managers, and related persons of these subjects shall not use or disclose to others internal information to implement related transactions.
6. A transaction between the Corporation and one or more members of the Board of Directors, members of the Inspection Committee, the General Director, another executive, and individuals and organizations related to them shall not be invalid in the following cases:
 - a) With respect to a transaction with a value of 35% or less of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of such member of the Board of Directors, member of the Inspection Committee, the General Director or another executive have been reported to the Board of Directors and approved by the Board of Directors with a majority of agreed votes of members of the Board of Directors who do not have any related interest;
 - b) With respect to a transaction with a value of more than 35% or a transaction leading to the value of transactions arising within twelve (12) months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the most recent financial statements, the important contents of such transaction as well as the relationships and interests of such member of the Board of Directors, member of the Inspection Committee, the General Director or another executive have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have any related interest.

Article 44. Responsibilities for damages and compensation

1. Members of the Board of Directors, members of the Inspection Committee, the General Director, and other executives who breach their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations with diligence and professional capacity, shall be responsible for damages caused by their breach.
2. The Corporation shall pay compensation to any person who has been, is or may become a related party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Corporation) if such person was or is a member of the Board of Directors, a member of the Inspection Committee, a General Director, another executives, an employee or a representative authorized by the Corporation or such person has been or is acting at the request

of the Corporation as a member of the Board of Directors, an executive, an employee or a representative authorized by the Corporation provided that such person has acted honestly, prudently, diligently for the interests or not in conflict with interests of the Corporation, on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. Expenses being compensation shall comprise expenses incurred (including fees for hiring lawyers), judgment costs, fines, and payable amounts actually incurred or reasonably considered to be incurred in resolving these cases within the framework of the law. The Corporation may purchase insurance for these people to avoid the above compensation liabilities. The Corporation may purchase insurance for these people to prevent the above compensation liabilities.

CHAPTER XI. RIGHTS TO ACCESS THE CORPORATION'S BOOKS AND RECORDS

Article 45. Rights to access the Corporation's documents and records

1. Ordinary shareholders are entitled to look up books and records, specifically as follows:
 - a) Ordinary shareholders are entitled to review, look up, and extract information about names and addresses of shareholders from the list of shareholders with the rights to vote; request the rectification of incorrect information about themselves; review, look up, extract, or copy the Corporation's Charter, minutes and resolutions of the General Meeting of Shareholders;
 - b) A shareholder or a group of shareholders owning 05% or more of the total number of ordinary shares are entitled to review, look up, and extract the minutes, resolutions, and decisions of the Board of Directors, semiannual and annual financial statements, reports by the Inspection Committee, contracts and transactions required to be approved by the Board of Directors and other documents, except documents relevant to the Corporation's trade secrets or business secrets.
2. A request for consulting books and records made by the authorized representative of a shareholder or a group of shareholders must be accompanied by a power of attorney from the shareholder or the group of shareholders represented by such person or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Inspection Committee, General Director, and other executives are entitled to access the Corporation's shareholder register, list of shareholders, other documents, and records for the purposes relevant to their positions, provided that such information is kept confidential.
4. The Corporation must archive this Charter and any amendments to the Charter, Enterprises Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Inspection Committee, annual financial statements, accounting books and other documents as prescribed by law at the headquarter or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are archived.

5. The Charter of the Corporation must be published on the Corporation's website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and Trade Union

1. The General Director must prepare a plan in order for the Board of Management to approve matters relating to recruitment and retrenchment of employees, and salary, social insurance, welfare, rewards and discipline applicable to employees and managers.
2. The General Director must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Corporation and trade unions in accordance with best management standards, practices and policies, and the practices and policies stipulated in this Charter, the rules of the Corporation and current law.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the form of annual dividend payment from retained profits of the Corporation.
2. The Corporation shall not pay interest on dividends or on payments related to any class of shares.
3. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Management shall then be the agency implementing such a decision.
4. Where the payment of dividends or other payments relating to any one class of shares is made in cash, the Corporation must make such payment in Vietnamese dong. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Corporation makes a bank transfer based on the exact bank details provided by a shareholder, but such shareholder does not receive the money, the Corporation shall not be liable for the amount that it transferred to the shareholder. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law and Securities Law, the Board of Directors passes resolutions and decisions to determine a specific date to finalize the list of shareholders. Based on such date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares and receive notices or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with the law.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEARS, AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Corporation shall open accounts at Vietnamese banks or foreign bank branches to operate in Vietnam.
2. With the permission of competent authorities, out of necessity, the Corporation may open foreign

bank accounts in accordance with the law.

3. The Corporation conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Corporation opens accounts.

Article 49. Fiscal year

The Corporation's fiscal year starts on the first day of January every year and ends on the 31st day of December every year. The first fiscal year begins on the date of the first issuance of the Business Registration Certificate (December 1, 2006) and ends on the 31st day of December 2007.

Article 50. Accounting regimes

1. The accounting regime used by the Corporation is the corporate accounting regime or a special accounting regime issued and approved by a competent authority.
2. The Corporation's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up-to-date, systematic, and sufficient to prove and account for the Corporation's transactions.
3. The Corporation shall use Vietnamese Dong as the accounting currency. If the Corporation's transactions primarily use a foreign currency, the Corporation may use the currency as accounting currency, take legal responsibility, and send a notice to its direct tax authority.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITIES TO DISCLOSE INFORMATION

Article 51. Annual, half-year, and quarterly financial statements

1. The Corporation shall prepare annual financial statements, which must be audited in accordance with the law. The Corporation shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent authority.
2. Annual financial statements must fully contain reports, appendices, and notes in accordance with the law on corporate accounting. Annual financial statements must truthfully and objectively reflect the operational status of the Corporation.
3. The Corporation must formulate and publish semi-annual financial statements which have been reviewed and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent authority.

Article 52. Annual reports

The Corporation shall prepare and disclose annual reports in accordance with the law on securities and the securities market.

CHAPTER XVI. AUDITING THE CORPORATION

Article 53. Auditing

1. The General Meeting of Shareholders shall appoint an independent audit company or approve on a list of independent audit companies and authorize the Board of Directors to select one from the aforementioned list to audit the Corporation's financial statements of the following fiscal year under the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the annual financial statements of the Corporation.
3. Independent auditor that audits the Corporation's financial statements is entitled to participate in the General Meeting of Shareholders, entitled to receive notices and information relevant to the General Meeting of Shareholders and entitled to express opinions at the General Meeting of Shareholders on the issues relevant to the audit of the Corporation's financial statements.

CHAPTER XVII. CORPORATION'S SEAL

Article 54. The Corporation's seal

1. The seal includes a seal made at a seal engraving company or a seal in the form of a digital signature in accordance with the provisions of the law on electronic transactions.
2. The Board of Directors shall decide the types, quantity, forms, and content of the Corporation's seals, its branches' seals, and its representative offices' seals.
3. The Board of Directors and the Directors shall use and manage the seals in accordance with the current laws.

CHAPTER XVIII. DISSOLUTION OF CORPORATION

Article 55. Dissolution of the Corporation

1. The Corporation can be dissolved in the following cases:
 - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b) The Enterprise Registration Certificate is revoked unless prescribed otherwise by the Law on Tax Administration;
 - c) Other cases prescribed by law.
2. The dissolution of the Corporation shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Liquidation

1. At least 06 months before the expiry of the Corporation's operating period or after a decision on dissolution of the Corporation is issued, the Board of Directors shall establish a Liquidation Committee, which consists of 03 members, 02 of whom shall be appointed by the General Meeting of Shareholders and 01 by the Board of Directors from 01 independent audit company. The Liquidation Committee shall formulate its operating regulations. Members of the Liquidation Committee may be selected from the Corporation's employees or independent

experts. All expenses related to the liquidation shall be paid by the Corporation prior to other debts of the Corporation.

2. The liquidation committee is responsible for reporting its date of establishment and date of commencement of operation to the business registration agency. From such time, the liquidation committee represents the Corporation in all work relating to the liquidation before a court and administrative agencies.
3. Proceeds from liquidation shall be disbursed in the following priority order:
 - a) Expenses for liquidation;
 - b) Debts being salaries, retrenchment allowances, social insurance and other benefits of employees pursuant to the signed collective labour agreement and signed labour contracts;
 - c) Tax debts;
 - d) Other debts of the Corporation;
 - e) The remaining amount after paying all debts from items (a) to (d) above is distributed to shareholders. Payment of preference shares shall be given priority.

CHAPTER XIX. INTERNAL DISPUTES RESOLUTION

Article 58. Internal disputes resolution

1. If there are disputes and claims related to the Corporation's operation, rights, and obligations of shareholders as prescribed by the Corporate Law, the Corporation's Charter, other laws or agreements between:
 - a) The shareholders and the Corporation;
 - b) The shareholders and the Board of Directors, the Inspection Committee, the General Director or other executives;

The parties shall attempt to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall lead the settlement of disputes and request each party to provide information about their dispute within 15 working days from the occurrence of the dispute. Provided the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party is entitled to request the Inspection Committee to appoint an independent expert as a mediator.

2. If a decision mediating the dispute is not made within 06 weeks from the beginning of the mediation process or if the decision of the mediator is not accepted by the parties, then any party may refer such dispute to an Arbitration or a 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.

CHAPTER XX. SUPPLEMENTS OR AMENDMENTS TO THE CORPORATION'S CHARTER

Article 59. Corporation's Charter

1. Amendments and supplements to 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 Corporation 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 apply to govern the operation of the Corporation.

CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter includes 21 Chapters and 60 Articles. It was unanimously approved by the General Meeting of Shareholders of Vietnam Import-Export and Construction Joint Stock Corporation on April 21, 2025, in Hanoi, approves the effectiveness of the whole text of the Charter was jointly approved.
2. The Charter is made in ten (10) copies with the same validity and must be retained at the Corporation's headquarters.
3. This Charter is the sole and official charter of the Corporation.
4. Copies or extracts of the Corporation's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

Full name and signature of the legal representative of the Corporation./.

APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS

STT	Name of shareholder	Place of registered head office	Number of shares	Value of shares (VND)
01	Hanoi Building Commercial Joint Stock Bank- HABUBANK	B7 Giang Vo, Giang Vo Ward, Ba Dinh District, Hanoi	0	0
02	Joint Stock Commercial Bank for Investment and Development of Vietnam - BIDV	No. 191 Ba Trieu, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi	0	0
03	State Capital Investment Corporation (SCIC)	Level 23-24 Charmvit Tower, 117 Tran Duy Hung St., Cau Giay Dist., Hanoi	0	0

PROPOSAL

Ref: Dismissal and election of additional members of the Board of Directors of the Corporation for the term 2022-2027, including 01 independent member of the Board of Directors

To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the current Charter of Vinaconex Joint Stock Company;
- Based on the resignation letter from Board of Directors member Mr. Dao Ngoc Thanh and Ms. Tran Thi Thu Hong.

The Annual General Meeting of Shareholders (AGM) of Vinaconex Joint Stock Company held on April 21, 2022, elected Mr. Dao Ngoc Thanh and Ms. Tran Thi Thu Hong to the Board of Directors for the term 2022-2027, where Ms. Tran Thi Thu Hong is the independent member of the Board of Directors. During their time on the Board, Mr. Dao Ngoc Thanh and Ms. Tran Thi Thu Hong have consistently fulfilled their responsibilities and duties according to the regulations in the Company Charter, the Regulations on the organization and operation of the Board of Directors, and current legal provisions.

On July 25, 2024, Mr. Dao Ngoc Thanh submitted his resignation letter as a member of the Board of Directors and Chairman of the BOD of Vinaconex JSC. for personal reasons. Based on the Company Charter, the Board of Directors passed a resolution to approve his resignation as Chairman of the BOD, electing Mr. Nguyen Huu Toi – a member of the Board of Directors and Deputy General Director of Vinaconex JSC. to assume the position of Chairman of the BOD for the term 2022-2027. The decision regarding Mr. Dao Ngoc Thanh's resignation as a member of the Board of Directors is to be made by the AGM.

On March 31, 2025, Ms. Tran Thi Thu Hong submitted her resignation letter as the independent member of the BOD of Vinaconex JSC. for personal reasons.

Based on the resolution of the Annual General Meeting of Shareholders in 2022 regarding the structure and number of members of the Board of Directors of Vinaconex Joint Stock Company for the term 2022-2027, consisting of 05 members, including 01 independent member; based on the provisions of the Enterprise Law and the Company Charter regarding the election/dismissal of members of the Board of Directors, and based on the management requirements of the Company's operations, considering the personal aspirations of Mr. Dao Ngoc Thanh and Ms. Tran Thi Thu Hong, the Board of Directors respectfully submits the following proposals for the AGM's consideration and approval:

1. To dismiss Mr. Dao Ngoc Thanh and Ms. Tran Thi Thu Hong from the Board of Directors for the term 2022-2027 based on their personal requests.

2. To elect 02 additional members to the Board of Directors for the term 2022-2027, including 01 independent member.

The Board of Directors respectfully submits this for the AGM's consideration and approval.

Recipients:

- *As recipients;*
- *Archives: Admin Dept., Secretariats.*

**ON BEHALF OF THE BOD
CHAIRMAN**

Nguyen Huu Toi



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Hanoi, dated April 2025

ELECTION REGULATIONS

**ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS FOR THE TERM
2022 - 2027 VINACONEX JOINT STOCK CORPORATION**

=====

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and implementing documents.
- Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX) approved by the General Meeting of Shareholders on April 24, 2024.
- Pursuant to the Internal Regulations on Corporate Governance of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX) approved by the General Meeting of Shareholders on April 14, 2023.

The Annual General Meeting of Shareholders 2025 of VINACONEX Joint Stock Corporation will conduct the election of additional members of the Board of Directors for the 2022-2027 term according to the following regulations:

Article 1. Subjects of election

Shareholders or authorized representatives of shareholders owning shares with voting rights according to the list of securities owners No. V392/2025-VCG/VSDC-ĐK prepared by Vietnam Securities Depository and Clearing Corporation (VSDC) on the last registration date of March 21, 2025, will directly attend the General Meeting of Shareholders.

Article 2. Criteria and conditions for being a member of the Board of Directors (BOD)

2.1. Criteria and conditions for being a member of the Board of Directors (*Pursuant Clause 1, Article 155 of the Enterprise Law 2020 and Clause 1, Article 20 of the Corporation's Internal Regulations on Corporate Governance*):

- a. Not fall into the category of entities stipulated in Clause 2, Article 17, Law on Enterprises;
- b. Having professional expertise and experience in business management or in the sectors or business lines of the Corporation, and not necessarily being a shareholder of the Corporation;
- c. A member of the Board of Directors of the Corporation may concurrently be a member of the Board of Directors of another company but can only concurrently be a member of the Board of Directors at a maximum of 05 other companies.

2.2. Criteria and conditions for being an independent member of the Board of Directors (*Pursuant Clause 2, Article 155 of the Enterprise Law 2020 and Clause 2, Article 20 Corporation's Internal Regulations on Corporate Governance*):

- a. Not being a person currently working for the Corporation, the parent company or any subsidiary company of the Corporation; or not being a person having worked for the Corporation, the parent company or any subsidiary company of the Corporation for at least the 03 preceding years;
- b. Not being a person who is currently entitled to salary or remuneration from the Corporation, except for allowances which members of the Board of Directors are entitled to in accordance with regulations;
- c. Not being a person whose spouse, natural or adoptive parent, child, adopted child, or sibling is a major shareholder of the Corporation, or a manager of the Corporation or its subsidiary companies;
- d. Not being a person directly or indirectly owning at least 01% of the total voting shares of the Corporation;
- e. Not being a person who was a member of the Board of Directors, the Inspection Committee of the Corporation for at least five preceding years, except in the case of appointment for two (2) consecutive terms.

Article 3. Nomination of candidates for the BOD and the number of elected members

3.1. Nomination of candidates for BOD (*Clause 5, Article 115 of the Law on Enterprise 2020, Article 25 of the Corporation's Charter*)

- a. Shareholders or groups of shareholders owning 10% or more of the total outstanding common shares of the Company are entitled to nominate candidates for the Board of Directors, specifically:
 - A Shareholder or group of Shareholders owning from 10% to below 20% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of one (01) candidate;
 - A Shareholder or group of Shareholders owning from 20% to below 30% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of two (02) candidates;
 - A Shareholder or group of Shareholders owning from 30% to below 40% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of three (03) candidates;
 - A Shareholder or group of Shareholders owning from 40% to below 50% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of four (04) candidates ;
 - A Shareholder or group of Shareholders owning from 50% to below 60% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of five (05) candidates;
 - A Shareholder or group of Shareholders owning from 60% to below 70% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of six (06) candidates;
 - A Shareholder or group of Shareholders owning from 70% to below 80% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of seven (07) candidates;
 - A Shareholder or group of Shareholders owning from 80% to below 90% of the total outstanding common shares of the Corporation is entitled to nominate a maximum of eight (08) candidates.
 - Shareholders or groups of Shareholders owning 90% or more of the total voting shares of the Corporation are entitled to nominate a maximum of nine (09) candidates
- b. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on

Enterprises, the incumbent Board of Directors introduces additional candidates or organizations nominations according to the provisions of the Corporation's Charter, the Internal Regulations on Corporate Governance, Operational Regulations of Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3.2. The number of BOD elected members

Number of additional elected members of the Board of Directors:

Pursuant to Resolution No. 01/2022/NQ-DHĐCĐ dated April 21, 2022 of VINACONEX Joint Stock Corporation, the structure and number of members of the Board of Directors for the 2022-2027 term of the Corporation is 05 members (including 01 independent member of the Board of Directors).

The number of additional members of the BOD elected at the 2025 Annual General Meeting of Shareholders is: 02 people, including 01 independent member and 01 member of the BOD.

Article 4. Election Ballots and Election Ballot Recording

4.1. List of candidates for the BOD:

Arranged in alphabetical order by name, the full name is written on the election ballot.

4.2. Election Ballots and Election Ballot Recording Votes

- Shareholders or authorized representatives are given election ballots for the BOD;
- The ballots are printed uniformly, with the total number of voting ballots for the BOD along with the shareholder's attendance code;
- In case of incorrect recording, shareholders may request the Election Committee to change the election ballot;
- Shareholders elect the maximum number of BOD members approved by the General Meeting of Shareholders at the General Meeting.

Article 5. Election method

- 5.1. The election of members of the BOD is conducted by secret ballot using the cumulative election method;
- 5.2. Each shareholder has a total number of voting ballots corresponding to the total number of shares owned multiplied by the number of elected members of the BOD, and shareholders have the right to cumulate all or part of their total election ballots on one or several candidates.
- 5.3. Shareholders choose one of the following two methods to elect members of the BOD:
 - Voting by marking method: Shareholders only need to check (x) in the blank box of each candidate they elect for (In addition, shareholders can cross out the names of candidates they do not elect for). The number of voting ballots for each selected candidate is the result of dividing the total number of voting ballots of shareholders by the number of selected candidates.
 - Vote by recording the number of voting ballots for each candidate of their choice: Shareholders directly record the number of voting ballots in the blank box of the candidates they choose. The number of voting ballots for each candidate may vary depending on the credibility of the shareholder/shareholder representative for each candidate. The total number of voting ballots that shareholders vote for all elected candidates must not exceed the total number of voting ballots cast by that shareholder/shareholder representative.

Note:

- ❖ Shareholders only choose one of the two methods to elect the BOD. If a shareholder/shareholder representative simultaneously implements both above election methods and has a different number of voting ballots for any candidate between the two election methods, the shareholder/shareholder representative's election ballots is **invalid**.
- ❖ In case of valid authorization (*with power of attorney*), the authorized person (shareholder representative) has full voting/election rights.

Article 6. Cases of invalid ballots

- 6.1. The ballot does not follow the form prescribed by the Corporation and does not have the Corporation's seal.
- 6.2. The ballot is erased or contains added names outside the list of candidates approved by the General Meeting before the voting.
- 6.3. The ballot has the total number of votes that the shareholder/shareholder representative casts for all the candidates to be elected, exceeding the total number of voting ballots cast by that shareholder/shareholder representative.
- 6.4. The ballot does not have the signature of the shareholder/shareholder representative.
- 6.5. The ballot exceeds the number of members of the Board of Directors approved by the General Meeting.
- 6.6. The shareholder/shareholder representative uses both election methods and has a different number of voting ballots cast for any candidate between the two election methods.
- 6.7. The ballot does not have a stamp containing information about the shareholder.

Article 7. Election Committee, balloting, and ballot counting principles

7.1. Election Committee

- a. The Election Committee is nominated by the Presidium and approved by the General Meeting of Shareholders;
- b. The Election Committee is responsible for:
 - Instructions for shareholders on the election process and election methods;
 - Issuing ballots;
 - Conducting ballot counting;
 - Announcing election results before the General Meeting.
- c. Members of the Election Committee must not be on the list of nominees and candidates for the Board of Directors.

7.2. Balloting and ballot counting principles

- a. The Election Committee conducts ballot box inspection in the presence of shareholders;
- b. Balloting begins when the distribution of election ballots is completed and ends when the last shareholder places his election ballot in the ballot box;
- c. The vote counting must be conducted immediately after the voting ends;
- d. The vote counting results shall be recorded in writing and announced by the Head of the Election Committee to the General Meeting.

Article 8. Principles for being elected members of the BOD

- 8.1. The elected members of the Board of Directors are determined by the number of voting ballots from high to low, starting from the candidate with the highest number of voting ballots until the number of members elected at the General Meeting is sufficient.

- 8.2. In case there are 02 or more candidates receiving the same number of voting ballots for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of voting ballots.

Article 9. Preparation and publication of Vote Counting Minutes

- 9.1. After counting the ballots, the Election Committee must prepare the ballot counting minutes. The content of the ballot counting minutes includes: Total number of shareholders participating in the ballot, total number of voting ballots of shareholders participating in the ballot (according to the cumulative election method), number of valid ballots, invalid ballots; Total number of election ballots received from each candidate for the Board of Directors;
- 9.2. The full text of the ballot counting minutes must be announced before the General Meeting.

Article 10. Claims about balloting and ballot counting will be resolved by the Chairman of the meeting and recorded in the Minutes of the General Meeting of Shareholders.

This Charter consists of 10 Articles, is read publicly, and takes effect immediately after the General Meeting of Shareholders votes to approve it.

**On behalf of the GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN**

**Nguyen Huu Toi
Chairman of the Board of Directors**

APPENDIX 1
INSTRUCTION
CUMULATIVE VOTES WITH MEMBER OF THE BOARD OF DIRECTORS

Suppose that the General Meeting of Shareholders votes to approve **the number of elected members of the BOD at the General Meeting of Shareholders is 02 people**

Shareholder Nguyen Van A owns 1.000.000 shares with voting rights. At that time, the total number of rights to vote for members of the BOD of shareholder Nguyen Van A is:

$$(1.000.000 \times 2) = 2.000.000 \text{ voting ballots to elect the BOD}$$

Shareholder Nguyen Van A can accumulate votes for candidates for the BOM by one of the following two methods:

1. **The first method - Voting by marking method:** Shareholder Nguyen Van A only need to tick (x) in the corresponding box of the candidates for the BOD that he/she elects, maximum of 2 candidates (in addition, shareholder could cross out the names of candidates that he/she do not vote). Number of votes for each candidate elected by shareholder Nguyen Van A by ticking (x) is the equally divided result of the total number of voting rights of shareholder Nguyen Van A (2,000,000) divided by the number of elected candidates by shareholder Nguyen Van A
2. **The second method - Voting by the method of recording the number of voting rights for the number of candidates that wants to choose:** Shareholder Nguyen Van A records directly the number of specific voting rights in the corresponding blank box of each candidate of the BOM that he/she chooses to elect, maximum of 2 candidates. The number of voting rights for each candidate to the BOM may differ depending on the shareholder Nguyen Van A's credibility for each candidate. The total number of voting rights that shareholder Nguyen Van A elects for all candidates to the BOM is not allowed to exceed his total number of voting rights (2,000,000)



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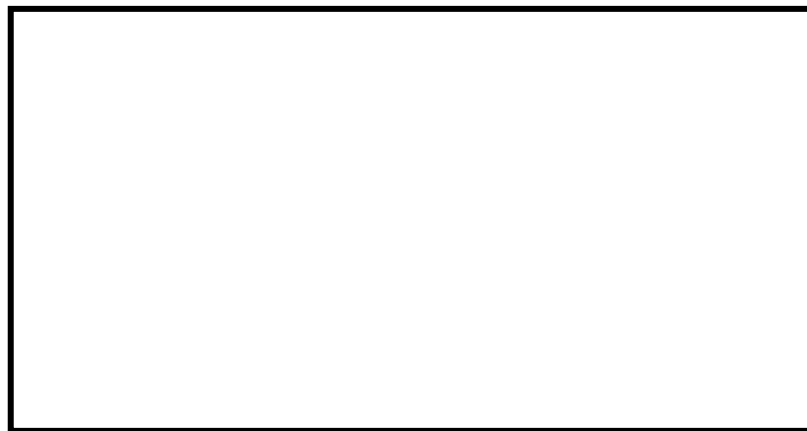
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VOTING CARD

**AT THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**



(This Voting Card is only valid at the 2025 Annual General Meeting of Shareholders on April 21, 2025.)



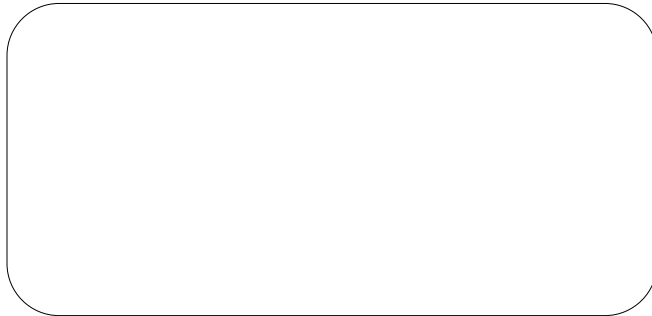
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VOTING BALLOT NO. 1

**DECISIONS AT THE 2025 ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the report on the verification of the shareholders attending the meeting.	*101*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative
(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)



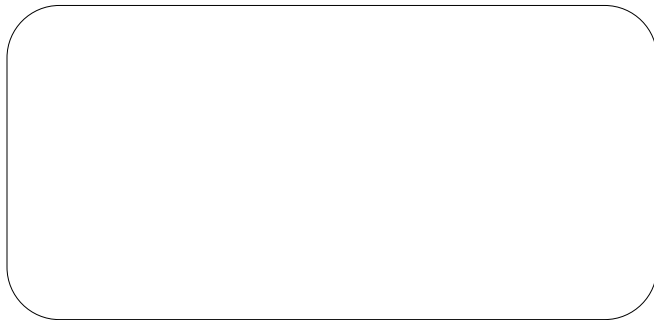
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VOTING BALLOT NO. 2

**DECISIONS AT THE 2025 ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the list of Presium	*201*			
2	Approval of the list of Secretariat	*202*			
3	Approval of the Vote-Counting Committee	*203*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative
(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)



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VOTING BALLOT NO. 3

**DECISIONS AT THE 2025 ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the Agenda of the General Meeting	*301*			
2	Approval of the Working Regulations of the General Meeting	*302*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative

(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)



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VOTING BALLOT NO. 4

DECISIONS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the production & business results in 2024 and the plan for 2025 of VINACONEX Joint Stock Corporation according to Report No. 0992/2025/BC-TGD dated March 31, 2025 of the Board of Management.	*401*			
2	Approval of the audited separate and consolidated financial statements for 2024 according to Proposal No. 0993/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.	*402*			
3	Approval of the Report of the Board of Directors on Operational Results in 2024 and directions and tasks in 2025 according to Report No. 0994/2025/BC-HĐQT dated March 31, 2025 of the Board of Directors.	*403*			
4	Approval of the Report No. 0995/2025/BC-BKS dated March 31, 2025 of the Inspection Committee of VINACONEX Joint Stock Corporation.	*404*			
5	Approval of the selection of an independent auditing company to audit and review the 2025 Financial Statements of the Corporation according to Proposal No. 0996/2025/TTr-BKS dated March 31, 2025 of the Inspection Committee.	*405*			
6	Approval of the salary and remuneration payment plan for the Board of Directors and the Inspection Committee in 2024 and the Plan for 2025 according to Proposal No. 0997/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.	*406*			
7	Approval of the plan for after-tax profit distribution of the Corporation for the fiscal year 2024 according to Proposal No. 0998/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.	*407*			
8	Approval of the plan to increase charter capital from issuing shares to pay dividends for 2024, according to Proposal No. 0999/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.	*408*			
9	Approval of the policy to conduct transactions between VINACONEX Corporation and its subsidiaries and affiliates within the same economic group/VINACONEX group in 2025, according to the Proposal No. 1000/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.	*409*			
10	Approval of change of the business lines of VINACONEX Joint Stock Corporation according to Proposal No. 1001/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.	*410*			
11	Approval of the amendment and supplement of the Charter of VINACONEX Joint Stock Corporation according to Proposal No. 1002/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.	*411*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative
(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)



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VOTING BALLOT NO. 5

DECISIONS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the dismissal of Mr. Dao Ngoc Thanh and Ms. Tran Thi Thu Hong from the Board of Directors of the VINACONEX Corporation for the 2022-2027 term	*501*			
2	Approval of the election of additional members of the Board of Directors of VINACONEX Corporation for the 2022-2027 term to fill vacant positions, including 01 independent member of the Board of Directors	*502*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative
(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)



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VOTING BALLOT NO. 6

DECISIONS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the Election Regulations of additional members of the Corporation's Board of Directors for the term 2022 – 2027	*601*			
2	Approval of the list of Election Committee	*602*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative
(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)



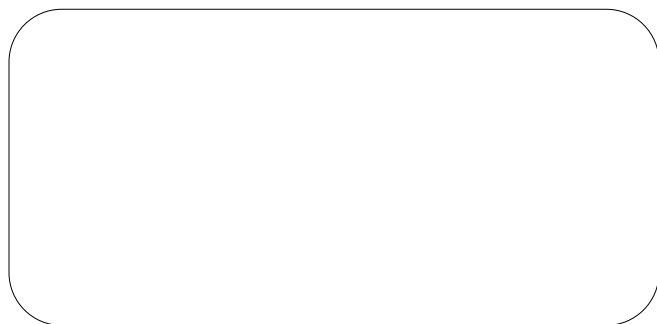
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VOTING BALLOT NO. 7

**DECISIONS AT THE 2025 ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the List of candidates for the election of additional members of the Board of Directors of VINACONEX Corporation for the 2022-2027 term	*701*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative
(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)



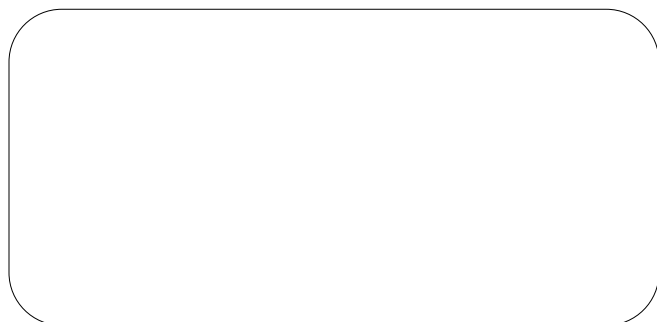
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VOTING BALLOT NO. 8

DECISIONS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the Minutes of the General Meeting	*801*			
2	Approval of the Resolution of the General Meeting	*802*			

Hanoi, April 21, 2025

Shareholder / Authorized Representative
(Signature and full name)

(Shareholders/shareholder representatives are requested to refer to Section III - Voting to approve matters at the General Meeting of the Working Regulations of the 2025 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
VIETNAM CONSTRUCTION AND IMPORT-EXPORT JOINT STOCK
CORPORATION (VINACONEX)

GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents amending, supplementing and guiding its implementation;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents guiding its implementation;

Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX);

Pursuant to the Minutes No. 01/2025/BB-ĐHĐCĐ dated April 21, 2025 of the 2025 Annual General Meeting of Shareholders of the Corporation;

DECISION

- Article 1.** Approving the Report on the production & business results in 2024 and the plan for 2025 of VINACONEX Corporation, according to the Report No 0992/2025/BC-TGD dated March 31, 2025 of the Board of Management.
- Article 2.** Approving the audited separate and consolidated financial statements in 2024 according to Report No 0993/2025/TTr-HĐQT dated March 31, 2025 of VINACONEX Corporation's Board of Directors.
- Article 3.** Approving the Report on operational results in 2024 and directions and tasks in 2025 of the Board of Directors according to Report No. 0994/2025/BC-HĐQT dated March 31, 2025 of VINACONEX Corporation's Board of Directors.
- Article 4.** Approving Report No 0995/2025/BC-BKS dated March 31, 2025 of the Inspection Committee of VINACONEX Corporation.
- Article 5.** Approving the selection of an independent auditing company to audit and review the 2025 financial statements of VINACONEX Corporation according to Report No 0996/2025/TTr-BKS dated March 31, 2025 of the Inspection Committee.
- Article 6.** Approving the plan of the salary and remuneration payment to the Board of Directors and the Inspection Committee in 2024 and the plan for 2025 according to Report No 0997/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.
- Article 7.** Approving the plan for distribution of the after-tax profits for the 2024 fiscal year according to Report No. 0998/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.
- Article 8.** Approving the plan to increase charter capital from issuing shares to pay dividends

for 2024, according to Report No. 0999/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.

Article 9. Approving the policy to conduct transactions between VINACONEX Corporation and its subsidiaries and affiliated companies within the same economic group/VINACONEX Group in 2025, according to Report No. 1000/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.

Article 10. Approving the change of the business lines of VINACONEX Corporation, according to Report No. 1001/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.

Article 11. Approving the amendments and supplements of the Charter of VINACONEX Corporation, according to Report No. 1002/2025/TTr-HĐQT dated March 31, 2025 of the Board of Directors.

Article 12. Approving the dismissal and election results of additional members of the Board of Directors of VINACONEX Corporation for the 2022 - 2027 term are as follows:

- Approving the dismissal of Mr. Dao Ngoc Thanh and Ms. Tran Thi Thu Hong from the Board of Directors of VINACONEX Corporation for the 2022 - 2027 term
- Approving the results of the election of additional members of the Board of Directors of VINACONEX Joint Stock Corporation for the 2022 - 2027 term for Mr./Ms.

Thus, from April 21, 2025, the list of members of the Board of Directors of the Corporation for the 2022 - 2027 term includes:

1. Mr. Nguyen Huu Toi – Chairman of the Board of Directors
2. Mr. Nguyen Xuan Dong – Member of the Board of Directors
3. Mr. Duong Van Mau – Member of the Board of Directors
4. ... - Member of the Board of Directors
5. ... - Independent Member of the Board of Directors

Article 13. Terms of implementation

This Resolution shall come into effect from April 21, 2025.

The General Meeting of Shareholders assigns the Board of Directors, Board of Management, the Inspection Committee of the Company to organize the implementation of the approved contents at the General Meeting on the basis of ensuring the interests of the Company and Shareholders, in accordance with the Charter of the Company and the regulations of applicable law.

Recipients:

- *State Securities Commission (for reporting);*
- *Ho Chi Minh City Stock Exchange (for reporting);*
- *Members of the BODs, BOM, Inspection Committee (for reporting);*
- *Departments of the Corporation (for synthesis);*
- *Legal Affairs Dept. (for information disclosure);*
- *VINACONEX website (in lieu of notice);*
- *Archives: Secretariats, Admin Dept.*

**ON BEHALF OF GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN**

**Nguyen Huu Toi
Chairman of the BOD**