

No. 19 /TTr-HĐQT

Hanoi, June 09th, 2026

PROPOSAL

Regarding to approval of the Charter and regulations of Construction Machinery Corporation - JSC.

To. The General Meeting of Shareholders of Construction Machinery Corporation - JSC

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17/6/2020; Law No. 76/2025/QH15 dated 17/6/2025 amending and supplementing a number of articles of the Enterprise Law;*

- *The Securities Law No. 54/2019/QH14 dated 26/11/2019; Decree No. 155/2020/NĐ-CP dated 31/12/2020 detailing the implementation of a number of articles of the Securities Law; Decree No. 245/2025/NĐ-CP dated 11/9/2025 amending and supplementing Decree No. 155/2020/NĐ-CP;*

- *The Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 dated 14/6/2025; Decree No. 366/2025/NĐ-CP dated 31/12/2025 on the management and investment of state capital in enterprises;*

- *Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding some provisions on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31/12/2020, detailing the implementation of some provisions of the Securities Law;*

To comply with current legal regulations, the Construction Machinery Corporation - JSC. has drafted its Charter and the following Regulations to submit to the General Meeting of Shareholders for consideration and approval:

1. The Corporation's Charter comprises 22 Chapters, 64 Articles and 56 pages;
2. Regulations governing the operation of the Corporation's BOD comprises 7 Chapters, 24 Articles and 21 pages;
3. Internal regulations on governance of the Corporation comprises 7 Chapters, 30 Articles and 43 pages;

A summary of the amendments and supplements is attached. The full text of the draft Charter is posted on the Corporation's website.

The General Meeting of Shareholders authorizes the Board of Directors to incorporate the opinions at the meeting and, at the request of competent authorities (if any), finalize amendments and additions to the content, sign and issue the Corporation's Charter and the aforementioned regulations within its authority.

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

Recipients:

- As stated above;
- BOD's members;
- SB, MB;
- Archives: Admin. Division,
BOD, HR Dept.

**FOR AND ON BEHALF OF THE BOD
CHAIRMAN**



Trình Nam Hai

SUMMARY OF AMENDMENTS AND SUPPLEMENTS OF COMA'S CHARTER

Current Charter	Draft Charter	Reasons for amending and supplementing
<p>Article 1. Term explanation</p>		
<p>d) <i>The Enterprise Law</i> is Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 17/6/ 2020</p> <p>đ) <i>The Securities Law</i> is Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;</p> <p>o) <i>The Corporation's insiders</i> include: the Corporation's managers; the Corporation's legal representatives; the Head of the Supervisory Board and members of the Supervisory Board (Supervisors); the Corporation's Secretary; the person in charge of the Corporation's administration; and the person authorized to disclose information.</p>	<p>Supplementing: Law No. 03/2022/QH15 dated 11/01/2022 and Law No. 76/2025/QH15 dated 17/6/2025 amending and supplementing a number of articles of the Enterprise Law;</p> <p>Supplementing: Law No. 56/2024/QH15 dated 29/11/2024, amending and supplementing a number of articles of the Securities Law;</p> <p>Supplementing following 2 terms:</p> <p>- The Law on Management and Investment of State Capital in Enterprises is Law No. 68/2025/QH15 on Management and Investment of State Capital in Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on 14/6/2025;</p> <p>- The regulations governing the management of representatives of state capital in enterprises are regulations issued together with Decision No./QD-BXD dated .../.../2026 of the Ministry of Construction.</p> <p>Supplementing:</p> <p>o) <i>The Corporation's insiders</i> include: the Corporation's managers; the Corporation's legal representatives; the Head of the Supervisory Board and members of the Supervisory Board (Supervisors); members of the Internal Audit Committee; the Corporation's Secretary; the person in charge of the Corporation's administration; and the person authorized to disclose information.</p>	<p><i>Update current legal regulations.</i></p> <p><i>Update current legal regulations.</i></p> <p><i>Update current legal regulations.</i></p> <p><i>Supplementing according to stipulation at point a Clause 45 Article 4 the Securities Law No. 54/2019/QH14 và actual situation of the Corporation</i></p>
	<p>Supplementing 2 terms after point k:</p> <p>The owner's representative agency is an agency or organization assigned by the Government to exercise the rights and responsibilities of the state owner's representative with respect to the state capital invested in the Corporation;</p> <p>The representative of state capital is an individual authorized in writing by the State Ownership Representative Agency to</p>	<p><i>In compliance with updated current legal regulations.</i></p>



exercise the rights and responsibilities of the state owner's representative with respect to the state capital invested in the Corporation.

Article 2. Name, form, headquarters, branches, representative offices, and duration of operation of the Corporation

<p>3. Registered Head Office of the Corporation: a) Address: 125D Minh Khai Street, Minh Khai Ward, Hai Ba Trung District, Hanoi. b) Telephone: (84.024) 38631122 c) Fax: (84.024) 38631216</p>	<p><i>Amending:</i> 3. Registered Head Office of the Corporation: a) Address: 125D Minh Khai str., Bach Mai ward, Hà Nội City b) Telephone: (84.024) 38631122 N/A</p>	<p><i>Suitable for the current administrative divisions</i> <i>Suitable for the Corporation's actual situation.</i></p>
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Article 16. Rights and obligations of the General Meeting of Shareholders

<p>2. s) Approving transactions as stipulated in Clause 4, Article 293 Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government, detailing the implementation of some provisions of the Securities Law.</p>	<p><i>Amending:</i> 2. s) Approving transactions as stipulated in Clause 84 Article 1 Decree No. 245/2025/ND-CP dated 11/9/2025 of the Government amending and supplementing clauses 3, 4, 5 Article 293 Decree No.155/2020/ND-CP dated 31/12/2020 of the Government, detailing the implementation of some provisions of the Securities Law.</p>	<p><i>Amending in compliance with current legal regulations.</i></p>
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Article 19. Meeting convening, meeting agenda and invitation to the General Meeting of Shareholders

<p>a) To prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders.</p>	<p><i>Supplementing:</i> a) To prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders based on the shareholder register and the securities holder register of the Corporation.</p>	<p><i>Supplementing in compliance with Clause 21 Article 1 Law No. 76/2025/QH15</i></p>
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Article 22. Conditions for ratification of resolutions of the GMS

<p>1. A resolution on one of the following issues will be ratified if it is voted for by a number of shareholders that represent at least sixty five percent (65%) of votes of all participants... 5. A resolution will be ratified when it is voted for by a number of shareholders that hold more than fifty percent (50%) of the votes of all participants...</p>	<p><i>Supplementing, amending:</i> 1. A resolution on one of the following issues will be ratified if it is voted for by a number of shareholders that represent at least sixty five percent (65%) of votes of all shareholders who participate and vote at the meeting... 5. A resolution will be ratified when it is voted for by a number of shareholders that hold more than fifty percent (50%) of the votes of all shareholders who participate and vote at the meeting...</p>	<p><i>Supplementing, amending in compliance with Clause 5 Article 7 Law No. 03/2022/QH15</i></p>
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Article 23. Authority and method for ratifying resolutions of the GMS by questionnaire survey

4. b) Sending by fax or email: An answered questionnaire sent by fax or email shall be kept confidential until the vote counting time.	<i>Amending: delete word "fax or"</i>	<i>Suitable for the Corporation's actual situation.</i>
Article 27. Composition and term of office of the Board of Directors members		
3. The composition of the Board of Directors of the Corporation must assure that at least one-third (1/3) of the total number of Board members are non-executive members. The Corporation shall minimize the number of Board members holding executive positions within the Corporation to ensure the independence of the Board of Directors.	<i>Amending:</i> 3. The composition of the Corporation's Board of Directors must assure at least one non-executive member.	<i>Amending in compliance with Clause 79 Article 1 Decree No. 245/2025/NĐ-CP</i>
Article 28. Rights and obligations of the Board of Directors		
2. r) Deciding to issue the Regulations on the operation of the Board of Directors and the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders; Deciding to issue the Regulations on information disclosure of the Corporation; 5. In performing its functions, rights and obligations, the Board of Directors strictly adheres to the provisions of the law, the Corporation's Charter and resolutions of the General Meeting of Shareholders. If a resolution passed by the Board of Directors is contrary to the provisions of the law or the Corporation's Charter and causes damage to the Corporation, the members who approved the resolution shall be jointly and severally liable for the resolution and shall compensate the Corporation for the damages; members who opposed the resolution shall be exempt from liability. In this case, shareholders owning shares of the Corporation have the right to request the Court to suspend or annul the aforementioned resolution or decision.	<i>Supplementing:</i> 2. r) Deciding to issue the Regulations on the operation of the Board of Directors and the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders; Deciding to issue the Regulations governing the operation of the Internal Audit Committee under the Board of Directors , Regulations on information disclosure of the Corporation; <i>Amending Clause 5:</i> 5. In performing its functions, right and obligations, the Board of Directors shall base on the provisions of Law No. 68/2025/QH15 (the part relating to enterprises in which the State holds more than 50% but less than 100% of the charter capital) and its amending, supplementing, and guiding documents, coordinate with the State Capital Representatives to report to the owner's representative agency before voting at the General Meeting of Shareholders and the Board of Directors meeting, assuring compliance with the law and the Corporation's Charter. If a resolution passed by the Board of Directors is contrary to the provisions of the law or the Corporation's Charter and causes damage to the Corporation, the members who approved the resolution shall be jointly and severally liable for the resolution and shall compensate the Corporation for the damages; members who opposed the resolution shall be exempt from liability.	<i>Supplementing in compliance with Clause 4 Article 12 Decree No. 05/2019/NĐ-CP and suitable with actual situation of the Corporation</i> <i>Amending in compliance with Law No. 68/2025/QH15</i>

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	In this case, shareholders owning shares of the Corporation have the right to request the Court to suspend or annul the aforementioned resolution or decision.	
Article 31. Meetings of the Board of Directors		
5. The invitations to the Board of Directors' meetings can be sent physically, by phone, fax , electronically or by other methods but must ensure that they reach the contact address of each Board member registered with the Corporation.	<i>Amending: delete word "fax"</i>	<i>Suitable for the Corporation's actual situation.</i>
<p>8.</p> <p>c) To send vote to the meeting by mail, fax, or email. In the case of a vote is sent to the meeting by mail, the vote must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening time. The votes may only be opened in the presence of all participants.</p> <p>12.h) Ratified issues;</p> <p>13. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, g, and h of Clause 12 of this Article, then these minutes shall be valid.</p>	<p>- <i>Supplementing one more point after point a:</i> To participate and vote via online conference, electronic voting, or other electronic means;</p> <p><i>Amending: delete word "fax"</i></p> <p><i>Supplementing:</i> 12.h) Ratified issues and corresponding ratio of affirmative votes;</p> <p><i>Amending and supplementing:</i> 13. In the event that the chairperson or the person recording the minutes refuses to sign the minutes of meeting, but if all other members of the Board of Directors present at the meeting agree to approve and sign the minutes, and if the minutes contain all the information stipulated in points a, b, c, d, e, g, and h of Clause 12 of this Article, then these minutes shall be valid.</p>	<p><i>Supplementing in compliance with point c Clause 9 Article 157 Enterprise Law No. 59/2019 /QH14 and at request of actual situation - Amending suitable for the Corporation's actual situation.</i></p> <p><i>Supplementing in compliance with point d Clause 1 Article 158 Enterprise Law No. 59/2019 /QH14 Amending, supplementing in compliance with Clause 6 Article 7 Law No. 03/2022/QH15</i></p>

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Article 33. The person in charge of Corporate Governance Officer		
1. The Board of Directors shall appoint at least one (01) person in charge of Corporate Governance Officer to support the corporate governance activities. The term of office of the Corporate	<i>Amending, supplementing Clause 1:</i> 1. The Board of Directors shall appoint at least one (01) person in charge of Corporate Governance Officer to support the corporate governance activities. The Corporate Governance Officer shall carry out duties of the Corporation's Secretary as stipulated	<i>Amending, supplementing suitable for the Corporation's actual situation.</i>
Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.	in Clause 2, Article 34 of this Charter. The term of appointment of the corporate governance officer shall be decided by the Board of Directors, with a maximum of five (05) years.	
3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that this is not contrary to current labor laws. The Board of Directors may appoint an Assistant of Corporate Governance Officer from time to time.	<i>Amending Clause 3:</i> 3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that this is not contrary to current labor laws.	
Article 34. Secretary of the Corporation		
1. The Board of Directors will appoint one (01) or more people as the Secretary of the Corporation with a term and conditions as decided by the Board of Directors. The Board of Directors may dismiss the Secretary of the Corporation when necessary but not contrary to current labor laws. The Board of Directors may also appoint one or more Assistant Secretary of the Corporation depending on the workload and requirements at each time.	<i>Amending:</i> 1. If necessary, the Board of Directors may establish a Secretariat. The Board of Directors may dismiss members of the Secretariat when necessary, provided that this is not contrary to current labor laws.	<i>Amending suitable for the Corporation's actual situation.</i>
2. a) Assisting the Chairman of the Board of Directors in preparing and carrying out tasks, including: - Advising on meeting procedures; attending meetings as stipulated in section 1, point a of this Clause ; recording minutes of meetings; - Providing information and administrative procedures as prescribed by law and the Corporation's Charter.	<i>Cancel title of point a</i> - <i>Amending:</i> "Advising on meeting procedures; attending and taking minutes of meetings as requested by the Board of Directors or the General Director. - <i>Amending:</i> "- Providing, disclosing information and administrative procedures as prescribed by law and the Corporation's Charter."	

<p>- Providing financial information, copies of minute of meeting of the Board of Directors and other information to members of the Board of Directors and the Supervisory Board.</p> <p>- Storing Board of Directors documents as prescribed.</p> <p>b) Assisting the General Director in preparing and carrying out tasks, including:</p> <p>c) The Corporation Secretary is responsible for maintaining confidentiality of information and securely storing documents and records in accordance with the law and the Corporation's regulations.</p>	<p><i>Cancel these two paragraphs.</i></p> <p><i>Cancel all content of point b.</i></p> <p><i>Amending: “- The Corporation’s Secretary is responsible for maintaining confidentiality of information and storing documents and records of the Board of Directors in accordance with the law and the Corporation's regulations.”</i></p>	
<p>Article 44. Responsibility to act carefully, honestly and avoid conflicts of interest.</p>		
<p>9. Transactions between the Corporation and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant of the Corporation, and individuals or organizations related to these entities shall not be invalidated in the following cases:</p> <p>a) For transactions with a value equal or less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statement: the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant of the Corporation, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;</p> <p>b) For transactions with a value more than thirty-five percent (35%) or transactions resulting in a</p>	<p><i>Amending, supplementing:</i></p> <p>9. Contracts and transactions between the Corporation and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant of the Corporation, and individuals or organizations related to these entities shall not be invalidated in the following cases:</p> <p>a) For contracts and transactions with a value less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statement: the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant of the Corporation, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;</p> <p>b) For contracts, transactions with a value of thirty-five percent (35%) or more; or contracts, transactions resulting in a contract,</p>	<p><i>Amending, supplementing for consistency between articles and clauses</i></p>




<p>transaction value arising within 12 months from the date of the first transaction with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction, as well as the relationship and interests of the members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, and Chief Accountant of the Corporation, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest.</p>	<p>transaction value arising within 12 months from the date of the first transaction with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction, as well as the relationship and interests of the members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, and Chief Accountant of the Corporation, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest.</p>	
<p>Appendix of the Charter</p>	<p><i>Cancel</i></p>	<p><i>The Charter has been supplemented and amended in compliance with the Law No. 68/2025/QH15</i></p>


And some other minor revisions and additions to the wording for clarity and accuracy.

FOR CONSTRUCTION MACHINERY CORP.

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**SUMMARY OF AMENDMENTS AND SUPPLEMENTS OF
THE INTERNAL REGULATIONS ON THE CORPORATE GOVERNANCE OF COMA**

Current Regulations	Draft Regulations	Reasons for amending and supplementing
 <p>Based on the Enterprise Law No. 59/2020/QH14 dated 17/6/2020;</p> <p>Based on the Securities Law No. 54/2019/QH14 dated 26/11/2019;</p> <p>Based on Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law;</p>	<p><i>Supplementing:</i> Based on the Enterprise Law No. 59/2020/QH14 dated 17/6/2020, amended and supplemented by the Law No. 03/2022/QH15 dated 11/01/2022 and Law No. 76/2025/QH15 dated 17/6/2025;</p> <p><i>Supplementing:</i> Based on the Securities Law No. 54/2019/QH14 dated 26/11/2019, amended and supplemented by the Law No. 56/2024/QH15 dated 29/11/2024;</p> <p><i>Supplementing:</i> The Law on Management and Investment of State Capital in Enterprises is Law No. 68/2025/QH15 on Management and Investment of State Capital in Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on 14/6/2025;</p> <p><i>Supplementing:</i> Based on Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government, detailing the implementation of a number of articles of the Securities Law, amended and supplemented by the Decree No. 245/2025/ND-CP dated 11/9/2025;</p>	<p><i>Update current legal regulations.</i></p>
<p>Article 2. Term explanation</p>	<p><i>Supplementing following 2 terms:</i></p> <p>k) <i>The owner's representative agency</i> is an agency or organization assigned by the Government to exercise the rights and responsibilities of the state owner's representative with respect to the state capital invested in the Corporation;</p> <p>l) <i>The representative of state capital</i> is an individual authorized in writing by the State Ownership Representative Agency to exercise the rights and responsibilities of the state owner's representative with respect to the state capital invested in the Corporation.</p>	<p><i>In compliance with the current legal regulations.</i></p>
<p>Article 13. Role, rights and obligations of the Board of Directors</p> <p>2. k) In the field of system governance: Deciding to issue the Regulations on the operation of</p>	<p><i>Amending and supplementing point k Clause 2:</i></p> <p>2. k) In the field of system governance: Deciding to issue the Regulations on the operation of the Board of</p>	<p><i>Amending, supplementing in compliance with Clause 4 Article 12 Decree No.</i></p>



<p>the Board of Directors, the Internal regulations on the governance of the Corporation after approval by the General Meeting of Shareholders; Deciding to issue the Regulations on information disclosure of the Corporation</p>	<p>Directors, the Internal regulations on corporate governance of the Corporation after approval by the General Meeting of Shareholders; Deciding to issue the Regulations governing the operation of the Internal Audit Committee under the Board of Directors, the Regulations on information disclosure of the Corporation</p>	<p>05/2019/NĐ-CP and suitable with actual situation of the Corporation</p>
	<p><i>Supplementing Clause 3:</i> 3. In performing its functions, right and obligations, the Board of Directors shall base on the provisions of Law No. 68/2025/QH15 (the part relating to enterprises in which the State holds more than 50% but less than 100% of the charter capital) and its amending, supplementing, and guiding documents, coordinate with the State Capital Representatives to report to the owner's representative agency before voting at the General Meeting of Shareholders and the Board of Directors meeting, assuring compliance with the law and the Corporation's Charter.</p>	<p>Amending in compliance with Law No. 68/2025/QH15</p>
<p>Article 15. Quantity, composition, term of office, qualifications and conditions for members of the Board of Directors</p> <p>1. The Board of Directors comprises 05 members. The composition of the Board of Directors of the Corporation must assure that at least one-third (1/3) of the total number of Board members are non-executive members.</p>	<p><i>Amending:</i> 1. The Board of Directors comprises 05 members. The composition of the Corporation's Board of Directors must assure at least one non-executive member.</p>	<p>Amending in compliance with Clause 79 Article 1 Decree No. 245/2025/NĐ-CP</p>
<p>Article 18. Procedures for organizing Board of Directors' meetings</p> <p>a) The Board of Directors shall vote on each report, proposal, and issue presented to the Board of Directors at the meeting. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases: voting directly at the meeting or sending voting ballots to the meeting via email or fax;</p> <p>c) The Board of Directors' minutes of the meeting must be signed by the chairperson, the secretary of the meeting and all attending members of the Board of</p>	<p><i>Amending and supplementing Clause 6:</i> a) The Board of Directors shall vote on each report, proposal, and issue presented to the Board of Directors at the meeting. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases: voting directly at the meeting, voting via online conference, electronic voting or other electronic voting forms or sending voting ballots to the meeting via mail or email;</p> <p><i>Amending and supplementing Clause 7:</i> c) The Board of Directors' minutes of the meeting must be signed by the chairperson, the secretary of the meeting and all attending members of the Board of Directors.</p>	<p>Suitable with the Corporation's actual situation</p> <p>Amending in compliance with Clause 6 Article 7 Law No. 03/2022/QH15</p>




<p>Directors. If the chairperson or secretary of the meeting refuses to sign the minutes but all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in point b, clause 7 of this Article, then these minutes shall be valid. The minutes shall clearly state the chairperson's or secretary's refusal to sign.</p> <p>b) The Chairman of the Board of Directors must prepare a questionnaire survey to solicit the opinions of the members of the Board of Directors. The questionnaire survey must contain the following key information: (i) the issues to be surveyed, (ii) the voting option including: Approval, Disapproval, (iii) the deadline for returning the answered questionnaire survey to the Corporation and (iv) the full name and signature of the Chairman of the Board of Directors and the full name and signature of the BODs' members whose opinions are being surveyed.</p>	<p>If the chairperson or secretary of the meeting refuses to sign the minutes, but all other members of the Board of Directors present at the meeting and agree to approve the minutes sign and the minutes contain all the content as stipulated in point b, Clause 7 of this Article, then these minutes shall be valid. The minutes shall clearly state the chairperson's or secretary's refusal to sign.</p> <p><i>Amending and supplementing point b, Clause 8:</i> b) The Chairman of the Board of Directors shall direct the Corporate Governance Officer/Secretary of the Corporation to prepare the documents for soliciting opinions from the members of the Board of Directors. The documents are included with: Questionnaire survey, Draft Resolution, Proposals and related reports. The questionnaire survey must contain the following key information: (i) the issues to be surveyed, (ii) the voting option including: Approval, Disapproval, (iii) the deadline for returning the answered questionnaire survey to the Corporation and (iv) the full name and signature of the Chairman of the Board of Directors and the full name and signature of the BODs' members whose opinions are being surveyed.</p>	<p><i>Suitable with the Corporation's actual situation</i></p>
<p>Article 20. Selection, appointment and dismissal of the Corporation's Corporate Governance Officer</p> <p>1. The Board of Directors shall appoint one Corporate Governance Officer of the Corporation to advise and assist it in exercising its powers and duties and in the relationship between the Board of Directors and the General Meeting of Shareholders.</p>	<p><i>Amending and supplementing:</i> 1. The Board of Directors shall appoint at least one (01) person to be the Corporate Governance Officer of the Corporation to support the corporate governance activities. The Corporate Governance Officer shall perform the duties of the Secretary of the Corporation as prescribed in Clause 2, Article 34 of the Corporation Charter. The term of appointment of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.</p>	<p><i>Suitable with the Corporation's actual situation</i></p>

And some other minor amendments and supplements to the wording for clarity and accuracy.

FOR CONSTRUCTION MACHINERY CORP.

SUMMARY OF AMENDMENTS AND SUPPLEMENTS OF THE OPERATION REGULATIONS OF THE BOD OF COMA

Current Regulations	Draft Regulations	Reasons for amending and supplementing
 <p>Based on the Enterprise Law No. 59/2020/QH14 dated 17/6/2020;</p> <p>Based on the Securities Law No. 54/2019/QH14 dated 26/11/2019;</p> <p>Based on Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law;</p>	<p><i>Supplementing:</i> Based on the Enterprise Law No. 59/2020/QH14 dated 17/6/ 2020, amended and supplemented by the Law No. 03/2022/QH15 dated 11/01/2022 and Law No. 76/2025/QH15 dated 17/6/2025;</p> <p><i>Supplementing:</i> Based on the Securities Law No. 54/2019/QH14 dated 26/11/2019, amended and supplemented by the Law No. 56/2024/QH15 dated 29/11/2024;</p> <p><i>Supplementing:</i> The Law on Management and Investment of State Capital in Enterprises is Law No. 68/2025/QH15 on Management and Investment of State Capital in Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on 14/6/2025;</p> <p><i>Supplementing:</i> Based on Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government, detailing the implementation of a number of articles of the Securities Law, amended and supplemented by the Decree No. 245/2025/ND-CP dated 11/9/2025;</p>	<p><i>Update current legal regulations.</i></p>
Article 5. Term of office and quantity of the Board of Directors members		
<p>3. The Board of Directors comprises 05 members. The composition of the Board of Directors of the Corporation must assure that at least one-third (1/3) of the total number of Board members are non-executive members.</p>	<p><i>Amending:</i></p> <p>3. The Board of Directors comprises 05 members. The composition of the Corporation's Board of Directors must assure at least one non-executive member.</p>	<p><i>Amending in compliance with Clause 79 Article 1 Decree No. 245/2025/ND-CP</i></p>
Article. Rights and obligations of the Board of Directors		
<p>i) To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the Corporation.</p>	<p><i>Amending and supplementing:</i></p> <p>i) Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer and other managers of the Corporation.</p>	<p><i>Amending in compliance with the Law No. 68/2025/QH15</i></p>



	<p><i>Supplementing:</i></p> <p>k) To pay dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.</p> <p>4. In performing its functions, right and obligations, the Board of Directors shall base on the provisions of Law No. 68/2025/QH15 (the part relating to enterprises in which the State holds more than 50% but less than 100% of the charter capital) and its amending, supplementing, and guiding documents, coordinate with the State Capital Representatives to report to the owner's representative agency before voting at the General Meeting of Shareholders and the Board of Directors meeting, assuring compliance with the law and the Corporation's Charter.</p>	
<p>Article 16. Minute of Meeting of the Board of Directors</p>		
<p>3. The minute of meeting of the Board of Directors must be signed by the chairperson, the meeting secretary, and all members of the Board of Directors present at the meeting.</p> <p>In the event that chairperson or the meeting secretary refuses to sign the minutes but if all other members of the Board of Directors present at the meeting sign and the minute contain all the information as stipulated in Clause 2 of this Article, then this minute shall be valid. The minute shall clearly state the reason why the chairperson or secretary refused to sign it.</p>	<p><i>Amending and supplementing:</i></p> <p>3. The minute of meeting of the Board of Directors must be signed by the chairperson, the meeting secretary and all members of the Board of Directors present at the meeting.</p> <p>In the event that the chairperson or secretary of the meeting refuses to sign the minute but if all other members of the Board of Directors present at the meeting and agree to approve the minutes sign and the minute contain all the content as stipulated in Clause 2 of this Article, then this minute shall be valid. The minute shall clearly state the reason why the chairperson or secretary refused to sign it.</p>	<p><i>Amending, supplementing in compliance with Clause 6 Article 7 Law No. 03/2022/QH15</i></p>
<p>Article 17. Annual Reports</p>		
<p>1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <p>a) Report on the business results of the Corporation;</p> <p>b) Financial statements;</p>	<p>1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <p>a) Annual business performance report and business plan for the coming year of the Corporation;</p> <p>b) Audited financial statements;</p>	<p><i>For more clear and accurately</i></p>



And some other minor amendments and supplements to the wording for clarity and accuracy.

FOR CONSTRUCTION MACHINERY CORP.