

Hanoi, April 2, 2026

**INVITATION TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To:** Shareholders: .....

Address: .....

.....

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Registration No.: ..... Share Number: .....



Vietnam Construction and Import-Export Joint Stock Corporation - VINACONEX (Address: 34 Lang Ha, Lang Ward, Hanoi City - Tax Code: 0100105616 - Stock Code: VCG), hereby respectfully announces and cordially invites shareholders to attend the 2026 Annual General Meeting of VINACONEX as follows:

1. **Meeting Time:** Starting at 8:00 AM on April 25, 2026 (Saturday)
2. **Venue:** 21st Floor Conference Hall, VINACONEX Building  
34 Lang Ha Street, Lang Ward, Hanoi City
3. **Agenda:** As per the attached Congress Agenda
4. **Eligibility:** All shareholders holding shares in VINACONEX as of the shareholder list as of March 23, 2026, or those with valid proxies.
5. **Confirmation of Attendance:** To facilitate the organization of the General Meeting, shareholders are requested to submit the Confirmation of Attendance/Proxy Form (using the attached template) directly, by mail, email, or fax to VINACONEX by 5:00 PM on April 23, 2026 (Thursday).
6. Shareholders or their authorized representatives attending the General Meeting must bring the following documents:
  - Invitation to the 2026 Annual General Meeting of Shareholders.
  - National ID card or passport of the person attending the conference.
  - Original Power of Attorney to attend the General Meeting (if attending on behalf of another person).
  - A certified copy of the National ID Card or Passport of the shareholder (in cases where an individual shareholder authorizes another person to attend the General Meeting).
7. Documents related to the General Meeting and the forms for Confirmation and Proxy to attend are posted in the Shareholder Relations section on VINACONEX's website ([www.vinaconex.com.vn](http://www.vinaconex.com.vn)), including:
  - The Agenda, Rules of Procedure for the General Meeting, Election Regulations, and Guidelines for Nominating and Nominating Candidates for the General Meeting of Shareholders to elect additional members of the Board of Directors for the 2022-2027 term.
  - Report by the Board of Management on the production & business results in 2025 and the plan for 2026.
  - Report by the Board of Directors on approval of the audited separate and financial statements.
  - Report by the Board of Directors on operational results in 2025 and direction and tasks in 2026.
  - Report of the Inspection Committee to the General Shareholders' Meeting.

- Report by the Audit Committee to the General Shareholders' Meeting on selection of an independent auditing company to audit and review the 2026 financial statements of VINACONEX Joint Stock Corporation.
- Report by the Board of Directors on approval of the salary and remuneration payment plan for the Board of Directors and the Inspection Committee in 2025 and the Plan for 2026.
- Report by the Board of Directors on the plan for the after-tax profit distribution for the 2025 fiscal year.
- Report by the Board of Directors on approval of the plan to increase charter capital from issuing shares to pay dividends for 2025.
- Report by the Board of Directors on approval of the policy for conducting transactions between VINACONEX Joint Stock Corporation and its subsidiaries and affiliated companies within the VINACONEX economic group in 2026.
- Report by the Board of Directors on approval of the amendment and supplementation of the Charter of VINACONEX Joint Stock Corporation.
- Report by the Board of Directors on approval of the amendment and supplementation of the Internal Regulations on Corporate Governance of VINACONEX Joint Stock Corporation.
- Report by the Board of Directors on approval of the amendment and supplementation of the Operating Regulations of the Board of Directors of VINACONEX Joint Stock Corporation.
- Report of the Board of Directors on the dismissal and election of additional members to the Board of Directors for the term 2022 – 2027.
- Other matters to be presented to the General Shareholders' Meeting (if any).
- Voting ballots, Voting cards.
- Draft Resolution of the 2026 Annual General Meeting of Shareholders.
- Other documents serving the meeting.

8. For any details regarding the Meeting, shareholders are kindly requested to contact:

External Affairs and Shareholder Relations Department, External Affairs and Legal Affairs Division

VINACONEX Joint Stock Corporation, VINACONEX Building, No. 34 Lang Ha Street, Lang Ward, Hanoi City

Phone: (024) 62849282; Fax: (024) 62849208; Email: [trangdnt@vinaconex.com.vn](mailto:trangdnt@vinaconex.com.vn) .

Sincerely./.

**On behalf of the Board of Directors  
CHAIRMAN**

**Recipient:**

- As per the attached list;
- Board of Directors;
- Audit Committee;
- CEO;
- For the Records, PC.

**Tran Dinh Tuan**

## **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS AGENDA VINACONEX ,. JSC**

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**Time:** *Starting at 7:30 AM on April 25, 2026 (Saturday)*

**Location:** *21st Floor Hall, VINACONEX Corporation Headquarters, 34  
Lang Ha Street, Lang Ward, Hanoi*

TIME	CONTENT
7h30-8h00	Welcome and Registration of Delegates.
8h00-8h10	Report on the verification of shareholder status and announce the number of shareholders/authorized representative attending the meeting.
8h10-8h20	National Anthem, Opening of the Meeting. Introduce the list of the Presidium, Secretary Board, and Voting Audit Committee.
8h20-8h40	Approve the Meeting Agenda and Working Regulations of the Meeting.
8h40-9h00	<ul style="list-style-type: none"> <li>- Report of the Board of Management on the production and business results in 2025 and the plan for 2026.</li> <li>- Report of the Board of Directors on the approval of the audited separate and consolidated financial statements for 2025.</li> </ul>
9h00-9h15	<ul style="list-style-type: none"> <li>- Report of the Board of Directors on the operational results of 2025 and directions and tasks in 2026.</li> </ul>
9h15-9h35	<ul style="list-style-type: none"> <li>- Report of the Inspection Committee submitted to the General Meeting of Shareholders.</li> <li>- Report of the Inspection Committee for the General Meeting to approve the selection of an independent auditing company to audit and review the 2026 financial statements of VINACONEX., JSC.</li> </ul>
9h35-9h40	<ul style="list-style-type: none"> <li>- 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 2025 and the Plan for 2026.</li> </ul>
9h40-9h45	<ul style="list-style-type: none"> <li>- Report of the Board of Directors on the plan for after-tax profit distribution for the 2025 fiscal year.</li> </ul>
9h45-9h50	<ul style="list-style-type: none"> <li>- Report of the Board of Directors on the plan to increase charter capital from issuing shares to pay dividends for 2025.</li> </ul>
9h50-9h55	<ul style="list-style-type: none"> <li>- 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 2026.</li> </ul>
9h55-10h00	<ul style="list-style-type: none"> <li>- Report of the Board of Directors on the amendment and supplementation of the Charter of VINACONEX Corporation.</li> </ul>
10h00-10h05	<ul style="list-style-type: none"> <li>- Report by the Board of Directors on approval of the amendment and supplementation of the Internal Regulations on Corporate Governance of VINACONEX Joint Stock Corporation.of VINACONEX Corporation.</li> </ul>

TIME	CONTENT
10h05-10h10	- Report by the Board of Directors on approval of the amendment and supplementation of the Operating Regulations of the Board of Directors of VINACONEX Joint Stock Corporation.
10h10-10h15	- Other matters to be submitted to the General Meeting of Shareholders (if any).
10h15-10h45	Discussion at the Meeting
10h45-11h00	<p>The General Meeting votes on the following decisions:</p> <ol style="list-style-type: none"> <li>1. The production and business results of 2025 and the plan for 2026.</li> <li>2. The audited separate and consolidated financial statements for 2025.</li> <li>3. Report of the Board of Directors on the operational results in 2025 and directions and tasks in 2026.</li> <li>4. Report of the Inspection Committee submitted to the General Meeting of Shareholders.</li> <li>5. The selection of an independent auditing company to audit and review the 2026 financial statements of VINACONEX., JSC.</li> <li>6. The salary and remuneration payment plan for the Board of Directors and the Inspection Committee in 2025 and the Plan for 2026.</li> <li>7. The plan for after-tax profit distribution for the 2025 fiscal year.</li> <li>8. The plan to increase charter capital from issuing shares to pay dividends for 2025.</li> <li>9. The policy to conduct transactions between VINACONEX Corporation and its subsidiaries and affiliates within the same economic group/VINACONEX group in 2026.</li> <li>10. The amendment and supplementation of the Charter of VINACONEX Corporation</li> <li>11. The amendment and supplementation of the Internal Regulations on Corporate Governance of VINACONEX Corporation.</li> <li>12. The amendment and supplementation of the Operating Regulations of the Board of Directors of VINACONEX Corporation.</li> <li>13. Other matters (if any).</li> </ol>
11h00-11h30	The General Meeting conducts the dismissal and additional election of members of the Board of Directors for the term 2022 - 2027.
11h30-11h40	Break time (10')
11h40-11h50	Announcement of voting results
11h50-11h55	Announcement of election results
11h55-12h10	Approval of the Minutes and Resolutions of the General Meeting
12h10	Closing of the Meeting



....., dated ..... month ... year 2026

*Build your values, inspire your dreams*

**CONFIRMATION / AUTHORIZATION**  
**Attendance at the 2026 Annual General Meeting of Shareholders**  
**of VINACONEX Joint Stock Corporation**

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To: VINACONEX Joint Stock Corporation

Shareholder: .....

Address: .....

ID/Certificate of Incorporation/Business Registration Number:..... Date of issue: .....

Issued by: .....

Number of shares owned: .....

(In words: .....) )

I confirm the participation in the Annual General Meeting of Shareholders 2026 of VINACONEX Corporation Joint Stock Company on April 25, 2026, as follows (mark the appropriate option):

1.  Directly attend the General Meeting of Shareholders.
2.  Authorize on my behalf to attend, vote, and perform all rights and obligations of the shareholder at the Annual General Meeting of Shareholders 2025 of VINACONEX Corporation Joint Stock Company on April 25, 2026, concerning the number of shares authorized. The authorized person is:
  - 2.1.  Mr. Tran Dinh Tuan - Chairman of the Board of Directors of VINACONEX Corporation Joint Stock Company  
Number of shares authorized: .....
  - 2.2.  Mr. Nguyen Xuan Dong - Member of the Board of Directors, General Director of VINACONEX Corporation Joint Stock Company  
Number of shares authorized: .....
  - 2.3.  Or Mr./Ms. named below:  
Full name: .....  
Address: .....  
Identity/Business Registration No.: ..... Date of issue: ..... Issue by: .....  
Number of shares authorized: .....

I/We take full responsibility for this authorization and commit to strictly comply with the current regulations of the law and the Charter of VINACONEX Corporation Joint Stock Company.

**AUTHORIZED PERSON**  
(Signature, full name)

**SHAREHOLDER/AUTHORIZED PERSON**  
(Signature, full name; seal if an organization)

Note: The authorized individual is not allowed to further delegate authorization to another person. When attending the meeting, the authorized person must bring the original Authorization Letter along with a certified copy of the Identity Card/Passport of the authorizing person for registration at the meeting.



....., dated ..... month ... year 2026

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  - 2.1.  Mr. Tran Dinh Tuan - Chairman of the Board of Directors of VINACONEX Corporation Joint Stock Company  
Number of shares authorized: .....
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**REPORT OF THE BOARD OF MANAGEMENT**

**Ref: Production and business results in 2025 and the plan for 2026**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In 2025, the global economy continues to face complex fluctuations. Although inflationary pressures have eased, potential risks remain, while monetary policies in many countries are still maintained cautiously. In addition, geopolitical uncertainties and the ongoing shift of global supply chains continue to pose significant challenges. Domestically, Vietnam's economy has recorded positive signs of recovery, supported by the Government's flexible management, stable macroeconomic conditions, accelerated public investment, and a gradually improving business environment. However, market demand has not yet been fully sustainable, and pressures related to capital and financial costs remain major challenges for enterprises.

For the construction and real estate sectors, 2025 marks an important period of transformation. The construction industry benefits from increased public investment, particularly in key infrastructure projects, but continues to be affected by fluctuations in raw material prices and increasingly intense competition. Meanwhile, the real estate market is gradually recovering after a period of stagnation, with an improving legal framework and investor sentiment. Nevertheless, challenges related to liquidity, capital sources, and product structure persist. In this context, enterprises in the industry must proactively adapt, enhance governance capacity, and optimize resources to seize opportunities and overcome challenges.

Under the close direction of the Board of Directors and the efforts of the Board of Management together with all employees, VINACONEX has continued to expand its scale and maintain operational efficiency across its three core pillars: construction, real estate, and financial investment, thereby laying a solid foundation for the Corporation to be ready for breakthroughs in the nation's new era of development.

The Board of Management respectfully reports to the Shareholders on the business performance for the fiscal year 2025 and the business plan for 2026 as follows:

**I. PRODUCTION AND BUSINESS PERFORMANCE IN 2025**

**1. Summary of Key Performance Indicators Achieved in 2025**

*Unit: VND billion*

<b>Indicators</b>	<b>TActual 2024</b>	<b>Target 2025</b>	<b>Actual 2025</b>	<b>% Actual vs. Plan 2025</b>	<b>% Actual 2025/2024</b>
<b>1. Consolidated</b>					

- Total Consolidated	13.176	15.500	19.868	128%	151%
- Profit After Tax	1.108	1.200	3.865	322%	349%
<b>2. Parent Company</b>					
- Total Consolidated Revenue and Income	9.746	11.500	15.169	132%	156%
- LProfit After Tax	861	1.000	3.453	345%	401%
- Dividend Payout Ratio (%)	16%	16%	16%	100%	100%

## 2. General Evaluation of Business and Production Efficiency in 2025

- Consolidated business results: Total consolidated revenue reached VND 19.868 billion, equivalent to 128% of the 2025 target and 151% compared to actual performance in 2024. Consolidated profit after tax amounted to VND 3,865 billion, fulfilling 322% of the 2025 plan and 349% compared to 2024.
- Parent company business results: Total revenue of the Parent Company reached VND 15.169 billion, equivalent to 132% of the 2025 target and 156% compared to 2024. Profit after tax was VND 3.453 billion, meeting 345% of the 2025 target and 401% compared to 2024.
- In 2025, the Corporation's scale of operations reached its highest growth level ever. Profit in 2025 exceeded the planned target and recorded strong growth compared to the results achieved in 2024.

## 3. Construction Activities

- In 2025, bidding activities and project development continued to be one of the Corporation's key growth pillars. The total value of newly awarded and signed contracts exceeded VND 9.2 trillion, ensuring a stable project pipeline for 2026 and providing a foundation for subsequent years, thereby strengthening VINACONEX competitiveness and position in the construction market.
- The Corporation has successfully secured and implemented numerous large-scale civil construction and transport infrastructure projects of strategic significance, including: the Eastern North–South Expressway expansion project (La Son – Hoa Lien section); Kim Long – Binh Ba Road; the Ho Chi Minh City – Long Thanh Expressway expansion project; the Ninh Binh – Hai Phong Expressway project (section passing through Nam Dinh and Thai Binh); the expansion and upgrading project of Ca Mau Airport; contract packages under the Vietnam National Universities Development Project – Vietnam National University, Hanoi sub-project; and the Headquarters Project of Military Commercial Joint Stock Bank – Binh Duong Branch, among others. These projects are not only large in scale but also subject to stringent requirements in terms of technical standards, progress, and project management.
- In parallel with domestic bidding activities, VINACONEX has actively expanded cooperation and engagement with international contractors and investors from South Korea, China, Taiwan, and Japan, aiming to enhance its presence in the FDI project pipeline—a segment characterized by high standards of technical requirements, governance, and professionalism.

In the foreign direct investment (FDI) segment, VINACONEX has signed a construction contract for the factory project of Macking Metal Technology Co., Ltd., with a value exceeding VND 154 billion, along with factory projects for ChengLoong...

- The management of construction operations has continued to be strengthened in a more professional direction, with effective control over quality, progress, and costs, thereby improving business efficiency, ensuring occupational safety, and enhancing the VINACONEX brand. Many projects undertaken by VINACONEX have been completed ahead of schedule and highly appreciated by state authorities and project owners, notably the North–South Expressway project (Van Phong – Nha Trang section). The results achieved in 2025 in the construction segment further affirm VINACONEX’s capabilities as a general contractor for key, large-scale projects such as expressways, major bridges, airports, and modern industrial parks.
- Alongside enhancing construction capacity, the Corporation has proactively implemented digital transformation in the construction sector, gradually developing a modern project management system. Specifically, VINACONEX has invested in and deployed the V-EST software (South Korea) for quantity take-off and management on a 3D platform, effectively supporting both the bidding phase and project execution management. The application of V-EST improves accuracy in quantity control, minimizes errors compared to traditional methods, and enhances labor productivity as well as the ability to manage design changes. In addition, VINACONEX continues to implement an Enterprise Resource Planning (ERP) system for ongoing projects, thereby enhancing transparency, data synchronization, and end-to-end control from planning, cost management, and contract administration to construction progress. The integration of 3D quantity management and the ERP system is gradually forming a digitalized project management foundation, contributing to improved operational efficiency and competitiveness of VINACONEX amid the construction industry’s strong shift toward modern management models.
- The financial performance of construction activities in 2025 remained stable, making a significant contribution to the achievement of the Corporation’s overall profit targets while creating capacity for investment and development strategies in the next phase.
- VINACONEX continued to receive numerous prestigious awards and recognitions in the construction industry, including: Top 2 Most Reputable Construction Contractors in 2025; Top 10 ESG Enterprises – Construction Contractor Group; and Top 500 Largest Companies in Southeast Asia (Fortune Southeast Asia 500)... thereby enhancing its image and brand in both domestic and regional markets.
- In addition to improving operational capacity and efficiency in construction, VINACONEX places strong emphasis on training and developing high-quality human resources, particularly in technical infrastructure. In 2025, VINACONEX continued to collaborate with Hanoi University of Civil Engineering to organize a formal bridging training program in Construction Engineering – specializing in Infrastructure Engineering. The program aims to develop a core workforce, strengthen internal capabilities, and prepare human resources for large-scale infrastructure projects in the future.

#### **4. Business Investment Activities**

- The VINACONEX Diamond Tower project has completed renovation works and has been officially put into operation, offering 36,000 square meters of Grade-A office space to the market. The project is currently open for sale and has been very well received by the market.
- The Hoa Lac High-Tech Park project has continued to complete land leveling and to synchronously finalize the technical infrastructure system (power supply and water supply) for Industrial Parks CNC 1 and CNC 2. Efforts to attract customers have been further intensified, while procedures have been completed to enable new investors to sublease land within the project.
- The Dong Anh Industrial Park project, with a scale of 300 hectares and a total investment of approximately VND 6,338 billion, has been approved in principle by the Prime Minister, who also approved VINACONEX as the project developer. By the end of 2025, the project's 1/2000 subdivision zoning plan had been approved.
- The Extended Hoa Binh Boulevard Urban Area Project in Mong Cai City has completed its technical infrastructure and commenced construction of the structural works, meeting the legal requirements for sales launch for the Phase 1 area. The project is currently carrying out sales activities, executing transfer contracts, and collecting payments from customers in accordance with the schedule.
- The urban area project at Km3–Km4, Hai Yen Ward (Mong Cai City) conducted sales and recognized business results in 2024 and 2025.
- The Capital One high-end commercial, service, office, and hotel project in Kim Van – Kim Lu New Urban Area, Dinh Cong Ward, Hanoi, with a land area of 13,141 m<sup>2</sup>, is currently under construction, with underground works being implemented.
- The coastal Condotel Resort project in Tuy Hoa, Phu Yen, with a land use area of 93,800.3 m<sup>2</sup>, has completed all legal procedures and is currently implementing construction of the project's main technical infrastructure components.
- – The resort hotel and restaurant project within the Ha Thanh eco-tourism and beach area, Tam Ky, Quang Nam, with a scale of 19,725 m<sup>2</sup>, is currently carrying out legal procedures in preparation for the investment and construction phases.
- The Cat Ba Amatina project (VINACONEX ITC): VINACONEX has completed the project transfer and recognized the results in 2025.
- In addition, VINACONEX has been implementing investment procedures for several projects, including an office-for-lease building in Trung Hoa – Nhan Chinh Urban Area; a mixed-use office and residential project at D9 Khuat Duy Tien, Thanh Xuan, Hanoi; and the Ngan Cau Urban Area project in Quang Nam (VINACONEX 25); while also studying investment opportunities in a number of urban and industrial park projects in Hanoi, Quang Ninh, Phu Tho, Khanh Hoa, and Ho Chi Minh City.
- The operation and exploitation of post-investment assets have remained stable and effective. Asset restructuring after investment has been carried out efficiently, contributing to the generation of capital for subsequent projects.

## **5. On Financial Investment Activities**

- In 2025, despite the adverse impacts of overall macroeconomic challenges, strengthened corporate governance and enhanced inspection and supervision helped ensure that most subsidiaries remained profitable. Companies with significant profits included: VINACONEX Invest, VINACONEX CM, VIWACO, NEDI2, Ly Thai To Education System, and Bach Thien Loc. Several member companies recorded revenues exceeding VND 1 trillion, including VINACONEX CM, VINACONEX 25, and VIWACO.
- In 2025, the Corporation successfully divested its stake in several companies: VINACONEX 12 and VINACONEX ITC. This result not only generated significant cash flow and profits for the Corporation but also improved its financial situation, creating readily available capital to realize investment opportunities and expand production and business activities.
- The inspection and supervision of the operations of member companies have continued to be strengthened in compliance with the Law on Enterprises, thereby enhancing operational efficiency and delivering benefits across the VINACONEX system.

## **6. Financial and Accounting Affairs**

Financial and accounting work, including the preparation, audit, and disclosure of quarterly, semi-annual, and annual financial statements, has been carried out fully in compliance with accounting standards and legal regulations on information disclosure applicable to listed companies.

## **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 2026**

In 2026, amid the increasingly complex geopolitical conflicts in the Middle East, which are causing unpredictable fluctuations in global fuel prices and energy costs, enterprises in the construction and real estate sectors will face multidimensional impacts, encountering both challenges and certain emerging opportunities.

### **Challenges:**

- In the construction sector, fluctuations in raw material prices, rising labor costs, and increasing competitive pressure on bid pricing are expected to compress profit margins. In addition, increasingly stringent requirements regarding technical standards, environmental compliance, and digital transformation necessitate further resource investment for adaptation.
- The real estate market recovery remains uneven across segments, with liquidity in certain areas still low, posing challenges to project implementation and sales.

– In addition to pressures on cash flow and financial costs, amid credit controls on the real estate sector that have been loosened but not yet fully eased, enterprises are facing dual pressures from volatile fuel prices and rising input costs (cement, steel, asphalt, transportation, etc.).

**Opportunities:**

– First, the macroeconomic environment is expected to remain stable, with inflation under control and monetary policy becoming more flexible, thereby improving enterprises’ access to capital. Public investment is expected to continue being strongly promoted by the Government, particularly in transport infrastructure, urban development, and energy projects, creating substantial opportunities for construction companies.

– The legal framework related to real estate is being progressively improved (such as the amended Law on Land and Law on Real Estate Business), enhancing transparency and market confidence. Housing demand, particularly in major urban areas and in the affordable housing segment, remains strong, providing a foundation for market recovery.

– The shift of global supply chains and international capital flows away from unstable regions may position Vietnam as an attractive destination, thereby driving demand for industrial parks, logistics, and industrial real estate. This segment is expected to have strong growth potential in the medium and long term.

With the objective of maintaining stability across its three development pillars and sustaining its leading position in the construction industry, VINACONEX has formulated its 2026 business plan with continued growth compared to 2025, as follows:

**1. 2026 planned targets:**

*Unit: VND billion*

Indicator	Plan 2026	Actual 2025	% 2026 vs 2025
<b>1. Consolidated – Entire Corporation</b>			
- Total revenue and income	15,423	19,868	77.6%
- Profit after tax	1,037	3,865	26.8%
<b>2. Công ty mẹ</b>			
- Total revenue and income	10,740	15,169	70.8%
- Profit after tax	1,018	3,453	29.5%
- Dividend payout ratio (%)	16%	16%	100%

**2. Orientation and Solutions for Implementing the 2026 Plan**

VINACONEX identifies 2026 as a year requiring proactive restructuring, strengthening of financial capacity, enhancement of risk management, and the selection of appropriate development strategies in order to capitalize on opportunities arising from market recovery while mitigating adverse impacts, with a focus on the following key solutions:

- First, strengthening the financial foundation and risk management.  
Focus will be placed on reviewing and restructuring capital sources toward greater safety, reducing reliance on short-term borrowings, enhancing cash flow management, and maintaining strict cost control. At the same time, response scenarios will be developed to address fluctuations in raw material prices, interest rates, and market conditions, in order to mitigate risks during project implementation.
- Second, focusing on sectors and segments with strong potential.  
Priority will be given to developing projects with good liquidity that meet real demand, such as affordable housing, social housing, industrial real estate, and logistics. In the construction segment, efforts will be intensified to participate in key infrastructure projects and projects with stable funding sources, while limiting exposure to high-risk and dispersed investments.
- Third, enhancing governance, construction capacity, and cost optimization.  
Strengthen the application of technology in design, construction, and project management to improve productivity, reduce costs, and shorten project timelines. At the same time, proactively develop a stable supply chain for materials and establish long-term relationships with suppliers to mitigate the impact of price fluctuations. Optimize governance and improve the efficiency of resource utilization.
- Fourth, accelerating digital transformation and improving corporate governance.  
Apply digital solutions in construction project management, finance, and human resources to enhance transparency and operational efficiency. This also serves as a foundation for improving competitiveness and enabling rapid adaptation to market changes.
- Fifth, leveraging brand value and accumulated experience.  
Capitalize on the Corporation's reputation and proven capabilities built over 37 years to expand cooperation with both domestic and international partners, participate in large-scale projects with appropriate financial resources, and strengthen the confidence of customers and investors.
- Sixth, developing high-quality human resources.  
Enhance training to improve professional qualifications and managerial capacity of staff and engineers; at the same time, establish mechanisms to attract and retain talent to meet the increasingly demanding requirements of the construction and real estate sectors.
- Seventh, moving toward sustainable development.  
Focus on environmental standards, energy efficiency, and green development in project design, construction, and operation. This is not only an inevitable trend but also a key factor in enhancing brand value and long-term access to capital.

With over 37 years of development experience, having gone through various periods of challenges and steady growth, VINACONEX is fully confident in its ability to overcome current difficulties, seize opportunities from market recovery, and continue to affirm its position in a new phase of development.

The Board of Management would like to express its sincere appreciation to our valued shareholders, investors, and partners for their continued support and companionship with VINACONEX. We are committed to making every effort to successfully achieve the business plan set forth.

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

Thank you very much!

**VINACONEX JOINT STOCK CORPORATION  
GENERAL DIRECTOR**

**Recipients:**

- *As recipients;*
- *Secretary, admin (save).*

**Nguyen Xuan Dong**

## **REPORT**

**Ref: Approval of the audited separate and consolidated financial statements for 2025**

**To: THE 2026 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 2025 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 2025 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;*
- *Secretary, admin (save).*

**Tran Dinh Tuan**

## **REPORT OF THE BOARD OF DIRECTORS**

**Ref: Operational Results for 2025 and Strategic Directions and Tasks for 2026**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In 2025, The global economy has experienced complex fluctuations, with growth maintained at a moderate level amid persistent geopolitical risks. The continued implementation of cautious monetary policies by many major economies has affected trade, investment activities, and long-term global growth prospects.

In this context, Vietnam's economy has emerged as a bright spot, demonstrating strong adaptability and a stable macroeconomic foundation. In 2025, GDP growth reached approximately 8.02%, ranking among the highest in the region and globally. The scale of the economy continued to expand, driven primarily by the robust recovery of the manufacturing and export sectors, the spillover effects of public investment, the stability of FDI inflows, and gradually improving domestic consumer confidence. The construction sector recorded clear signs of recovery, with public investment continuing to be strongly promoted, particularly in transport infrastructure, energy, and urban development. The real estate market has gradually regained its growth momentum as legal bottlenecks are progressively resolved, supply improves, and investor and customer confidence steadily recovers.

In this context, VINACONEX has proactively seized opportunities, leveraging its strengths as one of the leading enterprises in construction and real estate investment and business. With a flexible management strategy, stringent risk control, and proven project execution capabilities, the Corporation achieved highly positive results in its 2025 business operations. Core business segments all showed improved efficiency, making significant contributions to overall growth, thereby further reinforcing VINACONEX's position and reputation in the market and laying a solid foundation for the next phase of development.

### **I. Evaluation of VINACONEX Corporation's Business Performance in 2025**

Through the concerted efforts of the entire system, 2025 marked VINACONEX's overachievement of all key business targets assigned by the General Meeting of Shareholders, with revenue and profit reaching the highest levels in its 37-year history of development (detailed figures are presented in the Executive Board's report submitted to the General Meeting of Shareholders).

The Corporation continues to affirm its position as one of Vietnam's leading contractors in civil, industrial, and transport infrastructure construction. Real estate investment and business activities have been maintained in a stable manner, ensuring efficient operation and exploitation of post-investment projects, while also formulating phased investment plans for new projects in line with actual market conditions. Financial investment and corporate restructuring activities have continued to deliver positive results, contributing to the Corporation's financial capacity and

opening up new opportunities and development directions. A notable highlight is the Corporation's acquisition of the State's capital stake in Vietnam Water, Sanitation and Environment Investment Corporation (VIWASEEN). Corporate culture has been maintained and further developed; employment and income for employees have improved; and the rights and interests of shareholders have been ensured.

## **II. The Board of Directors' Governance Activities in 2025**

### **1. Board of Directors: Organizational Structure and Functioning**

The Board of Directors has performed its comprehensive management role over all business activities of VINACONEX in compliance with applicable laws, the Charter, and the Corporate Governance Regulations of the Corporation, ensuring the preservation and development of corporate capital. Each member of the Board has effectively fulfilled their responsibilities and demonstrated their capabilities in their assigned areas. In 2025, the Board of Directors convened regular quarterly meetings, totaling five meetings, and conducted 56 written consultations. On that basis, it issued 61 resolutions and decisions to carry out its governance functions and to direct the Executive Board in implementing business tasks in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders. The Supervisory Board was invited to attend and provide input at all meetings of the Board of Directors. All resolutions and decisions of the Board were issued in compliance with regulations and were fully and promptly disclosed in accordance with information disclosure requirements.

Based on operational requirements, the Board of Directors issued a Resolution appointing Mr. Tran Dinh Tuan, a member of the Board of Directors, as Chairman of the Board of Directors effective from February 13, 2026, replacing Mr. Nguyen Huu Toi. Currently, two members of the Board of Directors cum Deputy General Directors are temporarily unable to perform their duties and responsibilities (details have been disclosed by the Corporation on March 7, 2026).

#### ***Key Highlights of the Board of Directors' Activities in 2025:***

- 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 2025 Annual General Meeting of Shareholders' Resolution.
- Directed the successful organization of the 2025 Annual General Meeting of Shareholders of the Corporation and its subsidiaries in accordance with legal regulations.
- Directed the preparation of the 2024 Annual Report, as well as the 2025 separate and consolidated financial statements.
- Directed the implementation of procedures for changes to business lines and for the amendment of the Corporation's Enterprise Registration Certificate (15th amendment).
- Directed the implementation of procedures for changing the Corporation's legal seal specimen.
- Approved the 2025, 2026 credit limit.
- Appointed Mr. Le Van Huy and Mr. Nguyen Hai Dang as Deputy General Directors of the Corporation; reappointed Ms. Nguyen Thi Quynh Trang as Deputy General Director cum

Chief Financial Officer; and appointed Ms. Nguyen Thi Thuy Hong as Chief Accountant cum Director of the Finance and Planning Department.

- Approved the restructuring of the Corporation's capital in Construction Joint Stock Company No. 12; the transfer of the Corporation's equity interest in VINACONEX Tourism and Development Investment Joint Stock Company (VINACONEX ITC); and the acquisition of 98.16% of the charter capital of Vietnam Water, Sanitation and Environment Investment Corporation (VIWASEEN).
- Directed the successful organization of activities to celebrate the 37th anniversary of VINACONEX's establishment (September 27, 1988 – September 27, 2025), 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 2025 Corporate Governance Report of the Corporation, which is available on the Corporation's website at [www.vinaconex.com.vn](http://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 2025 Annual Report of the Corporation, which is available on the Corporation's website at [www.vinaconex.com.vn](http://www.vinaconex.com.vn).

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

The Board of Directors has diligently performed its supervisory function and provided direction to the Executive Board in managing business operations in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders.

The Executive Board, headed by the General Director, has managed the Corporation's business activities in compliance with the Charter, Internal Governance Regulations, and Enterprise Registration. The Board of Directors assesses that the General Director has successfully fulfilled the responsibilities as the legal representative of the Corporation.

Key highlights in the management and administration of the Executive Board in 2025 include:

### *- Construction Activities:*

Bidding and project development activities continued to meet set targets, with the total value of newly awarded and signed contracts exceeding VND 9.2 trillion, ensuring a stable pipeline of construction work for the coming years. Major contract packages implemented by VINACONEX during the year included: the Eastern North–South Expressway expansion project (La Son – Hoa Lien section); the Ho Chi Minh City – Long Thanh Expressway expansion project; the Ninh Binh – Hai Phong Expressway project (section passing through Nam Dinh and Thai Binh); and contract packages under the Vietnam National Universities Development Project – Vietnam National University, Hanoi sub-project, among others.

In the segment of projects funded by foreign direct investment (FDI), the Corporation signed a construction contract for a factory project for Macking Metal Technology Co., Ltd., while actively expanding cooperation and engagement with international contractors and investors from South Korea, China, Taiwan, and Japan to develop its market share in the FDI project pipeline—a segment that requires high standards of technical capability, governance, and professionalism.

Projects undertaken by the Corporation have consistently been completed on or ahead of schedule, ensuring quality, efficiency, and occupational safety, thereby affirming VINACONEX's leading position in civil and industrial construction as well as transport infrastructure. Final settlement and debt recovery activities have continued to be effectively implemented, contributing to improved efficiency in construction operations.

Alongside enhancing construction capacity, the Corporation has accelerated digital transformation initiatives to progressively develop a modern construction project management model, improve competitiveness, and minimize losses and waste. Training of human resources to capture opportunities in emerging sectors such as urban railways and high-speed rail has been largely completed.

- ***Investment and Business Activities:***

Leasing activities for land and technical infrastructure at Hoa Lac High-Tech Park, as well as office spaces in Hanoi and Ho Chi Minh City, have continued to be effectively maintained by the Corporation. For certain resort real estate projects, the Corporation is revising implementation plans to ensure investment efficiency. Sales activities at several projects, such as VINACONEX Diamond (Hanoi) and Vera City (Mong Cai City – Quang Ninh), have been accelerated to recognize part of the revenue and profit in 2025. The Dong Anh Industrial Park project is expediting the completion of legal procedures in preparation for implementation in the near future.

Alongside the recovery of the real estate market, the Corporation has intensified efforts to identify and develop new projects in Hanoi and various provinces nationwide; and has directed its subsidiaries, such as VINACONEX 1 and VINACONEX 25, to promptly complete necessary legal procedures to accelerate investment activities and bring products to market in 2026.

- ***Financial Investment Activities:***

Financial investment activities in 2025 continued to achieve positive results, with a key highlight being the Corporation's completion of its divestment from VINACONEX Tourism and Development Investment Joint Stock Company. Through its cooperation in developing the Aegis International Hospital chain and the acquisition of 98.16% of the charter capital of Vietnam Water, Sanitation and Environment Investment Corporation (VIWASEEN) in December 2025, VINACONEX is gradually shifting its financial investment focus toward sustainable development and social welfare sectors (education, clean water, wastewater treatment, and environmental services).

In addition to capital restructuring, the Corporation's financial management and cash flow management have been conducted in a transparent and efficient manner, ensuring sufficient funding for business operations and avoiding any overdue debts with credit institutions. Governance of member companies has also been strengthened, contributing to stable dividend income for the Corporation.

- ***Others:***

Investor relations and information disclosure have been carried out in an open and transparent manner, in compliance with legal regulations and the Corporation's Charter. The activities of the Party organization, Trade Union, and Youth Union within the Corporation have been consistently maintained. Employees have been provided with stable employment and relatively competitive income compared to the industry average. The provision of information on the Corporation's operations to shareholders, investors, and state management authorities has been conducted fully, promptly, and transparently.

#### **IV. Some Ongoing Issues**

- Significant fluctuations in input material prices during 2025, along with increases in fuel prices toward the end of the year, adversely affected both the progress and economic efficiency of construction projects, particularly transport infrastructure projects.
- The rapid expansion of large-scale real estate projects in major cities such as Hanoi, Quang Ninh, Da Nang, and Ho Chi Minh City led to a sharp increase in labor demand and wage rates, forcing enterprises to face the risk of labor shortages or engage in escalating competition over labor costs.
- Although the real estate market has shown signs of recovery, it still contains potential risks; as a result, the effectiveness of the Corporation's real estate investment and business activities in certain projects has not met expectations.

#### **V. Directions for the Board of Directors' Activities in 2026**

In order to build on the achievements of 2025, successfully accomplish the 2026 business plan, and create momentum for breakthrough development toward 2030, the Board of Directors has identified the following key tasks for the year:

- Direct, coordinate with, and supervise the Executive Board in implementing solutions to achieve the 2026 business plan approved by the General Meeting of Shareholders; develop flexible governance and management scenarios to meet growth targets across the three core business areas: construction, real estate investment, and financial investment.
- In the construction sector: Focus resources on ensuring the timely, high-quality, and efficient completion of ongoing projects; intensify participation in FDI projects to maintain a stable workload; and seek opportunities to engage in urban railway, high-speed railway, and social housing projects. Continue to strengthen receivables management, debt recovery, and project finalization in line with completion schedules.
- In the real estate investment and business sector: Continue to effectively exploit existing commercial office spaces and industrial park infrastructure; accelerate the investment, development, and commercialization of new real estate projects; and closely monitor domestic market supply–demand dynamics to formulate appropriate investment strategies.
- Maintain financial stability and secure sufficient funding for the Corporation's development plans; review and enhance the management of operations across all subsidiaries; and carry out M&A activities with a focus on sectors aligned with sustainable development and social welfare (education, healthcare, clean water, and wastewater treatment).
- Strengthen communication efforts to promote the image and brand of VINACONEX.

- Continue to consolidate and improve the organizational structure of the Board of Directors, the Executive Board, and other key personnel across the system.
- Ensure employment and improve income for employees, safeguard the rights and interests of shareholders, and continue to fulfill the Corporation's social responsibilities to the community.

On its 37-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.

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

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Recipients:**

- *As recipients;*
- *Secretary, admin (save).*

**Tran Dinh Tuan**

## 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
1	Nguyen Huu Toi	Chairman	5/5	100%
2	Nguyen Xuan Dong	Member	5/5	100%
3	Duong Van Mau	Member	5/5	100%
4	Tran Dinh Tuan	Member	5/5	100%
5	Le Minh Tu	Independent Member	5/5	100%

*Note: From February 13, 2025, The Board of Directors of the Corporation issued Decision No. 438/2026/QD-HDQT approving the dismissal of Mr. Nguyen Huu Toi from the position of Chairman of the Board of Directors, and Decision No. 439/2026/QD-HDQT on the appointment of Mr. Tran Dinh Tuan as Chairman of the Board of Directors of the Corporation.*

### II. ACTIVITIES OF EACH MEMBER OF THE BOARD OF DIRECTORS

#### 1. Mr. Nguyen Huu Toi – Chairman of the Board of Directors

- ✓ 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.

#### 2. 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.

**3. Mr. Tran Dinh Tuan– 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 Brand Management and Development 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. Mr. Le Minh Tu – 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.



- Reviewed the legal compliance, order, and procedures for 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 2025;
- Monitored the Corporation's information disclosure activities;
- Studied and provided opinions (where necessary) on submissions and written requests for opinions of the Board of Directors from the Executive Board;
- Performed other duties in accordance with the functions and responsibilities of the Supervisory Board.

Remuneration of the Supervisory Board: Shareholders are kindly requested to refer to the Corporation's 2025 Annual Report published on its official website.

Summary of meetings of the Supervisory Board: Shareholders are kindly requested to refer to the Corporation's 2025 Corporate Governance Report published on its official website.

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

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

- The Supervisory Board 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 Supervisory Board was invited to attend and give opinions at important meetings of the General Director's Executive Team.
- The Supervisory Board 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 2025**

- 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 2025, the Board issued resolutions and decisions through both in-person meetings and written consultations. All resolutions and decisions were issued in compliance with regulations on authority and quorum, and minutes were duly recorded for all meetings.

For detailed information on the Board of Directors' resolutions and decisions, shareholders are kindly requested to refer to the Corporation's 2025 Corporate Governance Report published on its official website.

Currently, two members of the Board of Directors concurrently serving as Deputy General Directors are unable to perform their assigned duties; detailed information has been disclosed on the Corporation's website and the Ho Chi Minh City Stock Exchange (HOSE).

- In 2025, the Board of Directors discussed and decided on several key matters, including:
  - ✓ Approving the agenda and successfully organizing the 2025 Annual General Meeting of Shareholders;

- ✓ Approving the short-term credit limit for 2026 and loan arrangements with commercial joint stock banks;
  - ✓ Approving the acquisition of 98.16% of the charter capital of Vietnam Water, Sanitation and Environment Investment Corporation; and capital restructuring at certain companies (VC 12, ITC);
  - ✓ Approving the payment of 2024 cash dividends and implementing a plan to increase charter capital through share issuance for dividend payment, as well as registering the change in charter capital;
  - ✓ Consolidating representatives of the Corporation's capital at subsidiaries and strengthening the Executive Board's personnel;
  - ✓ Approving the selection of an independent audit firm to conduct the review and audit of the Corporation's 2025 financial statements;
  - ✓ Approving the Corporation's internal spending regulations;
  - ✓ Approving the change of the Corporation's legal seal specimen;
  - ✓ Approving the lending of the Corporation's idle funds;
  - ✓ Approving matters related to investment, construction, and other business activities of the Corporation.
- Directed and supervised the Executive Board in managing business operations in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders and the resolutions and decisions of the Board of Directors.

The Supervisory Board assesses that the Board of Directors' performance during the year was highly proactive and effective, fulfilling its comprehensive management role over all business activities of the Corporation, ensuring the preservation and development of corporate capital. The Board of Directors has directed, supervised, and, together with the Executive Board, implemented numerous solutions to achieve the business plan approved by the General Meeting of Shareholders, delivering positive results.

#### **IV. Supervision Results of the Executive Board's Activities in 2025**

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 915.169 billion and VND 3.453 billion respectively, fulfilling 156% and 401% compared to the 2024 performance; the proposed dividend rate submitted to the General Meeting of Shareholders for approval is 16%, equivalent to 100% of the plan.

Consolidated (Corporation-wide): Consolidated total revenue and profit after tax reached VND 19.869 billion and VND 3.865 billion, fulfilling 128% and 322% of the annual plan, equivalent to 151% and 349% compared to 2024 actual results.

- *Regarding construction:*

In 2025, the Corporation continued to secure numerous large-scale contracts, with the total value of awarded contracts exceeding VND 9.2 trillion across various sectors. Major contracts awarded to VINACONEX during the year included: the Eastern North–South Expressway expansion project (La Son – Hoa Lien section); Kim Long – Binh Ba Road; the Ho Chi Minh City – Long Thanh Expressway expansion project; the Ninh Binh – Hai Phong Expressway project (section passing through Nam Dinh and Thai Binh); the expansion and upgrading project of Ca Mau Airport; and several contract packages under the Vietnam National Universities Development Project – Vietnam National University, Hanoi sub-project. In addition, the Corporation actively expanded cooperation with partners from South Korea, China, Japan, and Taiwan to develop its market share in FDI projects.

The Executive Board continued to strengthen corporate governance and proactively implement digital transformation in construction activities, thereby improving quality, progress, and business efficiency. In 2025, the Corporation completed and handed over numerous projects across various sectors. Projects executed by the Corporation during the year were generally completed on or ahead of schedule, with quality and occupational safety ensured, thereby enhancing the reputation and brand of VINACONEX. The Corporation also placed strong emphasis on preparing to participate in construction projects in new sectors.

Acceptance and handover activities continued to be effectively carried out, with construction revenue recognized in 2025 reaching VND 11,469 billion (an increase of VND 2,195 billion compared to 2024). Final settlement and debt recovery efforts were also actively implemented by the Corporation.

- *Regarding investment and real estate business activities:*

The Corporation's real estate investment and business activities in 2025 continued to deliver positive results, making a significant contribution to its overall business performance. Real estate revenue recognized in 2025 reached VND 1,582 billion (an increase of VND 510 billion compared to 2024).

Specifically, the Vinaconex Diamond Tower project (located at 459C Bach Mai Street, Hai Ba Trung District, Hanoi) has largely been completed, with most units handed over to customers and put into operation. The Vera City project (Mong Cai City, Quang Ninh Province) continued its sales activities and recorded business results in 2025 and is expected to do so in the following years. The Capital One premium commercial service, office, and hotel complex project (located in Kim Van – Kim Lu New Urban Area, Dinh Cong Ward, Hanoi) is currently under construction, with underground works being implemented.

In addition, the Corporation has maintained effective operations in leasing land and technical infrastructure at Hoa Lac High-Tech Park, while efficiently utilizing office spaces for lease in Hanoi, Ho Chi Minh City, and various other localities.

In 2025, the Corporation also intensified efforts to identify and develop new projects in the urban real estate and industrial park sectors in Hanoi and other provinces nationwide. It directed its subsidiaries, such as VINACONEX 1 and VINACONEX 25, to urgently complete the necessary legal procedures in order to accelerate investment activities and bring real estate products to market as soon as possible.

- *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.

The restructuring of investment capital and financial investments made a significant contribution to the Corporation's business performance in 2025.

- *Financial management:*

Cash flow has been managed and utilized effectively, with all borrowings repaid on schedule. The Corporation has continued to maintain and expand cooperation with banks and financial institutions to secure sufficient funding for its production and business activities, as well as those of its subsidiaries.

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

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.

- *Others:*

The Corporation has continued to place emphasis on and strengthen corporate governance, legal compliance, and communications. The activities of the Party organization, Trade Union, and Youth Union have been consistently maintained. Employment, salaries, income, and employee benefits have been duly ensured.

The Supervisory Board assesses that, in 2025, the Corporation's Executive Board operated with strong proactiveness, effectively managing business operations and achieving outstanding growth compared to 2024 and exceeding the 2025 plan.

## **V. Appraisal of the 2025 Financial Statements**

### **1. Preparation and Audit of the Financial Statements**

- The Corporation's separate and consolidated financial statements for 2025 were prepared in accordance with the prevailing Vietnamese Accounting Standards and accounting regime; audited by Ernst & Young Vietnam Limited and published on the Corporation's website.

- Auditor's opinion on the Corporation's separate and consolidated financial statements for 2025: In our opinion, the financial statements present fairly, in all material respects, the financial position of the Corporation as at 31 December 2025, as well as its business results and cash flows for the financial year then ended, in accordance with Vietnamese

Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations governing the preparation and presentation of financial statements.

In addition, the Auditor included an emphasis of matter, drawing attention to Note 38 of the separate financial statements and Note 42 of the consolidated financial statements regarding matters related to members of the Board of Directors and the Executive Management. The Auditor's opinion is not modified in respect of this matter.

- The Supervisory Board concurs with the Corporation's separate and consolidated financial statements for 2025 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 2025 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 trillion*

Indicator	Thực hiện năm 2024	2025 Plan	2025 Actual	% Fulfilled vs. Plan 2025
<b>1. Consolidated (Corporation-wide)</b>				
- Total revenue and income	13.176	15.500	19.869	128%
- Profit after corporate income tax	1.108	1.200	3.865	322%
<b>2. Parent Company</b>				
- Total revenue and income	9.746	11.500	15.169	132%
- Profit after corporate income tax	861	1.000	3.453	345%
- Dividend	16%	16%	To anticipate 16%	100%

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

### 2. Implementation of Other Resolutions:

Completed:

- Appointed Ernst & Young Vietnam Limited as the independent auditor to conduct the review and audit of the Corporation's financial statements for 2025.
- Distribution of after-tax profit for 2024: payment of cash dividends at 8% and an increase in charter capital through share issuance for dividend payment (8%).
- Completed procedures for charter capital adjustment; amended the Enterprise Registration Certificate in line with the actual results of the share issuance for charter capital increase and changes in registered business lines.
- Paid remuneration and compensation to the Board of Directors and the Supervisory Board for 2024.

- Issued the amended Charter of the Corporation in 2025 in accordance with the contents approved by the 2025 Annual General Meeting of Shareholders.

## **VII. Recommendations**

The Supervisory Board recommends that the Board of Directors and the Executive Management:

- In the context of increasingly complex global geopolitical developments and unpredictable fluctuations in input costs (fuel, materials, labor, etc.), the Supervisory Board recommends that the Corporation establish early warning mechanisms and proactive risk mitigation measures to minimize negative impacts on its production and business activities.
- Continue optimizing management processes, accelerating digital transformation, and applying information technology and artificial intelligence in governance and operations to enhance efficiency.
- Further expand cooperation with credit institutions to ensure adequate funding for the Corporation's production and business activities as well as development plans of both the Corporation and its subsidiaries.
- Continue reviewing and implementing restructuring of member units, strengthening corporate governance at these entities to improve investment efficiency. Expand scale and enhance the Corporation's position through mergers and acquisitions as well as cooperation with potential partners.

The above constitutes the Supervisory Board's report on the results of its inspection and supervision of the Corporation's operations in 2025. The Supervisory Board would like to express its sincere appreciation to the shareholders, members of the Board of Directors, the Executive Management, and all employees of the Corporation for their cooperation and support in enabling the Supervisory Board to fulfill its duties over the past year.

Yours sincerely!

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

**Recipients:**

- *As recipients;*
- *Secretary, IC, admin (save).*

**Vu Van Manh**

**No: 1059/2026/TTr-BOD**

*Hanoi, April 02, 2026*

**PROPOSAL**

**V/v: Selecting an independent auditing company to audit and review the 2026  
Financial Statements of the Corporation**

**Kính gửi: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- The Law on Securities dated November 26, 2019;
- The Law on Enterprises dated June 17, 2020;
- The Charter of Vietnam Construction and Import-Export Joint Stock Corporation (hereinafter referred to as the “Corporation”);
- The verification results of the Inspection Committee regarding the preparation and auditing of the 2025 Financial Statements of the Corporation.

The Inspection Committee respectfully submits to the General Meeting of Shareholders for approval of the following content:

The General Meeting of Shareholders authorizes the Board of Directors of the Corporation to decide on selecting one company from the following list to review and audit the 2026 Financial Statements of the Corporation:

- Deloitte Vietnam Co., Ltd;
- Ernst & Young Vietnam Co., Ltd;
- KPMG Co., Ltd;
- PwC (Vietnam) Co., Ltd;

Or another company in the List of auditing firms approved to perform audits for public interest entities in the securities sector in 2026.

The Inspection Committee respectfully submits this to the General Meeting of Shareholders for consideration and approval.

Sincerely!

**Recipients:**

- *As above;*
- *Archives: Secretariat, HR Dept*

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**

**Tran Dinh Tuan**

**No: 1060/2026/TTr-BOD**

*Hanoi, April 02, 2026*

## **PROPOSAL**

**Regarding: Approving the plan for the salary and remuneration payment to the Board of Directors and the Inspection Committee in 2025 and the plan for 2026**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to Article 6 - Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 21, 2025, of the 2025 Annual General Meeting of Shareholders (AGM) regarding the approval of the salary and remuneration payment plan for the Board of Directors (BOD) and the Inspection Committee in 2025, not exceeding VND 5 billion, and authorizing the Chairman of the BOD to determine the specific salary/remuneration for each member of the BOD and the Inspection Committee based on the Corporation's Regulation on salary and remuneration distribution;

Pursuant to the results of production and business in 2025 and the production and business plan for 2026 of the Corporation, the BOD respectfully submits to the AGM the plan for remuneration payment to the BOD and the Inspection Committee in 2025 and the plan for 2026 as follows:

### **1. Implementation of salary/remuneration payment for the BOD and the Inspection Committee in 2025:**

Based on the 2025 production and business plan approved by the AGM, the BOD has directed and coordinated with the Board of Management to effectively manage and operate the Corporation's production and business activities. Along with the activities of the BOD, the Inspection Committee has performed its functions and tasks assigned by the AGM well, actively supporting the BOD and the Board of Management in risk management across the entire VINACONEX system.

Based on the revenue and profit results achieved in 2025 by the Parent Company, the BOD has proactively balanced the payment of salary and remuneration for members of the BOD and the Inspection Committee as follows:

<b>Position</b>	<b>Salaries for full-time members (VND)</b>	<b>Allowances for independent members of the BOD (VND)</b>	<b>Remuneration for concurrent members (VND)</b>	<b>Total (VND)</b>
<b>Board of Directors (BOD)</b>	2,221,473,334	450,000,000	336,000,000	3,007,473,334
<b>Inspection Committee</b>	1,210,460,085	-	100,800,000	1,311,260,085
<b>TOTAL</b>	<b>3,431,933,419</b>	<b>450,000,000</b>	<b>436,800,000</b>	<b>4,318,733,419</b>

The BOD respectfully requests the AGM to approve the total payment for salary/allowance/remuneration of the BOD and the Inspection Committee in 2025 in the amount of VND 4,318,733,419 (*equivalent to 86.3% of the maximum expenditure level approved by the AGM*).

## **2. Salary and remuneration plan for members of the BOD and the Inspection Committee in 2026**

Entering 2026, the BOD, the Inspection Committee, and the Board of Management will further enhance management, direction, and administration to maintain the scale and growth rate of the Corporation across three pillar sectors: civil engineering & construction, real estate, and financial investment. Key tasks include: continuing to expand construction project sources; implementing investments in industrial park real estate, social housing, commercial housing, schools, and hospitals in Hanoi and other provinces ; operating energy and clean water projects safely and effectively ; and promoting capital restructuring to optimize capital efficiency and complete the 2026 P&B plan approved by the AGM.

Pursuant to the Corporation's Charter, to ensure remuneration and salary levels are consistent with the actual situation and assigned tasks, the BOD respectfully submits to the AGM for approval the plan to pay the total salary/remuneration of the BOD and the Inspection Committee in 2026 as follows:

**Total budget:** Not exceeding VND 5 billion.

**Authorization:** The AGM authorizes the Chairman of the BOD to determine the specific salary/remuneration for each member of the BOD and the Inspection Committee based on the Corporation's Regulation on salary and remuneration distribution, and to report at the next Annual General Meeting.

The BOD respectfully submits this to the General Meeting of Shareholders for consideration and approval.

**Recipients:**

- *As above;*
- *Archives: Secretariat, HR Dept*

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**

**No: 1061/2026/TTr-BOD**

*Hanoi, April 02, 2026*

## **PROPOSAL**

**Regarding: The 2025 after-tax profit distribution plan**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises 2025;
- Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation (VINACONEX);
- Pursuant to the 2025 audited separate and consolidated financial statements of VINACONEX Joint Stock Corporation audited by Ernst & Young Vietnam Co., Ltd.

The Board of Directors of VINACONEX Joint Stock Corporation respectfully submits to the General Meeting of Shareholders the plan for the 2025 after-tax profit distribution as follows:

**1. Undistributed after-tax profit : 3.492.958.991.953 VND;**

**2. Dividend payment at the rate of 16% : 1.034.349.337.600 VND;**

*In which: 8% in cash and 8% in shares*

**3. Remaining undistributed after-tax profit (= 1 - 2) : 2.458.609.654.353 VND;**

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval, and to authorize the Board of Directors of the Corporation to implement the plan in accordance with the Corporation's Charter and relevant legal regulations.

**Recipients:**

- *As above;*
- *Archives: Secretariat,  
Finance and Accounting  
Dept.*

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**

## **PROPOSAL**

**Regarding: The plan to increase charter capital from issuing shares to pay dividends for 2025**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

For the purpose of enhancing production capacity, maximizing resources, and ensuring support for the implementation of business plans of Vietnam Construction and Import-Export Joint Stock Corporation (“VINACONEX”), the Board of Directors (“BOD”) of Vietnam Construction and Import-Export Joint Stock Corporation respectfully submits to the 2026 Annual General Meeting of Shareholders (“AGM”) for consideration and approval of the capital increase as follows:

### **I. PLAN TO INCREASE CHARTER CAPITAL FROM ISSUING SHARES TO PAY DIVIDENDS FOR 2025**

1. Stock name: Stock of Vietnam Construction and Import-Export Joint Stock Corporation.
2. Stock code: VCG
3. Stock type: Common stock.
4. Par value: VND 10,000/share
5. Current charter capital: VND 6,464,683,360,000
6. Number of treasury shares: 0 shares
7. Number of outstanding shares: 646,468,336 shares
8. Purpose of issuance: Issuing shares to pay dividends for 2025 to existing shareholders.
9. Dividend payout rate: Paying 2025 dividends in shares to existing shareholders at a rate of 8% (meaning on the record date, a shareholder owning 100 shares will receive 8 additional newly issued shares), corresponding to a dividend rate of 8% of par value.
10. Expected number of shares to be issued: 51,717,466 shares (Fifty-one million, seven hundred seventeen thousand, four hundred sixty-six shares).
11. Total value of issuance at par value: VND 517,174,660,000 (Five hundred seventeen billion, one hundred seventy-four million, six hundred sixty thousand Vietnamese Dong).
12. Source of capital for the issuance: From the undistributed after-tax profit according to the 2025 audited financial statements, ensuring compliance with legal regulations.

13. Projected charter capital after the issuance: VND 6,981,858,020,000 (Six thousand nine hundred eighty-one billion, eight hundred fifty-eight million, zero hundred twenty thousand Vietnamese Dong).
14. Target of the issuance: Existing shareholders named in the list on the record date for the right to receive dividends in shares.
15. Method of issuance: Paying dividends in shares to existing shareholders through the exercise of rights.
16. Transferability: \* The right to receive dividends in shares is not transferable.
  - The shares issued for dividend payment are not restricted from transfer.
17. Handling of fractional shares (if any): Shares paid as dividends to existing shareholders will be rounded down to the nearest whole unit. Any decimal fractional shares will be canceled.
  - Example: On the record date, shareholder A owns 119 shares. The number of shares shareholder A is entitled to receive is:  $(119 \times 8)/100 = 9.52$  shares. After rounding down to the nearest unit, the actual number of shares shareholder A receives is 9 shares. The fractional part of 0.52 shares will be canceled.
18. Expected time of issuance: Scheduled for 2026, after approval by the State Securities Commission.
19. Place of implementation:
  - For shareholders with deposited shares: Shares will be allocated to the accounts opened at depository members.
  - For shareholders with undeposited shares: Shareholders shall carry out procedures to receive additional shares at VINACONEX Corporation (Address: Foreign Affairs & Shareholder Relations Department, Room 2403, 24th Floor, Vinaconex Building, 34 Lang Ha, Lang Ward, Hanoi. Shareholders must bring their ID card/passport and shareholder book).
20. Expected completion time: Scheduled for 2026 or until VINACONEX completes the procedures as prescribed by law.
21. Additional depository and listing registration: Additional issued shares will be registered for depository at the Vietnam Securities Depository and Clearing Corporation ("VSDC") and listed at the Ho Chi Minh City Stock Exchange ("HSX") in accordance with legal regulations.

## **II. AUTHORIZATION AND ASSIGNMENT TO THE BOARD OF DIRECTORS**

The AGM authorizes and assigns the BOD to decide on the specific issuance plan, organize the implementation in accordance with VINACONEX's operational needs and legal regulations, ensuring the harmony of shareholder interests. This includes, but is not limited to:

1. Deciding on the timing and execution of the issuance suitable for the Corporation's actual production and business situation;

2. Proactively choosing the record date for the exercise of rights in accordance with the law;
3. Handling fractional shares (if any);
4. Amending the terms regarding charter capital and shareholding status in the Corporation's Charter to reflect the increased capital after the issuance;
5. Deciding all necessary matters to complete the registration for the change of charter capital and adjusting the Enterprise Registration Certificate with competent state agencies;
6. Registering the additional shares with VSDC and listing them on HSX;
7. Proactively conducting other tasks and procedures deemed necessary by the BOD to implement the share issuance plan as approved by the AGM.

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

Sincerely!

**Recipients:**

- As above;

- IC;

-Archives:

Supervisory Board,

Secretariat.

**T ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**

## PROPOSAL

**Regarding: Approving the policy to conduct transactions between VINACONEX Joint Stock Corporation and its subsidiaries and affiliates within the same economic group/VINACONEX group in 2026**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

VINACONEX Joint Stock Corporation and its subsidiaries and affiliates operate under the model of an economic group/corporation, forming a group of companies interrelated through share ownership, contributed capital, or other associations.

Under this economic group/corporation operating model, VINACONEX Joint Stock Corporation serves as the Parent Company, performing the role of strategic orientation for production and business, market development, and brand development for the entire system. The subsidiaries and affiliates within the system are assigned to specific specialized fields and execute production and business tasks in accordance with the Corporation's general strategic direction.

To continue leveraging the strengths of the economic group/corporation model while ensuring seamless connection and coordination between the Parent Company – VINACONEX Joint Stock Corporation and its subsidiaries and affiliates, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval of the following contents:

1. **Approving the policy** to conduct future contracts and transactions between VINACONEX Joint Stock Corporation and its subsidiaries and affiliates in 2026 (as per the detailed list in the attached Appendix 01) in accordance with the provisions of Article 167 of the Law on Enterprises 2020, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities, and Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government on amending and supplementing several articles of Decree No. 155/2020/ND-CP.
2. **The General Meeting of Shareholders authorizes the Board of Directors** of the Corporation to decide on the specific terms and conditions of the contracts and transactions mentioned in Section 1 above, including the amendment, supplementation, termination, or replacement of such contracts and transactions.

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

Sincerely thank you!

**Recipients:**

- As above;

- IC;

-Archives:       *Legal*

*Dept, Secretariat.*

**T ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**

**APPENDIX 1:**

**LIST OF SUBSIDIARIES AND AFFILIATES OF VINACONEX JOINT STOCK CORPORATION**

<b>No.</b>	<b>Entity Name</b>	<b>Registered Charter Capital (VND)</b>	<b>Note</b>
<b>I</b>	<b>SUBSIDIARIES</b>		
1	Vinaconex Construction One Member LLC	800,000,000,000	
2	Vinaconex Investment One Member LLC	1,500,000,000,000	
3	Hanoi Bohemia Crystal Glass LLC	136,973,815,950	Subsidiary of Vinaconex Investment
4	Vinaconex Real Estate JSC	440,000,000,000	Subsidiary of Vinaconex Investment
5	Construction JSC No. 1	120,000,000,000	
6	Vinaconex 17 Construction JSC	15,075,836,146	
7	Vinaconex 25 JSC	240,000,000,000	
8	Viwaco JSC	479,999,950,000	
9	Vinaconex Dung Quat JSC	47,980,430,000	
10	Northern Electricity Investment and Development JSC No. 2	499,939,607,633	
11	Vinaconex Sai Gon JSC	61,014,930,000	
12	Ly Thai To Education One Member LLC	137,568,882,884	
13	Bach Thien Loc JSC	500,000,000,000	
14	Vinaconex Capital One LLC	600,000,000,000	
15	Sa Pa Clean Water BOO JSC	58,650,000,000	
16	Vietnam Water and Environment Investment Corporation - JSC (Viwaseen)	580,186,000,000	
17	Water Supply and Sewerage Construction and Investment JSC (Waseco)	132,000,000,000	Subsidiary of Viwaseen
18	Viwaseen 3 JSC	20,000,000,000	Subsidiary of Viwaseen
19	Viwaseen 6 JSC	15,000,000,000	Subsidiary of Viwaseen
20	Water Supply Sewerage Drilling and Construction JSC (Viwaseen 11)	9,300,000,000	Subsidiary of Viwaseen
21	Water Sector Equipment Manufacturing and Installation JSC (Viwaseen 14)	10,000,000,000	Subsidiary of Viwaseen
22	Construction JSC No. 16	15,000,000,000	
23	Vinaconex 27 JSC	17,792,770,000	
24	Construction Company No. 4	3,500,000,000	
25	Other subsidiaries of VINACONEX Joint Stock Corporation (joining the VINACONEX group in the future through new establishment or M&A transactions of Vinaconex)		
<b>II</b>	<b>JOINT VENTURES AND AFFILIATES</b>		
1	Construction JSC No. 12	116,360,000,000	
2	Cam Pha Cement JSC	2,000,000,000,000	
3	Vietnam Urban Service and Investment JSC	160,000,000,000	
4	Vinaconex Trading Development JSC	147,800,000,000	
5	Hanoi - Bac Giang BOT Investment JSC	496,322,400,000	
6	Vinaconex - Tan Loc Asphalt Concrete LLC	30,000,000,000	
7	VIMECO JSC	287,470,170,000	
8	Vinaconex Quang Ninh JSC	380,550,000,000	
9	Dai Viet Ductile Iron Pipe LLC	27,804,767,765	Affiliate of Viwaseen

## **PROPOSAL**

**Regarding: Approving the amendment and supplementation of the Charter of Vietnam Construction and Import-Export Joint Stock Corporation**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and documents amending, supplementing, and guiding its implementation (“Law on Enterprises 2020”);*

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, on amending and supplementing several articles of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law of Securities;*

*Pursuant to Article 8 of Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 21, 2025, of the 2025 Annual General Meeting of Shareholders of Vietnam Construction and Import-Export Joint Stock Corporation (“VINACONEX Corporation”);*

*Pursuant to the 15th amended Enterprise Registration Certificate issued by the Hanoi Department of Finance to VINACONEX Corporation on July 20, 2025;*

*Based on the actual requirements of corporate governance and operations.*

### **1. Legal basis for the amendment and supplementation of the Corporation’s Charter**

In implementation of Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 21, 2025, of the 2025 Annual General Meeting of Shareholders regarding the increase of charter capital from issuing shares to pay dividends for 2024, VINACONEX Corporation has completed the legal procedures for increasing Charter Capital and changing business registration contents with the competent state authorities.

Accordingly, VINACONEX Corporation was issued the 15th amended Enterprise Registration Certificate on July 20, 2025, by the Business and Financial Registration Division – Hanoi Department of Finance regarding the change in Charter Capital (as per the attached Appendix 01).

Furthermore, the Government issued Decree No. 245/2025/ND-CP on September 11, 2025, which modified several contents related to the governance of public companies. Therefore, public companies are required to amend internal documents to ensure updates and compliance with current legal regulations.

Additionally, based on the actual needs of corporate governance and operations, it is necessary for the Corporation to have 02 (two) Legal Representatives, including the Chairman of the Board of Directors and the General Director.

### **2. Proposed contents for the amendment of the Corporation’s 2026 Charter**

To record the changes mentioned in Section 1 above into the Corporation's Charter, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the following:

2.1 Approving the amendment of the Corporation's Charter with the following specific updates:

- a) Amending Clause 1, Article 6 regarding the Corporation's Charter Capital in accordance with the 15th amended Enterprise Registration Certificate dated July 20,2025.
- b) Amending Article 3 regarding the Legal Representatives of the Corporation with the following main contents:
  - (i) Changing the number of Legal Representatives from 01 (one) person to 02 (two) persons.
  - (ii) The positions serving as Legal Representatives include: The Chairman of the Board of Directors and the General Director.
  - (iii) Detailing the powers and obligations of each Legal Representative.
- c) Amending Clause 3, Article 29 regarding the rights and obligations of the Chairman of the Board of Directors.
- d) Amending Clause 2 and Clause 4, Article 35 regarding the rights and obligations of the General Director.

*(Detailed amendments are specified in Appendix 02 – Amendments and Supplementations to the Corporation's 2026 Charter attached to this Proposal).*

- 2.2 Approving the full text of the Corporation's 2026 Charter (The draft 2026 Charter is attached as Appendix 03)
- 2.3 Assigning the Chairman of the Board of Directors – Legal Representative of the Corporation to sign and issue the 2026 Charter after it is approved by the General Meeting of Shareholders.
- 2.4 The General Meeting of Shareholders authorizes the Board of Directors and the Chairman of the Board of Directors – Legal Representative to carry out procedures for declaration, submission of dossiers, and working with the Hanoi Department of Finance to update the change of the Corporation's Legal Representatives and other related procedures.

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

Respectfully.

**Attached documents:**

- Appendix 01: 15th amended Enterprise Registration Certificate dated July 20, 2025;
- Appendix 02: Detailed amendments and supplementations to the Corporation's 2026 Charter;
- Appendix 03: Draft of the Corporation's 2026 Charter.

**Recipients:**

- As above;
- BOD., IC;
- Archives: Legal Dept.

**T ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**

**APPENDIX 01**

**15th amended Enterprise Registration Certificate issued by the Hanoi Department of Finance to VINACONEX Joint Stock Corporation on July 20, 2025**

**GIẤY CHỨNG NHẬN ĐĂNG KÝ DOANH NGHIỆP  
CÔNG TY CỔ PHẦN**

**Mã số doanh nghiệp: 0100105616**

*Đăng ký lần đầu: ngày 01 tháng 12 năm 2006*

*Đăng ký thay đổi lần thứ: 15, ngày 20 tháng 07 năm 2025*

**1. Tên công ty**

Tên công ty viết bằng tiếng Việt: **TỔNG CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU VÀ XÂY DỰNG VIỆT NAM**

Tên công ty viết bằng tiếng nước ngoài: **VIET NAM CONSTRUCTION AND IMPORT - EXPORT JOINT STOCK CORPORATION**

Tên công ty viết tắt: **VINACONEX.,JSC**

**2. Địa chỉ trụ sở chính**

*Toà nhà VINACONEX, 34 Láng Hạ, Phường Láng, Thành phố Hà Nội, Việt Nam*

Điện thoại: 02462849234

SốFax: 02462849208

Thư điện tử:

Website: [www.vinaconex.com.vn](http://www.vinaconex.com.vn)

**3. Vốn điều lệ: 6.464.683.360.000 đồng.**

*Bằng chữ: Sáu nghìn bốn trăm sáu mươi bốn tỷ sáu trăm tám mươi ba triệu ba trăm sáu mươi nghìn đồng*

Mệnh giá cổ phần: 10.000 đồng

Tổng số cổ phần: 646.468.336

**4. Người đại diện theo pháp luật của công ty**

\* Họ, chữ đệm và tên: **NGUYỄN XUÂN ĐÔNG**

Giới tính: *Nam*

Ngày, tháng, năm sinh: *29/12/1966*

*Quốc tịch: Việt Nam*

Số định danh cá nhân : *001066002141*

Chức danh: **Tổng giám đốc**

Địa chỉ liên lạc: *Số nhà A36, Lô BT6, Khu Đô thị Văn Quán, Yên Phúc, Phường Văn Quán, Quận Hà Đông, Thành phố Hà Nội, Việt Nam*

**TRƯỞNG PHÒNG**



**Hà Quý Sáng**

**APPENDIX 02 – AMENDMENTS AND SUPPLEMENTS TO THE 2026 CHARTER OF VIETNAM CONSTRUCTION AND IMPORT-EXPORT JOINT STOCK CORPORATION (VINACONEX)**

*(Attached to Proposal No. ..../2026/TTr-HĐQT dated April 02, 2026, by the Board of Directors)*

NO	ARTICLE	2025 CHARTER	MAIN PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE 2026 CHARTER	LEGAL BASIS
1	Article 3	<p><b>Article 3. The Corporation’s legal representatives</b></p> <p>1. The Corporation has 01 (one) legal representative who is the General Director of the Corporation.</p> <p>2. Rights and obligations of the legal representatives as prescribed in Article 12 and Article 13 Law on Enterprises.</p>	<p><b>Article 3. The Corporation’s legal representatives</b></p> <p>1. The Corporation has 02 (two) legal representatives, including: The Chairman of the Board of Directors and the General Director. The authorities, powers, and obligations of each legal representative are detailed according to the fields of management and operation specified in clauses 2 and 3 of this Article.</p> <p>2. As the legal representative and the head of the managing body, the Chairman of the Board of Directors has the following specific rights and obligations:</p> <p>a) Regarding management tasks:</p> <p>(i) To develop the program and operational plans of the Board of Directors; prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; and chair the General Meeting of Shareholders;</p> <p>(ii) To manage the strategic orientation, business plans, financial plans, and medium to long-term investment plans of the entire Corporation.</p> <p>b) Regarding the organization of implementation:</p> <p>1. Organize the approval of resolutions and decisions of the Board of Directors and direct, supervise the process of the General Director and management staff in implementing these resolutions and decisions;</p> <p>2. Organize the implementation, direction, and</p>	<p>According to Clause 2, Article 12 of the Law on Enterprises: <i>A joint stock company may have one or more legal representatives. The Company's Charter shall specify the number, managerial titles, and the rights and obligations of the legal representatives of the enterprise. If the company has more than one legal representative, the Company's Charter shall specify the rights and obligations of each legal representative.</i>”</p>

			<p>supervision of the business activities of the Corporation and the functional departments related to all areas of the Corporation's operations, except for the construction sector, which is managed directly on a daily basis by the General Director;</p> <p>3. Direct research, formulation, encouragement of the implementation, and approval of development strategies, business plans, financial plans, and medium- and long-term investment plans before presenting them to the Board of Directors or the General Meeting of Shareholders for approval.</p> <p>c) Regarding Finance, Accounting, Tax, and Cash Flow Management:</p> <p>Except for the financial work and cash flow directly related to construction activities under the authority of the General Director, the Chairperson of the Board of Directors shall have the following rights and obligations:</p> <p>(i) Be the legal representative of the accounting unit, taking overall responsibility and directly signing the financial reports, accounting documents, and tax documents of the Corporation, except for accounting documents and tax declarations/invoices that arise directly from contracts and construction projects under the authority of the General Director;</p> <p>(ii) Decide and represent the Corporation in opening, using, and managing the Corporation's bank accounts; determine capital mobilization plans, loans, lending, credit issuance, guarantees, mortgages, pledges of assets, and issuing various types of securities in accordance with the authority delegated by the Board of Directors, except for specific credit contracts and loan guarantees directly serving each bidding package and construction project delegated by the Board of Directors to the General Director;</p> <p>(iii) Directly sign financial reports, management reports,</p>	
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			<p>accounting documents, tax documents, and transaction documents with tax authorities, banks, credit institutions, and independent auditors;</p> <p>(iv) Implement the opening and use of the Corporation's bank accounts and decide the delegation of payment approval limits on these accounts to the General Director according to the internal financial regulations issued by the Board of Directors.</p> <p>(v) Approve expenditures not within the authority of the General Director.</p> <p>d) Regarding Investment and Capital Management in other enterprises:</p> <p>(i) Decide or submit to the Board of Directors for decision (according to the delegation of authority) on investment in Real Estate, Infrastructure, and Industrial projects; decide on capital contribution, mergers and acquisitions (M&amp;A), and the acquisition of shares or stakes in other enterprises/projects;</p> <p>(ii) Approve plans for restructuring, transfer, divestment, and recovery of the Corporation's investment capital in projects and other enterprises;</p> <p>(iii) Directly approve the appointment, dismissal, commendation, discipline, direction, and supervision of the Corporation's Capital Representatives at subsidiaries, affiliated companies, and other enterprises in which the Corporation holds stakes;</p> <p>(iv) Approve policies and decide on the assignment of plans and internal contracting to the Construction Division (managed by the General Director) for the self-execution of projects where the Corporation acts as the Investor;</p> <p>(v) Represent the Corporation in signing documents and materials related to the transactions specified in Point d, Clause 2 of this Article.</p>	
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			<p>e) Regarding Organizational Structure and Personnel:</p> <ul style="list-style-type: none"> <li>(i) Approve the organizational structure, headcount (personnel quota), and general internal management regulations of the entire Corporation; decide on policies regarding salary, bonuses, benefits, training, and recruitment applicable across the Corporation (except for detailed personnel policies and decisions within the construction sector managed by the General Director);</li> <li>(ii) On behalf of the Board of Directors, sign decisions on the appointment and dismissal of senior management positions under the authority of the Board of Directors; directly decide on the appointment, dismissal, and removal; represent the Corporation in signing/terminating labor contracts; and decide on salary and bonus levels for all personnel in functional departments serving the general operations of the Corporation (excluding organizational and personnel matters of departments exclusively serving construction activities directly managed by the General Director).</li> </ul> <p>f) Regarding Legal Representation:</p> <p>Represent the Corporation in working with competent state agencies and participating in legal proceedings (Court/Arbitration) regarding disputes of the Corporation, except for disputes solely related to the construction sector (or disputes related to personnel within the construction sector) managed by the General Director;</p> <p>g) Rights and obligations regarding general transactions/sectors or other matters:</p> <ul style="list-style-type: none"> <li>(i) Represent the Corporation in signing contracts and commercial transactions in the fields of investment, finance, real estate, and other sectors as assigned in Clause 2, Article 3 hereof;</li> </ul>	
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			<ul style="list-style-type: none"> <li>(ii) Represent the Corporation in exercising rights and performing obligations for transactions, tasks, or disputes involving both the sectors managed by the Chairman of the Board of Directors and the sectors managed by the General Director; or matters where authority is not clearly defined under this Charter; or in cases where the law, partners, or competent State agencies require a single highest legal representative of the Corporation to act, the Chairman of the Board of Directors shall serve as the legal representative of the Corporation to perform all such tasks and transactions.</li> <li>(iii) Execute other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, internal regulations, and this Charter.</li> </ul> <p>3. As the legal representative and the executive in charge of day-to-day business operations within the assigned sectors, the General Director shall have the following specific rights and obligations:</p> <ul style="list-style-type: none"> <li>a) Regarding executive management and implementation of decisions: <ul style="list-style-type: none"> <li>(i) Direct the day-to-day management, operation, organization, and administration of departments directly serving the Corporation's construction and installation activities;</li> <li>(ii) Organize the implementation, expedite, and report on the results of resolutions and decisions issued by the Board of Directors and the Chairman of the Board of Directors within their scope of management.</li> </ul> </li> <li>b) In Construction, Bidding, and Project Management activities: <ul style="list-style-type: none"> <li>(i) Have full authority to decide on participation in bidding, joint ventures, and partnerships in construction and installation activities; represent the Corporation in negotiating, signing, amending,</li> </ul> </li> </ul>	
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			<p>supplementing, and liquidating contracts for construction, consultancy, general contracting, EPC, and other contracts related to construction and installation activities;</p> <p>(ii) Organize the management and execution of construction and project implementation, ensuring project progress, quality, labor safety, environmental sanitation, fire prevention and fighting, and the management of materials, equipment, and construction machinery;</p> <p>(iii) Organize the construction of projects where the Corporation acts as the Investor through self-execution or internal contracting, following approval from the Chairman of the Board of Directors. Take full responsibility for the projects and works under their management.</p> <p>c) Regarding finance and payments within the construction and installation sector:</p> <p>(i) Represent the Corporation as the account holder to perform payment transactions and bank guarantees serving construction and installation activities in accordance with the delegation of authority and limits prescribed in the internal financial regulations or by decisions of the Board of Directors;</p> <p>(ii) Represent the Corporation in signing credit agreements, pledge/mortgage contracts for property rights arising from construction contracts, and requesting the issuance of bank guarantees (bid bonds, performance bonds, advance payment guarantees, warranty bonds) directly serving construction and installation activities in accordance with the delegation of authority and limits prescribed in the internal financial regulations or by decisions of the Board of Directors;</p>	
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			<ul style="list-style-type: none"> <li>(iii) Represent the Corporation in signing payment documents, acceptance certificates, final accounts, issuing value-added invoices, and tax documents related to bidding packages, construction contracts, and consultancy within the construction and installation sector.</li> </ul> <p>d) Regarding Organizational Structure and Personnel within the construction and installation sector:</p> <ul style="list-style-type: none"> <li>(i) The General Director has the right to: Approve the organizational structure, detailed headcount (personnel quota), and internal management regulations for project management boards, project executive boards, and site management boards within the construction and installation sector;</li> <li>(ii) Directly decide on the appointment, dismissal, removal, recruitment, and signing/termination of labor contracts; decide on salary and bonus levels for personnel working in departments directly serving construction and installation activities (including personnel in Project Management Boards/Project Executive Boards/Site Management Boards). Personnel decisions under this point must comply with the economic plans of the construction works/projects approved by the Board of Directors or the Chairman of the Board of Directors.</li> </ul> <p>e) Regarding Legal Representation and Transactions with authorities within the construction and installation sector:</p> <ul style="list-style-type: none"> <li>(i) Represent the Corporation in working and conducting transactions with specialized state management agencies, Investors, and partners directly related to bidding and construction/installation activities;</li> <li>(ii) Represent the Corporation in dispute resolution and legal proceedings (Court/Arbitration) directly arising from bidding packages, construction/installation</li> </ul>	
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			<p>contracts, consultancy, and personnel disputes directly managed by the General Director.</p> <p>f) Other rights and obligations:</p> <p>(i) Propose the quantity and structure of the Executive Management Board reporting to the General Director for the Board of Directors' consideration and appointment;</p> <p>(ii) Perform other rights and obligations in accordance with the law, this Charter, the Corporation's internal regulations, the labor contract signed with the Corporation, and as authorized or assigned by the Board of Directors and the Chairman of the Board of Directors.</p>	
2	<b>Clause 1 Article 6</b>	<p>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.</p>	<p>1. The Corporation's Charter capital is VND 6,464,683,360,000 (Six thousand four hundred and sixty-four billion, six hundred and eighty-three million, three hundred and sixty thousand Vietnamese Dong). The total charter capital of the Corporation is divided into 646,468,336 (Six hundred and forty-six million, four hundred and sixty-eight thousand, three hundred and thirty-six) shares with a par value of 10,000 (ten thousand) dong/share.</p>	<p>The 15th Amended Business Registration Certificate, dated July 20, 2025, issued by the Business and Corporate Finance Registration Office – Hanoi Department of Finance to Vietnam Construction and Import-Export Joint Stock Corporation (Vinaconex).</p>
3	<b>Clause 3 Article 29</b>	<p>3. Rights and obligations of the Chairman of the Board of Directors as follows:</p> <p>a) To prepare working plans and programs of the Board of Directors;</p> <p>b) To prepare the agenda, contents, and documents for the</p>	<p>3. The Chairman of the Board of Directors shall have the rights and obligations as prescribed in Clause 2, Article 3 of this Charter, as well as other rights and obligations in accordance with the Law on Enterprises and the Law on Securities.</p>	<p>Amended to align with the scope of authority of the Chairman of the Board of Directors as prescribed in Article 3 of the 2026 Amended Charter.</p>

		<p>meetings; convening and preside over the meetings of the Board of Directors;</p> <p>c) To organize approval of resolutions and decisions of the Board of Directors;</p> <p>d) To supervise the process of implementation of the resolutions and decisions of the Board of Directors</p> <p>e) To chair meetings of the General Meeting of Shareholders;</p> <p>f) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.</p>		
4	<b>Clause 2 and Clause 4 Article 35</b>	<p>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.</p> <p>3. [...]</p> <p>4. The General Director has the</p>	<p>2. The General Director shall manage the day-to-day business operations of the Corporation within the sectors assigned under Clause 3, Article 3 of this Charter, in compliance with the law, the Corporation's Charter, the labor contract signed with the Corporation, and the resolutions and decisions of the Board of Directors. In the event that the General Director's management acts are contrary to the provisions of this Article and cause damage to the Corporation, the General Director shall be held legally liable and must compensate the Corporation for such damages.</p> <p>3. [...].</p> <p>4. As the legal representative and the executive in charge of day-to-day business operations within the assigned sectors, the General Director shall have the rights and obligations as prescribed in Clause 3, Article 3 of this Charter.</p>	Amended to align with the scope of authority of the Chairman of the Board of Directors as prescribed in Article 3 of the 2026 Amended Charter.

		<p>following rights and obligations:</p> <ul style="list-style-type: none"> <li>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;</li> <li>b) To organize the implementation resolutions and decisions of the Board of Directors;</li> <li>c) To organize the implementation Corporation's business and investment plans;</li> <li>d) To recommend organizational structure and internal regulations on management of the Corporation;</li> <li>e) To appoint, remove and dismiss managerial positions in the Corporation, except for the positions within the authority of the Board of Directors;</li> <li>f) To make decisions on the salaries and other benefits of the Corporation's employees, including the managers decided/appointed by the General Director;</li> </ul>		
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		<p>g) To recruit employees;</p> <p>h) To recommend a plan for dividend payment or dealing with business losses;</p> <p>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;</p> <p>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;</p> <p>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</p>		
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		<p>submitted to the Board of Directors for approval and must include the information specified in the Corporation's regulations;</p> <p>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.</p>		
<b>5</b>	Other minor amendments are detailed in the 2026 Draft Charter of the Corporation.			

## **APPENDIX 03**

**Draft of the full text of the 2026 Charter of VINACONEX Joint Stock Corporation**

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

**CHARTER**

**APRIL 25, 2026**

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## INTRODUCTION

The Charter was approved by shareholders at General Meetings of Shareholders under the Resolution No. 01/2026/NQ-DHĐCĐ dated 25 April 2026.

### 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 and its amendments and supplements from time to time;
  - 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 and its amendments and supplements from time to time;
  - 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 ward, Hanoi city, Vietnam.
  - ✚ Telephone: (024) 62849234
  - ✚ Fax: (024) 6284 9208
  - ✚ Email: [info@vinaconex.com.vn](mailto:info@vinaconex.com.vn);
  - ✚ Website: [www.vinaconex.com.vn](http://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 02 (two) legal representatives, including: The Chairman of the Board of Directors and the General Director. The authorities, powers, and obligations of each legal representative are detailed according to the fields of management and operation specified in clauses 2 and 3 of this Article.
2. As the legal representative and the head of the managing body, the Chairman of the Board of Directors has the following specific rights and obligations:
  - a) Regarding management tasks:
    - (i) To develop the program and operational plans of the Board of Directors; prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; and chair the General Meeting of Shareholders;
    - (ii) To manage the strategic orientation, business plans, financial plans, and medium to long-term investment plans of the entire Corporation.
  - b) Regarding the organization of implementation:
    1. Organize the approval of resolutions and decisions of the Board of Directors and direct, supervise the process of the General Director and management staff in implementing these resolutions and decisions;
    2. Organize the implementation, direction, and supervision of the business activities of the Corporation and the functional departments related to all areas of the Corporation's operations, except for the construction sector, which is managed directly on a daily basis by the General Director;
    3. Direct research, formulation, encouragement of the implementation, and approval of development strategies, business plans, financial plans, and medium- and long-term investment plans before presenting them to the Board of Directors or the General Meeting of Shareholders for approval.
  - c) Regarding Finance, Accounting, Tax, and Cash Flow Management:

Except for the financial work and cash flow directly related to construction activities under the authority of the General Director, the Chairperson of the Board of Directors shall have the following rights and obligations:

    - (i) Be the legal representative of the accounting unit, taking overall responsibility and directly signing the financial reports, accounting documents, and tax documents of the Corporation, except for accounting documents and tax declarations/invoices that arise directly from contracts and construction projects under the authority of the General Director;
    - (ii) Decide and represent the Corporation in opening, using, and managing the Corporation's bank accounts; determine capital mobilization plans, loans, lending, credit issuance, guarantees, mortgages, pledges of assets, and issuing various types of securities in accordance with the authority delegated by the Board of Directors, except for specific credit contracts and loan guarantees directly serving each bidding package and construction project delegated by the Board of Directors to the General Director;
    - (iii) Directly sign financial reports, management reports, accounting documents, tax

- documents, and transaction documents with tax authorities, banks, credit institutions, and independent auditors;
- (iv) Implement the opening and use of the Corporation's bank accounts and decide the delegation of payment approval limits on these accounts to the General Director according to the internal financial regulations issued by the Board of Directors.
  - (v) Approve expenditures not within the authority of the General Director.
- d) Regarding Investment and Capital Management in other enterprises:
- (i) Decide or submit to the Board of Directors for decision (according to the delegation of authority) on investment in Real Estate, Infrastructure, and Industrial projects; decide on capital contribution, mergers and acquisitions (M&A), and the acquisition of shares or stakes in other enterprises/projects;
  - (ii) Approve plans for restructuring, transfer, divestment, and recovery of the Corporation's investment capital in projects and other enterprises;
  - (iii) Directly approve the appointment, dismissal, commendation, discipline, direction, and supervision of the Corporation's Capital Representatives at subsidiaries, affiliated companies, and other enterprises in which the Corporation holds stakes;
  - (iv) Approve policies and decide on the assignment of plans and internal contracting to the Construction Division (managed by the General Director) for the self-execution of projects where the Corporation acts as the Investor;
  - (v) Represent the Corporation in signing documents and materials related to the transactions specified in Point d, Clause 2 of this Article.
- e) Regarding Organizational Structure and Personnel:
- (i) Approve the organizational structure, headcount (personnel quota), and general internal management regulations of the entire Corporation; decide on policies regarding salary, bonuses, benefits, training, and recruitment applicable across the Corporation (except for detailed personnel policies and decisions within the construction sector managed by the General Director);
  - (ii) On behalf of the Board of Directors, sign decisions on the appointment and dismissal of senior management positions under the authority of the Board of Directors; directly decide on the appointment, dismissal, and removal; represent the Corporation in signing/terminating labor contracts; and decide on salary and bonus levels for all personnel in functional departments serving the general operations of the Corporation (excluding organizational and personnel matters of departments exclusively serving construction activities directly managed by the General Director).
- f) Regarding Legal Representation:
- Represent the Corporation in working with competent state agencies and participating in legal proceedings (Court/Arbitration) regarding disputes of the Corporation, except for disputes solely related to the construction sector (or disputes related to personnel within the construction sector) managed by the General Director;
- g) Rights and obligations regarding general transactions/sectors or other matters:

- (i) Represent the Corporation in signing contracts and commercial transactions in the fields of investment, finance, real estate, and other sectors as assigned in Clause 2, Article 3 hereof;
  - (ii) Represent the Corporation in exercising rights and performing obligations for transactions, tasks, or disputes involving both the sectors managed by the Chairman of the Board of Directors and the sectors managed by the General Director; or matters where authority is not clearly defined under this Charter; or in cases where the law, partners, or competent State agencies require a single highest legal representative of the Corporation to act, the Chairman of the Board of Directors shall serve as the legal representative of the Corporation to perform all such tasks and transactions.
  - (iii) Execute other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, internal regulations, and this Charter.
3. As the legal representative and the executive in charge of day-to-day business operations within the assigned sectors, the General Director shall have the following specific rights and obligations:
- a) Regarding executive management and implementation of decisions:
    - (i) Direct the day-to-day management, operation, organization, and administration of departments directly serving the Corporation's construction and installation activities;
    - (ii) Organize the implementation, expedite, and report on the results of resolutions and decisions issued by the Board of Directors and the Chairman of the Board of Directors within their scope of management.
  - b) In Construction, Bidding, and Project Management activities:
    - (i) Have full authority to decide on participation in bidding, joint ventures, and partnerships in construction and installation activities; represent the Corporation in negotiating, signing, amending, supplementing, and liquidating contracts for construction, consultancy, general contracting, EPC, and other contracts related to construction and installation activities;
    - (ii) Organize the management and execution of construction and project implementation, ensuring project progress, quality, labor safety, environmental sanitation, fire prevention and fighting, and the management of materials, equipment, and construction machinery;
    - (iii) Organize the construction of projects where the Corporation acts as the Investor through self-execution or internal contracting, following approval from the Chairman of the Board of Directors. Take full responsibility for the projects and works under their management.
  - c) Regarding finance and payments within the construction and installation sector:
    - (i) Represent the Corporation as the account holder to perform payment transactions and bank guarantees serving construction and installation activities in accordance with the delegation of authority and limits prescribed in the internal financial regulations or by decisions of the Board of Directors;
    - (ii) Represent the Corporation in signing credit agreements, pledge/mortgage contracts for property rights arising from construction contracts, and requesting the issuance of bank guarantees (bid bonds, performance bonds, advance payment guarantees, warranty bonds) directly serving construction and installation activities in accordance with the delegation of authority and limits prescribed in the internal financial regulations or by decisions of the Board of Directors;

- (iii) Represent the Corporation in signing payment documents, acceptance certificates, final accounts, issuing value-added invoices, and tax documents related to bidding packages, construction contracts, and consultancy within the construction and installation sector.
- d) Regarding Organizational Structure and Personnel within the construction and installation sector:
  - (i) The General Director has the right to: Approve the organizational structure, detailed headcount (personnel quota), and internal management regulations for project management boards, project executive boards, and site management boards within the construction and installation sector;
  - (ii) Directly decide on the appointment, dismissal, removal, recruitment, and signing/termination of labor contracts; decide on salary and bonus levels for personnel working in departments directly serving construction and installation activities (including personnel in Project Management Boards/Project Executive Boards/Site Management Boards). Personnel decisions under this point must comply with the economic plans of the construction works/projects approved by the Board of Directors or the Chairman of the Board of Directors.
- e) Regarding Legal Representation and Transactions with authorities within the construction and installation sector:
  - (i) Represent the Corporation in working and conducting transactions with specialized state management agencies, Investors, and partners directly related to bidding and construction/installation activities;
  - (ii) Represent the Corporation in dispute resolution and legal proceedings (Court/Arbitration) directly arising from bidding packages, construction/installation contracts, consultancy, and personnel disputes directly managed by the General Director.
- f) Other rights and obligations:
  - (i) Propose the quantity and structure of the Executive Management Board reporting to the General Director for the Board of Directors' consideration and appointment;
  - (ii) Perform other rights and obligations in accordance with the law, this Charter, the Corporation's internal regulations, the labor contract signed with the Corporation, and as authorized or assigned by the Board of Directors and the Chairman of the Board of Directors.

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

#### **Article 4. Operational objectives of the Corporation**

1. The Corporation's business lines:

<b>STT</b>	<b>BUSINESS LINES</b>	<b>CODE</b>
1	Wholesale of construction materials and other installation supplies	4663
2	Activities of head offices	7010
3	Management consultancy activities	7020

4	<p>Short-term accommodation activities</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Hotels;</li> <li>- Villas and apartments providing short-term accommodation;</li> <li>- Guesthouses and hostels providing short-term accommodation;</li> <li>- Motels, rooms for rent, and similar lodging establishments.</li> </ul>	5510
5	<p>Mining of other non-ferrous metal ores</p> <p><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></p>	0722
6	<p>Quarrying of stone, sand, gravel and clay</p> <p><i>Chi tiết:</i></p> <ul style="list-style-type: none"> <li>- <i>Quarrying of stone</i></li> <li>- <i>Quarrying of sand and gravel</i></li> <li>- <i>Quarrying of clay.</i></li> </ul>	0810
7	<p>Manufacture of clay building materials</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> <li>- <i>manufacture of non-refractory ceramic hearth or wall tiles, mosaic cubes;</i></li> <li>- <i>manufacture of non-refractory ceramic flags and paving;</i></li> <li>- <i>manufacture of structural non-refractory clay building materials: manufacture of ceramic bricks, roofing tiles, chimney pots etc.</i></li> <li>- <i>manufacture of flooring blocks in baked clay;</i></li> <li>- <i>manufacture of ceramic sanitary fixtures.</i></li> </ul>	2392
8	<p>Manufacture of cement, lime and plaster</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> <li>- <i>Manufacture of cement</i></li> <li>- <i>Manufacture of lime</i></li> <li>- <i>Manufacture of plaster</i></li> </ul>	2394
9	<p>Manufacture of concrete and articles of concrete, cement, and plaster</p>	2395
10	<p>Manufacture of plastics products</p> <p><i>Details: Manufacture of artificial stone</i></p>	2220
11	<p>Cutting, shaping, and finishing of stone</p>	2396
12	<p>Manufacture of other non-metallic mineral products n.e.c.</p>	2399

13	Manufacture of glass and glass products <i>Details: Manufacture of flat glass and flat glass products</i>	2310
14	Manufacture of coke <i>Details: Production of asphalt</i>	1910
15	Water collection, treatment, and supply <i>Details:</i> - <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	Other specialized wholesale n.e.c <i>Details:</i> - <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. (Except for Section 16, Part A, Appendix I of Decree No. 31/2021/ND-CP dated March 26, 2021, of the Government.)</i>	4669
17	<b>Trading of owned or rented property and land use rights</b> <b>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).</b>	<b>6810</b>
18	Architectural and engineering activities and related technical consultancy <i>Details:</i> - <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>	7110

	<ul style="list-style-type: none"> <li>- Consulting on inspection and technical assessment of fire prevention and firefighting.</li> <li>- Consulting on fire prevention and firefighting technology transfer; training and guidance on fire prevention and firefighting operations.</li> <li>- Other related technical consulting activities.</li> </ul>	
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	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"> <li>- Management of road vehicle parking lots;</li> <li>- Management of car parking lots or garages, bicycle and motorcycle parking areas.</li> </ul>	5225
25	Wholesale of beverages <i>Details: Wholesale of alcoholic beverages</i>	4633
26	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 <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.

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 **VND 6,464,683,360,000** (*Six thousand four hundred and sixty-four billion, six hundred and eighty-three million, three hundred and sixty thousand Vietnamese Dong*). The total charter capital of the Corporation is divided into **646,468,336** (*Six hundred and forty-six million, four hundred and sixty-eight thousand, three hundred and thirty-six*) 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 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 (or its amendments, supplements, or replacements);
  - 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 convener 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 seriously 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 number of non-executive members of the Board of Directors shall satisfy the following requirements:**
    - i) **There is at least one (1) non-executive member if the Corporation's Board of Directors has three (3) to five (5) members;**
    - ii) **There are at least two (2) non-executive members if the Corporation's Board of Directors has six (6) to eight (8) members;**
    - iii) **There are at least three (3) non-executive members if the Corporation's Board of Directors has nine (9) to eleven (11) members.**
  - b) The 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 (after approval by the Annual General Meeting of Shareholders), 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. **The Chairman of the Board of Directors shall have the rights and obligations as prescribed in Clause 2, Article 3 of this Charter, as well as other rights and obligations in accordance with the Law on Enterprises and the Law on Securities.**
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 shall manage the day-to-day business operations of the Corporation within the sectors assigned under Clause 3, Article 3 of this Charter, in compliance with the law, the Corporation's Charter, the labor contract signed with the Corporation, and the resolutions and decisions of the Board of Directors. In the event that the General Director's management acts are contrary to the provisions of this Article and cause damage to the Corporation, the General Director shall be held legally liable and must compensate the Corporation for such damages.
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. As the legal representative and the executive in charge of day-to-day business operations within the assigned sectors, the General Director shall have the rights and obligations as prescribed in Clause 3, Article 3 of this Charter.
5. The General Director is responsible to the Chairman of the Board of Directors, 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.

## **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. 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 57. 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 58. 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 59. Effective date**

- 1. This Charter includes 21 Chapters and 59 Articles. It was unanimously approved by the General

Meeting of Shareholders of Vietnam Import-Export and Construction Joint Stock Corporation on April 25, 2026, 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**

<b>STT</b>	<b>Name of shareholder</b>	<b>Place of registered head office</b>	<b>Number of shares</b>	<b>Value of shares (VND)</b>
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**

**Regarding: Approving the amendment and supplementation of the Internal Regulation on Corporate Governance of Vietnam Construction and Import-Export Joint Stock Corporation**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and documents amending, supplementing, and guiding its implementation (“Law on Enterprises 2020”);*

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, on amending and supplementing several articles of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law of Securities;*

*Based on the actual requirements of corporate governance and operations.*

### **1. Legal basis for the amendment and supplementation of the Internal Regulation on Corporate Governance of the Corporation**

The Government issued Decree No. 245/2025/ND-CP dated September 11, 2025, which modified several contents related to the governance of public companies. Therefore, public companies are required to amend internal documents to ensure updates and compliance with current legal regulations.

Additionally, based on the actual needs of corporate governance and operations, it is necessary for the Corporation to have 02 (two) Legal Representatives, including the Chairman of the Board of Directors and the General Director..

### **2. Proposed contents for the amendment of the Internal Regulation on Corporate Governance of the Corporation**

To reflect the aforementioned changes in the Internal Regulation on Corporate Governance, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the following:

#### **2.1. Approving the amendment of the Internal Regulation on Corporate Governance with the following specific updates:**

- **Amending Clause 3, Article 18** regarding the obligations of independent members of the Board of Directors.
- **Amending Point c, Clause 1, Article 20** regarding the standards and conditions of members of the Board of Directors.
- **Adding Clause 3 to Article 22** regarding the rights and obligations of the Chairman of the Board of Directors.
- **Amending Article 34** regarding the roles, responsibilities, rights, and obligations of the General Director.

*(Detailed amendments are specified in Appendix 01 – Amendments and Supplementations to the Internal Regulation on Corporate Governance in 2026 attached to this Proposal) .*

2.2. Approving the full text of the 2026 Internal Regulation on Corporate Governance (The draft is attached as Appendix 02).

2.3. Assigning the Chairman of the Board of Directors of the Corporation to sign and issue the 2026 Internal Regulation on Corporate Governance after it is approved by the General Meeting of Shareholders.

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

Respectfully.

**Attached documents:**

- **Appendix 01:** Amendments and Supplementations to the Internal Regulation on Corporate Governance in 2026;
- **Appendix 02:** Draft of the full text of the 2026 Internal Regulation on Corporate Governance of VINACONEX Joint Stock Corporation

**Recipients:**

- *As above;*
- *BOD., IC;*
- *Archives: Legal Dept.*

**T ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**

## **APPENDIX 01**

### **Amendments and Supplementations to the Internal Regulation on Corporate Governance in 2026**

**APPENDIX 02 – AMENDMENTS AND SUPPLEMENTS TO THE 2026 INTERNAL REGULATION ON CORPORATE GOVERNANCE OF VINACONEX JOINT STOCK CORPORATION**

**(Attached to Proposal No. 1065./2026/TTr-HĐQT dated April 02, 2026, of the Board of Directors)**

No.	Article / Clause	Internal Regulation on Corporate Governance 2023	Proposed Amendments and Supplements in the Internal Regulation on Corporate Governance 2026	Legal Basis
1	<b>Clause 3, Article 18</b>	3. Independent members of the Board of Directors of the listed company must prepare evaluation reports on the performance of the Board of Directors.	3. <b>Each</b> independent member of the Board of Directors of the listed company must prepare an evaluation report on the performance of the Board of Directors.	Clause 80, Article 1 of Decree No. 245/2025/ND-CP amending and supplementing Clause 3, Article 277 of Decree No. 155/2020/ND-CP
2	<b>Point c, Clause 1, Article 20</b>	c) A member of the Corporation's Board of Directors may simultaneously be a member of the Board of Directors of other companies, but may only simultaneously hold such positions at a maximum of 05 other companies.	c) A member of the Corporation's Board of Directors may simultaneously be a member of the Board of Directors <b>or a member of the Board of Members</b> of other companies, but may only simultaneously be a member of the Board of Directors <b>or the Board of Members</b> at a maximum of 05 other companies.	Clause 78, Article 1 of Decree No. 245/2025/ND-CP amending and supplementing Clause 3, Article 275 of Decree No. 155/2020/ND-CP
3	<b>Clause 3, Article 22</b>	<i>(None)</i>	<b>Supplement Clause 3 after Clause 2, Article 22 as follows:</b> 3. Roles, rights, and obligations of the Chairman of the Board of Directors:  The Chairman of the Board of Directors is the legal representative of the Corporation. The Chairman of the Board of Directors has the rights and obligations as prescribed in Clause 2, Article 3 of the Corporation's Charter.	To ensure consistency with the authority of the Chairman of the Board of Directors as prescribed in the amended Charter of the Corporation in 2026.
4	<b>Article 34</b>	<b>Article 34. Roles, responsibilities, rights, and obligations of the General Director</b>  1. The General Director is the person who manages the day-to-day business operations of	<b>Article 34. Roles, responsibilities, rights, and obligations of the General Director</b>  The General Director is the legal representative of the Corporation. The General Director has the	To ensure consistency with the authority of the General Director as prescribed in the

	<p>the Corporation in accordance with the law, the Corporation's Charter, the labor contract signed with the Corporation, and the resolutions and decisions of the Board of Directors.</p> <p>2. The General Director has the following rights and obligations:</p> <p>a) Decide on matters related to the day-to-day business operations of the Corporation that do not fall under the authority of the Board of Directors, including signing financial and commercial contracts on behalf of the Corporation, and organizing and managing the daily business operations of the Corporation according to best management practices;</p> <p>b) Organize the implementation of resolutions and decisions of the Board of Directors;</p> <p>c) Organize the implementation of the business plans and investment schemes of the Corporation;</p> <p>d) Recommend the organizational structure and internal management regulations of the Corporation;</p> <p>e) Appoint, dismiss, and remove management positions within the Corporation, except for those under the authority of the Board of Directors;</p> <p>f) Decide on salaries and other benefits for employees in the Corporation, including managers under the appointment authority of the General Director;</p>	<p>rights and obligations as prescribed in Clause 3, Article 3 of the Corporation's Charter.</p>	<p>amended Charter of the Corporation in 2026.</p>
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	<p>g) Recruit labor;</p> <p>h) Recommend plans for dividend payment or handling of business losses;</p> <p>i) Recommend the number and types of corporate executives that the Corporation needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations, and recommend the remuneration, salary, and other benefits for such executives for the Board of Directors' decision;</p> <p>j) On December 31 of each year, submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on meeting appropriate budget requirements as well as the five (05) year financial plan;</p> <p>k) Prepare long-term, annual, and quarterly estimates of the Corporation (hereinafter referred to as estimates) to serve long-term, annual, and quarterly management activities of the Corporation according to the business plan. The annual estimate (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information prescribed in the Corporation's regulations;</p> <p>l) Other rights and obligations as prescribed by law, the Corporation's Charter, internal regulations of the Corporation, resolutions of the Board of Directors, and the labor contract signed with the Corporation.</p>		
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		The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels upon request		
<b>5</b>	Other minor amendments and supplements are detailed in the draft Internal Regulation on Corporate Governance 2026 of the Corporation.			

**APPENDIX 02**

**Draft of the full text of the 2026 Internal Regulation on Corporate Governance of  
VINACONEX Joint Stock Corporation**

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

**INTERNAL REGULATION ON CORPORATE GOVERNANCE**

**APRIL 25, 2026**

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Hanoi, April 25, 2026

**INTERNAL REGULATION ON CORPORATE GOVERNANCE  
Of VIETNAM CONSTRUCTION AND IMPORT-EXPORT JOINT STOCK  
CORPORATION**

*Pursuant to the Law on Securities dated November 26, 2019, and documents amending and supplementing it;*

*Pursuant to the Law on Enterprises dated June 17, 2020, and documents amending and supplementing it;*

*Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing several articles of the Law on Public Investment, Law on Investment under the Public-Private Partnership method, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Excise Tax, and Law on Civil Judgment Enforcement;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities, and documents amending and supplementing it;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding several articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities, and documents amending and supplementing it;*

*Pursuant to the Charter of Vietnam Construction and Import-Export Joint Stock Corporation;*

*Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ dated April 25, 2026;*

The Board of Directors issues the Internal Regulation on Corporate Governance of Vietnam Construction and Import-Export Joint Stock Corporation.

The Internal Regulation on Corporate Governance of Vietnam Construction and Import-Export Joint Stock Corporation includes the following contents:

**CHAPTER I. GENERAL PROVISIONS**

**Article 1. Scope of Regulation and Subjects of Application**

**1. Scope of Regulation:** The Internal Regulation on Corporate Governance stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Inspection Committee, and the General Director; and other activities in accordance with the Corporation's Charter and other current legal regulations.

**2. Subjects of Application:** This Internal Regulation on Corporate Governance applies to members of the Board of Directors, the Inspection Committee, the General Director, and related persons of the Corporation.

## **CHAPTER II. GENERAL MEETING OF SHAREHOLDERS**

### **Article 2. Role of the General meeting of shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Corporation.
2. Forms of approving resolutions of the General Meeting of Shareholders:
  - a) The General Meeting of Shareholders approves resolutions within its authority by way of voting at meetings or collecting written opinions.
  - b) In cases where the Corporation applies modern technology to organize the General Meeting of Shareholders through online meetings, the Corporation is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.
3. The venue for the General Meeting of Shareholders is determined as the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

### **Article 3. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:
  - a) Approve the development orientation of the Corporation;
  - b) Decide on the types of shares and the total number of shares of each type authorized to be offered; decide on the annual dividend rate for each type of shares;
  - c) Elect, dismiss, and remove members of the Board of Directors and members of the Inspection Committee;
  - d) Decide on investments or sales of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
  - e) Decide on amendments and supplementations to the Charter of the Corporation;
  - f) Approve annual financial statements;
  - g) Decide on the repurchase of more than 10% of the total sold shares of each type;
  - h) Consider and handle violations by members of the Board of Directors and members of the Inspection Committee that cause damage to the Corporation and its shareholders;
  - i) Decide on the reorganization or dissolution of the Corporation;

- j) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Inspection Committee;
  - k) Approve the Internal Regulation on Corporate Governance; the Operating Regulations of the Board of Directors and the Inspection Committee;
  - l) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct inspections of the Corporation's activities, and dismiss approved auditors when deemed necessary;
  - m) Other rights and obligations as prescribed by law and the Corporation's Charter.
2. The General Meeting of Shareholders discusses and approves the following issues:
- a) The annual business plan of the Corporation;
  - b) Audited annual financial statements;
  - c) Reports of the Board of Directors on governance and the performance results of the Board of Directors and each of its members;
  - d) Reports of the Inspection Committee on the business results of the Corporation and the performance results of the Board of Directors and the General Director;
  - e) Self-assessment reports on the performance results of the Inspection Committee and its members;
  - f) Dividend levels for each share of each type;
  - g) The number of members of the Board of Directors and the Inspection Committee;
  - h) Elect, dismiss, and remove members of the Board of Directors and members of the Inspection Committee;
  - i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Inspection Committee;
  - j) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct inspections of the Corporation's activities when deemed necessary;
  - k) Supplement and amend the Charter of the Corporation;
  - l) Types of shares and the number of newly issued shares for each type of shares and the transfer 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 liquidators;
  - o) Decide on investments or sales of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;

- p) Decide on the repurchase of more than 10% of the total sold shares of each type;
- q) The Corporation's entry into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the most recent financial statements;
- r) Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;
- s) Approve the Internal Regulation on Corporate Governance, the Operating Regulation of the Board of Directors, and the Operating Regulation of the Inspection Committee;
- t) Other issues as prescribed by law and the Corporation's Charter.

3. The Annual General Meeting of Shareholders discusses and approves the following issues:

- a) The annual business plan of the Corporation;
- b) Annual financial statements;
- c) Reports of the Board of Directors on governance and the performance results of the Board of Directors and each of its members;
- d) Reports of the Inspection Committee on the business results of the Corporation and the performance results of the Board of Directors and the General Director;
- e) Self-assessment reports on the performance results of the Inspection Committee and the Inspectors;
- f) Dividend levels for each share of each type;
- g) Other issues within its authority.

4. Regarding contents that were approved in previous Resolutions of the General Meeting of Shareholders but have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case of changes to contents under the deciding authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

#### **Article 4. Authority to convene the General Meeting of Shareholders**

1. The Board of Directors convenes the Annual General Meeting of Shareholders once a year and within four (04) months from the end date of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end date of the fiscal year.
2. The Board of Directors convenes Extraordinary General Meetings of Shareholders in cases specified in Clause 3, Article 14 of the Corporation's Charter.
3. The Inspection Committee convenes Extraordinary General Meetings of Shareholders as prescribed in Point b, Clause 4, Article 14 of the Corporation's Charter.
4. Shareholders or groups of shareholders convene Extraordinary General Meetings of Shareholders as prescribed in Point c, Clause 4, Article 14 of the Corporation's Charter.

**Article 5. Order and procedures for convening the General Meeting of Shareholders (approving resolutions by way of voting at the General Meeting of Shareholders)**

1. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare the list of shareholders eligible to participate and vote at the Corporation's General Meeting of Shareholders;
  - b) Prepare the program and content of the meeting;
  - c) Prepare documents for the meeting;
  - d) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
  - e) Determine the time and location for organizing the meeting;
  - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;
  - g) Other tasks to serve the meeting.
2. Establishing the List of shareholders entitled to attend the meeting
  - a) The convener of the General Meeting of Shareholders must prepare the list of shareholders eligible to participate and vote at the Corporation's General Meeting of Shareholders.
  - b) The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders.
3. Notification of the record date for the list of shareholders entitled to attend the General Meeting of Shareholders
  - a) The Corporation must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date.
  - b) When disclosing information about the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders, the Corporation must simultaneously report to the State Securities Commission and the Stock Exchange where the Corporation's securities are listed or registered for trading on the content of the disclosed information, including all information as prescribed.
  - c) The Corporation must send a complete and valid notification dossier for the exercise of rights to the Vietnam Securities Depository (VSD) at least 08 working days immediately preceding the record date or another time limit as prescribed by VSD, which must clearly state the following basic information:
    - i) Information about the record date (The record date is the working day set by the Issuer or VSD based on the Issuer's authorization to determine the list of securities owners entitled to rights in accordance with the notification of the Issuer, VSD, and legal regulations);
    - ii) Purpose of using the list;

iii) Specific content regarding the information of the right to be exercised (exercise ratio, execution date, execution location, etc.).

#### 4. Sending the Notice of convening the General Meeting of Shareholders

a) The convener of the General Meeting of Shareholders must send an invitation to all shareholders in the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or transferred, postage paid, or put into the mailbox).

b) The invitation must include the name, head office address, and enterprise code; name and contact address of the shareholder; time and location of the meeting; and other requirements for the attendees.

c) The notice of the General Meeting of Shareholders is sent to all shareholders by a method that ensures it reaches the shareholder's contact address and is simultaneously published on the websites of the Corporation, the State Securities Commission, and the Stock Exchange where the Corporation's shares are listed or registered for trading. If the Corporation deems it necessary, it may publish the notice in central or local daily newspapers.

d) The invitation must be accompanied by the Agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting sent to shareholders and/or posted on the Corporation's website. In case the documents are not attached to the notice of the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

i) Meeting agenda and documents used in the meeting;

ii) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Inspection Committee (if any);

iii) Voting cards;

iv) Draft resolutions for each issue on the meeting agenda.

#### 5. Proposals to supplement the Program and content of the General Meeting of Shareholders

a) Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of the Corporation's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Corporation at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identity Card number, People's Identity Card number, Passport, or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; the quantity and type of shares held by that shareholder, and the proposed content to be included in the meeting agenda.

b) The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Point a, Clause 5 of this Article if it falls into one of the following cases:

i) The proposal is not sent in accordance with Point a, Clause 5 of this Article;

- ii) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% or more of common shares as prescribed in Clause 2, Article 12 of the Corporation's Charter;
  - iii) The proposed issue does not fall within the scope of the decision-making authority of the General Meeting of Shareholders;
  - iv) Other cases as prescribed by law and the Corporation's Charter.
- c) The convener of the General Meeting of Shareholders must accept and include the proposal specified in Point a, Clause 5 of this Article in the expected program and content of the meeting, except for the cases specified in Point b, Clause 5 of this Article; the proposal is officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 6. Authorization for representatives to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case there is more than one authorized representative, the specific number of shares and the number of votes authorized to each representative must be determined.
2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the form provided by the Corporation, including the following contents: name of the authorizing shareholder, name of the authorized individual or organization, number of authorized shares, content of authorization, scope of authorization, duration of authorization, signatures of the authorizing party and the authorized party, and seal (if the authorizing party or the authorized party is an organization with a seal).

The person authorized to attend the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In case of re-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting card of the person authorized to attend the meeting within the scope of authorization remains valid upon the occurrence of one of the following cases:
  - a) The authorizer has died, has limited civil act capacity, or has lost civil act capacity;
  - b) The authorizer has canceled the appointment of authorization;
  - c) The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in cases where 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 re-convened.

#### **Article 7. Method of registration for attending the General Meeting of Shareholders**

Before opening the meeting, the Corporation must conduct shareholder registration procedures and must carry out the registration until all shareholders entitled to attend who are present have finished registering, according to the following order:

1. The convener of the meeting establishes the Shareholder Status Verification Committee;

2. When conducting shareholder registration, the Shareholder Status Verification Committee shall issue to each shareholder or authorized representative entitled to vote a voting card, which records the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder.
3. Shareholders, authorized representatives of institutional shareholders, or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of contents previously voted on shall not change.

#### **Article 8. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. In the event that the first meeting is not eligible to proceed as prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.
3. In the event that the second meeting is not eligible to proceed as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

#### **Article 9. Election of the Chairperson, Secretary, and Vote Counting Committee**

1. The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily loses the capacity to work, the remaining members of the Board of Directors shall elect one person among them to act as the Chairperson of the meeting based on the majority principle. If a Chairperson cannot be elected, the Head of the Inspection Committee shall direct the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson.
2. Except for the cases specified in Clause 1 of this Article, the person who signs to convene the General Meeting of Shareholders shall direct the meeting to elect a Chairperson, and the person with the highest number of votes shall be appointed as the Chairperson.
3. The Chairperson shall appoint one or several persons to act as the Secretary of the meeting.
4. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee based on the proposal of the Chairperson.
5. The Chairperson of the meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
  - a) Arrange seating at the meeting location of the General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at the meeting locations;
  - c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Applied measures may include issuing entry permits or using other selection forms.

6. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:
  - a) Require all attendees to undergo inspection or other legal and reasonable security measures;
  - b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the Chairperson's direction, intentionally disturb order, prevent the normal progress of the meeting, or do not comply with security inspection requirements.
7. The Chairperson has the right to adjourn the General Meeting of Shareholders that already has a sufficient number of registered attendees for a maximum of 03 working days from the intended opening date and may only adjourn the meeting or change the meeting location in the following cases:
  - a) The meeting location does not have enough convenient seating for all attendees;
  - b) Communication facilities at the meeting location do not ensure that attending shareholders can participate, discuss, and vote;
  - c) An attendee obstructs or disturbs order, posing a risk that the meeting cannot be conducted in a fair and legal manner.
8. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions in Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in directing the meeting until its conclusion; all resolutions approved at that meeting shall be valid for execution.

#### **Article 10. Formalities for conducting the General Meeting of Shareholders**

1. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session.
2. The agenda must clearly and in detail specify the time for each issue in the meeting agenda contents.
3. The General Meeting of Shareholders discusses and votes on each issue in the agenda contents.
4. All resolutions and issues included in the meeting agenda must be brought out for discussion and voting at the General Meeting of Shareholders..

#### **Article 11. Method of voting, vote counting, and announcement of vote counting results**

1. Voting is conducted by voting for, against, or abstaining.
2. At the Meeting, the number of cards in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally, the total number of votes for or against is counted to make a decision.
3. The vote counting results are announced by the Chairperson immediately before the closing of the meeting.
4. The voting and counting of votes to elect members of the Board of Directors and the Inspection Committee are performed by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises.

#### **Article 12. Conditions for approval of resolutions**

1. Resolutions on the following contents shall be approved if they are passed by a number of shareholders representing 65% or more of the total votes of all attending and voting shareholders, except for cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and the total number of shares of each type;
  - b) Changes in industries, trades, and business fields;
  - c) Changes in the organizational management structure of the Corporation;
  - d) Investment projects or sales of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
  - e) Reorganization or dissolution of the Corporation.
2. Resolutions shall be approved when they are passed by a number of shareholders owning more than 50% of the total votes of all attending and voting shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
  3. The election of members of the Board of Directors and the Inspection Committee shall be performed in accordance with the provisions of Clause 3, Article 148 of the Law on Enterprises.
  4. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and approving such resolutions violate the provisions of the Law on Enterprises and the Corporation's Charter.

**Article 13. Preparation of minutes of the General Meeting of Shareholders**

1. Minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must include the following main contents:
  - a) Name, head office address, and enterprise code;
  - b) Time and location of the General Meeting of Shareholders;
  - c) Meeting agenda and contents;
  - d) Full names of the Chairperson and the Secretary;
  - e) Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
  - f) Number of shareholders and the total number of votes of attending shareholders, an appendix of the list of registered shareholders and shareholder representatives 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 and invalid votes, votes for, votes against, and abstentions; the corresponding percentage of the total votes of attending shareholders;
  - h) Issues that have been approved and the corresponding percentage of approving votes;
  - i) Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign the meeting minutes, such minutes shall be effective if signed by all other attending members of the Board of Directors and containing all the contents specified in this Clause.

The meeting minutes shall clearly state the refusal of the Chairperson or the Secretary to sign the minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the Secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and a foreign language (if any) shall have equal legal validity. In case of any difference in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.

#### **Article 14. Disclosure of Minutes and Resolutions of the General Meeting of Shareholders**

Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered for the meeting with signatures of shareholders, authorization documents to attend the meeting, all documents attached to the Minutes (if any), and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the head office of the Corporation.

#### **Article 15. Authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders shall be implemented according to the following regulations:

1. The Board of Directors has the right to collect written opinions from shareholders to approve resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Corporation, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all voting shareholders at least 10 days before the deadline for returning the opinion forms. Requirements and methods for sending opinion forms and attached documents are implemented according to the provisions in Clause 3, Article 18 of the Corporation's Charter.
3. The opinion form must include the following main contents:
  - a) Name, head office address, and enterprise code of the Corporation;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number of the organization, and head office address for institutional shareholders, or full name, contact address, nationality, and legal identification number of the individual representative of an institutional shareholder; number of shares of each type and number of votes of the shareholder;
  - d) Issues to be consulted for the approval of the resolution;
  - e) Voting options including for, against, and abstention for each issue;
  - f) Deadline for returning the completed opinion forms to the Corporation;
  - g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion forms to the Corporation through the following forms:
  - a) By post: The answered opinion form must have the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form sent to the Corporation must be in a sealed envelope and no one is allowed to open it before the vote counting;
  - b) By fax or email: The opinion form sent to the Corporation must be kept confidential until the time of vote counting;
  - c) Opinion forms sent to the Corporation after the deadline specified in the opinion form, or those that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Opinion forms that are not sent back are considered as non-participating votes.
5. The Board of Directors shall count the votes and prepare a vote counting minutes under the witness of the Inspection Committee or a shareholder who does not hold a management position in the Corporation. The vote counting minutes must include the following main contents:
  - a) Name, head office address, and enterprise code;
  - b) Purpose and issues to be consulted for the approval of the resolution;
  - c) Number of shareholders with the total number of voting shares that participated in the voting, distinguishing between valid and invalid votes and the method of sending votes, accompanied by an appendix of the list of participating shareholders;
  - d) Total number of votes for, against, and abstentions for each issue;
  - e) Issues that have been approved and the corresponding percentage of approving votes;
  - f) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.
  - g) Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions approved due to untruthful or inaccurate vote counting.
6. The vote counting minutes and resolutions sent to shareholders are replaced by posting them on the Corporation's website within 24 hours from the end of the vote counting.
7. Answered opinion forms, vote counting minutes, approved resolutions, and relevant documents attached to the opinion forms must all be archived at the head office of the Corporation.
8. A resolution approved by collecting written opinions from shareholders is passed if it is approved by shareholders owning more than 50% of the total votes of all voting shareholders and has the same value as a resolution approved at a General Meeting of Shareholders.

### **CHAPTER III. THE BOARD OF DIRECTORS**

## **Article 16. Role of the Board of Directors**

The Board of Directors is the management body of the Corporation, having full authority to act in the name of the Corporation to decide and exercise the rights and obligations of the Corporation, except for those within the authority of the General Meeting of Shareholders.

## **Article 17. Powers and responsibilities of the Board of Directors**

1. The powers 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:
  - a) Decide on the strategy, medium-term development plan, and annual business plan of the Corporation;
  - b) Recommend the types of shares and the total number of shares of each type authorized to be offered;
  - c) Decide on the sale of unsold shares within the scope of shares of each type authorized to be offered; decide on raising additional capital in other forms;
  - d) Decide on the selling price of shares and bonds of the Corporation;
  - e) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f) Decide on investment plans and investment projects within its authority and limits as prescribed by law;
  - g) Decide on solutions for market development, marketing, and technology;
  - h) Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, except for contracts and transactions within the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other important managers as prescribed by the Corporation's Charter; decide on salaries, remuneration, bonuses, and other benefits for such managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;
  - j) Supervise and direct the General Director and other managers in the day-to-day business operations of the Corporation;
  - k) Decide on the organizational structure and internal management regulations of the Corporation; decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l) Approve the agenda and document content for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve resolutions;

- m) Submit audited annual financial statements to the General Meeting of Shareholders;
  - n) Recommend the dividend rate to be paid; decide on the timeframe and procedures for dividend payment (after approval by the Annual General Meeting of Shareholders) or handle losses arising during the business process;
  - o) Recommend the reorganization or dissolution of the Corporation; request the bankruptcy of the Corporation;
  - p) Decide on the issuance of the Operating Regulation of the Board of Directors and the Internal Regulation on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Corporation's Information Disclosure Regulation;
  - q) Business issues or transactions for which the Board of Directors needs approval within its scope of authority and responsibility;
  - r) Other powers as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Corporation's Charter.
2. The Board of Directors must fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises, the Corporation's Charter, and the following responsibilities and obligations:
- a) Be responsible to shareholders for the operations of the Corporation.
  - b) Treat all shareholders equally and respect the interests of persons with interests related to the Corporation.
  - c) Ensure that the Corporation's operations comply with the provisions of law, the Charter, and internal regulations of the Corporation.
  - d) Formulate the Operating Regulation of the Board of Directors to be submitted to the General Meeting of Shareholders for approval and published on the company's website.
  - e) Supervise and prevent conflicts of interest among members of the Board of Directors, members of the Inspection Committee, the General Director, and other managers, including the misuse of the Corporation's assets and abuse of related-party transactions.
  - f) Formulate the Internal Regulation on Corporate Governance and submit it to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020.
  - g) Appoint the Person in charge of Corporate Governance.
  - h) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of Corporate Governance, and other managers of the Corporation.
  - i) Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 (and its amending and supplementing documents).

- j) Other obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Corporation's Charter.

#### **Article 18. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, the Corporation's Charter, this Regulation, Decisions of the General Meeting of Shareholders, and the Operating Regulation of the Board of Directors, including the right to be provided with information and documents on the financial situation and business operations of the Corporation and its units.
2. Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following obligations:
  - a) Perform their duties honestly and prudently for the best interests of shareholders and the Corporation;
  - b) Fully attend meetings of the Board of Directors and provide opinions on issues brought out for discussion;
  - c) Attend the Annual General Meeting of Shareholders to answer questions from shareholders at the meeting (if any); in case of force majeure preventing attendance, the member of the Board of Directors must report in writing to the Board of Directors;
  - d) Promptly and fully report to the Board of Directors on remuneration received from subsidiaries, associates, and other organizations;
  - e) Report to the Board of Directors at the nearest meeting on transactions between the Corporation, subsidiaries, or companies in which the Corporation holds more than 50% of the charter capital, and the members of the Board of Directors and their related persons; transactions between the Corporation and companies in which a member of the Board of Directors was a founding member or a manager during the most recent 03 years prior to the transaction time;
  - f) Promptly, fully, and accurately notify the Corporation of enterprises in which the member of the Board of Directors and their related persons are owners or hold controlling shares or capital contributions;
  - g) Members of the Board of Directors and their related persons, when conducting transactions of the Corporation's shares, must report and disclose information about such transactions in accordance with the law;
  - h) Register and notify the Board of Directors of any changes to personal information, contact information, telephone number, email, electronic signature (if any), and other personal information. Members of the Board of Directors are responsible for the security of their personal email and are responsible for their voting opinions sent via the email registered with the Board of Directors;
  - i) Other duties as prescribed by the Corporation's Charter and legal regulations.
3. Each independent member of the Board of Directors of the listed company must prepare an evaluation report on the performance of the Board of Directors.

## **Article 19. Term of office, structure, and number of members of the Board of Directors**

The term of office, number, and structure of the members of the Corporation's Board of Directors shall comply with the provisions of Article 26 of the Corporation's Charter.

## **Article 20. Standards and conditions for members of the Board of Directors**

1. A member of the Board of Directors must meet the following standards and conditions:

- a) Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Have professional qualifications and experience in business administration or in the fields, industries, and business lines of the Corporation, and not necessarily be a shareholder of the Corporation;
- c) A member of the Corporation's Board of Directors may simultaneously be a member of the Board of Directors or a member of the Board of Members of other companies, but may only simultaneously hold such positions at a maximum of 05 other companies.

2. An independent member of the Board of Directors must meet the following standards and conditions:

- a) Not be a person currently working for the Corporation, the parent company, or a subsidiary of the Corporation; not be a person who worked for the Corporation, the parent company, or a subsidiary of the Corporation for at least 03 consecutive preceding years;
- b) Not be a person currently receiving a salary or remuneration from the Corporation, except for allowances that members of the Board of Directors are entitled to under regulations;
- c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological brother, biological sister, or biological younger sibling is a major shareholder of the Corporation, or is a manager of the Corporation or its subsidiaries;
- d) Not be a person who directly or indirectly owns at least 01% of the total voting shares of the Corporation;
- e) Not be a person who served as a member of the Board of Directors or the Inspection Committee of the Corporation for at least 05 consecutive preceding years, except in the case of being appointed for 02 consecutive terms.

## **Article 21. Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors**

1. Nomination and candidacy for members of the Board of Directors Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to stand for candidacy or nominate candidates for the Board of Directors, specifically as follows:
  - a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total common shares of the Corporation may nominate one (01) candidate;
  - b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total common shares of the Corporation may nominate a maximum of two (02) candidates;

- c) Shareholders or groups of shareholders holding from 30% to less than 40% of the total common shares of the Corporation may nominate a maximum of three (03) candidates;
  - d) Shareholders or groups of shareholders holding from 40% to less than 50% of the total common shares of the Corporation may nominate a maximum of four (04) candidates;
  - e) Shareholders or groups of shareholders holding from 50% to less than 60% of the total common shares of the Corporation may nominate a maximum of five (05) candidates;
  - f) Shareholders or groups of shareholders holding from 60% to less than 70% of the total common shares of the Corporation may nominate a maximum of six (06) candidates;
  - g) Shareholders or groups of shareholders holding from 70% to less than 80% of the total common shares of the Corporation may nominate a maximum of seven (07) candidates;
  - h) Shareholders or groups of shareholders holding from 80% to less than 90% of the total common shares of the Corporation may nominate a maximum of eight (08) candidates;
  - i) Shareholders or groups of shareholders holding 90% or more of the total common shares of the Corporation may nominate a maximum of nine (09) candidates or the entire number of candidates if the structure of the Board of Directors consists of more than nine (09) members.
2. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations as prescribed in the Corporation's Charter, the Internal Regulation on Corporate Governance, and the Operating Regulation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
3. Method for introducing candidates for members of the Board of Directors
- a) In cases where candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can research these candidates before voting.
  - b) Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the best interests of the Corporation if elected as a member of the Board of Directors.
  - c) Information related to candidates for the Board of Directors to be disclosed includes:
    - i) Full name, date of birth;
    - ii) Professional qualifications;
    - iii) Working history;
    - iv) Other management positions (including positions on the Board of Directors of other companies);

- v) Interests related to the Corporation and related parties of the Corporation;
  - vi) Other information (if any);
  - vii) The Corporation is responsible for disclosing information about the companies in which the candidate is currently holding the position of member of the Board of Directors, other management positions, and the interests related to the Corporation of the candidate (if any).
4. Method for electing members of the Board of Directors The voting to elect members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Corporation's Charter is reached. In the event that 02 or more candidates achieve the same number of votes for the last seat on the Board of Directors, a re-election shall be conducted among the candidates with equal votes or selected according to the criteria specified in the election regulations or the Corporation's Charter.
5. Cases of dismissal, removal, and supplementation of members of the Board of Directors
- a) The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:
    - i) Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;
    - ii) Having a resignation letter and being approved;
    - iii) Other cases as prescribed in the Corporation's Charter.
  - b) The General Meeting of Shareholders removes a member of the Board of Directors in the following cases:
    - i) Not participating in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
    - ii) Other cases as prescribed in the Corporation's Charter.
  - c) When deemed necessary, the General Meeting of Shareholders decides to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors beyond the cases specified in points a and b of this Clause.
  - d) The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the event that the number of members is reduced by more than one-third compared to the number specified in the Corporation's Charter. In this case, the Board of Directors must convene the meeting within 60 days from the date the number of members is reduced by more than one-third;
  - e) Except for the case specified in point d, Clause 5 of this Article, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

6. Notification of change, appointment, dismissal, and removal of members of the Board of Directors The Corporation must disclose information in accordance with the provisions of the law on securities when there is a change, new appointment, re-appointment, or removal of a member of the Board of Directors; or upon receiving a resignation letter from a member of the Board of Directors.

#### **Article 22. Election, removal, and dismissal of the Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one (01) member receives the same highest number of votes or the highest percentage of votes, the members shall elect by majority principle to choose one (01) person among them to convene the Board of Directors meeting.
3. Roles, rights, and obligations of the Chairman of the Board of Directors:

The Chairman of the Board of Directors is the legal representative of the Corporation. The Chairman of the Board of Directors has the rights and obligations as prescribed in Clause 2, Article 3 of the Corporation's Charter.

#### **Article 23. Remuneration and other benefits of members of the Board of Directors**

1. The Corporation has the right 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 work remuneration and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is recorded as business expenses of the Corporation in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Corporation, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board of Directors, or performing other tasks outside the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, meals, and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may have liability insurance purchased by the Corporation upon approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Corporation's Charter.

## **Article 24. Order and procedures for organizing meetings of the Board of Directors**

1. Minimum number of meetings by month/quarter/year The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
2. Cases in which extraordinary meetings of the Board of Directors must be convened
  - a) The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
    - i) At the request of the Inspection Committee or an independent member of the Board of Directors;
    - ii) At the request of the General Director or at least 05 other managers;
    - iii) At the request of at least 02 members of the Board of Directors;
  - b) The request specified in Point a of this Clause must be made in writing, clearly stating the purpose and the issues to be discussed and decided within the authority of the Board of Directors.
  - c) The Chairman of the Board of Directors must convene the Board of Directors meeting within seven (07) working days from the date of receipt of the request specified in Point a of this Clause. In case the Chairman fails to convene the meeting as requested, the Chairman shall be responsible for damages occurring to the Corporation; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting.
3. Notice of Board of Directors meetings
  - a) The Chairman of the Board of Directors or the convener must send the meeting invitation at least three (03) working days before the meeting date. The invitation must specifically identify the time, location, agenda, and issues for discussion and decision. The invitation must be accompanied by documents used at the meeting and the voting slips of the members.
  - b) The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Corporation's Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Corporation.
  - c) In emergency cases, a Board of Directors meeting may be organized immediately upon the approval and attendance of all (100%) members of the Board of Directors.
4. Right of members of the Inspection Committee to attend Board of Directors meetings
  - a) The Chairman of the Board of Directors or the convener shall send the meeting invitation and attached documents to the members of the Inspection Committee in the same manner as to the members of the Board of Directors.
  - b) Members of the Inspection Committee have the right to attend Board of Directors meetings and have the right to discuss but do not have the right to vote.
5. Conditions for organizing Board of Directors meetings A Board of Directors meeting shall be conducted when three-quarters (3/4) or more of the total members are present. In the event that a meeting convened in accordance with this Clause does not have a sufficient number of attending members as prescribed, it shall be convened for the second time within seven (07) days from the

intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

6. Voting methods A meeting of the Board of Directors may be organized in the form of an online conference between members when all or some members are at different locations, provided that each participating member can:

- a) Hear every other participating member of the Board of Directors speaking during the meeting;
- b) Speak to all other participating members simultaneously. Discussion among members can be carried out directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The meeting location under this regulation is the place where the largest number of members is gathered, or the location where the Chairperson of the meeting is present.

Decisions approved in a meeting via telephone that is organized and conducted properly shall be effective immediately upon the end of the meeting but must be confirmed by signatures in the minutes by all members of the Board of Directors attending this meeting.

7. Method for approving resolutions of the Board of Directors

- a) Resolutions and decisions of the Board of Directors are approved if passed by a majority of the attending members; in case of a tie, the final decision shall rest with the side that has the opinion of the Chairman of the Board of Directors.
- b) Resolutions by way of collecting written opinions are approved based on the affirmative opinions of a majority of the members of the Board of Directors. In case of a tie, the final decision shall rest with the side that has the opinion of the Chairman of the Board of Directors. Such a resolution has the same effect and value as a resolution approved at a meeting.

8. Authorization for others to attend meetings by members of the Board of Directors A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.

## **Article 25. Minutes of Board of Directors meetings**

1. Board of Directors meetings must be recorded in minutes and may be tape-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following main contents:

- a) Name, head office address, and enterprise code;
- b) Time and location of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full names of each attending member or authorized representative and the method of attendance; full names of members not attending and the reasons;
- e) Issues discussed and voted on at the meeting;

- f) Summary of the opinions expressed by each attending member according to the sequence of the meeting;
- g) Voting results, clearly stating members who voted for, against, and abstained;
- h) Issues that have been approved and the corresponding percentage of approving votes;
- i) Full names and signatures of the Chairperson and the person recording the minutes, except for the cases specified in Clause 2 of this Article.

2. In the event that the Chairperson or the person recording the minutes refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors who attended and agreed to approve the meeting minutes and containing all the contents specified in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, such minutes shall be effective. The meeting minutes shall clearly state the refusal of the Chairperson or the person recording the minutes to sign the minutes. Those who sign the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board of Directors meeting minutes. The Chairperson and the person recording the minutes shall be personally responsible for damages occurring to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

3. The Chairperson, the person recording the minutes, and the persons signing the minutes must be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

4. Board of Directors meeting minutes and documents used in the meeting must be archived at the head office of the Corporation.

5. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any difference in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.

6. Notification of resolutions and decisions of the Board of Directors.

a) Based on the contents and resolutions approved at the Board of Directors meeting, the Chairman of the Board of Directors, on behalf of the Board of Directors, shall sign and issue the Resolutions of the Board of Directors.

b) Resolutions of the Board of Directors shall be sent to all members of the Board of Directors, the Inspection Committee, the General Director, and other relevant members of the Corporation at the latest 3 (three) working days from the date the attending members of the Board of Directors fully sign the document.

c) Contents of the Board of Directors' resolutions that fall within the scope of information disclosure shall be disclosed in accordance with the provisions of the law.

## **Article 26. Sub-committees under the Board of Directors**

1. The Board of Directors may establish subordinate Sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management.
2. The number of members of a Sub-committee shall be decided by the Board of Directors with a minimum of three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should account for the majority in the Sub-committee, and one of these members shall be appointed as the Head of the Sub-committee according to the decision of the Board of Directors.
3. The activities of the Sub-committee must comply with the regulations of the Board of Directors. A resolution of the Sub-committee is only effective when a majority of members attend and vote to

approve it at the meeting of the Sub-committee.

4. The implementation of decisions of the Board of Directors, or of Sub-committees under the Board of Directors, must be consistent with current legal regulations and the provisions of the Corporation's Charter and the Internal Regulation on Corporate Governance.

#### **Article 27. Selection, appointment, and dismissal of the Person in charge of Corporate Governance**

1. Standards for the Person in charge of Corporate Governance The Person in charge of Corporate Governance must not simultaneously work for the approved auditing organization currently auditing the financial statements of the Corporation.
2. Appointment of the Person in charge of Corporate Governance The Board of Directors of the Corporation must appoint at least 01 person in charge of corporate governance to support corporate governance activities at the enterprise. The Person in charge of Corporate Governance may concurrently serve as the Corporation Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
3. Cases of dismissal of the Person in charge of Corporate Governance The Board of Directors may dismiss the Person in charge of Corporate Governance when necessary, provided that such dismissal is not contrary to current legal regulations on labor.
4. Notification of appointment and dismissal of the Person in charge of Corporate Governance The notification of the appointment or dismissal of the Person in charge of Corporate Governance shall be implemented in accordance with the Corporation's Charter and legal regulations on securities.
5. Rights and obligations of the Person in charge of Corporate Governance
  - a) Advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and related tasks between the Corporation and shareholders;
  - b) 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) Advise on meeting procedures;
  - d) Attend meetings;
  - e) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
  - f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Inspection Committee;
  - g) Supervise and report to the Board of Directors on the information disclosure activities of the Corporation;
  - h) Act as a point of contact with stakeholders;
  - i) Maintain information confidentiality in accordance with legal regulations and the Corporation's Charter;
  - j) Other rights and obligations as prescribed by law and the Corporation's Charter.

## **CHAPTER IV. THE INSPECTION COMMITTEE**

### **Article 28. Rights and obligations of the Inspection Committee**

The Inspection Committee has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Corporation's Charter, and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations authorized to audit the Corporation's financial statements; decide on the approved auditing organization to inspect the Corporation's activities, and dismiss approved auditors when deemed necessary.
2. Be responsible to shareholders for its supervisory activities.
3. Supervise the financial situation of the Corporation and the compliance with the law in the performance of duties by members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In the event of detecting violations of the law or the Corporation's Charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Inspection Committee must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
6. Formulate the Operating Regulation of the Inspection Committee and submit it to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities.
8. Have the right to access the Corporation's files and documents kept at the head office, branches, and other locations; have the right to visit the working locations of the Corporation's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to fully, accurately, and promptly provide information and documents regarding the management, administration, and business operations of the Corporation.
10. Other rights and obligations as prescribed by law and the Corporation's Charter.

### **Article 29. Rights and Responsibilities of members of the Inspection Committee**

1. Members of the Inspection Committee have rights as prescribed by the Law on Enterprises, relevant laws, and the Corporation's Charter, including the right to access information and documents related to the company's operational situation. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and full information as requested by members of the Inspection Committee.
2. Members of the Inspection Committee have the following responsibilities:
  - a) Comply with the law, the Corporation's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing assigned obligations.
  - b) Exercise assigned rights and perform assigned obligations honestly and prudently to the best of their ability to ensure the maximum legal interests of the Corporation.

- c) Be loyal to the interests of the Corporation and shareholders; not abuse their position and office, or use information, secrets, business opportunities, and other assets of the Corporation for personal gain or to serve the interests of other organizations or individuals.
- d) Other obligations as prescribed by the Law on Enterprises and the Corporation's Charter.
- e) In case of violating the provisions in points a, b, c, and d of this Clause and causing damage to the Corporation or others, the member of the Inspection Committee must be personally or jointly responsible for compensating for such damage. Any income and other benefits obtained by the member of the Inspection Committee due to the violation must be returned to the Corporation.
- f) In the event of discovering a violation by a member of the Inspection Committee in exercising assigned rights and performing assigned obligations, it must be notified in writing to the Inspection Committee, requesting the violator to cease the violation and remedy the consequences.

### **Article 30. Composition of the Inspection Committee**

- 1. The term of office and the number of members of the Corporation's Inspection Committee shall comply with the provisions of Clause 1, Article 37 of the Corporation's Charter.
- 2. Members of the Inspection Committee must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
  - a) Working in the accounting or finance department of the Corporation;
  - b) Being a member or employee of the independent auditing firm that performed audits of the Corporation's financial statements in the three (03) consecutive preceding years.

### **Article 31. Nomination, candidacy, election, dismissal, and removal of members of the Inspection Committee**

- 1. Nomination and candidacy for members of the Inspection Committee Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to stand for candidacy or nominate candidates for the Inspection Committee, specifically as follows:
  - a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total common shares of the Corporation may nominate one (01) candidate;
  - b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total common shares of the Corporation may nominate a maximum of two (02) candidates;
  - c) Shareholders or groups of shareholders holding from 30% to less than 40% of the total common shares of the Corporation may nominate a maximum of three (03) candidates;
  - d) Shareholders or groups of shareholders holding from 40% to less than 50% of the total common shares of the Corporation may nominate a maximum of four (04) candidates;
  - e) Shareholders or groups of shareholders holding from 50% to less than 60% of the total common shares of the Corporation may nominate a maximum of five (05) candidates;
  - f) Shareholders or groups of shareholders holding from 60% to less than 70% of the total common shares of the Corporation may nominate a maximum of six (06) candidates;

- g) Shareholders or groups of shareholders holding from 70% to less than 80% of the total common shares of the Corporation may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders holding from 80% to less than 90% of the total common shares of the Corporation may nominate a maximum of eight (08) candidates;
- i) Shareholders or groups of shareholders holding 90% or more of the total common shares of the Corporation may nominate nine (09) candidates.

2. In the event that the number of candidates for the Inspection Committee through nomination and candidacy is still insufficient, as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Inspection Committee shall introduce additional candidates or organize nominations as prescribed in the Corporation's Charter, the Internal Regulation on Corporate Governance, and the Operating Regulation of the Inspection Committee. The introduction 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.

### 3. Method for introducing candidates for members of the Inspection Committee

a) In cases where candidates for the Inspection Committee have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can research these candidates before voting.

b) Candidates for the Inspection Committee must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the best interests of the Corporation if elected as a member of the Inspection Committee.

c) Information related to candidates for the Inspection Committee to be disclosed includes:

i) Full name, date of birth;

ii) Professional qualifications;

iii) Working history;

iv) Other management positions (including positions on the Inspection Committee of other companies);

v) Interests related to the Corporation and related parties of the Corporation;

vi) Other information (if any);

vii) The Corporation is responsible for disclosing information about the companies in which the candidate is currently holding the position of member of the Inspection Committee, other management positions, and the interests related to the Corporation of the candidate (if any).

4. Method for electing members of the Inspection Committee The voting to elect members of the Inspection Committee must be carried out by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Inspection Committee, and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the

Inspection Committee are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that 02 or more candidates achieve the same number of votes for the last seat on the Inspection Committee, a re-election shall be conducted among the candidates with equal votes or selected according to the criteria specified in the election regulations or the Corporation's Charter.

5. The Head of the Inspection Committee shall be elected by the Inspection Committee from among its members; the election, dismissal, and removal shall be based on the majority principle. The Inspection Committee must have more than half of its members permanently residing in Vietnam. The Head of the Inspection Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

6. Members of the Inspection Committee are dismissed in the following cases:

a) No longer meeting the standards and conditions to be a member of the Inspection Committee as prescribed in Clause 2, Article 30 of this Regulation;

b) Having a resignation letter and being approved;

c) Other cases as prescribed by law and the Corporation's Charter.

7. Members of the Inspection Committee are removed in the following cases:

a) Failing to complete assigned duties and tasks;

b) Failing to exercise their rights and perform their obligations for six (06) consecutive months, except for force majeure cases;

c) Committing repeated or serious violations of the obligations of a member of the Inspection Committee as prescribed by the Law on Enterprises and the Corporation's Charter;

d) Other cases according to the decision of the General Meeting of Shareholders.

8. Notification of change, appointment, dismissal, and removal of members of the Inspection Committee The Corporation must disclose information in accordance with the provisions of the law on securities when there is a change, new appointment, re-appointment, or removal of a member of the Inspection Committee; or upon receiving a resignation letter from the Inspection Committee.

### **Article 32. Meetings of the Inspection Committee**

1. The Inspection Committee must meet at least twice (02) a year, and a meeting shall be conducted when two-thirds (2/3) or more of the members of the Inspection Committee are present.

2. Minutes of the Inspection Committee meetings must be prepared in detail and clearly. The person recording the minutes and the members of the Inspection Committee attending the meeting must sign the meeting minutes.

3. Minutes of the Inspection Committee meetings must be archived to determine the responsibility of each member of the Inspection Committee.

4. The Inspection Committee has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer issues that need clarification.

### **Article 33. Salary, remuneration, and other benefits of members of the Inspection Committee**

1. Members of the Inspection Committee shall be paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Inspection Committee.
2. Members of the Inspection Committee shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the costs of using independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Inspection Committee approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Inspection Committee are recorded as business expenses of the Corporation in accordance with the law on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the annual financial statements of the Corporation.

## **CHAPTER V. THE GENERAL DIRECTOR**

### **Article 34. Roles, responsibilities, rights, and obligations of the General Director**

The General Director is the legal representative of the Corporation. The General Director has the rights and obligations as prescribed in Clause 3, Article 3 of the Corporation's Charter.

### **Article 35. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

1. Term of office of the General Director The term of office of the General Director shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract.
2. Standards and conditions for the General Director The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Corporation's Charter.
3. Appointment and signing of labor contracts with the General Director The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to be the General Director of the Corporation; and sign a contract specifying remuneration, salary, and other benefits.
4. Dismissal and termination of labor contracts with the General Director The Board of Directors of the Corporation may dismiss the General Director when a majority of the attending members of the Board of Directors with voting rights approve, and appoint a new General Director as a replacement.
5. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director The notification regarding the election, dismissal, or removal of the General Director shall be implemented in accordance with the Corporation's Charter and the provisions of the law on enterprises and securities.
6. Salary and other benefits of the General Director are paid according to the following regulations:
  - a) The General Director shall be paid salary, bonuses, and other benefits.
  - b) The salary and bonuses of the General Director shall be decided by the Board of Directors.
  - c) The salary, bonuses, and other benefits of the General Director are recorded as business expenses of the Corporation in accordance with the law on corporate income tax, presented as a separate item in the

annual financial statements of the company, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **CHAPTER VI. OTHER ACTIVITIES**

### **Article 36. Coordination of activities between the Board of Directors and the Inspection Committee**

1. The Board of Directors and the Inspection Committee shall coordinate closely and regularly to perform their rights and duties in accordance with the Corporation's Charter and current law.
2. Responsibilities of the Board of Directors in the coordination relationship with the Inspection Committee
  - a) The Chairman of the Board of Directors invites the Inspection Committee to attend all meetings of the Board of Directors.
  - b) Meeting invitations and attached documents are sent to the Inspectors at the same time they are sent to the members of the Board of Directors;
  - c) All resolutions and decisions of the Board of Directors and documents of a general governance nature issued by the Board of Directors are sent to the Inspection Committee within the time limit prescribed by this Regulation and the Corporation's Charter;
  - d) When the Inspection Committee proposes the selection of an independent audit firm, the Board of Directors must provide feedback according to internal regulations;
  - e) Other contents requiring the opinion of the Inspection Committee must be sent within the prescribed time limit, and the Inspection Committee is responsible for responding within the prescribed time.
3. Responsibilities of the Inspection Committee in the coordination relationship with the Board of Directors
  - a) Regularly notify the Board of Directors of operational results and consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
  - b) In addition to periodic report information, members of the Inspection Committee have the right to request the Board of Directors to provide information and documents on the governance, administration, and business activities of the Corporation at any time. The process and time limit for provision shall comply with the law and internal regulations of the Corporation.
  - c) In meetings of the Inspection Committee, the Inspection Committee has the right to request members of the Board of Directors (along with requests to the General Director and independent auditors) to attend and answer issues of concern to the Inspectors;
  - d) Periodic or extraordinary inspections by the Inspection Committee must have written conclusions (no later than 15 working days from the end of the inspection) sent to the Board of Directors to provide a basis for the Board of Directors in managing the Corporation. The Inspection Committee may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

e) In the event that the Inspection Committee detects violations of the law or the Corporation's Charter by members of the Board of Directors, the Inspection Committee shall notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take remedial measures, while simultaneously being responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with current law;

f) For recommendations related to the operational and financial situation of the Corporation, the Inspection Committee must send them in writing along with relevant documents at least 15 working days prior to the intended date of receiving a response;

g) Other contents requiring the opinion of the Board of Directors must be sent at least 7 working days in advance, and the Board of Directors will respond within 7 working days.

### **Article 37. Coordination between the Board of Directors and the General Director**

1. Based on its functions, duties, and powers, the Board of Directors shall determine the guidelines, policies, orientations, and governance regulations as a basis for the General Director to implement business activities; and simultaneously approve business plans, schemes, reports, and proposals submitted by the General Director that fall within the authority of the Board of Directors for consideration and decision.
2. The Board of Directors shall prescribe the information/reporting regime as a basis for grasping the operational situation of the Corporation and making decisions; the General Director is responsible for maintaining a timely, full, and accurate information and reporting regime to the Board of Directors, creating favorable conditions for the Board of Directors to grasp the operational situation of the Corporation.
3. The General Director is responsible for managing affairs in accordance with the Charter, Resolutions, and authorizations/assignments/directions of the Board of Directors/Chairman of the Board of Directors, in compliance with legal regulations.
4. In the event that the General Director does not agree with a Resolution/Decision of the Board of Directors, the General Director has the right to discuss and reserve their opinion but must still comply with/execute the directing opinions of the Board of Directors.
5. For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director regarding coordination and the use of resources within a reasonable period as prescribed in the Corporation's Charter.
6. The Board of Directors shall decide on rewards or discipline regarding the completion or non-completion of resolutions and other authorized matters of the Board of Directors by the General Director.

### **Article 38. Coordination between the Inspection Committee and the General Director**

1. The General Director, on behalf of the management apparatus, is responsible for providing all information and documents related to the management, administration, and business operations of the Corporation at the request of the Inspection Committee or members of the Inspection Committee.
2. The General Director must notify the Inspection Committee in writing of any unusual business or financial activities of the Corporation within 48 hours of discovery.
3. The Inspection Committee has the right to request the General Director to attend and answer issues of concern to the Inspectors during meetings of the Inspection Committee.
4. The General Director is responsible for directing relevant departments to create favorable conditions for the Inspection Committee to perform its tasks, including providing working space and necessary equipment for the Inspection Committee's activities at the Corporation.
5. Based on the reports and recommendations of the Inspection Committee, the General Director shall

implement remedial measures or handle violations (if any) and report the results to the Inspection Committee and the Board of Directors within the prescribed time limit.

6. The Inspection Committee shall consult with the General Director before submitting reports or conclusions to the General Meeting of Shareholders if such reports contain contents related to the management and administration duties of the General Director.

**Article 39. Regulations on annual evaluation of rewards and discipline for members of the Board of Directors, members of the Inspection Committee, the General Director, and other corporate executives**

The annual evaluation of rewards and discipline for members of the Board of Directors, members of the Inspection Committee, the General Director, and other corporate executives shall be carried out in accordance with the regulations on rewards and discipline issued by the Corporation from time to time.

**CHAPTER VII. EFFECTIVENESS**

**Article 40. Effectiveness**

1. This Regulation consists of 07 Chapters and 40 Articles, and was approved by the General Meeting of Shareholders of the Corporation.
2. This Regulation takes effect from the date of signing.
3. All previous regulations of the Corporation that are contrary to this Regulation are hereby annulled.
4. During the implementation process, if any provisions of the law or the Corporation's Charter change, resulting in contradictions with the provisions of this Regulation, the provisions of the law and the Corporation's Charter shall prevail.
5. Any amendments or supplements to this Regulation must be submitted by the Board of Directors to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

## **PROPOSAL**

**Regarding: Approving the amendment and supplementation of the Operating Regulation of the Board of Directors of VINACONEX Joint Stock Corporation**

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and documents amending, supplementing, and guiding its implementation (“Law on Enterprises 2020”);*

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, on amending and supplementing several articles of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law of Securities;*

*Based on the actual requirements of corporate governance and operations.*

### **1. Legal basis for the amendment and supplementation of the Operating Regulation of the Board of Directors of the Corporation**

The Government issued Decree No. 245/2025/ND-CP dated September 11, 2025, which modified several contents related to the governance of public companies. Therefore, public companies are required to amend internal documents to ensure updates and compliance with current legal regulations.

Additionally, based on the actual needs of corporate governance and operations, it is necessary for the Corporation to have 02 (two) Legal Representatives, including the Chairman of the Board of Directors and the General Director

### **2. Proposed contents for the amendment of the Operating Regulation of the Board of Directors of the Corporation**

To reflect the aforementioned changes in the Operating Regulation of the Board of Directors, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the following:

#### **2.1. Approving the amendment of the Operating Regulation of the Board of Directors with the following specific updates:**

- **Amending Clause 3, Article 3** regarding the obligations of independent members of the Board of Directors.
- **Amending Point c, Clause 1, Article 6** regarding the standards and conditions of members of the Board of Directors.
- **Amending Clause 3, Article 7** regarding the rights and obligations of the Chairman of the Board of Directors.

*(Detailed amendments are specified in Appendix 01 – Amendments and Supplementations to the Operating Regulation of the Board of Directors in 2026 attached to this Proposal).*

2.2. Approving the full text of the 2026 Operating Regulation of the Board of Directors (The draft is attached as Appendix 02).

2.3. Assigning the Chairman of the Board of Directors of the Corporation to sign and issue the 2026 Operating Regulation of the Board of Directors after it is approved by the General Meeting of Shareholders.

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

Respectfully.

**Attached documents:**

- **Appendix 01:** Amendments and Supplementations to the Operating Regulation of the Board of Directors in 2026
- **Appendix 02:** Draft of the full text of the 2026 Operating Regulation of the Board of Directors of VINACONEX Joint Stock Corporation

**Recipients:**

- *As above;*
- *BOD., IC;*
- *Archives: Legal Dept.*

**T ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**

**APPENDIX 01**

**Amendments and Supplementations to the Operating Regulation of the Board of  
Directors in 2026**

**APPENDIX 02 – AMENDMENTS AND SUPPLEMENTATIONS TO THE OPERATING REGULATION OF THE BOARD OF DIRECTORS IN 2026 OF VINACONEX JOINT STOCK CORPORATION**

*(Attached to Proposal No. 1066/2026/TTr-HĐQT dated April 02, 2026, of the Board of Directors)*

No.	Article/Clause	2023 Operating Regulation of the Board of Directors	Main Proposed Amendments and Supplementations for the 2026 Operating Regulation of the Board of Directors	Legal Basis
1	<b>Clause 3, Article 3</b>	3. Independent members of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.	3. <b>Each individual</b> independent member of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.	Clause 80, Article 1 of Decree 245/2025/ND-CP amending and supplementing Clause 3, Article 277 of Decree 155/2020/ND-CP.
2	<b>Point c, Clause 1, Article 6</b>	c) Members of the Corporation's Board of Directors may simultaneously be members of the Board of Directors of other companies but shall only simultaneously be members of the Board of Directors at a maximum of 05 other companies.	c) Members of the Corporation's Board of Directors may simultaneously be members of the Board of Directors of other companies but shall only simultaneously be members of the Board of Directors <b>or Members' Council</b> at a maximum of 05 other companies.	Clause 78, Article 1 of Decree 245/2025/ND-CP amending and supplementing Clause 3, Article 275 of Decree 155/2020/ND-CP.
3	<b>Clause 3, Article 7</b>	3. The Chairman of the Board of Directors has the following rights and obligations: a) Prepare programs and activity plans for the Board of Directors; b) Prepare programs, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; c) Organize the approval of resolutions and decisions of the Board of Directors; d) Supervise the implementation process of resolutions and decisions of the Board of Directors;	3. As the legal representative and the head of the governance body, the Chairman of the Board of Directors has the following specific rights and obligations: a) Regarding governance work: (i) Prepare programs and activity plans for the Board of Directors; prepare programs, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; chair the General Meeting of Shareholders; (ii) Govern the strategic orientation, business plans, financial plans, and medium and long-term investments of the entire Corporation. b) Regarding the organization of implementation: (i) Organize the approval of resolutions and decisions of the Board of Directors and direct and supervise the General Director and	To ensure consistency with the authority of the Chairman of the BOD as prescribed in the Corporation's Charter amended in 2026.

		<p>e) Chair the General Meeting of Shareholders;</p> <p>f) Other rights and obligations as prescribed by the Law on Enterprises and the Corporation's Charter (if any).</p>	<p>management officers in the implementation of these resolutions and decisions;</p> <p>(ii) Organize, direct, and supervise the business of the Corporation and its functional departments related to all fields of the Corporation's operations, except for the construction/civil engineering field directly managed by the General Director on a daily basis;</p> <p>(iii) Direct the research, formulation, urging of implementation, and approval of development strategies, business plans, financial plans, and medium and long-term investment plans before submitting them to the Board of Directors or the General Meeting of Shareholders for approval.</p> <p>c) Regarding Finance, Accounting, Tax, and Cash Flow Management:</p> <p>Except for financial and cash flow tasks directly related to construction/civil engineering activities under the management of the General Director, the Chairman of the Board of Directors shall have the following rights and obligations:</p> <p>(i) Act as the legal representative of the accounting unit, take full responsibility, and directly sign and approve financial statements, accounting documents, and tax documents of the Corporation, except for accounting documents, tax documents/returns, and VAT invoices arising directly from construction/civil engineering contracts and projects under the authority of the General Director;</p> <p>(ii) Decide on and represent the Corporation in opening, using, and managing bank accounts of the Corporation; decide on plans for mobilizing capital, borrowing, lending, credit granting, guarantees, mortgages, pledges of assets, and issuance of securities in accordance with the authority decentralized by the Board of Directors, except for specific credit contracts and loan security contracts directly serving each bidding package or construction/civil engineering project decentralized by the Board of Directors to the General Director;</p> <p>(iii) Directly sign and approve financial statements, management reports, accounting documents, tax documents, and transactional documents with tax authorities, banks, credit institutions, and independent auditors;</p>	
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			<p>(iv) Perform the opening and use of the Corporation's bank accounts and decide on the decentralization of payment approval limits on these accounts to the General Director in accordance with the internal financial regulation issued by the Board of Directors;</p> <p>(v) Sign and approve other expenses not under the authority of the General Director.</p> <p>d) Regarding Investment and Capital Management in other enterprises:</p> <p>(i) Decide or submit to the Board of Directors for decision (according to decentralized authority) on investment in Real Estate, Infrastructure, and Industrial projects; decide on capital contribution, merger and acquisition (M&amp;A), and transfer of shares/capital contributions in other enterprises/projects;</p> <p>(ii) Approve plans for restructuring, transfer, divestment, and recovery of the Corporation's investment capital in other projects and enterprises;</p> <p>(iii) Directly approve the appointment, dismissal, commendation, discipline, direction, and supervision of the Representative of the Corporation's capital portion in subsidiaries, affiliates, and other enterprises with capital contribution from the Corporation;</p> <p>(iv) Approve the policy and decide on the assignment of plans and internal contracts to the Construction block (in charge by the General Director) for self-implementation of projects where the Corporation acts as the Investor;</p> <p>(v) Represent the Corporation in signing documents and materials related to transactions mentioned in Point d, Clause 2 of this Article.</p> <p>e) Regarding Organizational Structure and Personnel:</p> <p>(i) Approve the organizational structure, personnel quotas, and overall internal management regulations of the entire Corporation; decide on policies for salary, bonus, welfare, training, and recruitment applicable to the entire Corporation (except for specific personnel policies and</p>	
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			<p>decisions in the construction/civil engineering field in charge by the General Director);</p> <p>(ii) On behalf of the Board of Directors, sign decisions on the appointment and dismissal of senior management positions under the authority of the Board of Directors; directly decide on the appointment, dismissal, and removal, represent the Corporation in signing/terminating labor contracts, and decide on salary and bonus levels for all personnel in functional departments serving the entire Corporation; except for organizational and personnel matters of units exclusively serving construction activities directly in charge by the General Director.</p> <p>f) Regarding Representation in Litigation:</p> <p>Represent the Corporation in working with competent state agencies and participating in litigation (Court/Arbitration) for disputes of the Corporation, except for disputes only related to the construction/civil engineering field (or disputes related to personnel in the construction/civil engineering field) in charge by the General Director.</p> <p>g) Rights and obligations for general transactions/fields or other matters:</p> <p>(i) Represent the Corporation in signing commercial contracts and transactions in the fields of investment, finance, real estate, and other fields as defined in Clause 2, Article 3 of this Regulation;</p> <p>(ii) Represent the Corporation in exercising rights and performing obligations for transactions, tasks, or disputes related simultaneously to the field in charge by the Chairman of the Board of Directors and the field in charge by the General Director; or issues where authority is not clearly defined according to this Charter; or cases where the law, partners, or competent state agencies require one (01) highest general legal representative of the Corporation to perform, then the Chairman of the Board of Directors shall be the legal representative of the Corporation to perform all such tasks and transactions.</p>	
4	Some other minor editing contents are detailed in the draft 2026 Operating Regulation of the Board of Directors of the Corporation.			

**APPENDIX 02**

**Draft of the full text of the 2026 Operating Regulation of the Board of Directors of  
VINACONEX Joint Stock Corporation**

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

**BOARD OF DIRECTORS' OPERATING REGULATIONS**

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*Ha Noi, April 25, 2026*

## **BOARD OF DIRECTORS' OPERATING REGULATIONS**

*The Securities Law dated November 26, 2019, and its amendments and supplements;*

*The Enterprise Law dated June 17, 2020, and its amendments and supplements;*

*The law amending and supplementing certain articles of the Public Investment Law, the Public-Private Partnership Investment Law, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Special Consumption Tax Law, and the Civil Judgment Enforcement Law No. 03/2022/QH15 dated January 11, 2022;*

*Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law, and its amendments and supplements;*

*Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP, and its amendments and supplements;*

*The Charter of Vietnam Import-Export and Construction Joint Stock Corporation (the Corporation/VINACONEX);*

*Resolution of the General Meeting of Shareholders No. 01/2026/NQ-DHDCD dated April 25, 2026;*

*The Board of Directors hereby promulgates the Operating Regulations of the Board of Directors of VINACONEX.*

*The regulations include the following contents:*

### **CHAPTER I: GENERAL PROVISIONS**

#### **Article 1. Scope and Subjects of Application**

1. Scope of regulation: These Operating Regulations of the Board of Directors prescribe the organizational structure, operational principles, rights, and obligations of the Board of Directors and its members to operate in accordance with the Enterprise Law, the Corporation's Charter, and other relevant legal regulations
2. Subjects of application: These regulations apply to the Board of Directors, its members, and the General Director (when authorized by the Board of Directors to exercise the Board's rights and obligations)

#### **Article 2. Principles of Operation of the Board of Directors**

1. The Board of Directors works collectively: Members of the Board of Directors are individually responsible for their assigned tasks and are jointly responsible to the General Meeting of Shareholders and under the law for the resolutions and decisions of the Board concerning the

Corporation's development

2. The Board of Directors delegates responsibility to the legal representatives of the Corporation to organize and implement the resolutions and decisions of the Board.

## **CHAPTER II: BOARD OF DIRECTORS MEMBERS**

### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall have full rights in accordance with the Securities Law, relevant laws, and the Charter of the Corporation, including the right to be provided with information and documents on the financial status and business operations of the Corporation and its affiliated units.
2. Members of the Board of Directors shall have obligations as prescribed in the Charter of the Corporation and the following obligations:
  - a) To perform their duties honestly and prudently in the best interests of the shareholders and the Corporation;
  - b) To fully attend meetings of the Board of Directors and provide opinions on matters brought for discussion;
  - c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations (if any);
  - d) To report to the Board of Directors at the nearest meeting transactions between the Corporation, its subsidiaries, and other companies in which the Corporation holds more than 50% of the charter capital, and the Board member and his/her related persons; and transactions between the Corporation and companies in which the Board member is a founding member or a manager within the three (03) years prior to the time of the transaction;
  - e) To disclose information when conducting transactions in the Corporation's shares in accordance with the law.
3. Each independent member of the Board of Directors of the Company must prepare a report assessing the performance of the Board of Directors.

### **Article 4. Right to Access Information of Members of the Board of Directors**

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors, and other managers of the Corporation to provide information and documents regarding the financial status and business operations of the Corporation and its affiliated units.
2. The requested managers must provide information and documents in a timely, full, and accurate manner as requested by members of the Board of Directors. The procedures for requesting and providing information shall be governed by the Charter of the Corporation.

### **Article 5. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors of the Corporation shall consist of from three (03) to eleven (11) members. The specific number of members shall be stipulated in the Charter of the Corporation.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of the Corporation for no more than two (02) consecutive terms.

3. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties, unless otherwise provided in the Charter of the Corporation.
4. The Charter of the Corporation shall specifically stipulate the number, rights, obligations, organization, and coordination mechanisms of independent members of the Board of Directors.

#### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:
  - a) Not falling under the cases specified in Clause 2, Article 17 of the Enterprise Law;
  - b) Possessing professional qualifications and experience in business administration or in the business lines and sectors of the Corporation, and not necessarily being a shareholder of the Corporation, unless otherwise provided in the Charter of the Corporation;
  - c) A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors of another company but may only concurrently hold such position or be a member of the Members' Council in a maximum of five (05) other companies;
  - d) Other standards and conditions as stipulated in the Charter of the Corporation (if any).
2. An independent member of the Board of Directors of the Corporation must meet the following standards and conditions:
  - a) Not being a person currently working for the Corporation, its parent company, or its subsidiaries; and not having worked for the Corporation, its parent company, or its subsidiaries for at least three (03) consecutive years immediately preceding;
  - b) Not being a person currently receiving salary or remuneration from the Corporation, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
  - c) Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling who is a major shareholder of the Corporation; or being a manager of the Corporation or its subsidiaries;
  - d) Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Corporation;
  - e) Not having served as a member of the Board of Directors or the Supervisory Board of the Corporation for at least five (05) consecutive years immediately preceding, except in cases of continuous appointment for two (02) terms;
  - f) Other standards and conditions as stipulated in the Charter of the Corporation (if any).
3. An independent member of the Board of Directors must notify the Board of Directors if he/she no longer meets the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from the date of non-compliance. The Board of Directors must report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members within six (06) months from the date of receiving the notice from the relevant independent member.

#### **Article 7. The Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Corporation shall not concurrently hold the position of General Director.

3. As the legal representative and head of the governance body, the Chairman of the Board of Directors shall have the following specific rights and obligations:
- a) Governance Responsibilities:
    - i) Prepare the programs and operational plans of the Board of Directors; organize agendas, materials, and documents for Board meetings; convene, preside over, and chair Board meetings; chair the General Meeting of Shareholders;
    - ii) Oversee the strategic orientation, business plans, financial and medium- and long-term investment plans of the Corporation.
  - b) Implementation and Organizational Responsibilities:
    - i) Organize the approval of Board resolutions and decisions, and direct and supervise the General Director and management staff in implementing such resolutions and decisions;
    - ii) Organize, direct, and supervise the business operations of the Corporation and its functional departments in all operational areas, except the construction /installation field, which is managed daily by the General Director;
    - iii) Direct the research, development, monitoring, implementation, and approval of development strategies, business plans, financial plans, and medium- and long-term investment plans before submission to the Board of Directors or General Meeting of Shareholders for approval.
  - c) Finance, Accounting, Tax, and Cash Management:

Except for financial and cash matters directly related to construction/installation activities under the authority of the General Director, the Chairman of the Board shall have the following rights and obligations:

    - i) Serve as the legal representative of the accounting entity, responsible for directly approving the Corporation's financial statements, accounting documents, and tax documents, except for accounting documents, tax declarations, and VAT invoices arising directly from construction/installation contracts/projects under the General Director's authority;
    - ii) Decide and represent the Corporation in opening, using, and managing bank accounts; decide on capital mobilization, borrowing, lending, credit granting, guarantees, pledges, and issuance of securities within the authority delegated by the Board, except credit contracts or loan guarantees directly serving specific construction projects delegated to the General Director;
    - iii) Directly approve financial statements, management reports, accounting and tax documents, and documents for dealings with tax authorities, banks, credit institutions, and independent auditors;
    - iv) Implement the opening and use of corporate bank accounts and delegate approval limits on these accounts to the General Director according to the internal financial regulations issued by the Board;
    - v) Approve expenses not under the General Director's authority.
  - d) Investment and Capital Management in Other Enterprises:
    - i) Decide or submit to the Board for decision (according to delegated authority) on investments in real estate, infrastructure, and industrial projects; decide on capital contribution, mergers & acquisitions, share or equity transfers in other enterprises/projects;
    - ii) Approve restructuring, divestment, withdrawal, and capital recovery plans of the Corporation in projects and other enterprises;

- iii) Directly approve the appointment, dismissal, reward, discipline, guidance, and supervision of the Corporation's representatives in subsidiaries, affiliates, and other enterprises with Corporation's capital contribution;
  - iv) Approve the general policy and assign internal construction plans (managed by the General Director) for execution of projects where the Corporation is the investor;
  - v) Represent the Corporation in signing documents and agreements related to the transactions mentioned above.
- e) Organizational Structure and Human Resources:
- i) Approve the organizational structure, staffing, and overall internal management regulations of the Corporation; decide on policies for salaries, bonuses, benefits, training, and recruitment applicable to the entire Corporation (except detailed HR policies in the construction/installation sector under the General Director's authority);
  - ii) On behalf of the Board, sign decisions on appointment and dismissal of senior management under the Board's authority; directly decide on appointment, dismissal, termination, employment contracts, salaries, and bonuses for personnel in functional departments serving the entire Corporation, except HR issues for construction/installation units managed by the General Director.
- f) Litigation Representation:
- Represent the Corporation in dealings with competent state authorities and participate in litigation (court/arbitration) concerning disputes of the Corporation, except disputes solely related to construction/installation (or HR issues in construction/installation) under the General Director's authority.
- g) Rights and Obligations for General Transactions or Other Matters:
- i) Represent the Corporation in signing contracts and commercial transactions in investment, finance, real estate, and other fields as defined in Clause 2, Article 3;
  - ii) Represent the Corporation in transactions, work, or disputes overlapping the Chairman's and General Director's areas of responsibility; for issues where authority cannot be clearly defined by the Charter; or where law, partners, or competent state authorities require a single highest legal representative, the Chairman shall act as the Corporation's legal representative to perform all such work and transactions;
  - iii) Exercise other rights and obligations in accordance with the Enterprise Law, Securities Law, internal regulations, and this Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed/removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal notice. If the Chairman of the Board is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman in accordance with the principles stipulated in the Charter of the Corporation. In cases where no authorization is made, or the Chairman dies, goes missing, is temporarily detained, serving a prison sentence, undergoing compulsory administrative measures at a rehabilitation or educational facility, absconds from residence, is restricted or deprived of civil act capacity, has cognitive or behavioral impairments, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to serve as Chairman of the Board based on the principle of majority approval of the remaining members, until a new decision of the Board is made.
5. When deemed necessary, the Board of Directors shall decide on the appointment of the Corporate Secretary. The Corporate Secretary shall have the following rights and obligations:

- a) Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record minutes of meetings;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Support the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the Corporation in building shareholder relations and protecting the legal rights and interests of shareholders; ensure compliance with information disclosure, transparency, and administrative procedures;
- e) Exercise other rights and obligations as prescribed in the Charter of the Corporation (if any).

#### **Article 8. Dismissal, Removal, Replacement, and Supplementation of Board Members**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a) Failing to meet the standards and conditions prescribed in Article 155 of the Enterprise Law;
  - b) Submitting a resignation that is approved by the General Meeting of Shareholders;
  - c) Other cases as provided in the Charter of the Corporation (if any).
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a) Failing to participate in the activities of the Board of Directors for six (6) consecutive months, except in cases of force majeure;
  - b) Other cases as provided in the Charter of the Corporation (if any).
3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a Board member outside the cases stipulated in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board in the following cases:
  - a) If the number of Board members is reduced by more than one-third compared to the number prescribed in the Charter. In this case, the Board must convene a General Meeting within sixty (60) days from the date the number of members falls below one-third;
  - b) Except for the case stipulated in point a above, the General Meeting shall elect new members to replace those who have been dismissed or removed at the most recent meeting.

#### **Article 9. Procedures for Election, Dismissal, and Removal of Board Members**

1. Shareholders or a group of shareholders holding at least ten percent (10%) of the total common shares, or a lower ratio as prescribed in the Charter, have the right to nominate candidates to the Board. Unless otherwise stipulated in the Charter, nominations shall follow these steps:
  - a) Common shareholders forming a group to nominate candidates must notify attending shareholders of their grouping before the General Meeting begins;
  - b) Based on the number of Board members, the shareholders or shareholder groups may nominate one or more candidates according to the General Meeting's decision. Nominations shall comply with the Charter and the Corporation's internal corporate governance regulations. If the number of candidates nominated by shareholders is fewer than their entitlement, the remaining candidates shall be nominated by the Board and other shareholders.
2. If the total number of nominated candidates is still insufficient to meet the required number under Clause 5, Article 115 of the Enterprise Law, the incumbent Board shall propose additional candidates or organize nominations according to the Charter, internal corporate

- governance regulations, and Board operating regulations. Proposed candidates must be publicly disclosed before the General Meeting votes.
3. Voting for Board members shall follow cumulative voting. Each shareholder has a total number of votes equal to the number of shares they own multiplied by the number of Board members to be elected and may allocate all or part of their votes to one or more candidates. Candidates are elected in descending order of votes until the number of members specified in the Charter and approved by the General Meeting is reached. If two or more candidates tie for the final position, a re-vote among the tied candidates shall be conducted, or selection shall follow criteria stated in the election regulations approved by the General Meeting.
  4. Election, dismissal, and removal of Board members shall be decided by the General Meeting of Shareholders through voting.

#### **Article 10. Notification Regarding Election, Dismissal, and Removal of Board Members**

1. Once candidates for the Board are identified, the Corporation must disclose information regarding the candidates at least ten (10) days before the General Meeting on the Corporation's website so shareholders can review the candidates before voting. Board candidates must provide written commitments regarding the accuracy of personal information disclosed and pledge to perform their duties honestly, prudently, and in the best interest of the Corporation if elected. Information disclosed shall include:

- a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other management positions (including Board positions in other companies);
  - e) Interests related to the Corporation and its related parties;
  - f) Other information (if any) as prescribed in the Charter;
  - g) Public companies must disclose information about companies in which candidates hold Board or management positions and related interests (if any).
2. Notification of the results of election, dismissal, and removal of Board members shall be conducted in accordance with regulations on information disclosure.

### **CHAPTER III: BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Corporation and has full authority, on behalf of the Corporation, to decide and exercise the rights and obligations of the Corporation, except for rights and obligations reserved for 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 rights and obligations:
  - a) Decide on the Corporation's strategy, medium-term development plans, and annual business plans;
  - b) Recommend the types and total number of shares authorized for issuance;
  - c) Decide to sell unsold shares within the authorized issuance limit of each type; decide on raising additional capital by other means;
  - d) Decide the selling price of the Corporation's shares and bonds;
  - e) Decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law;
  - f) Decide on investment plans and projects within the Board's authority and legal limits;

- g) Decide on solutions for market development, marketing, and technology;
- h) Approve contracts for purchase, sale, lending, borrowing, and other transactions with a value of 35% or more of the total assets recorded in the most recent financial statements of the Corporation, except for contracts or transactions under the authority of the General Meeting of Shareholders as prescribed by law and the Charter;
- i) Elect, dismiss, or remove the Chairman of the Board; appoint, dismiss, execute, or terminate contracts with the General Director and other key managers as specified in the Charter; decide on salaries, bonuses, and other benefits for such managers; appoint authorized representatives to participate in boards or general meetings of other companies and determine their remuneration and other benefits;
- j) Supervise and direct the General Director and other managers in the daily business operations of the Corporation;
- k) Decide on the organizational structure, internal management regulations, establishment of subsidiaries, branches, representative offices, and investments in or acquisition of shares in other enterprises;
- l) Approve programs and materials for the General Meeting of Shareholders, convene the General Meeting, or collect opinions for passing resolutions;
- m) Submit audited annual financial statements to the General Meeting of Shareholders;
- n) Recommend the dividend rate; decide the timing and procedures for dividend payment or handling losses arising during business operations;
- o) Propose the reorganization or dissolution of the Corporation; request the Corporation's bankruptcy;
- p) Decide on the issuance of the Board's operating regulations, internal corporate governance regulations after approval by the General Meeting; decide on the operating regulations of the Audit Committee under the Board, and the Corporation's information disclosure regulations;
- q) Exercise other rights and obligations under the Enterprise Law, Securities Law, other relevant laws, and the Corporation's Charter.

3. Within the scope of its rights and obligations as stipulated by law, the Charter, and the Board's Operating Regulations, the Board may authorize the Chairman of the Board or the General Director to perform one or more of its rights and obligations. Such authorization must be approved by the Board's resolution/decision. The Chairman of the Board and the General Director shall be responsible to the Board and the law for performing the authorized tasks. Board members who approved the authorization are jointly responsible for the execution of the authorized tasks.

4. The Board shall adopt resolutions and decisions by voting at meetings, collecting written opinions, or other forms as stipulated by the Charter. Each Board member has one vote.

5. In the event that any part or all of a resolution or decision passed by the Board contravenes the law, the General Meeting's resolutions, or the Charter, causing damage to the Corporation, the Board members who approved such resolution or decision shall be jointly and severally liable and must compensate the Corporation. Members who opposed such resolutions or decisions are exempt from liability. Shareholders have the right to request the Court to suspend or annul any part or all of the unlawful resolution or decision.

## **Article 12. Duties and Authority of the Board of Directors in Approving and Signing Contracts and Transactions**

1. The Board of Directors approves contracts or transactions with a value of less than 35%, or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total assets recorded in the most recent financial statements, or another lower ratio/value as prescribed in the Corporation's Charter, between the Corporation and any of the following subjects:

- a) Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and persons related to these subjects;
  - b) Shareholders or authorized representatives of shareholders holding more than 10% of the Corporation's total ordinary shares, and their related persons;
  - c) Enterprises related to the subjects specified in Clause 2, Article 164 of the Enterprise Law.
2. The representative of the Corporation who signs the contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the related parties in the contract or transaction and provide a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Corporation's Charter specifies a different deadline. Members of the Board of Directors who have an interest in the parties to the contract or transaction are not entitled to vote.

### **Article 13. Responsibility of the Board of Directors to Convene an Extraordinary General Meeting of Shareholders**

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

- d) When the Board of Directors considers it necessary in the interest of the Corporation;
- e) When the number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members required by law;
- f) Upon the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law. The request for convening the General Meeting must be in writing, stating the reasons and objectives of the meeting, signed by the relevant shareholders, or prepared in multiple copies with all required signatures of the relevant shareholders;
- g) Upon the request of the Supervisory Board;
- h) Other cases as prescribed by law and the Corporation's Charter.

2. Except where the Corporation's Charter provides otherwise, the Board of Directors must convene an extraordinary General Meeting of Shareholders within 30 days from the date when the number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum required in the Charter, or upon receiving the request specified in points c and d of Clause 1 of this Article.

3. The person convening the General Meeting of Shareholders shall perform the following tasks:

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to the shareholder list;
- c) Prepare the agenda and content of the meeting;
- d) Prepare the documents for the meeting;
- e) Draft resolutions of the General Meeting according to the planned contents of the meeting; provide the list and detailed information of candidates in case of election of Board members or Supervisory Board members;
- f) Determine the time and venue of the meeting;
- g) Send invitations to each shareholder entitled to attend, as required by the Enterprise Law;
- h) Perform other tasks serving the meeting.

### **Article 14. Subcommittees Assisting the Board of Directors**

1. The Board of Directors may establish Subcommittees under its authority to oversee matters such as development policy, human resources, remuneration, internal audit, and risk management. The number of members of each Subcommittee shall be determined by the Board of Directors and must be at least three (3), including members of the Board of Directors and external members. Independent members of the Board of Directors or non-executive members shall constitute the majority of the Subcommittee, and one of these members shall be appointed as the Chair of the Subcommittee by the Board of Directors. The activities of the Subcommittee must comply with the regulations of the Board of Directors. Resolutions of the Subcommittee shall only be valid if approved by a majority of members present and voting at the Subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of any Subcommittee under the Board must comply with current legal regulations and the provisions of the Corporation's Charter and internal corporate governance regulations of the Corporation.

## **CHAPTER IV: BOARD OF DIRECTORS MEETINGS**

### **Article 15. Board of Directors Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board within seven (7) working days from the date of the completion of the Board election. This meeting shall be convened and chaired by the member with the highest number or percentage of votes. In case more than one member has the same highest number or percentage of votes, the members shall vote by majority to select one of them to convene the Board meeting.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings as needed.
3. The Chairman of the Board shall convene a Board meeting in the following cases:
  - a) Upon request of the Supervisory Board or an independent member of the Board;
  - b) Upon request of the General Director or at least five (5) other managers;
  - c) Upon request of at least two (2) members of the Board;
  - d) Other cases as prescribed in the Corporation's Charter (if any).
4. Requests referred to in Clause 3 must be made in writing, clearly stating the purpose, issues for discussion, and matters under the Board's authority.
5. The Chairman of the Board must convene the Board meeting within seven (7) working days from the receipt of a request as specified in Clause 3. If the Chairman fails to convene the meeting, they shall be liable for any damages incurred by the Corporation; the requesting party has the right to convene the Board meeting in place of the Chairman.
6. The Chairman of the Board or the person convening the meeting must send a notice of the meeting at least three (3) working days prior to the meeting. The notice must specify the time, location, agenda, issues for discussion and decision, and be accompanied by meeting documents and members' voting slips.

Notices may be sent via paper, telephone, fax, electronic means, or other methods stipulated in the Corporation's Charter and must reach each Board member at the registered address with the Corporation.

In urgent cases, the Board meeting may be held immediately with the unanimous (100%) consent and attendance of all Board members.

7. The Chairman or convenor shall send the meeting notice and documents to Supervisory Board members in the same manner as Board members. Supervisory Board members have the right to attend and discuss but do not have voting rights.

8. A Board meeting shall be valid if at least three-quarters (3/4) of total members attend. If a meeting convened under this provision does not have a quorum, a second meeting shall be convened within seven (7) days from the originally scheduled date. This second meeting is valid if more than half of the Board members attend.

9. A member of the Board is considered present and voting at a meeting in the following cases:

- a) Attending and voting in person;
- b) Authorizing another person to attend and vote pursuant to Clause 12;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending a voting slip by mail, fax, or email;
- e) Sending a voting slip via other means.

10. Voting slips sent by mail must be enclosed in a sealed envelope and received by the Chairman no later than one (1) hour before the meeting starts. Voting slips shall only be opened in the presence of all attendees.

11. Board meetings may be conducted online when all or some members are at different locations, provided that each participating member can:

- a) Hear each other speak during the meeting;
- b) Speak to all other attendees simultaneously. Discussions may occur directly via telephone or other communication means or a combination thereof. Members participating in this manner are considered “present” at the meeting. The meeting location is defined as the place where the majority of members are present or where the Chair is located.
- c) Decisions made via telephone conference are valid immediately upon conclusion but must be confirmed in writing with signatures of all attending members.

12. Board members must attend all meetings. Members may authorize others to attend and vote if approved by the majority of Board members.

13. Resolutions and decisions of the Board shall be passed by a majority vote of members present. In case of a tie, the Chairman’s opinion shall prevail.

14. Resolutions adopted in writing shall be approved based on the majority of Board members’ consent. In case of a tie, the Chairman’s opinion shall prevail. Such resolutions have the same validity and effect as those passed at a meeting.

## **Article 16. Minutes of Board of Directors Meetings**

1. All meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must include the following key contents:
  - a) Name, registered office address, and enterprise code;
  - b) Time and location of the meeting;
  - c) Purpose, agenda, and content of the meeting;
  - d) Full names of each attending member or authorized representative and the method of attendance; full names of members not attending and reasons for absence;
  - e) Issues discussed and voted upon at the meeting;
  - f) A summary of statements made by each attending member in the sequence of the meeting;
  - g) Voting results, clearly indicating members in favor, against, and abstaining;
  - h) Issues approved and the corresponding voting ratios;
  - i) Full names and signatures of the Chairperson and the minute-taker, except in cases specified in Clause 2 of this Article.
2. In the event that the Chairperson or the minute-taker refuses to sign the minutes, the minutes shall still be valid if all other attending Board members agree to approve and sign the minutes and the contents include all items as required in points a, b, c, d, e, f, g, and h of Clause 1. The minutes must note the refusal of the Chairperson or minute-taker to sign. Signatories of the minutes bear joint responsibility for the accuracy and truthfulness of the Board meeting minutes. The Chairperson and minute-taker shall bear personal liability for damages to the Corporation resulting from their refusal to sign the minutes under the provisions of the Enterprise Law, the Corporation's Charter, and other relevant laws.
3. The Chairperson, minute-taker, and all signatories of the minutes are responsible for the truthfulness and accuracy of the Board meeting minutes.
4. Board meeting minutes and materials used during the meeting must be kept at the Corporation's registered office.
5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

## **CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 17. Annual Reporting**

1. At the end of the financial year, the Board of Directors shall submit to the General Meeting of Shareholders the following reports:
  - a) The Company's business performance report;

- b) The financial statements;
  - c) The report evaluating the management and administration of the Corporation;
  - d) The Supervisory Board's appraisal report.
2. Reports under points a, b, and c shall be submitted to the Supervisory Board for appraisal at least 30 days prior to the opening of the annual General Meeting of Shareholders, unless the Corporation's Charter provides otherwise.
  3. Reports, the Supervisory Board's appraisal report, and the audit report must be kept at the Corporation's head office at least 10 days before the annual General Meeting of Shareholders. Shareholders holding shares continuously for at least one year have the right to review these reports directly or together with a licensed lawyer, accountant, or auditor.

#### **Article 18. Remuneration, Bonuses, and Other Benefits of Board Members**

1. The Corporation has the right to pay remuneration and bonuses to Board members based on business results and performance.
2. Board members shall receive work remuneration and bonuses. Remuneration is calculated based on the number of working days and daily rate; the Board agrees on the remuneration for each member; the total remuneration and bonuses are determined by the General Meeting of Shareholders at the annual meeting.
3. Remuneration shall be included in the Corporation's operating expenses, reported as a separate item in the financial statements, and disclosed at the General Meeting of Shareholders..
4. Board members holding executive positions, serving on committees, or performing tasks beyond normal duties may receive additional remuneration in various forms: lump-sum fees, salary, commission, profit-sharing, or other forms as decided by the Board.
5. Board members are entitled to reimbursement of reasonable travel, accommodation, and other expenses incurred in performing their duties, including attending the General Meeting of Shareholders, Board meetings, and Committee meetings.
6. Board members may be covered by liability insurance upon approval by the General Meeting of Shareholders; this insurance does not cover liability arising from violations of law or the Corporation's Charter .

#### **Article 19. Disclosure of Related Interests**

1. Members of the Corporation's Board of Directors must disclose their related interests to the Corporation, including:
  - a) Names, enterprise identification numbers, head office addresses, and business lines of enterprises in which they hold contributed capital or shares; the ownership ratio and the timing of such ownership;
  - b) Names, enterprise identification numbers, head office addresses, and business lines of enterprises in which their related persons jointly or individually hold contributed capital or shares exceeding 10% of the charter capital.
2. The disclosure stipulated in Clause 1 of this Article must be performed within 07 working days from the date the related interest arises; any amendments or supplements must be

notified to the Corporation within 07 working days from the date of such corresponding amendment or supplement.

3. Any member of the Board of Directors who, on their own behalf or on behalf of others, performs work in any form within the scope of the Corporation's business must explain the nature and content of such work to the Board of Directors and may only proceed upon approval by a majority of the remaining Board members. If such work is performed without disclosure or approval from the Board of Directors, all income derived from such activities shall belong to the Corporation.

## **CHAPTER VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS**

### **Article 20. Relationships Among Members of the Board of Directors**

1. The relationship among members of the Board of Directors is one of coordination. Each member is responsible for informing other members of relevant matters during the course of handling assigned tasks.
2. When handling assigned tasks, the member primarily responsible must proactively coordinate with other members if the issue involves areas under their responsibility. If there are differing opinions among members, the member primarily responsible shall report to the Chairman of the Board for consideration and decision within their authority, or organize a meeting, or seek the opinions of other members in accordance with the law, the Company Charter, and this Regulation.
3. In the event of reassignment of responsibilities among Board members, the members must hand over work, files, and relevant documents. Such handover must be documented in writing and reported to the Chairman of the Board.

### **Article 21. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions and decisions for the legal representatives and executive management to implement. At the same time, the Board monitors and supervises the implementation of these resolutions and decisions.

### **Article 22. Relationship with the Supervisory Board or Audit Committee**

1. The relationship between the Board of Directors and the Supervisory Board or Audit Committee is one of coordination. Their working relationship is based on equality and independence, while maintaining close cooperation and mutual support in performing their duties.
2. Upon receiving inspection minutes or summary reports from the Supervisory Board or Audit Committee, the Board of Directors is responsible for reviewing and directing the relevant departments to promptly develop plans and implement corrective measures.

## **CHAPTER VII: IMPLEMENTATION PROVISIONS**

### **Article 23. Effective Date**

1. This Regulation on the Operation of the Board of Directors of the Company, comprising 7 Chapters and 23 Articles, shall take effect from **April 25, 2026**.
2. During the implementation process, the Board of Directors has the right to propose that the General Meeting of Shareholders consider amendments or supplements to this Regulation based on compliance with applicable laws, the Company Charter, and the practical operation of the Company's business activities.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**PROPOSAL**

**Regarding: Approving the amendment and supplementation of the Operating Regulation of the Board of Directors of VINACONEX Joint Stock Corporation**

**To: THE 2026 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 current Charter of VINACONEX Joint Stock Corporation*

The Annual General Meeting of Shareholders (GMS) of VINACONEX Joint Stock Corporation held on April 21, 2022, elected Mr. Nguyen Huu Toi and Mr. Duong Van Mau to the Board of Directors of VINACONEX Joint Stock Corporation for the 2022-2027 term. Based on the current actual situation, Mr. Nguyen Huu Toi and Mr. Duong Van Mau currently no longer perform the duties and tasks of members of the Board of Directors of VINACONEX Joint Stock Corporation.

Pursuant to the Resolution of the 2022 Annual GMS regarding the approval of the structure and number of members of the Board of Directors of VINACONEX Joint Stock Corporation for the 2022-2027 term, consisting of 05 members; pursuant to the provisions of the Law on Enterprises and the Corporation's Charter regarding the election/dismissal of members of the Board of Directors ; and based on the requirements for managing the Corporation's production and business activities, the Board of Directors of VINACONEX Joint Stock Corporation respectfully submits to the GMS for consideration and approval of the following contents:

1. **Dismissal** of Mr. Nguyen Huu Toi and Mr. Duong Van Mau from the Board of Directors of VINACONEX Joint Stock Corporation for the 2022-2027 term.
2. **Additional election** of 02 members to the Board of Directors of VINACONEX Joint Stock Corporation for the 2022-2027 term

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

Respectfully.

**Recipients:**

- *As above;*
- *BOD, IC.*
- *Archives:*
- Secretariat*

**T ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**



## **VIETNAM CONSTRUCTION AND IMPORT - EXPORT JOINT STOCK CORPORATION**

Hanoi, April 25, 2026

### **WORKING REGULATIONS OF THE 2026 ANNUAL GENERAL MEETING 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 General Meeting of Shareholders (GMS) on April 21, 2025;
- ✚ The internal regulations on corporate governance of the Vietnam Joint Stock Company for Import-Export and Construction (VINACONEX), approved by the GMS on April 14, 2023.

#### **Objective of the Regulations:**

- ✚ Ensure transparency, fairness, and democracy;
- ✚ Facilitate the organization and conduct of the 2026 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 and their representatives (hereinafter referred to as "shareholders") 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. VNMEETVSDV014238/VSDVCGXX prepared by the Vietnam Securities Depository and Clearing Company (VSDC) as of the final registration date of March 23, 2026) 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 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 vote by raising a Voting Card (Agree/Disagree/No Opinion) for each item. During the voting process, shareholders will raise their Voting Cards when called upon by the Chairman. Following the Chair's direction, shareholders 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 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 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 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 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 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, Article 293 of Decree No. 155/2020/ND-CP and Clause 84 Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing some articles 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 2026 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**

**Tran Dinh Tuan  
Chairman of the Board of Directors**



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

*Hanoi, April 25, 2026*

**REGULATIONS ON ELECTION OF ADDITIONAL MEMBERS OF THE BOARD  
OF DIRECTORS**

**TERM 2022 - 2027 VINACONEX JOINT STOCK CORPORATION**

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- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and documents amending, supplementing and guiding the implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and guiding documents.
- Pursuant to the Charter of Vietnam Import-Export and Construction Joint Stock Corporation (VINACONEX) approved by the General Meeting of Shareholders on April 21, 2025.
- Pursuant to the Internal Regulation on corporate governance of Vietnam Import-Export and Construction Joint Stock Corporation (VINACONEX) approved by the General Meeting of Shareholders on April 14, 2023.

The 2026 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation shall conduct the election of additional members of the Board of Directors for the term 2022-2027 according to the following regulations:

**Article 1. Election Subjects**

Shareholders or authorized representatives of shareholders who own voting shares (according to the General List of securities holders Number VNMEETVSDV014238/VSDVCGXX made by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the last registration date of March 23, 2026) directly attended the General Meeting of Shareholders.

**Article 2. Criteria and conditions for being a member of the Board of Directors ( BOD)  
(according to Clause 1, Article 155 of the Law on Enterprises 2020 and Clause 1, Article 20  
of the Corporation's Internal Regulations on corporate governance)**

- a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Having professional qualifications and experience in business administration or in the fields, business lines of the Corporation and not necessarily being a shareholder of the Corporation;
- c. A member of the Board of Directors of the Corporation may only be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

**Article 3. Nomination of candidates for the Board of Directors and number of elected  
members**

**3.1. Nomination of candidates for the Board of Directors (Clause 5, Article 115 of the Law on Enterprises 2020 and Article 25 of the Corporation's Charter)**

- a. Shareholders or groups of shareholders holding 10% or more of total ordinary shares have the right to stand for and nominate candidates for the Board of Directors, specifically as follows:
- Shareholders or groups of shareholders holding between 10% and less than 20% of the total ordinary shares of the Corporation shall be nominated for one (01) candidate;
  - Shareholders or groups of shareholders holding between 20% and less than 30% of the total ordinary shares of the Corporation may nominate a maximum of two (02) candidates;
  - Shareholders or groups of shareholders holding between 30% and less than 40% of the total ordinary shares of the Corporation may nominate a maximum of three (03) candidates;
  - Shareholders or groups of shareholders holding from 40% to less than 50% of the total ordinary shares of the Corporation may nominate a maximum of four (04) candidates;
  - Shareholders or groups of shareholders holding between 50% and less than 60% of the total ordinary shares of the Corporation are nominated for a maximum of five (05) candidates;
  - Shareholders or groups of shareholders holding between 60% and less than 70% of the total ordinary shares of the Corporation may nominate a maximum of six (06) candidates;
  - Shareholders or groups of shareholders holding between 70% and less than 80% of the total ordinary shares of the Corporation may nominate a maximum of seven (07) candidates;
  - Shareholders or groups of shareholders holding between 80% and less than 90% of the total ordinary shares of the Corporation may nominate a maximum of eight (08) candidates;
  - Shareholders or groups of shareholders holding 90% or more of the total voting shares of the Corporation may 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, according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the Charter of the Corporation. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

**3.2. Number of elected members of the Board of Directors**

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

The number of additional members of the Board of Directors elected at the Annual General Meeting of Shareholders in 2026 is: 02 people.

**Article 4. Voting and recording votes**

**4.1. List of candidates for the Board of Directors:**

Sorted in ABC order by name, with full name and first name on the ballot.

#### 4.2. **Voting and recording votes**

- Shareholders or authorized representatives are issued votes for the Board of Directors;
- The votes are printed uniformly, with the total number of votes to elect the Board of Directors together with the attendance code of the shareholders;
- In case of incorrect entry, shareholders request the Election Board to change other votes;
- Shareholders shall elect the maximum number of members of the Board of Directors approved by the General Meeting of Shareholders at the General Meeting.

#### **Article 5. Election method**

- 5.1. The election of additional members of the Board of Directors shall be carried out by secret ballot by the method of cumulative voting;
- 5.2. Each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to put all or part of their total votes for one or several candidates.
- 5.3. Shareholders choose one of the following two methods to elect members of the Board of Directors:
  - Election by marking method: shareholders only need to tick the (x) in the blank boxes of the candidates they vote for (in addition, shareholders can cross out the names of candidates they did not vote for). The number of votes cast by each selected candidate is the result of equally dividing the total number of votes of shareholders divided by the number of selected candidates.
  - Election by the method of recording the number of votes for each candidate of their choice: shareholders directly record the number of votes in the blank box of each candidate they choose. The number of votes cast for each candidate may vary depending on the confidence of shareholders/shareholder representatives in each candidate. The total number of votes cast by shareholders for all elected candidates must not exceed the total number of votes cast by such shareholders/shareholders' representatives.

#### **Notes:**

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

#### **Article 6. Cases of Invalid Voting**

- 6.1. The slip does not follow the form prescribed by the Corporation, does not bear the Corporation's seal.
- 6.2. The ballot deletes or adds the name of the person outside the list of candidates approved by the General Assembly before the voting is conducted.
- 6.3. The total number of votes cast by shareholders/shareholder representatives for all elected candidates exceeds the total number of votes cast by such shareholders/shareholder representatives.

- 6.4. The ballot does not have the signature of the shareholder/shareholder representative.
- 6.5. Voting in excess of the number of members of the Board of Directors approved by the General Meeting.
- 6.6. Shareholders/shareholder representatives use both methods of voting and have a different number of votes for any one candidate between the two voting methods.
- 6.7. Voting without stamps with information about shareholders.

#### **Article 7. Election Board, voting and counting principles**

##### **7.1. Election Board**

- a. The Election Committee is nominated by the Presidium and approved by the General Meeting of Shareholders;
- b. The Election Board shall:
  - Instruct shareholders on the election process, how to vote;
  - Distribution of election ballots;
  - Counting votes;
  - Announcement of election results before the Congress.
- c. Members of the Election Committee are not allowed to be named in the list of nominations and candidates for the Board of Directors.

##### **7.2. Voting and vote counting principles**

- a. The Election Board inspects the ballot boxes in the presence of shareholders;
- b. Voting begins when the distribution of election ballots is completed and ends when the last shareholder casts their votes in the ballot box;
- c. The counting of votes must be conducted immediately after the voting is over;
- d. The results of vote counting shall be made in writing and announced by the Head of the Election Committee before the Congress.

#### **Article 8. Principles for electing members of the Board of Directors**

- 8.1. The winner of the election of members of the Board of Directors is determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until the number of members is elected at the General Meeting.
- 8.2. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes.

#### **Article 9. Preparation and publication of vote counting minutes**

- 9.1. After counting votes, the Election Board must make a record of vote counting. The contents of the vote counting record include: The total number of shareholders participating in voting, the total number of votes cast by shareholders participating in voting (by the method of cumulative voting), the number of valid votes and invalid votes; The total number of votes received by each candidate of the Board of Directors;
- 9.2. The full text of the vote counting minutes must be announced before the Congress.

**Article 10.** Complaints about the election and vote counting will be settled by the Chairman of the meeting and recorded in the Minutes of the General Meeting of Shareholders.

This Regulation consists of 10 Articles, which are read publicly and take effect immediately after the General Meeting of Shareholders votes to approve.

**TM. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**Tran Dinh Tuan  
Chairman of the Board of  
Directors**

**APPENDIX 1**  
**INSTRUCTIONS**

**CUMULATIVE VOTING FOR MEMBERS OF THE BOARD OF DIRECTORS**

Assuming that the General Meeting of Shareholders votes to approve the **number of members of the Board of Directors elected at the General Meeting is 2 people.**

Shareholder Nguyen Van A owns 1,000,000 voting shares. At that time, the total number of votes to elect members of the Board of Directors of shareholder Nguyen Van A was:

$$(1,000,000 \times 2) = 2,000,000 \text{ votes to elect the Board of Directors.}$$

Shareholder Nguyen Van A can vote for candidates for the Board of Directors by one of the following two methods:

1. **The first method - Election by the marking method:** Shareholder Nguyen Van A only needs to tick the sign (x) in the corresponding blank box for the candidates of the Board of Directors that he has elected, a maximum of 2 candidates (in addition, shareholders can cross out the names of candidates that he did not vote for). The number of votes cast by each candidate selected by shareholder Nguyen Van A by accumulating the sign (x) is the result of equal division of the total number of votes of shareholder Nguyen Van A (2,000,000) divided by the number of candidates selected by shareholder Nguyen Van A.
2. **The second method - Election by the method of recording the number of votes for each candidate he or she elects:** Shareholder Nguyen Van A directly records the specific number of votes in the corresponding blank box of each candidate of the Board of Directors that he chooses to vote for, a maximum of 2 candidates. The number of votes for each candidate of the Board of Directors may vary depending on the trust of shareholder Nguyen Van A for each candidate. The total number of votes voted by shareholder Nguyen Van A for all candidates for the Board of Directors must not exceed his total number of votes (2,000,000).



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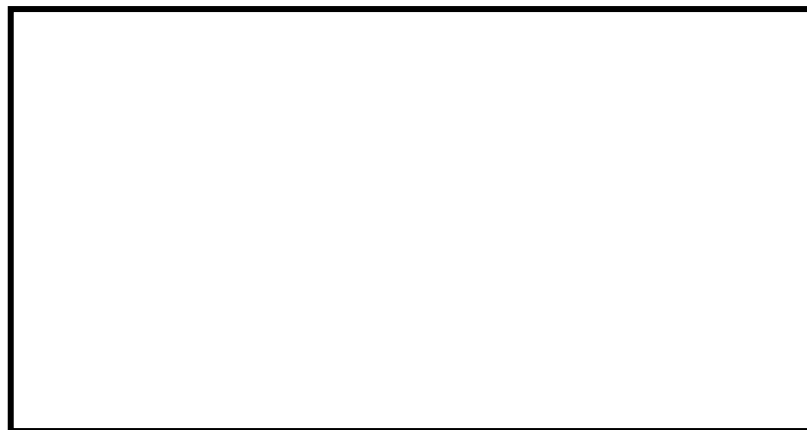
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# **VOTING CARD**

**AT THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**



*(This Voting Card is only valid at the 2026 Annual General Meeting of Shareholders on April 25, 2026.)*



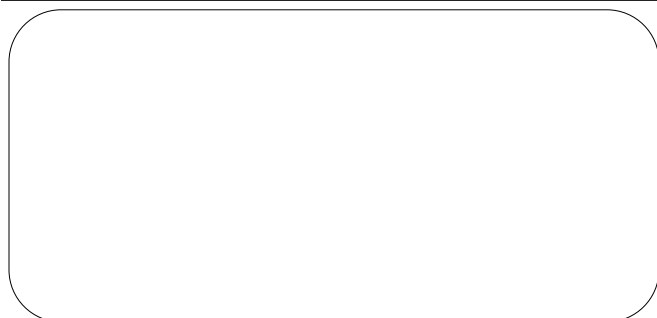
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## **VOTING BALLOT NO. 1**

### **DECISIONS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

*Hanoi, April 25, 2026*

**Shareholder / Authorized Representative**  
*(Signature and full name)*



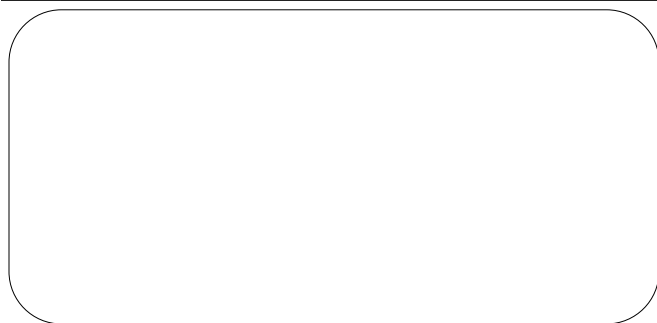
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## **VOTING BALLOT NO. 2**

### **DECISIONS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

<b>TT</b>	<b>Content</b>	<b>Code</b>	<b>Agree</b>	<b>Disagree</b>	<b>No opinion</b>
1	Approval of the list of President	*201*			
2	Approval of the list of Secretariat	*202*			
3	Approval of the Vote-Counting Committee	*203*			

*Hanoi, April 25, 2026*

**Shareholder / Authorized Representative**

*(Signature and full name)*



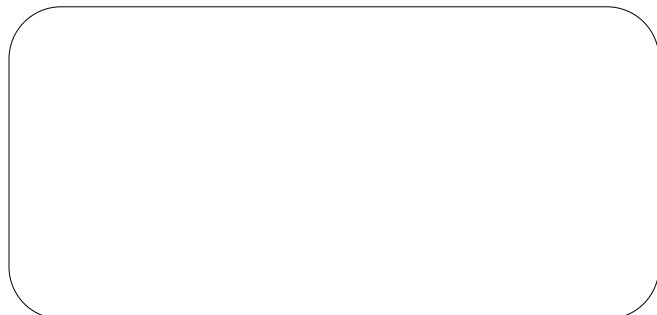
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## **VOTING BALLOT NO. 3**

### **DECISIONS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

*Hanoi, April 25, 2026*

**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 2026 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)*



## VOTING BALLOT NO. 4

### DECISIONS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the production & business results in 2025 and the plan for 2026 of VINACONEX Joint Stock Corporation according to Report No. 1055/2026/BC-TGD dated April 2, 2026 of the Board of Management.	*401*			
2	Approval of the audited separate and consolidated financial statements for 2025 according to Report No. 1056/2026/TTr-HĐQT dated April 2, 2026 of the Board of Directors.	*402*			
3	Approval of the Report of the Board of Directors on Operational Results in 2025 and directions and tasks in 2026 according to Report No. 1057/2026/BC-HĐQT dated April 2, 2026 of the Board of Directors.	*403*			
4	Approval of the Report No. 1058/2026/BC-BKS dated April 2, 2026 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 2026 Financial Statements of the Corporation according to Report No. 1059/2026/TTr-BKS dated April 2, 2026 of the Inspection Committee.	*405*			
6	Approval of the salary and remuneration payment plan for the Board of Directors and the Inspection Committee in 2025 and the Plan for 2026 according to Report No. 1060/2026/TTr-HĐQT dated April 2, 2026 of the BOD.	*406*			
7	Approval of the plan for after-tax profit distribution of the Corporation for the fiscal year 2024 according to Report No. 1061/2025/TTr-HĐQT dated April 2, 2026 of the Board of Directors.	*407*			
8	Approval of the plan to increase charter capital from issuing shares to pay dividends for 2025, according to Report No. 1062/2026/TTr-HĐQT dated April 2, 2026 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 2026, according to the Report No. 1063/2026/TTr-HĐQT April 2, 2026 of the Board of Directors.	*409*			
10	Approval of the amendment and supplement of the Charter of VINACONEX Joint Stock Corporation according to Report No. 1064/2026/TTr-HĐQT April 2, 2026 of the Board of Directors.	*410*			
11	Approval of the amendment and supplement of the Internal Regulations on Corporate Governance of VINACONEX Joint Stock Corporation according to Report No. 1065/2026/TTr-HĐQT April 2, 2026 of the Board of Directors.	*411*			
12	Approval of the amendment and supplement of the Regulations on the Operation of the Board of Directors of VINACONEX Joint Stock Corporation according to Report No. 1066/2026/TTr-HĐQT April 2, 2026 of the BOD.	*412*			

Hanoi, April 25, 2026

**Shareholder / Authorized Representative**  
(Signature and full name)



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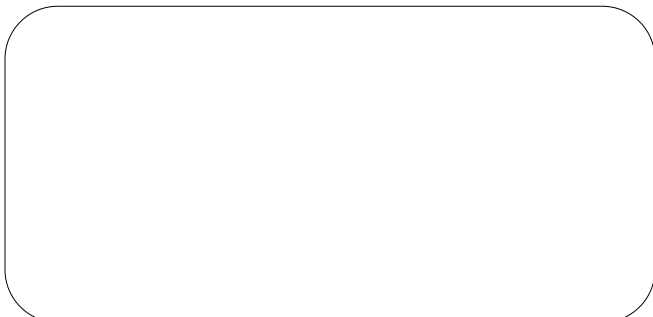
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## **VOTING BALLOT NO. 5**

**DECISIONS AT THE 2026 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**



TT	Content	Code	Agree	Disagree	No opinion
1	Approval of the dismissal of Mr. Nguyen Huu Toi and Mr. Duong Van Mau 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	*502*			

*Hanoi, April 25, 2026*

**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 2026 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)*



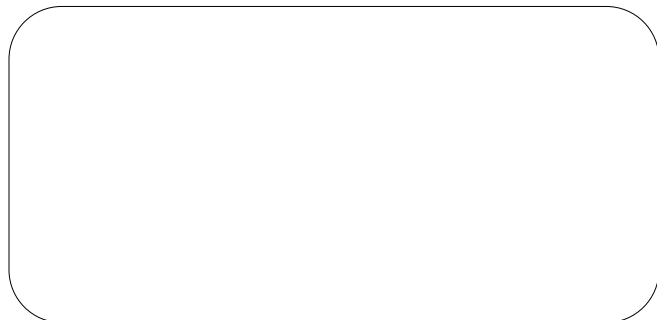
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## **VOTING BALLOT NO. 6**

**DECISIONS AT THE 2026 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

<b>TT</b>	<b>Content</b>	<b>Code</b>	<b>Agree</b>	<b>Disagree</b>	<b>No opinion</b>
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 25, 2026*

**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 2026 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)*



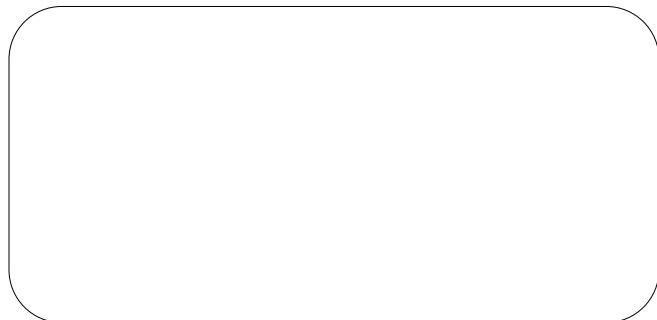
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## **VOTING BALLOT NO. 7**

**DECISIONS AT THE 2026 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

<b>TT</b>	<b>Content</b>	<b>Code</b>	<b>Agree</b>	<b>Disagree</b>	<b>No opinion</b>
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 25, 2026*

**Shareholder / Authorized Representative**  
*(Signature and full name)*



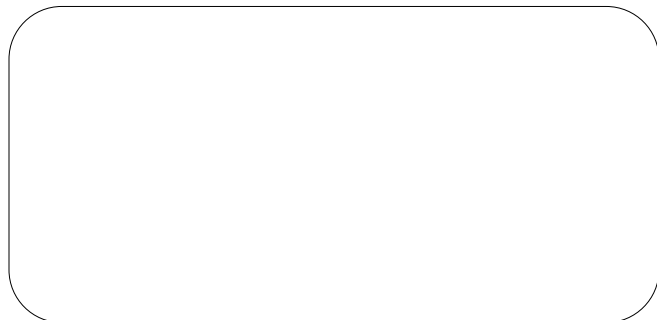
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## **VOTING BALLOT NO. 8**

**DECISIONS AT THE 2026 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

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

*Hanoi, April 25, 2026*

**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 2026 Annual General Meeting of Shareholders of VINACONEX Joint Stock Corporation to vote in accordance with regulations)*



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## ELECTION BALLOT

### Member of VINACONEX's Board of Directors for the term 2022 - 2027

(Where shareholders put their stamps)

**Shareholders' vote to elect the BOD:**

*Total number of voting ballots the BOD = Total number of shares owned/authorized by Shareholders x 2 (number of elected BOD members)*

NO	List of candidates	Code	Election by the ticker method	Election by recording the number of voting ballots
			- Shareholders agree, mark an X in the box <input type="checkbox"/> - Shareholders do not agree, DO NOT mark the box <input type="checkbox"/>	Shareholders specify the number of voting ballots for the candidate
1			<input type="checkbox"/>	
2			<input type="checkbox"/>	

Hanoi, April 25, 2026

**Shareholder/Shareholder representative**  
(Sign, full name)

(Recommending shareholder/shareholder representative to see **Articles 4, 5, 6** – Election Regulations of BOD's additional members for the term 2022-2027 of của VINACONEX Corporation to vote in accordance with regulation)

**SOCIALIST REPUBLIC OF VIETNAM**

Independence - Freedom – Happiness

-----

Hanoi, date ... month ... year 2026

**SELF-NOMINATION LETTER**

**Candidate for the Board of Directors of VINACONEX Joint Stock Corporation  
(Supplementary election of BOD member for the 2022 – 2027 term)**

To: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
VINACONEX Corporation

I/We are the shareholders, including:

No.	Shareholder Name	Citizen Identification Number/Passport Number/Business Registration Number	Date issued	Issuing authority	Number of shares owned	Sign and write your full name, affix your seal (if applicable).
1						
2						
3						

**I/We agree to pool all of my/our shares listed above to nominate:**

Mr./Ms.:

Passport/Citizen Identification Number:

Issued on:                   at

Permanent Address:

I nominate myself as a candidate for the Board of Directors of VINACONEX Corporation (for the election of additional members of the Board of Directors for the term 2022-2027) at the Annual General Meeting of Shareholders of VINACONEX Corporation on April 25, 2026.

I/We commit to taking full responsibility for the accuracy, truthfulness, and legality of this nomination.

**Attached documents:**

Resume of the Board of Directors Candidate.

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-----  
Hanoi, date ... month ... year 2026

**CANDIDATE**

**Candidate for the Board of Directors of VINACONEX Corporation  
(Election of Additional Board Members for the Term 2022 - 2027)**

To: Organizing Committee of the 2026 Annual General Meeting of Shareholders

Shareholder Name:

ID Card/Passport/Business Registration Number:

Issued on:                   at

Contact Address:

Number of Shares Held/Represented: (Number of shares held/represented: (shares)

I am nominating a candidate for the Board of Directors of VINACONEX Corporation (Election of Additional Board Members for the Term 2022 - 2027) at the 2026 Annual General Meeting of Shareholders of VINACONEX Corporation on April 25, 2026.

I commit to taking full responsibility for the accuracy, truthfulness, and legality of this nomination.

Hanoi, date ... month ... year 2026

**Candidate Shareholder**

(Signature and printed name)

**Attached documents:**

Resume of the Board of Directors Candidate.

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**Independence – Freedom – Happiness**

---

4x6 photograph  
(sealed)

**CURRICULUM VITAE**

*(For self-nominated/nominated candidates for the Board of Directors/Supervisory Board)*

1. Full Name: .....
2. Gender: .....
3. ID Card/Passport Number: .....Issuing Place:.....Date of Issue:.....
4. Date of Birth: .....
5. Place of Birth: .....
6. Nationality: .....
7. Ethnicity: .....
8. Place of Origin: .....
9. Permanent Residence Address: .....
10. Current Address: .....
11. Contact Phone Number: .....
12. Educational level: .....
13. Professional qualifications: .....
14. Foreign language proficiency: .....
15. Work experience (summary of work period, workplace, professional position)  
+ From.....to.....  
+ From.....to.....
16. Current position:.....  
.....
17. Positions held at other organizations (if any):  
.....  
.....
18. Number of shares owned or represented by authorized representatives at VINACONEX Corporation:.....shares, including:  
- Number of shares represented by authorized representatives: ..... shares  
- Number of shares owned personally: ..... shares Part
19. Interests related to VINACONEX Corporation and its related parties:.....
20. Violations of the law.....

I commit to the truthfulness and accuracy of the personal information declared above. If it is false, I will be held responsible before the law. At the same time, I commit to performing my duties honestly, carefully, and in the best interests of VINACONEX Corporation if elected as a member of the Board of Directors of VINACONEX Corporation.

**Confirmation by competent authority**  
*(Confirmation by local government or agency where the individual is currently working)*

....., **date ... month ... year 2026**  
**Declarant**  
*(Signature, full name)*



## **VIETNAM CONSTRUCTION AND IMPORT - EXPORT JOINT STOCK CORPORATION**

*Hanoi, April 2, 2026*

### **GUIDELINES FOR NOMINATION AND CANDIDACY FOR SUPPLEMENTARY ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS FOR THE 2022-2027 TERM**

#### **To: All shareholders entitled to attend the 2026 Annual General Meeting of Shareholders**

According to the agenda of the 2026 Annual General Meeting of Shareholders, the Meeting will elect additional members to the Board of Directors for the 2022-2027 term to fill two vacant positions.

Pursuant to the Law on Enterprises 2020, the Charter, and the internal corporate governance regulations of VINACONEX Corporation, shareholders or groups of shareholders holding at least 10% of the total ordinary shares have the right to nominate or propose candidates for the Board of Directors of VINACONEX Corporation for the 2022-2027 term.

To help shareholders exercise their rights to nominate or propose candidates, the Board of Directors of VINACONEX Corporation respectfully provides the following guidelines for nominating or proposing candidates for the Board of Directors to be elected at the General Meeting of Shareholders:

- 1. Standards and conditions for Board members (according to Clause 1, Article 155 of the Law on Enterprises 2020 and Clause 1, Article 20 of the internal governance regulations of the Corporation):**
  - a. Must not fall under the subjects specified in Clause 2, Article 17 of the Law on Enterprises.
  - b. Must possess qualifications and experience in business management or in the Corporation's field of business and are not required to be shareholders of the Corporation.
  - c. A member of the Board of Directors of the Corporation may concurrently be a member of the Board of Directors or Members' Council at no more than five other companies.
- 2. Nomination of candidates for the Board of Directors (Clause 5, Article 115 of the Law on Enterprises 2020, Article 25 of the Corporation's Charter, and Article 21 of the internal governance regulations):**
  - a. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares have the right to nominate or propose candidates for the Board of Directors as follows:
    - From 10% to less than 20%: may nominate one (01) candidate;
    - From 20% to less than 30%: may nominate up to two (02) candidates;
    - From 30% to less than 40%: may nominate up to three (03) candidates;
    - From 40% to less than 50%: may nominate up to four (04) candidates;
    - From 50% to less than 60%: may nominate up to five (05) candidates;
    - From 60% to less than 70%: may nominate up to six (06) candidates;
    - From 70% to less than 80%: may nominate up to seven (07) candidates;

- From 80% to less than 90%: may nominate up to eight (08) candidates;
  - From 90% or more: may nominate up to nine (09) candidates.
- b. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, according to Clause 5, Article 115 of the Law on Enterprises, the current Board of Directors shall introduce additional candidates or organize nominations in accordance with the Corporation's Charter, internal governance regulations, and the Board's operational regulations. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes for the Board of Directors in accordance with the law.

### **3. Nomination/proposal documents:**

Shareholders or groups of shareholders holding the ratio as specified in Section 2 above, when nominating or proposing candidates for the Board of Directors, must send the following documents to the Corporation directly or by postal mail:

- The original nomination/proposal form for the Board of Directors candidate;
- The candidate's curriculum vitae according to the specified form.

In case of nomination by a group of shareholders, the nomination document must bear the signatures of all shareholders in the group or be accompanied by a power of attorney (notarized/certified) from the group to a shareholder representing the group to exercise the nomination right.

#### **Note:**

- ❖ To facilitate the organization and preparation of election documents, the Corporation respectfully requests that shareholders/groups of shareholders meeting the nomination/proposal eligibility fax the required documents specified in Section 3 above to VINACONEX Corporation before 5:00 PM on April 23, 2026. The original nomination/proposal documents (if not yet sent directly or by mail) must be submitted directly to the Organizing Committee when registering to participate in the General Meeting on April 23, 2026.
- + Contact address: VINACONEX CORPORATION  
VINACONEX Building, 34 Lang Ha Street, Lang Ward, Hanoi City
- + Contact person: Ms. Dinh Nguyen Thu Trang  
External Relations and Shareholder Relations Department,  
External Relations – Legal Department
- + Phone: (024) 62849282; Fax: (024) 62849208
- + Email: [trangdnt@vinaconex.com.vn](mailto:trangdnt@vinaconex.com.vn)
- ❖ Shareholders or groups of shareholders who do not submit the original nomination/proposal documents as specified in Section 3 above to the Corporation before the approval of the list of candidates at the General Meeting, or if the nomination/proposal does not comply with the Law on Enterprises 2020, the Charter, and the internal governance regulations, the nomination/proposal by those shareholders/groups of shareholders will be considered invalid at the Meeting.

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**VIETNAM CONSTRUCTION AND IMPORT-EXPORT JOINT STOCK**  
**CORPORATION (VINACONEX)**

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**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. 01/2026/BB-ĐHĐCĐ dated April 25, 2026 of the 2026 Annual General Meeting of Shareholders of the Corporation;*

**DECISION**

- Article 1.** Approving the Report on the production & business results in 2025 and the plan for 2026 of VINACONEX Corporation, according to the Report No. 1055/2026/BC-TGD dated April 2, 2026 of the Board of Management.
- Article 2.** Approving the audited separate and consolidated financial statements in 2025 according to Report No. 1056/2026/TTr-HĐQT dated April 2, 2026 of VINACONEX Corporation's Board of Directors.
- Article 3.** Approving the Report on operational results in 2025 and directions and tasks in 2026 of the Board of Directors according to Report No. 1057/2025/BC-HĐQT dated April 2, 2026 of VINACONEX Corporation's Board of Directors.
- Article 4.** Approving Report No. 1058/2026/BC-BKS dated April 2, 2026 of the Inspection Committee of VINACONEX Corporation.
- Article 5.** Approving the selection of an independent auditing company to audit and review the 2026 financial statements of VINACONEX Corporation according to Report No. 1059/2026/TTr-BKS dated April 2, 2026 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 2025 and the plan for 2026 according to Report No. 1060/2026/TTr-HĐQT dated April 2, 2026 of the Board of Directors.
- Article 7.** Approving the plan for distribution of the after-tax profits for the 2025 fiscal year according to Report No. 1061/2026/TTr-HĐQT dated April 2, 2026 of the Board of Directors.
- Article 8.** Approving the plan to increase charter capital from issuing shares to pay dividends for 2025, according to Report No. 1062/2026/TTr-HĐQT dated April 2, 2026 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 2026, according to Report No. 1063/2026/TTr-HĐQT dated April 2, 2026 of the Board of Directors.

**Article 10.** Approving the amendments and supplements of the Charter of VINACONEX Corporation, according to Report No. 1064/2026/TTr-HĐQT dated April 2, 2026 of the Board of Directors.

**Article 11.** Approving the amendments and supplements of the Internal Regulations on corporate governance of VINACONEX Corporation, according to Report No. 1065/2026/TTr-HĐQT dated April 2, 2026 of the Board of Directors.

**Article 12.** Approving the amendments and supplements of the Regulations on the Operation of the Board of Directors of VINACONEX Corporation, according to Report No. 1066/2026/TTr-HĐQT dated April 2, 2026 of the Board of Directors.

**Article 13.** 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. Nguyen Huu Toi and Mr. Duong Van Mau 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 25, 2026, the list of members of the Board of Directors of the Corporation for the 2022 - 2027 term includes:

1. Mr. Tran Dinh Tuan – Chairman of the Board of Directors
2. Mr. Nguyen Xuan Dong – Member of the Board of Directors
3. Mr. Le Minh Tu – Independent Member of the Board of Directors
4. ... - Member of the Board of Directors
5. ... - Member of the Board of Directors

**Article 14. Terms of implementation**

This Resolution shall come into effect from April 25, 2026.

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 Board of Directors, Board of Management, Inspection Committee (for reporting);*
- *Functional Departments of the Corporation (for synthesis);*
- *Legal Affairs Department (for information disclosure);*
- *VINACONEX website (in lieu of notice);*
- *General secretary, the office (for document saving purposes.*

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

**Tran Dinh Tuan  
Chairman of the BOD**