

**RESOLUTION OF
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM INVESTMENT CONSTRUCTION AND TRADING JOINT STOCK CORPORATION**

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- The Charter of Vietnam Investment Construction and Trading Joint Stock Corporation;
- Minutes of the General Meeting of Shareholders No. 01/2026/BB-CTX-GMS dated 26 June 2026,

RESOLVES:

Article 1. The 2026 Annual General Meeting of Shareholders unanimously approved the following matters:

1. Approval of the Report of the Board of Directors.
2. Approval of the Report of the Supervisory Board.
3. Approval of the separate and consolidated audited financial statements for 2025 attached to Proposal No. 01/2026/TTr-CTX-HĐQT dated 01 June 2026.
4. Approval of Proposal No. 02/2026/TTr-CTX-HĐQT dated 01 June 2026 regarding the selection of the auditor for the 2026 financial statements.
5. Approval of Proposal No. 03/2026/TTr-CTX-HĐQT dated 01 June 2026 regarding remuneration of the Board of Directors and the Supervisory Board.
6. Approval of the draft amended Company Charter attached to Proposal No. 04/2026/TTr-CTX-HĐQT dated 01 June 2026.
7. Approval of the draft Internal Regulation on Corporate Governance attached to Proposal No. 05/2026/TTr-CTX-HĐQT dated 01 June 2026.
8. Approval of the draft Regulation on the Operation of the Board of Directors attached to Proposal No. 06/2026/TTr-CTX-HĐQT dated 17 June 2026.
9. Approval of the draft Regulation on the Operation of the Supervisory Board attached to Proposal No. 07/2026/TTr-CTX-BKS dated 17 June 2026.

Article 2. This Resolution shall take effect from the date of signing. The Board of Directors and the Supervisory Board shall be responsible for implementing this Resolution.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING**



Người ký: TỔNG CÔNG
TY CỔ PHẦN ĐẦU TƯ
XÂY DỰNG VÀ THƯƠNG
MẠI VIỆT NAM
Email:
fcpaoshotel@gmail.com
Thời gian ký: 26.06.2026
16:06:42 +07:00



PHAN MINH TUAN

Note/ Lưu ý: This English translation is provided for information disclosure purposes only. In the event of any inconsistency or discrepancy with the Vietnamese version, the Vietnamese version shall prevail./ Bản dịch tiếng Anh này chỉ nhằm mục đích công bố thông tin. Trong trường hợp có bất kỳ sự không nhất quán hoặc khác biệt nào so với bản tiếng Việt, bản tiếng Việt sẽ được ưu tiên áp dụng.

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

Enterprise name : Vietnam Investment Construction and Trading Joint Stock Corporation
Head office : 2nd Floor, HH2 Building, Duong Dinh Nghe Street, Cau Giay Ward,
address Hanoi
Enterprise : No. 0100109441, with the 13th amendment issued on 06 February 2026
Registration by the Business Registration and Corporate Finance Division – Hanoi
Certificate Department of Finance
Meeting date : 26 June 2026
Meeting venue : 2nd Floor, HH2 Building, Duong Dinh Nghe Street, Cau Giay Ward,
Hanoi

I. PROCEDURAL MATTERS**1. Report on Verification of Shareholders' Eligibility**

The Organizing Committee announced the Report on Verification of Shareholders attending the 2026 Annual General Meeting of Shareholders of the Corporation, with the following results:

- The total number of voting shares according to the consolidated list of securities holders entitled to exercise attendance rights prepared by the Vietnam Securities Depository and Clearing Corporation as of the record date of 28 May 2026 was 100,406,740 shares.
- The number of shares registered for attendance at the General Meeting (as of 8:30 a.m.) was 90,748,578 shares, representing 90.38% of the total voting shares.
- Pursuant to Article 145 of the Law on Enterprises 2020 and Article 18 of the Corporation's Charter, with the above attendance ratio of voting shares, the 2026 Annual General Meeting of Shareholders of the Corporation was duly convened and qualified to proceed.

2. Chairperson of the Meeting

Pursuant to the Law on Enterprises and the Company's Charter, Mr. Phan Minh Tuan, Chairman of the Board of Directors, acted as the Chairperson of the Meeting.

3. Secretary of the Meeting

The Chairperson appointed Mr. Tran Anh Hai, Company Secretary, as the Secretary of the Meeting.

4. Approval of the Draft Rules and Regulations for Organizing the Meeting

The attending shareholders voted to approve the Rules and Regulations for Organizing the 2026 Annual General Meeting of Shareholders with the following voting results:

Number of voting ballots issued: : 90.748.578 votes.
Number of voting ballots collected : 90.746.670 votes.
Invalid ballots : 0 votes.
Valid ballots : 90.746.670 votes.



Người ký: TỔNG CÔNG
TY CỔ PHẦN ĐẦU TƯ
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Email:
fcpaoshotel@gmail.com
Thời gian ký: 26.06.2026
16:07:20 +07:00

Of which:

+ Votes in favor	:	90.745.398 votes. accounting for 99.999% of valid votes
+ Votes against	:	0 votes. accounting for % of valid votes
+ Abstentions	:	1.272 votes. accounting for 0.001% of valid votes

The Chairperson concluded that, based on the favorable votes announced by the Organizing Committee, the General Meeting unanimously approved the Rules and Regulations for Organizing the 2026 Annual General Meeting of Shareholders.

5. Vote Counting Committee

The Chairperson nominated the following persons to the Vote Counting Committee:

1. Ms. Hoang Thi Huong Lan - Head of the Vote Counting Committee.
2. Ms. Phan Thi To Hoa - Member.
3. Ms. Do Thi Hue - Member.

The attending shareholders voted to approve the above list of members of the Vote Counting Committee with the following results:

Number of voting ballots issued:	:	90.748.578 votes.
Number of voting ballots collected	:	90.746.670 votes.
Invalid ballots	:	0 votes.
Valid ballots	:	90.746.670 votes.

Of which:

+ Votes in favor	:	90.745.398 votes. accounting for 99.999% of valid votes
+ Votes against	:	0 votes. accounting for % of valid votes
+ Abstentions	:	1.272 votes. accounting for 0.001% of valid votes

The Chairperson concluded that, based on the favorable votes announced by the Organizing Committee, the General Meeting unanimously approved the above-mentioned list of members of the Vote Counting Committee.

II. MAIN AGENDA OF THE GENERAL MEETING

1. Approval of the Meeting Agenda

- The proposed agenda of the 2026 Annual General Meeting of Shareholders included the following items:

- 1) Report of the Board of Directors;
- 2) Report of the Supervisory Board;
- 3) Audited Financial Statements for 2025;
- 4) Selection of the auditor for the 2026 financial statements;
- 5) Remuneration of the Board of Directors and the Supervisory Board;
- 6) Draft amended Company Charter;
- 7) Draft Internal Regulation on Corporate Governance;
- 8) Draft Regulation on the Operation of the Board of Directors;
- 9) Draft Regulation on the Operation of the Supervisory Board.

- The attending shareholders voted to approve the agenda of the 2026 Annual General Meeting of Shareholders with the following results:

Number of voting ballots issued:	90,794,222 votes.
Number of voting ballots collected:	90,791,042 votes.

Invalid ballots: 0 votes.

Valid ballots: 90,791,042 votes.

Voting item	Votes			%		
	Votes in favor	Votes against	Abstentions	In favor	Against	Abstentions
1. Report of the Board of Directors	90.791.042	0	0	100%	0%	0%
2. Report of the Supervisory Board	90.791.042	0	0	100%	0%	0%
3. Audited Financial Statements for 2025	90.791.042	0	0	100%	0%	0%
4. Selection of the auditor for the 2026 financial statements	90.791.042	0	0	100%	0%	0%
5. Remuneration of the Board of Directors and the Supervisory Board	90.791.042	0	0	100%	0%	0%
6. Draft amended Company Charter	90.791.042	0	0	100%	0%	0%
7. Draft Internal Regulation on Corporate Governance	90.791.042	0	0	100%	0%	0%
8. Draft Regulation on the Operation of the Board of Directors	90.791.042	0	0	100%	0%	0%
9. Draft Regulation on the Operation of the Supervisory Board	90.791.042	0	0	100%	0%	0%

The Chairperson concluded that, based on the favorable votes cast by the attending shareholders as announced by the Vote Counting Committee, the General Meeting unanimously approved the meeting agenda comprising the following matters:

- 1) Report of the Board of Directors;
- 2) Report of the Supervisory Board;
- 3) Audited Financial Statements for 2025;
- 4) Selection of the auditor for the 2026 financial statements;
- 5) Remuneration of the Board of Directors and the Supervisory Board;
- 6) Draft amended Company Charter;
- 7) Draft Internal Regulation on Corporate Governance;
- 8) Draft Regulation on the Operation of the Board of Directors;
- 9) Draft Regulation on the Operation of the Supervisory Board.

2. Approval of Reports and Proposals

The attending shareholders voted to approve the reports and proposals with the following results:

Number of voting ballots issued: 90,794,222 votes.

Number of voting ballots collected: 90,791,042 votes.

Invalid ballots: 0 votes.

Valid ballots: 90,791,042 votes.

Voting item	Votes			%		
	Votes in favor	Votes against	Abstentions	In favor	Against	Abstentions
1. Approval of the Report of the Board of Directors	90.791.042	0	0	100%	0%	0%
2. Approval of the Report of the Supervisory Board	90.791.042	0	0	100%	0%	0%
3. Approval of the separate and consolidated audited financial statements for 2025 together with Proposal No. 01/2026/TTr-CTX-HĐQT dated 01 June 2026	90.791.042	0	0	100%	0%	0%
4. Approval of Proposal No. 02/2026/TTr-CTX-HĐQT dated 01 June 2026 regarding the selection of the auditor for the 2026 financial statements	90.791.042	0	0	100%	0%	0%
5. Approval of Proposal No. 03/2026/TTr-CTX-HĐQT dated 01 June 2026 regarding remuneration of the Board of Directors and the Supervisory Board	90.791.042	0	0	100%	0%	0%
6. Approval of the draft amended Company Charter attached to Proposal No. 04/2026/TTr-CTX-HĐQT dated 01 June 2026	90.791.042	0	0	100%	0%	0%

7. Approval of the draft Internal Regulation on Corporate Governance attached to Proposal No. 05/2026/TTr-CTX-HĐQT dated 01 June 2026	90.791.042	0	0	100%	0%	0%
8. Approval of the draft Regulation on the Operation of the Board of Directors attached to Proposal No. 06/2026/TTr-CTX-HĐQT dated 17 June 2026	90.791.042	0	0	100%	0%	0%
9. Approval of the draft Regulation on the Operation of the Supervisory Board attached to Proposal No. 07/2026/TTr-CTX-BKS dated 17 June 2026	90.791.042	0	0	100%	0%	0%

The Chairperson concluded that, based on the favorable votes cast by the attending shareholders as announced by the Vote Counting Committee, the General Meeting unanimously approved the following matters:

1. Approval of the Report of the Board of Directors
2. Approval of the Report of the Supervisory Board
3. Approval of the separate and consolidated audited financial statements for 2025 together with Proposal No. 01/2026/TTr-CTX-HĐQT dated 01 June 2026
4. Approval of Proposal No. 02/2026/TTr-CTX-HĐQT dated 01 June 2026 regarding the selection of the auditor for the 2026 financial statements
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9. Approval of the draft Regulation on the Operation of the Supervisory Board attached to Proposal No. 07/2026/TTr-CTX-BKS dated 17 June 2026

III. APPROVAL OF THE MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

- The Secretary of the Meeting read out the entire Minutes of the 2026 Annual General Meeting of Shareholders.

- The attending shareholders voted to approve the Minutes with the following results:

Number of voting ballots issued: : 90.794.222 votes.

Number of voting ballots collected : 90.791.042 votes.

Invalid ballots : 0 votes.

Valid ballots : 90.791.042 votes.

Of which:

+ Votes in favor : 90.791.042 votes. accounting for 100% of valid votes

+ Votes against : 0 votes. accounting for 0 % of valid votes

+ Abstentions : 0 votes. accounting for 0% of valid votes

The Chairperson concluded that, based on the favorable votes announced by the Vote Counting Committee, the General Meeting unanimously approved the entire Minutes of the 2026 Annual General Meeting of Shareholders.

These Minutes of the 2026 Annual General Meeting of Shareholders of Vietnam Investment Construction and Trading Joint Stock Corporation fully reflect all proceedings and matters discussed at the General Meeting. The Minutes were read in full by the Secretary of the Meeting and approved by the attending shareholders without any further comments.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING**



PHAN MINH TUAN

SECRETARY OF THE MEETING



TRAN ANH HAI

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**REPORT OF THE BOARD OF DIRECTORS
TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In performing the duties and exercising the powers of the Board of Directors as prescribed in the Company's Charter and relevant laws, the Board of Directors hereby reports to the 2026 Annual General Meeting of Shareholders on the following matters: (i) activities of the Board of Directors in 2025; and (ii) business performance in 2025 and orientations for the production and business plan for 2026.

I. REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**1. Implementation of the Resolutions of the 2025 General Meeting of Shareholders**

In 2025, the Board of Directors convened two General Meetings of Shareholders ("GMS"), including the Annual General Meeting of Shareholders held on 27 June 2025 and the Extraordinary General Meeting of Shareholders held on 21 November 2025. These meetings were convened and conducted in compliance with applicable laws and the Company's Charter, ensuring transparency, democracy and the legitimate rights and interests of shareholders.

Based on the significant matters approved by the GMS, the Board of Directors reports on the implementation results of the GMS resolutions as follows:

Implemented matters:

- The Corporation entered into an audit engagement contract with CPA Vietnam Auditing Company Limited for the audit of the 2025 financial statements.
- The Board of Directors issued a resolution approving the investment policy for the Constrexim Plaza Office and Commercial Building Project in accordance with the resolution of the General Meeting of Shareholders.
- The transfer of the investment project for the construction of a commercial center, apartment and office complex on land lot A1-2, Cau Giay New Urban Area, Hanoi, was completed in accordance with applicable laws.
- The issuance of shares to increase share capital from equity sources was completed in accordance with the resolution of the 2025 General Meeting of Shareholders. Following the issuance, the charter capital increased to VND 1,004,067,400,000.
- The election of the Board of Directors and the Supervisory Board for the 2025 - 2030 term was completed.

Unimplemented matter:

The Board of Directors submitted to the Extraordinary General Meeting of Shareholders in 2025 the draft amended Company Charter, the Internal Regulation on Corporate Governance, the Regulation on the Operation of the Board of Directors and the Regulation on the Operation of the Supervisory Board. However, these drafts were not approved as

they failed to obtain the required percentage of affirmative votes from shareholders in accordance with applicable regulations.

2. Meetings of the Board of Directors and Resolutions/Decisions of the Board of Directors in 2025

In 2025, the Board of Directors held nine (09) meetings and conducted four (04) rounds of written consultations among its members. The Board of Directors issued twelve (12) resolutions and two (02) decisions regarding matters falling within its authority.

The procedures for convening meetings and obtaining written opinions from members of the Board of Directors complied with applicable laws and the Company's Charter. Minutes were duly prepared for all meetings and written consultations, bearing the signatures of attending members of the Board of Directors and representatives of the Supervisory Board.

The resolutions and decisions issued by the Board of Directors in 2025 are as follows:

No.	Resolution/Decision No.	Date	Summary
1	BOD Resolution No. 81/2025/NQ-CTX-HĐQT	18/03/2025	Approval of the extension of the 2025 Annual General Meeting of Shareholders and the plan for convening the 2025 Annual General Meeting of Shareholders
2	BOD Resolution No. 82/2025/NQ-CTX-HĐQT	26/03/2025	Approval of the addition of the election of the Board of Directors and the Supervisory Board to the agenda of the 2025 Annual General Meeting of Shareholders
3	BOD Resolution No. 83/2025/NQ-CTX-HĐQT	16/04/2025	Approval of changes to the plan for convening the 2025 Annual General Meeting of Shareholders
4	BOD Resolution No. 84/2025/NQ-CTX-HĐQT	15/05/2025	Approval of the meeting documents for the 2025 Annual General Meeting of Shareholders
5	BOD Resolution No. 85/2025/NQ-CTX-HĐQT	16/05/2025	Approval of the transfer plan for Project A1
6	BOD Resolution No. 86/2025/NQ-CTX-HĐQT	11/08/2025	Approval of the dismissal of Ms. Ngo Thi Thu Ly from the position of Deputy General Director of the Corporation
7	BOD Decision No. 48/2025/QĐ-CTX-HĐQT	18/09/2025	Approval of the investment policy for Project E2
8	BOD Resolution No. 87/2025/NQ-CTX-HĐQT	18/09/2025	Approval of the plan for convening the Extraordinary General Meeting of Shareholders in 2025

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9	Decision No. 49/2025/QĐ-CTX-CTHĐQT of the Chairman of the BOD	18/09/2025	Approval of the change of the date for convening the Extraordinary General Meeting of Shareholders in 2025
10	BOD Resolution No. 89/2025/NQ-CTX-HĐQT	28/10/2025	Approval of the meeting documents for the Extraordinary General Meeting of Shareholders in 2025
11	BOD Resolution No. 90/2025/NQ-CTX-HĐQT	19/11/2025	Approval of the addition of agenda items to the Extraordinary General Meeting of Shareholders in 2025
12	BOD Resolution No. 91/2025/NQ-CTX-HĐQT	21/11/2025	Election of the Chairman of the Board of Directors for the 2025–2030 term
13	BOD Resolution No. 92/2025/NQ-CTX-HĐQT	28/11/2025	Approval of the implementation of the share issuance plan to increase share capital from equity sources
14	BOD Resolution No. 93/2025/NQ-CTX-HĐQT	22/12/2025	Approval of the record date for exercising the right to receive shares issued from equity sources

3. Assessment of the Activities of the Board of Directors

- The Board of Directors fully and promptly implemented the key matters approved under the resolutions of the 2025 General Meeting of Shareholders. Certain matters relating to the improvement of the corporate governance framework will continue to be reviewed and revised for submission to the General Meeting of Shareholders for consideration in the coming period.
- The Board of Directors timely supervised and directed the Management in conducting the Corporation's business and production activities.
- Meetings of the Board of Directors and the collection of written opinions from members of the Board of Directors were conducted in compliance with applicable laws and the Company's Charter.
- Resolutions and decisions issued by the Board of Directors were within its authority and complied with the Company's Charter and applicable laws.
- The Board of Directors complied with regulations on information disclosure.

4. Supervisory Activities of the Board of Directors over the Management

- The Board of Directors closely monitored the activities of the Management and promptly resolved matters arising within the authority of the Board of Directors.
- The Management fully and timely implemented the resolutions and decisions of the Board of Directors as well as those of the General Meeting of Shareholders.
- The Management exercised its duties and powers in accordance with applicable laws and the Charter of the Corporation.

5. Remuneration, Operating Expenses and Other Benefits of the Board of Directors and Its Members

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- The remuneration of the Board of Directors was paid in accordance with the resolution of the 2025 Annual General Meeting of Shareholders.
- The total remuneration paid to members of the Board of Directors in 2025 amounted to VND 204 million, of which the remuneration of the Chairman of the Board of Directors was VND 5 million per month, while that of each member of the Board of Directors was VND 3 million per month.
- Operating expenses and other benefits of the Board of Directors and its members in 2025: None.

6. Report on the Corporation's Failure to Meet the Conditions for a Public Company

According to the list of securities holders No. VNBONUVSDC010445/VSDCTXXX prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of the record date of 23 January 2026, the Corporation did not satisfy the conditions applicable to a public company regarding shareholder structure as prescribed in Point a, Clause 1, Article 32 of the Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented by Point a, Clause 11, Article 1 of Law No. 56/2024/QH15 dated 29 November 2024.

Pursuant to Point a, Clause 1, Article 8 of Circular No. 19/2025/TT-BTC dated 05 May 2025 issued by the Ministry of Finance, the Corporation submitted Official Letter No. 41/CV-CTX dated 03 February 2026 to the State Securities Commission of Vietnam reporting its failure to meet the conditions for a public company and simultaneously disclosed such information in accordance with applicable regulations.

On 31 March 2026, the State Securities Commission of Vietnam issued Official Letter No. 2477/UBCK-GSDC to the Corporation, requesting the Corporation to continue monitoring its compliance with the conditions for a public company and to report to the State Securities Commission of Vietnam after one year from 23 January 2026 in accordance with the prevailing regulations.

II. BUSINESS PERFORMANCE IN 2025 AND BUSINESS PLAN FOR 2026

1. Report on Business Performance in 2025

According to the figures presented in the consolidated financial statements for 2025 audited by CPA Vietnam Auditing Company Limited, the Corporation achieved the following key indicators:

Item	Actual Results in 2025 (VND billion)
Revenue	5.999
Profit before tax	272,7
Profit after tax	196,8
Ratio of profit before tax to revenue	4,5%
Ratio of profit after tax to charter capital (VND 789 billion)	24,9%

- Revenue generated in 2025 was mainly derived from project transfer activities.
- The ratio of profit after tax to charter capital was calculated based on the charter capital as at 31 December 2025.

2. Business Plan for 2026

a) Orientations for the 2026 Business Plan:

- To implement Project E2 in accordance with the resolutions of the General Meeting of Shareholders and the Board of Directors.
- To substantially complete the initial investment phase of the Ban Mong Project (located in Sa Pa) and commence trial operation.
- To transfer inefficient projects or projects that are not aligned with the Corporation's long-term investment strategy in order to concentrate resources on projects that are consistent with the Corporation's development orientation.
- To enhance the exploitation and operation of investment properties that have already been put into operation.

b) Key Targets of the 2026 Business Plan:

Based on the above orientations, the Board of Directors proposes the following business plan for 2026:

Item	2026 Plan (VND billion)
Revenue	250
Profit before tax	50
Profit after tax	40
Pre-tax profit / Revenue ratio	20%
After-tax profit / Charter capital ratio (VND 1,004 billion)	4,0%

The above is the report of the Board of Directors on the Board's activities in 2025; the business performance results in 2025; and the orientation and production and business plan for 2026.

Respectfully submitted.

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


M.S.D.N: 0100109441 C.T.C.P
TỔNG CÔNG TY
CỔ PHẦN
ĐẦU TƯ XÂY DỰNG
VÀ THƯƠNG MẠI
VIỆT NAM
THÀNH PHỐ HÀ NỘI
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**REPORT OF THE SUPERVISORY BOARD
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to the functions and duties of the Supervisory Board as stipulated in the Law on Enterprises and the Charter on organization and operation of Vietnam Construction and Trading Investment Joint Stock Corporation, the Supervisory Board hereby reports to the 2026 Annual General Meeting of Shareholders on its activities in 2025 as follows:

1. Remuneration, operating expenses, and other benefits of the Supervisory Board and its members

- The remuneration of the Supervisory Board complies with the remuneration level approved by the 2025 Annual General Meeting of Shareholders, specifically:
 - + Head of the Supervisory Board: VND 3,000,000/month
 - + Members of the Supervisory Board: VND 1,000,000/month
- Operating expenses and other benefits of the Supervisory Board: None.

2. Summary of Supervisory Board meetings, conclusions, and recommendations

In 2025, the Supervisory Board held 04 meetings to implement its duties and functions, specifically:

- Reviewing the semi-annual financial statements for the first 6 months of 2025 and the audited 2025 financial statements conducted by CPA Vietnam Audit Co., Ltd.
- Discussing, exchanging, and approving report contents to be submitted to the 2025 Annual General Meeting of Shareholders.
- Assigning duties to members for the 2025–2030 term following the 2025 Annual General Meeting of Shareholders.
- Supervisory Board members performed their duties in accordance with their functions, powers, and responsibilities under the Law on Enterprises and the Charter.

3. Results of supervision of the company's operations and financial situation

- The Supervisory Board agrees with the assessments and explanations presented in the report of the Board of Directors submitted to the 2026 Annual General Meeting of Shareholders.
- Based on the separate and consolidated financial statements for 2025 of the Corporation, audited by CPA Vietnam Audit Co., Ltd., the Supervisory Board reports to the General Meeting of Shareholders as follows:
 - + Agrees with the audited 2025 financial statements of the Corporation;
 - + The financial statements accurately and truthfully reflect the financial position as of December 31, 2025, and comply with applicable accounting regulations, with no material accounting errors;
 - + The recording, preservation of accounting documents, bookkeeping, and financial reporting ensure accuracy and compliance with Vietnamese Accounting Standards, State accounting regulations, and relevant legal provisions.

4. Transactions between the Corporation, subsidiaries, and companies controlled (over 50% charter capital) by the Corporation with members of the Board of Directors, General Director, other executives, and related persons

- There were no transactions between the Corporation, subsidiaries, or companies controlled by the Corporation (holding more than 50% charter capital) with members of the Board of Directors, the General Director, or their related persons.
- There were no transactions between the Corporation and companies where members of the Board of Directors, the General Director, or other executives are founding members or managers within the last 3 years prior to the transaction.

5. Results of supervision of the Board of Directors, General Director, and other executive officers

a) Assessment of the Board of Directors:

- Strictly implemented resolutions of the General Meeting of Shareholders; closely supervised and promptly directed the executive management in business operations;
- Organized meetings and collected opinions of Board members in accordance with legal regulations and the Company Charter;
- Issued resolutions and decisions within its authority and in compliance with the Charter, the Law on Enterprises, and applicable laws;
- Complied with regulations applicable to public companies, ensuring transparency in reporting and information disclosure.

b) Assessment of the Executive Board and other managers:

- Performed duties and exercised authority in accordance with the Company Charter and applicable laws;
- Fully and promptly implemented resolutions and decisions of the Board of Directors;
- Complied with the Charter and legal regulations in management and administration activities.

6. Assessment of coordination between the Supervisory Board and the Board of Directors, General Director, and shareholders

- The Head of the Supervisory Board attended all meetings of the Board of Directors;
- The Supervisory Board was facilitated by the Board of Directors and the Executive Board in performing its duties;
- Resolutions and decisions of the Board of Directors and Executive Board were provided to the Supervisory Board in a timely manner, ensuring effective information exchange.

This concludes the report on the activities of the Supervisory Board for 2025.

Respectfully submitted.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**



[Signature]
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PROPOSAL
Approval of the Audited Financial Statements for 2025

To: General Meeting of Shareholders

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2025 financial statements audited by CPA Vietnam Audit Co., Ltd., including:

1. Separate financial statements (parent company financial statements); and
2. Consolidated financial statements.

(The financial statements are attached hereto.)

Respectfully submitted.

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



PHAN MINH TUAN

PROPOSAL

Regarding the Selection of the Independent Auditor for the 2026 Financial Statements

To: General Meeting of Shareholders

Pursuant to Point a, Clause 1, Article 37 of the Company Charter, the selection of an independent auditing firm to conduct the annual financial statement audit shall be proposed by the Supervisory Board and submitted to the General Meeting of Shareholders for decision.

Based on the Supervisory Board's proposal regarding the selection of an independent auditing firm to audit the 2026 financial statements of the Corporation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following:

"The General Meeting of Shareholders authorizes the Head of the Supervisory Board to proactively coordinate with the Executive Management to select one of the auditing firms from the list of audit firms approved by the Ministry of Finance and the State Securities Commission to conduct the audit of the 2026 financial statements."

Respectfully submitted.

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



PHAN MINH TUAN

PROPOSAL

Approval of the Remuneration of the Board of Directors and the Supervisory Board

To: General Meeting of Shareholders

The Board of Directors hereby reports to the General Meeting of Shareholders on the remuneration of the Board of Directors (BOD) and the Supervisory Board (SB) paid in 2025 and proposes the remuneration level for 2026 as follows:

I. Remuneration paid in 2025

1. Board of Directors: VND 204,000,000 (Two hundred and four million VND)
2. Supervisory Board: VND 60,000,000 (Sixty million VND)

The total remuneration paid to the BOD and SB was implemented in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders.

II. Proposed remuneration for 2026

1. Remuneration of the Board of Directors: VND 204,000,000. Of which:

No.	Position	Monthly remuneration (VND)	Number of members (persons)	Annual remuneration (VND)
1	Chairman of BOD	5.000.000	1	60.000.000
2	Member of BOD	3.000.000	4	144.000.000
	Total			204.000.000

2. Remuneration of the Supervisory Board: VND 60,000,000. Of which:

No.	Position	Monthly remuneration (VND)	Number of members (persons)	Annual remuneration (VND)
1	Head of the Supervisory Board	3.000.000	1	36.000.000
2	Member of the Supervisory Board	1.000.000	2	24.000.000
	Total			60.000.000

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOD****PHAN MINH TUAN**

PROPOSAL

Approval of the Draft Amended Company Charter

To: General Meeting of Shareholders*Pursuant to:*

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- *Relevant guiding legal documents;*
- *The Charter on organization and operation of the Corporation,*

In order to comply with current legal regulations, the Board of Directors respectfully submits to the General Meeting of Shareholders the Draft Charter on organization and operation of Vietnam Construction and Trading Investment Joint Stock Corporation, prepared in accordance with applicable legal provisions (the amended Draft Charter is attached).

The Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve the Draft so that the Board of Directors has a basis to finalize it in accordance with legal regulations.

Respectfully submitted.

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

**PHAN MINH TUAN**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

CHARTER ON ORGANIZATION AND OPERATION
VIETNAM CONSTRUCTION AND TRADING INVESTMENT JOINT STOCK CORPORATION
(CTX HOLDINGS)

Hanoi, day__month__year 2026

Note/ Lưu ý: *This English translation is provided for information disclosure purposes only. In the event of any inconsistency or discrepancy with the Vietnamese version, the Vietnamese version shall prevail./ Bản dịch tiếng Anh này chỉ nhằm mục đích công bố thông tin. Trong trường hợp có bất kỳ sự không nhất quán hoặc khác biệt nào so với bản tiếng Việt, bản tiếng Việt sẽ được ưu tiên áp dụng.*

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PREAMBLE

This Charter was approved by the General Meeting of Shareholders of Vietnam Construction and Trading Investment Joint Stock Corporation on 29 June 2026.

CHAPTER I: DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
 - a) Charter Capital means the total par value of shares sold or registered to be purchased at the time of establishment of the joint stock company and as specified in Article 6 of this Charter;
 - b) Voting Capital means the share capital under which the owner has the right to vote on matters within the deciding competence of the General Meeting of Shareholders;
 - c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) Date of Establishment means the date the Corporation is granted its first Enterprise Registration Certificate;
 - f) Enterprise Executives include the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Charter of the Corporation;
 - g) Enterprise Managers refer to the managers of the Corporation, including the Chairman of the Board of Directors, Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, and other managerial positions appointed by the Board of Directors;
 - h) Related Persons mean individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - i) Shareholder means an individual or organization owning at least one share of the Corporation;
 - j) Major Shareholder means a shareholder owning 5% or more of the voting shares of an issuing organization.
2. In this Charter, references to one or more regulations or other documents include any amendments, supplements, or replacement documents thereof.
3. Headings (Chapters, Articles of this Charter) are used solely for convenience of understanding and do not affect the contents or interpretation of the Charter.

CHAPTER II: NAME, FORM, HEAD OFFICE, DURATION OF OPERATION AND LEGAL REPRESENTATIVE

Article 2. Name, form, head office and duration of operation

1. Company Name:
Company name in Vietnamese: TỔNG CÔNG TY CỔ PHẦN ĐẦU TƯ XÂY DỰNG VÀ THƯƠNG MẠI VIỆT NAM
Company name in foreign language: VIETNAM INVESTMENT CONSTRUCTION AND TRADING JOINT STOCK CORPORATION
Abbreviated company name: CTX HOLDINGS
2. The Corporation is a joint stock company possessing legal entity status in compliance with the current laws of Vietnam.
3. Registered head office of the Corporation: 2nd Floor, HH2 Building, Duong Dinh Nghe Street, Cau Giay Ward, Cau Giay District, Hanoi City.
4. The Corporation may establish branches and representative offices in its business locations to carry out the operational objectives of the Corporation in accordance with the decision of the Board of Directors and within the scope permitted by law.
5. Unless operations are terminated prior to the duration stipulated in Article 49 of the Charter, the duration of operation of the Corporation is indefinite from the date of establishment.

Article 3. Legal representative of the Corporation

1. The Corporation has one (01) legal representative who is the General Director.
2. The rights and obligations of the legal representative shall comply with the provisions of the Law on Enterprises and relevant laws.

CHAPTER III: BUSINESS LINES AND OPERATIONAL OBJECTIVES

Article 4. Business lines

The Corporation is permitted to conduct business operations in the lines registered with the business registration authority and any other business lines prescribed by law.

Article 5. Operational objectives

To preserve and develop capital; ensure maximum benefits for shareholders; increase income for employees and fulfill obligations to the State budget.

CHAPTER IV: CHARTER CAPITAL AND SHARES

Article 6. Charter capital and shares

1. The charter capital of the Corporation on the date of adopting this Charter is 1,004,067,400,000 VND (One thousand and four billion, sixty-seven million, four hundred thousand Vietnamese dong). The total charter capital is divided into 100,406,740 shares with a par value of 10,000 VND/share.
2. The Corporation may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Corporation on the date of adopting this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are stipulated in Article 10 and Article 11 of this Charter.
4. The Corporation may issue other types of preference shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
5. The Corporation may purchase shares issued by the Corporation itself in the manners prescribed in this Charter and current legal regulations.
6. The Corporation may issue other types of securities as prescribed by law.

Article 7. Share certificates

1. Shareholders of the Corporation shall be granted share certificates corresponding to the number and type of shares owned.
2. A share certificate is a type of security confirming the legitimate rights and interests of the owner over a portion of the share capital of the issuing organization. A share certificate must fully contain the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. In case a share certificate is lost, damaged, or destroyed in any other forms, the shareholder will be reissued a share certificate by the Corporation at the request of such shareholder. The shareholder's request must include the following contents:
 - a) Information about the share certificate that has been lost, damaged, or otherwise destroyed;
 - b) A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Transfer of shares

1. All shares are freely transferable unless this Charter and the law provide otherwise. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of law on securities and the stock market.
2. Shares that have not been fully paid for shall not be transferred and shall not be entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity capital, the right to purchase newly offered shares, and other benefits as prescribed by law.

CHAPTER V: ORGANIZATIONAL, GOVERNANCE AND CONTROL STRUCTURE

Article 9. Organizational, governance and control structure

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Board of Supervisors.
4. The General Director.

**CHAPTER VI:
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

Article 10. Rights of ordinary shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms prescribed by the Corporation's Charter and the law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have priority in purchasing newly offered shares in proportion to their ownership percentage of ordinary shares in the Corporation;
 - d) To freely transfer their shares to others, except as otherwise provided by this Charter and the law;
 - e) To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information;
 - f) To review, look up, extract, or copy the Corporation's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Corporation, to receive a portion of the remaining assets in proportion to their shareholding percentage in the Corporation;
 - h) To request the Corporation to repurchase their shares in the cases specified in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class provides its holder with equal rights, obligations, and interests. In case the Corporation has classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j) To have full access to periodic and extraordinary information disclosed by the Corporation in accordance with the provisions of law;
 - k) To have their lawful rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with this Charter and legal regulations;
 - l) Other rights as prescribed by law and this Charter.
2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:
 - a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Point c, Clause 1, Article 140 of the Law on Enterprises;
 - b) To review, look up, and extract the minutes book, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Corporation;

- c) To request the Board of Supervisors to inspect each specific issue related to the management and operation of the Corporation when deemed necessary. The request must be in writing and contain the contents specified in Point c, Clause 2, Article 115 of the Law on Enterprises;
 - d) To propose matters 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 03 working days prior to the opening date. The proposal must clearly state the shareholder's name, legal document number, the number of shares of each class held, and the matter proposed for inclusion in the agenda;
 - e) Other rights as prescribed by law and this Charter.
3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination shall be carried out as follows:
- a) Ordinary shareholders who combine into a group to nominate candidates must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more candidates. The nomination shall comply with the Internal Regulations on Corporate Governance. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders;
 - c) Other rights as prescribed by law and this Charter.

Article 11. Obligations of ordinary shareholders

Ordinary shareholders have the following obligations:

1. To pay fully and on time for the shares committed to purchase.
2. Not to withdraw the capital contributed by ordinary shares from the Corporation in any form, except where shares are repurchased by the Corporation or others. In case a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and any person with related interests in the Corporation must be jointly and severally liable for the debts and other property obligations of the Corporation within the scope of the value of the withdrawn shares and any damages occurred.
3. To comply with the Charter and internal management regulations of the Corporation.
4. To execute Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Corporation in accordance with the Charter and the law; to use the provided information solely to exercise and protect their lawful rights and interests; it is strictly forbidden to distribute, copy, or send information provided by the Corporation to other organizations or individuals.

6. To attend meetings of the General Meeting of Shareholders and exercise their voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting via online conferences, electronic voting, or other electronic forms;
 - d) Sending votes to the meeting via mail, fax, or email;
 - e) Sending votes by other means.
7. To bear personal liability when acting in the name of the Corporation in any form to commit one of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying unmatured debts ahead of financial risks to the Corporation.
8. Other obligations as prescribed by current laws.

Article 12. 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. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual meeting when necessary, but for no more than sáu (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the meeting shall be determined as the place where the chairperson attends and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Corporation's Charter.
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary for the interests of the Corporation;
 - b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
 - c) Upon request of a shareholder or a group of shareholders as specified in Clause 2, Article 10 of this Charter;
 - d) Upon request of the Board of Supervisors;
 - e) Other cases as prescribed by law and this Charter.
4. Convening Extraordinary General Meeting of Shareholders
 - a) The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 60 days from the date the number of members of the Board of Directors or the Board of Supervisors falls below the requirement as specified in Point b,

Clause 3, Article 12, or upon receiving the request specified in Points c and d, Clause 3, Article 12;

- b) In case the Board of Directors fails to convene the meeting as prescribed above, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) In case the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the legal representative of the Corporation to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;
- d) The procedures for organizing the meeting shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 13. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:
 - a) To adopt the development orientation of the Corporation;
 - b) To decide on the classes of shares and the total number of shares of each class permitted to be offered; to decide on the annual dividend rate for each class of shares;
 - c) To elect, dismiss, or discharge members of the Board of Directors and members of the Board of Supervisors;
 - d) To decide on investment in or sale of assets valued at 70% or more of the total asset value recorded in the most recent financial statement of the Corporation;
 - e) To decide on amendments and supplements to the Corporation's Charter;
 - f) To adopt annual financial statements;
 - g) To decide on the repurchase of more than 10% of the total sold shares of each class;
 - h) To consider and handle violations committed by members of the Board of Directors or members of the Board of Supervisors causing damage to the Corporation and its shareholders;
 - i) To decide on the reorganization or dissolution of the Corporation;
 - j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - k) To approve Internal Regulations on Corporate Governance, and Operational Regulations of the Board of Directors and the Board of Supervisors;
 - l) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct inspections of the Corporation's operations, and to dismiss approved auditors when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and adopt the following matters:
 - a) Annual business plan of the Corporation;
 - b) Audited annual financial statements;

- c) Report of the Board of Directors on governance and operational performance of the Board of Directors;
 - d) Report of the Supervisory Board on the business results of the Corporation, and the performance of the Board of Directors and the General Director;
 - e) Self-assessment report on the performance results of the Supervisory Board and its members;
 - f) Dividend level for each share of each class;
 - g) Number of members of the Board of Directors and the Supervisory Board;
 - h) Election, removal, and dismissal of members of the Board of Directors and the Supervisory Board;
 - i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j) Approval of the list of approved auditors; decision on the approved audit firm to conduct audits of the Corporation's operations;
 - k) Amendments and supplements to the Charter of the Corporation;
 - l) Types of shares and number of new shares to be issued for each class of shares;
 - m) Division, separation, consolidation, merger, or transformation of the Corporation;
 - n) Reorganization and dissolution of the Corporation;
 - o) Decision on investment or disposal of assets valued at 70% or more of the total asset value recorded in the most recent financial statements of the Corporation;
 - p) Decision on the repurchase of more than 10% of the total number of issued shares of each class;
 - q) The Corporation's conclusion of contracts or transactions with related persons as defined 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 as stated in the most recent financial statements;
 - r) Approval of transactions between the Corporation and its shareholders, managers, and related persons of these subjects in accordance with the law and this Charter;
 - s) Approval of the Internal Corporate Governance Regulations, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board;
 - t) Other matters as provided by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be brought out for discussion and voting at the meeting of the General Meeting of Shareholders.

Article 14. Authorization to attend meetings of the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may directly attend 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.
2. The authorization for an individual or organization to represent a shareholder at the meeting must be made in writing. The power of attorney shall be prepared in accordance with civil law

and must clearly state the name of the authorized individual or organization and the number of authorized shares.

3. The authorized individual or organization must present the power of attorney when registering for attendance before entering the meeting room.

Article 15. Change of rights

1. Any modification or cancellation of special rights attached to a class of preference shares shall become effective only when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A Resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of preference shareholders shall only be passed if it is voted for by preference shareholders of the same class attending the meeting who hold 75% or more of the total preference shares of that class, or approved by preference shareholders of the same class holding 75% or more of the total preference shares of that class in case the resolution is adopted by collecting written opinions.
2. The organization of a separate meeting of shareholders holding a class of preference shares to adopt the aforementioned change of rights shall be valid only when at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class are present. In case there is an insufficient quorum as stated above, the meeting shall be re-convened within the next 30 days, and the holders of shares of that class present in person or via authorized representatives (regardless of the number of persons and shares) shall be deemed to constitute a valid quorum. At such separate meetings, shareholders holding preference shares present in person or via representatives may request a secret ballot. Each share of the same class carries equal voting rights at the aforementioned meetings.
3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions of Articles 17, 18, and 19 of this Charter.
4. Unless the terms of share issuance provide otherwise, special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Corporation shall not be changed when the Corporation issues additional shares of the same class.

Article 16. Convening, agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the circumstances specified in Clause 3, Article 12 of this Charter.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a) Prepare a list of shareholders entitled to attend the meeting no more than 10 days before the date of sending the meeting notice;
 - b) Prepare the agenda and content of the meeting;
 - c) Prepare meeting documents;
 - d) Draft resolutions of the General Meeting of Shareholders;
 - e) Determine the time and venue;

- f) Send the meeting notice to all shareholders entitled to attend;
 - g) Other tasks serving the meeting.
3. The person convening the General Meeting of Shareholders shall send the notice of invitation to the meeting to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (counting from the date on which the notice is duly sent or dispatched). The notice of invitation shall be delivered by a method that ensures it reaches the shareholder's registered contact address and shall simultaneously be published on the Corporation's website.

The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Corporation's website. Where such documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must clearly specify the link to the complete set of meeting documents so that shareholders may access them, including:

- a) The meeting agenda and documents used in the meeting;
 - b) Voting ballots;
 - c) Draft resolutions for each matter in the agenda.
4. A shareholder or group of shareholders as prescribed in Clause 2, Article 10 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Corporation no later than three (3) working days prior to the opening date of the meeting. The proposal must specify the name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders shall have the right to reject a proposal submitted pursuant to Clause 4 of this Article if it falls under any of the following circumstances:
- a) The proposal is not sent in compliance with Clause 4 of this Article;
 - b) At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 2, Article 10 of this Charter;
 - c) The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- At least 02 working days before the opening date, the convener must reply in writing, stating the reasons for refusal.
6. The person convening the General Meeting of Shareholders shall accept and include the proposal referred to in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. The proposal shall be officially incorporated into the agenda and contents of the meeting if it is approved by the General Meeting of Shareholders.

Article 17. Quorum for the General Meeting of Shareholders

1. The General Meeting of Shareholders shall proceed when the shareholders and their authorized representatives attending the meeting represent at least sixty-five percent (65%) of the total voting shares.
2. If the first meeting fails to satisfy the quorum requirement set out in Clause 1 of this Article, a notice convening the second meeting shall be sent within thirty (30) days from the date on which the first meeting was scheduled to be held. The second General Meeting of Shareholders shall proceed when the shareholders and their authorized representatives attending the meeting represent at least fifty-one percent (51%) of the total voting shares.
3. If the second meeting fails to satisfy the quorum requirement set out in Clause 2 of this Article, a notice convening the third meeting shall be sent within twenty (20) days from the date on which the second meeting was scheduled to be held. The third General Meeting of Shareholders shall proceed regardless of the total number of voting shares represented by the shareholders and their authorized representatives attending the meeting.

Article 18. Procedures and voting methods at the General Meeting of Shareholders

1. Before opening the meeting, the Corporation must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have completed registration.
2. The election of the chairperson, secretary, and vote-counting committee is prescribed as follows:
 - a) The Chairperson of the Board of Directors shall act as the chairperson of the General Meeting of Shareholders or may authorize another member of the Board of Directors to chair the meeting convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform his or her duties, the remaining members of the Board of Directors shall elect one of themselves to chair the meeting by majority vote. If no chairperson can be elected, the Head of the Board of Supervisors shall preside over the election of the meeting chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall serve as the chairperson of the meeting;
 - b) Except for the case specified in Point (a) of this Clause, the person who signs the notice convening the General Meeting of Shareholders shall preside over the election of the meeting chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall act as the chairperson of the meeting;
 - c) The chairperson shall appoint one or several persons as meeting secretaries;
 - d) The General Meeting of Shareholders shall, upon the proposal of the chairperson of the meeting, elect one or more persons to serve on the Vote Counting Committee.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically indicate the time allocated for each matter included in the meeting agenda.
4. The Chairperson of the Meeting shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees.

- a) Arrange seating at the venue of the General Meeting of Shareholders;
 - b) Ensure the safety of all persons present at the meeting venues;
 - c) Facilitate shareholders' attendance at the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the aforementioned measures and to implement all necessary measures. Such measures may include the issuance of admission cards or the use of other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by "in favor," "against," and "no opinion." The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting.
 6. Shareholders or authorized representatives who arrive after the meeting has opened are still entitled to register and vote immediately after registration; in this case, the validity of contents voted on previously shall remain unchanged.
 7. The convener or chairperson of the meeting has the right to:
 - a) Request all attendees to undergo inspection or other lawful and reasonable security measures;
 - b) Request competent authorities to maintain order; expel those who fail to comply with the chairperson's direction, intentionally cause disorder, prevent the normal progress of the meeting, or fail to comply with security check requests.
 8. The chairperson has the right to adjourn a meeting for which a sufficient quorum has registered for no more than 03 working days from the intended opening date and may only adjourn or change the venue in the following cases:
 - a) The venue does not have sufficient convenient seating for all attendees;
 - b) Communication devices at the venue do not ensure the participation, discussion, and voting of shareholders;
 - c) Attendees disrupt or disrupt order, threatening to prevent the meeting from being conducted fairly and lawfully.
 9. In case the chairperson adjourns or suspends a meeting contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to direct the meeting until its conclusion; all resolutions adopted at that meeting shall be valid and effective.

Article 19. Methods of adopting resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions on matters within its authority by voting at a meeting or by obtaining shareholders' written opinions.
2. Where necessary, the Board of Directors may obtain shareholders' written opinions in order to adopt resolutions on the following matters:
 - a) Amendments and supplements to the Company's Charter;
 - b) Development orientation of the Company;
 - c) Classes of shares and total number of shares of each class;
 - d) Election, dismissal, and discharge of members of the Board of Directors and the Board of Supervisors;

- e) Investment in or sale of assets valued at 70% or more of the total asset value recorded in the most recent financial statement of the Corporation;
- f) Approval of annual financial statements.

Article 20. Conditions for adoption of Resolutions of the General Meeting of Shareholders

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clauses 3, 4, and 6 of 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 fields;
 - c) Change of the management organizational structure of the Corporation;
 - d) Investment projects or sale of assets valued at 70% or more of the total asset value recorded in the most recent financial statement;
 - e) Reorganization or dissolution of the Corporation.
2. Resolutions on matters other than those specified in Clause 1 of this Article shall be passed if they are approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders adopted with 100% of the total voting shares are lawful and effective even when the sequence and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Corporation's Charter.

Article 21. Authority and procedures for collecting written opinions of shareholders to adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the authority to obtain shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders whenever it considers such action necessary in the interests of the Corporation, including the matters specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors shall prepare the voting ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents relating to the draft resolution, and shall send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the voting ballots. The requirements and methods for sending the voting ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 16 of this Charter.
3. The opinion solicitation ballot shall contain the following principal contents:
 - a) Company name, head office address, enterprise code;
 - b) Purpose of collecting opinions;

- c) The full name, contact address, nationality, and legal identification document number, in the case of an individual shareholder; the name, enterprise identification number or legal document number, and head office address, in the case of an institutional shareholder; or the full name, contact address, nationality, and legal identification document number of the representative of an institutional shareholder; together with the number of shares of each class held by the shareholder and the corresponding number of voting rights;
 - d) The matter on which shareholders' opinions are sought for the purpose of adopting a resolution;
 - e) The voting options, including "approve", "disapprove", and "no opinion" for each matter on which opinions are solicited;
 - f) The deadline for returning the completed opinion solicitation ballots to the Corporation;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed opinion solicitation ballots to the Corporation by post, fax, or email in accordance with the following provisions:
- a) In the case of sending by postal mail, the completed opinion solicitation ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an institutional shareholder. The ballot submitted to the Corporation shall be placed in a sealed envelope, and no one is permitted to open it before the vote counting takes place;
 - b) In the case of submission by fax or email, the opinion solicitation ballot sent to the Corporation must be kept confidential until the time of vote counting;
 - c) Opinion solicitation ballots sent to the Corporation after the deadline specified in the ballot, or which have been opened in the case of postal submission, or disclosed in the case of fax or email submission, shall be deemed invalid;
 - d) Opinion solicitation ballots that are not returned to the Corporation shall be deemed as non-participation in the voting process.
5. The Board of Directors shall establish a vote-counting committee to conduct the vote counting and prepare a vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the Corporation. The vote-counting minutes shall include the following principal contents:
- a) Name, head office address, and enterprise identification number;
 - b) The purpose and matters on which opinions were solicited for the adoption of the resolution;
 - c) The number of shareholders and total voting shares that participated in the voting, specifying the number of valid and invalid votes and the method of submission of voting ballots, together with an appendix listing shareholders participating in the voting;
 - d) The total number of votes in favor, against, and abstaining for each matter;
 - e) The matters that have been approved and the corresponding approval voting ratio;
 - f) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes; and shall be jointly liable for any damages arising from resolutions adopted as a result of dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution shall be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote-counting minutes and the resolution may be replaced by posting them on the Corporation's website from the time the vote counting is completed.
7. Completed opinion solicitation ballots, vote-counting minutes, adopted resolutions, and all related documents sent together with the opinion solicitation ballots shall be retained at the Corporation's head office.
8. A resolution adopted by way of collecting written opinions from shareholders shall be valid if it is approved by shareholders representing more than 50% of the total voting shares of all voting shareholders, and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

1. The proceedings of the General Meeting of Shareholders shall be recorded in minutes and may also be audio-recorded or recorded and retained in another electronic format. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. The minutes shall contain the information prescribed in Clause 1, Article 150 of the Law on Enterprises.
2. The minutes of the General Meeting of Shareholders shall be completed and approved before the close of the meeting. The chairperson and the secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and foreign languages shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.
4. The resolutions and minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting bearing the shareholders' signatures, powers of attorney for attendance at the meeting, all documents attached to the minutes (if any), and the documents accompanying the notice of invitation to the meeting shall be disclosed in accordance with the laws on information disclosure in the securities market and shall be kept at the Corporation's head office.

Article 23. Requests for cancellation of Resolutions of the General Meeting of Shareholders

1. Within 90 days from the date of receipt (or the date of publication on the website) of a resolution, the minutes of the General Meeting of Shareholders, or the vote-counting results of a written consultation of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 10 of the Charter has the right to request a Court or Arbitration to review and annul the resolution or part of the content of the General Meeting of Shareholders' resolution in the following cases:

- a) The procedures and formalities for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Corporation's Charter, except in the case prescribed in Clause 3, Article 19 of this Charter.
 - b) The contents of the resolution violate the law or this Charter.
2. In the case that a shareholder or group of shareholders requests a Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with this Article, such resolution shall remain effective until a legally effective decision on annulment is issued by the Court or Arbitration, except where a competent authority applies interim emergency injunctive measures.

CHAPTER VII: BOARD OF DIRECTORS

Article 24. Candidacy and Nomination of Members of the Board of Directors

1. Where candidates for membership of the Board of Directors have been identified, the Corporation shall disclose information relating to such candidates on its website at least ten (10) days prior to the opening date of the General Meeting of Shareholders, so that shareholders may review the candidates before casting their votes.
2. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates or nominate themselves for election to the Board of Directors in accordance with the Law on Enterprises, this Charter, and the Internal Regulations on Corporate Governance.
3. Where the number of candidates for the Board of Directors nominated by shareholders or through self-nomination remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize further nominations in accordance with this Charter and the Internal Regulations on Corporate Governance. The nomination of additional candidates by the incumbent Board of Directors shall be clearly disclosed before the General Meeting of Shareholders votes on the election of members of the Board of Directors, in accordance with applicable law.
4. Members of the Board of Directors shall satisfy the qualifications and conditions prescribed in Article 155 of the Law on Enterprises and other applicable laws.

Article 25. Composition and Term of Members of the Board of Directors

1. The number of members of the Board of Directors shall be from 03 to 11 members. The exact number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders.
2. The term of office of members of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. In case the terms of all members of the Board of Directors expire at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.
3. The composition of the Board of Directors is structured as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members.

4. A member of the Board of Directors shall lose their status as a Board member in case they are dismissed, discharged, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.
6. A member of the Board of Directors is not necessarily required to be a shareholder of the Corporation.

Article 26. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Corporation and shall have full authority, on behalf of the Corporation, to decide on and exercise the rights and perform the obligations of the Corporation, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors shall be prescribed by applicable law, this Charter, and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:
 - a) To decide on the strategy, medium-term development plan, and annual business plan of the Corporation;
 - b) To recommend the classes of shares and the total number of shares of each class permitted to be offered;
 - c) To decide on the sale of unsold shares within the number of shares of each class permitted to be offered; to decide on raising additional capital in other forms;
 - d) To decide on the selling price of shares and bonds of the Corporation;
 - e) To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and investment projects within its authority and limits prescribed by law;
 - g) To decide on market development, marketing, and technology solutions;
 - h) To approve contracts for the purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Corporation's most recent financial statements, as well as contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders pursuant to Point (d), Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i) To elect, dismiss, and discharge the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts with the General Director and other important managers as prescribed by the Corporation's Charter; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Board of Members or the General Meeting of

- Shareholders in other companies, and to decide on the remuneration and other benefits of such representatives;
- j) To supervise and direct the General Director and other managers in conducting the day-to-day business affairs of the Corporation;
 - k) To decide on the organizational structure and internal management regulations of the Corporation, to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
 - l) To approve the agenda and contents of documents serving the meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders, or to collect written opinions to adopt resolutions;
 - m) To submit audited annual financial statements to the General Meeting of Shareholders;
 - n) To recommend the dividend rate to be paid; to decide on the time and procedures for dividend payment or the handling of losses incurred during business operations;
 - o) To recommend the reorganization or dissolution of the Corporation; to request the bankruptcy of the Corporation;
 - p) To decide on the issuance of the Operational Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders;
 - q) Other rights and obligations as prescribed by law and this Charter.
3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with the Corporation's Charter and legal regulations.

Article 27. Remuneration, Bonuses, and Other Benefits of Board Members

- 1. The Corporation has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
- 2. The Board of Directors shall estimate the remuneration for each member on a unanimous basis. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
- 3. The remuneration of each Board member shall be recorded as business expenses of the Corporation in accordance with the law on corporate income tax, displayed 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 meeting.
- 4. Members of the Board of Directors shall be reimbursed for costs of meals, accommodation, travel, and other reasonable expenses incurred while performing their assigned duties.

Article 28. Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors shall be elected, dismissed, or discharged by the Board of Directors from among its members.
- 2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
- 3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To establish the program and operational plan of the Board of Directors;

- b) To prepare the agenda, contents, and documents serving meetings; to convene, chair, and act as chairperson of meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) To exercise the rights and obligations of the Board of Directors under authorization;
 - g) Other rights and obligations as prescribed by law and the Corporation's Charter.
4. In case the Chairman of the Board of Directors 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. Where no person is authorized, the remaining members shall elect one from among themselves to hold the position of Chairman of the Board of Directors on a majority basis until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date on which the election of the Board of Directors is completed. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. Where two or more members receive the same highest number of votes or the same highest voting percentage, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a Board meeting in the following cases:
 - a) Upon request of the Board of Supervisors;
 - b) Upon request of the General Director or at least 05 other managers;
 - c) Upon request of at least 02 members of the Board of Directors;
4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a Board meeting within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the Chairman fails to convene the meeting upon request, the Chairman must be responsible for any damages caused to the Corporation; the requesting party has the right to replace the Chairman to convene the meeting.
6. The Chairman of the Board of Directors or the convener of the Board meeting must send the meeting notice at least 03 working days before the meeting date. The notice must specify the time, venue, agenda, and issues for discussion and decision. The notice must be accompanied by documents used at the meeting (if any) and voting ballots for the members.

The meeting notice may be sent via invitation letters, telephone, fax, electronic means, or other methods ensuring it reaches the registered contact address of each Board member at the Corporation.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying documents (if any) to the members of the Board of Supervisors in the same manner as to the Board members. Members of the Board of Supervisors have the right to attend Board meetings; they have the right to discuss but are not entitled to vote.
8. A Board meeting shall be conducted when three-quarters (3/4) or more of the total number of members attend. In case the meeting convened fails to meet this quorum, it shall be convened for a second time within 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 attend.
9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c) Attending and voting via online conference, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, or email;
 - e) Sending voting ballots by other means.
10. Where a voting ballot is sent via mail, it must be contained in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots shall only be opened in the presence of all attendees.
11. Members must fully attend Board meetings. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of a tie, the final decision shall belong to the side that has the opinion of the Chairman of the Board of Directors.

Article 30. Committees under the Board of Directors

1. The Board of Directors may establish committees under its direct authority to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors. The activities of the committees must comply with the regulations of the Board of Directors. A resolution of a committee shall only take effect when approved by a majority of members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or its committees must comply with current legal regulations, the provisions of the Corporation's Charter, and the Internal Regulations on Corporate Governance.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors must appoint at least 01 person in charge of corporate governance to support corporate governance work. The person in charge of corporate governance may

concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing firm currently auditing the financial statements of the Corporation.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and related tasks between the Corporation and shareholders;
 - b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders upon request of the Board of Directors or the Board of Supervisors;
 - c) To advise on meeting procedures;
 - d) To attend meetings;
 - e) To advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;
 - f) To provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
 - g) To monitor and report to the Board of Directors on the information disclosure activities of the Corporation;
 - h) To act as a contact point with stakeholders;
 - i) To maintain confidentiality of information in accordance with the law and the Corporation's Charter;
 - j) Other rights and obligations as prescribed by law.

CHAPTER VIII: GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Structure of the Management Apparatus

1. The management system of the Corporation must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the day-to-day business affairs of the Corporation.
2. The Corporation shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors.
3. The appointment, dismissal, and discharge of the aforementioned positions must be approved via resolutions or decisions of the Board of Directors.

Article 33. Executives of the Corporation

1. The executives of the Corporation include:
 - a) The General Director.
 - b) The Deputy General Directors.
 - c) The Chief Accountant.

2. Upon recommendation of the General Director and with the approval of the Board of Directors, the Corporation may hire other executives with a number and qualifications suitable for the structure and management regulations of the Corporation as prescribed by the Board of Directors.
3. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salaries of executives shall be recorded as business expenses of the Corporation in accordance with the law on corporate income tax, displayed 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 meeting.

Article 34. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors shall appoint a member of the Board of Directors or hire another person to serve as the General Director.
2. The General Director is the person who directs the day-to-day business affairs of the Corporation; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and performance of assigned obligations.
3. The term of office of the General Director shall not exceed 05 years and he/she may be re-appointed for an unlimited number of terms. The General Director must meet the criteria and conditions prescribed by law and the Corporation's Charter.
4. The General Director has the following rights and obligations:
 - a) To decide on matters related to the day-to-day business affairs of the Corporation that do not fall under the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the business plan and investment options of the Corporation;
 - d) To recommend organizational structure options and internal management regulations of the Corporation;
 - e) To appoint, dismiss, and discharge management positions in the Corporation, except for those falling under the authority of the Board of Directors;
 - f) To decide on salaries and other benefits for employees in the Corporation, including managers whose appointment falls under the authority of the General Director;
 - g) To recruit labor;
 - h) To recommend options for dividend payment or the handling of business losses;
 - i) Other rights and obligations as prescribed by law, the Corporation's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights attending the meeting vote in favor, and appoint a new General Director to replace.

**CHAPTER IX:
BOARD OF SUPERVISORS**

Article 35. Candidacy and Nomination of Members of the Board of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out in a manner similar to the regulations in Clause 1 and Clause 2, Article 23 of this Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 36. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Corporation shall be from 03 to 05 members. The exact number of members of the Board of Supervisors for each term shall be decided by the General Meeting of Shareholders. The term of office of members of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must meet the criteria 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 financial department of the Corporation;
 - b) Being a member or employee of the independent auditing firm that audited the financial statements of the Corporation during the preceding 03 consecutive years.
3. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - a) No longer meeting the criteria and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
 - b) Having a resignation letter submitted and approved;
4. The General Meeting of Shareholders shall discharge a member of the Board of Supervisors in the following cases:
 - a) Failing to fulfill assigned tasks or duties;
 - b) Failing to exercise their rights and perform their obligations for 06 consecutive months, except in cases of force majeure;
 - c) Committing repeated or serious violations of the obligations of members of the Board of Supervisors as prescribed by the Law on Enterprises and the Corporation's Charter;
 - d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 37. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and discharge shall be on a majority basis. More than half of the members of the Board of Supervisors must permanently reside in Vietnam. The Head of

the Board of Supervisors must hold a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the Corporation.

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

Article 38. Rights and Obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Financial Statements of the Corporation; to decide on the approved auditing organization to inspect the operations of the Corporation, and to dismiss approved auditors when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the financial status of the Corporation, and the compliance with law in the performance of duties by 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. Upon discovering acts of violation of the law or violation of the Company's Charter by a member of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing, requesting the violator to cease the violation and provide solutions to remedy the consequences.
6. To formulate the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders on the activities of the Board of Supervisors in accordance with the law.

Article 39. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Supervisors

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for costs of meals, accommodation, travel, and expenses for using independent consulting services at reasonable rates. The total amount of such remuneration and costs shall not exceed the total annual

operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Corporation in accordance with the law on corporate income tax, other relevant legal regulations, and must be formed as a separate item in the annual financial statements of the Corporation.

CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER MANAGERS

Article 40. Responsibilities of Members of the Board of Directors, General Director and Other Managers

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:
 - a) To exercise assigned rights and perform assigned obligations in accordance with the Law on Enterprises, other relevant laws, the Corporation's Charter, and resolutions of the General Meeting of Shareholders;
 - b) To exercise assigned rights and perform assigned obligations in a truthful, prudent, and best manner to ensure the maximum lawful interests of the Corporation;
 - c) To be loyal to the interests of the Corporation and its shareholders; not to abuse their positions, titles, or use information, know-how, business opportunities, or other assets of the Corporation for personal gain or to serve the interests of other organizations or individuals;
 - d) To notify the Corporation in a timely, complete, and accurate manner of any related interests in accordance with Clause 2, Article 164 of the Law on Enterprises;
 - e) Other responsibilities as prescribed by the Law on Enterprises and the Corporation's Charter.
2. Members of the Board of Directors, the General Director, and other managers who violate the provisions of Clause 1 of this Article shall bear personal or joint liability to compensate for lost benefits, return received benefits, and compensate for all damages caused to the Corporation and third parties.

CHAPTER XI: PROFIT DISTRIBUTION

Article 41. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend rate and the form of annual dividend payment from the retained profits of the Corporation.
2. The Corporation shall not pay interest on dividend payments or payments related to any class of shares.

3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors is the body to implement this decision.
4. Other matters related to profit distribution shall be carried out in accordance with the law.

CHAPTER XII: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 42. Bank Accounts

1. The Corporation shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. Upon prior approval of competent authorities, where necessary, the Corporation may open bank accounts abroad in accordance with legal regulations.
3. The Corporation shall conduct all payments and accounting transactions through accounts in Vietnamese Dong or foreign currencies at the banks where the Corporation opens its accounts.

Article 43. Fiscal Year

The fiscal year of the Corporation shall begin on January 1st of each year and end on December 31st of the same year.

Article 44. Accounting System

1. The accounting system used by the Corporation is the corporate accounting system or a specific accounting system issued or approved by competent authorities.
2. The Corporation shall maintain accounting books in Vietnamese and preserve accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the transactions of the Corporation.
3. The Corporation uses Vietnamese Dong as the currency unit in accounting. In case the economic transactions of the Corporation arise primarily in a type of foreign currency, it may choose that foreign currency as the accounting unit, bear legal responsibility for such choice, and notify the direct tax management authority.

CHAPTER XIII: FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE

Article 45. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Corporation must prepare annual financial statements, and the annual financial statements must be audited in accordance with the law. The Corporation shall disclose its audited annual financial statements in accordance with the law on information disclosure on the stock market.
2. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market.

Article 46. Annual Reports

The Corporation must prepare and disclose annual reports in accordance with the provisions of law on securities and the stock market.

CHAPTER XIV: AUDITING OF THE CORPORATION

Article 47. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing firm, approve a list of independent auditing firms, or authorize the Board of Directors to decide on selecting one of the independent auditing units to audit the financial statements of the Corporation for the next fiscal year based on 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 auditors performing the audit of the financial statements of the Corporation are entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to meetings, and express their opinions at the meeting on issues relevant to the audit of the financial statements of the Corporation.

CHAPTER XV: CORPORATE SEAL

Article 48. Corporate Seal

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, number, form, and content of the seal of the Corporation, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the law.

CHAPTER XVI: DISSOLUTION OF THE CORPORATION

Article 49. Dissolution of the Corporation

1. The Corporation may be dissolved in the following cases:
 - a) According to the resolution or decision of the General Meeting of Shareholders;
 - b) Upon revocation of the Enterprise Registration Certificate;
 - c) Other cases as 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 to or approved by competent authorities (if mandatory) as prescribed.

**CHAPTER XVII:
INTERNAL DISPUTE RESOLUTION**

Article 50. Internal Dispute Resolution

1. In case disputes or complaints arise in connection with the operations of the Corporation, or the rights and obligations of shareholders under the Law on Enterprises, the Corporation's Charter, other legal regulations, or agreements between:
 - a) A shareholder and the Corporation;
 - b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director, or other executives;
2. If a mediation decision is not achieved or if the decision of the mediator is not accepted by the parties, any party may bring the dispute to Arbitration or a Court.
3. The parties shall bear their own costs related to negotiation and mediation procedures. The payment of Court fees shall be carried out in accordance with the judgment of the Court.

**CHAPTER XVIII:
AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

Article 51. Corporation's Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where the law has regulations related to the operations of the Corporation that have not been mentioned in this Charter, or where there are new legal regulations different from the provisions in this Charter, such legal regulations shall automatically apply to govern the operations of the Corporation.

**CHAPTER XIX:
EFFECTIVE DATE**

Article 52. Effective Date

1. This Charter consists of 19 chapters and 52 articles (adjusted numbering contextually: 53 articles), becoming effective from the date it is adopted by the General Meeting of Shareholders, which concurrently approves the full text of the Charter.
2. This Charter is the sole and official Charter of the Corporation.
3. Copies or extracts of the Charter shall be valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

Full name and signature of the Legal Representative


PROPOSAL

Regarding approval of the draft Internal Regulations on Corporate Governance

To: General Meeting of Shareholders*Pursuant to:*

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Government Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of several articles of the Securities Law;
- Charter on organization and operation of the Corporation;

In order to comply with legal regulations on corporate governance applicable to public companies, the Board of Directors hereby submits to the General Meeting of Shareholders the draft Internal Regulations on Corporate Governance of Vietnam Investment Construction and Trading Joint Stock Corporation (attached hereto).

It is respectfully requested that the General Meeting of Shareholders review and approve the draft, as a basis for the Board of Directors to finalize it in accordance with applicable laws. 

Respectfully submitted.

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

**PHAN MINH TUAN**

DRAFT

**INTERNAL CORPORATE GOVERNANCE REGULATION
VIETNAM CONSTRUCTION INVESTMENT AND TRADING JOINT STOCK CORPORATION**

Hanoi, day__ month__ year 2026

Note/ Lưu ý: *This English translation is provided for information disclosure purposes only. In the event of any inconsistency or discrepancy with the Vietnamese version, the Vietnamese version shall prevail./ Bản dịch tiếng Anh này chỉ nhằm mục đích công bố thông tin. Trong trường hợp có bất kỳ sự không nhất quán hoặc khác biệt nào so với bản tiếng Việt, bản tiếng Việt sẽ được ưu tiên áp dụng.*

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INTERNAL CORPORATE GOVERNANCE REGULATION
VIETNAM CONSTRUCTION INVESTMENT AND TRADING JOINT STOCK CORPORATION

This Regulation is promulgated pursuant to Resolution No. .../2026/NQ-CTX-GMS of the General Meeting of Shareholders dated 2026.

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation

This Internal Corporate Governance Regulation governs the following matters: Roles, rights and of the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the General Director; Procedures for convening and conducting meetings of the General Meeting of Shareholders and the Board of Directors; Procedures for nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, members of the Board of Supervisors and the General Director; Other matters as prescribed in the Charter of the Corporation and applicable laws.

2. Subjects of Application

This Regulation applies to members of the Board of Directors, members of the Board of Supervisors, the General Director and other relevant persons.

Article 2. Interpretation of Terms

Unless otherwise required by the context, terms defined in the Charter of the Corporation and relevant laws shall have the same meanings when used in this Regulation.

CHAPTER II
GENERAL MEETING OF SHAREHOLDERS

Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders ("GMS") comprises all shareholders having voting rights and is the highest decision-making authority of the Corporation.
2. The GMS exercises its rights and performs its obligations by discussing and adopting resolutions on matters falling within its authority at annual and extraordinary meetings.
3. The GMS may also exercise its rights and perform its obligations by adopting resolutions through collection of shareholders' written opinions.

Article 4. Procedures for Holding a General Meeting of Shareholders to Adopt Resolutions by Voting at the Meeting

1. Authority to Convene the General Meeting of Shareholders

1.1 Annual General Meeting

The Board of Directors shall convene the Annual General Meeting of Shareholders and determine an appropriate venue within the territory of Vietnam.

1.2 Extraordinary General Meeting

- a) An Extraordinary General Meeting may be convened by: (i) the Board of Directors; (ii) the Board of Supervisors; or (iii) shareholder(s) or a group of shareholders holding at least five

percent (5%) of the total ordinary shares in accordance with Clause 4, Article 12 of the Charter.

- b) The Board of Directors must convene an Extraordinary General Meeting within sixty (60) days from the occurrence of any of the circumstances specified in Points b, c and d, Clause 3, Article 12 of the Charter, including:
- (i) the remaining number of members of the Board of Directors or the Board of Supervisors falls below the statutory minimum;
 - (ii) upon request of shareholder(s) or a group of shareholders holding at least five percent (5%) of the total ordinary shares of the Corporation;
 - (iii) upon request of the Board of Supervisors.

Shareholder(s) or a group of shareholders holding at least five percent (5%) of the total ordinary shares may request the convening of a General Meeting of Shareholders where the Board of Directors seriously infringes shareholders' rights, breaches managers' obligations or issues decisions beyond its authority. Such request must be made in writing and contain the information prescribed in Point c, Clause 2, Article 115 of the Law on Enterprises.

- c) If the Board of Directors fails to convene the meeting as required above, the Board of Supervisors shall convene the meeting within the following thirty (30) days.
- d) If the Board of Supervisors also fails to convene the meeting, shareholder(s) or a group of shareholders holding at least five percent (5%) of the total ordinary shares may request the legal representative of the Corporation to convene the General Meeting in accordance with the Law on Enterprises.
- e) The Board of Directors may also convene an Extraordinary General Meeting whenever it deems necessary for the interests of the Corporation.

2. Preparation of the List of Shareholders Entitled to Attend the Meeting

2.1 The list of shareholders entitled to attend the meeting shall be prepared no more than ten (10) days before the invitation to the General Meeting is sent.

2.2 The convener of the General Meeting shall prepare and submit the documents relating to the record date for determining shareholders entitled to attend the meeting, and shall disclose information on the preparation of such list in accordance with applicable laws.

3. Announcement of the Record Date

3.1 Before convening the General Meeting, the Board of Directors shall hold a meeting to determine matters relating to the organization of the meeting, including:

- The proposed record date;
- The proposed meeting date;
- The meeting venue;
- The proposed agenda and contents;
- Other matters relating to the organization of the General Meeting.

3.2 The convener must disclose information on the preparation of the list of shareholders entitled to attend the meeting at least twenty (20) days before the record date.

- 3.3 The notice of the record date shall be published on the Corporation's website and disclosed in accordance with applicable laws.
4. Notice of Invitation to the General Meeting of Shareholders
- 4.1 The notice of invitation to the General Meeting of Shareholders ("GMS") shall be sent to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting.
- 4.2 The notice may be delivered by post, electronic mail (email), text message (SMS), facsimile, and/or any other means of communication that ensure delivery to the shareholder's registered contact address.
- 4.3 The notice shall be prepared in Vietnamese and may additionally be prepared in English. Its contents shall comply with Clause 1, Article 143 of the Law on Enterprises.
- 4.4 The following documents accompanying the notice of invitation shall be posted on the Corporation's website:
- Meeting agenda;
 - Documents to be used at the meeting;
 - Draft resolutions for each agenda item;
 - Voting ballots.
5. Agenda and Contents of the General Meeting of Shareholders
- 5.1 Preparation of the Agenda
- a) The convener of the GMS shall prepare the meeting agenda and contents.
 - b) The agenda shall consist only of matters falling within the authority of the GMS and shall be accompanied by explanatory notes, supporting documents and relevant reports. The estimated time allocated to each agenda item shall also be specified.
 - c) The agenda shall be sent to all shareholders entitled to attend the meeting in accordance with Section 4 of this Regulation.
- 5.2 Shareholders' Proposals for Inclusion in the Agenda
- a) A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders.
 - b) The proposal shall be made in writing and shall clearly specify the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed for inclusion in the agenda of the General Meeting of Shareholders. The proposal shall be submitted to the Corporation no later than three (03) working days before the opening date of the meeting.
 - c) The convener of the General Meeting of Shareholders shall only have the right to reject such proposals if they fall under one of the following cases:
 - It is not submitted in accordance with Point (b) above;
 - At the time of submission, the proposing shareholder(s) do not hold at least 5% of the ordinary shares;
 - The proposed matter falls outside the authority of the GMS.

- d) If a proposal is rejected, the convener shall notify the shareholder(s) in writing and state the reasons therefor no later than two (2) working days before the meeting.
- e) Except for the cases specified above, the convener of the General Meeting of Shareholders shall accept the proposal and include it in the proposed agenda and contents of the meeting. The proposal shall be officially incorporated into the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.

6. Authorization of a Representative to Attend the General Meeting of Shareholders

- 6.1 A shareholder or the authorized representative of an institutional shareholder may authorize in writing another individual or organization to attend the meeting on his/her/its behalf. In addition, a shareholder may authorize a member of the Board of Directors or a member of the Board of Supervisors to act as his/her representative to attend the General Meeting of Shareholders.
- 6.2 The written authorization is not required to be made in the form prescribed by the Corporation but shall be made in accordance with the provisions of civil law and shall clearly specify the name of the authorized individual or organization and the number of shares authorized.
- 6.3 The authorized representative attending the meeting shall present the written authorization when completing the meeting registration procedures or may submit the information on the written authorization to the Organizing Committee prior to the opening date of the meeting.
- 6.4 Where a shareholder terminates or changes the authorized representative, he/she/it shall notify the Corporation in writing prior to the opening date of the General Meeting of Shareholders.

7. Procedures for Registration for Attendance at the General Meeting of Shareholders

- 7.1 A shareholder or an authorized representative shall register for attendance at the General Meeting of Shareholders. Upon registration, the shareholder or the authorized representative shall present his/her/its legal personal identification documents, the written authorization, and other relevant documents required for meeting registration.
- 7.2 Prior to the opening of the meeting, the Organizing Committee shall carry out the registration procedures for shareholders attending the meeting. A shareholder or an authorized representative attending the meeting shall complete the registration procedures with the Organizing Committee before entering the meeting and shall sign the attendance list of shareholders attending the meeting.
- 7.3 A shareholder or an authorized representative attending the meeting who arrives after the meeting has commenced may still register and shall have the right to participate in voting immediately after registration; in such case, the validity of the matters voted on prior thereto shall remain unchanged.

8. Conditions for Holding the General Meeting of Shareholders

- 8.1 To hold a General Meeting of Shareholders, the number of shareholders and authorized representatives attending the meeting must satisfy the minimum quorum prescribed in Article 17 of the Charter of the Corporation, specifically:

- a) The General Meeting of Shareholders shall be held when the shareholders and authorized representatives attending the meeting represent at least sixty-five percent (65%) of the total voting shares.
- b) If, upon the expiry of thirty (30) minutes from the time the Organizing Committee commences the shareholder registration procedures, the minimum quorum of sixty-five percent (65%) for meeting registration as specified in Point a above has not been met, the Organizing Committee shall prepare a report and declare the meeting cancelled. The notice convening the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second meeting shall be held when the shareholders and authorized representatives attending the meeting represent at least fifty-one percent (51%) of the total voting shares.
- c) If, upon the expiry of thirty (30) minutes from the time the Organizing Committee commences the shareholder registration procedures for the second meeting, the minimum quorum of fifty-one percent (51%) for meeting registration as specified in Point **b** above has not been met, the Organizing Committee shall prepare a report and declare the second meeting cancelled. The notice convening the third meeting shall be sent within twenty (20) days from the intended date of the second meeting. In such case, the third meeting shall be held regardless of the total number of voting shares represented by the shareholders and authorized representatives attending the meeting.

8.2 In the case where the second or third General Meeting of Shareholders is convened as specified above, the convener of the General Meeting of Shareholders is not required to prepare a new list of shareholders entitled to attend the meeting and may use the list of shareholders prepared for the first convened meeting.

8.3 The agenda and contents of the second and/or third meeting shall remain unchanged from the agenda and contents of the first meeting as prepared.

9. Forms of Adoption of Resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall adopt resolutions on matters falling within its decision-making authority in either of the following forms:

- a) Voting at the meeting; or
- b) Obtaining shareholders' written opinions.

10. Voting Procedures

10.1 Shareholders and authorized representatives attending the General Meeting of Shareholders shall be provided by the Organizing Committee with pre-prepared voting ballots.

10.2 The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by ballot. The voting method shall be implemented in accordance with the Regulation on the Organization of the General Meeting of Shareholders.

10.3 A shareholder or an authorized representative attending the meeting who arrives after the meeting has commenced may still register for attendance and shall have the right to participate in voting immediately after registration; in such case, the validity of the matters voted on prior thereto shall remain unchanged.

10.4 The election of members of the Board of Directors and the Board of Supervisors shall be conducted by the cumulative voting method in accordance with Clause 3, Article 148 of the Law on Enterprises.

11. Vote Counting

11.1 The voting ballots (voting cards) shall be counted in the following order: votes in favor, votes against, and abstentions for each matter submitted for voting. The voting count results shall be announced immediately at the General Meeting of Shareholders.

11.2 The vote counting method for the election of members of the Board of Directors and the Board of Supervisors shall be carried out in accordance with the Regulation on the Election of Members of the Board of Directors and the Board of Supervisors as approved by the General Meeting of Shareholders.

12. Conditions for Adoption of Resolutions

Resolutions shall be adopted in accordance with Articles 20 and 21 of the Charter and the Law on Enterprises.

12.1 The following matters require approval by shareholders representing at least 65% of the total votes of attending shareholders:

- a) Classes and total number of shares of each class;
- b) Change of business lines;
- c) Change of the management structure;
- d) Investment projects or disposal of assets having a value equal to or exceeding 70% of the Corporation's total assets shown in the latest financial statements;
- e) Reorganization or dissolution of the Corporation.

12.2 Other resolutions shall be adopted when approved by shareholders representing more than fifty percent (50%) of the total votes of all shareholders attending the meeting, except in the following cases:

- a) The matters specified in Clause 12.1 of this Article;
- b) The election of members of the Board of Directors and the Board of Supervisors shall be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises;
- c) Resolutions and decisions of the General Meeting of Shareholders adopted by obtaining shareholders' written opinions shall be implemented in accordance with Clause 8, Article 20 of the Charter;
- d) Resolutions and decisions of the General Meeting of Shareholders on matters that adversely alter the rights and obligations of shareholders holding preference shares shall be implemented in accordance with Article 15 of the Charter.

12.3 Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions are in violation of the provisions of the Law on Enterprises and the Charter of the Corporation.

12.4 A resolution adopted by obtaining shareholders' written opinions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total votes of

all shareholders having voting rights and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

12.5 The election of members of the Board of Directors and the Board of Supervisors shall be conducted by the cumulative voting method in accordance with Clause 3, Article 148 of the Law on Enterprises and the Regulation on the Election of Members of the Board of Directors and the Board of Supervisors approved by the General Meeting of Shareholders.

13. Notification of Vote Counting Results

13.1 For meetings held in person:

The vote counting shall be conducted by the Vote Counting Committee immediately after the completion of voting, and the vote counting results shall be announced immediately at the General Meeting of Shareholders.

13.2 For obtaining shareholders' written opinions:

The vote counting minutes and the resolution shall be posted on the Corporation's website and, at the same time, disclosed within twenty-four (24) hours from the completion of the vote counting.

14. Procedures for Objecting to Resolutions of the General Meeting of Shareholders

14.1 A shareholder or a group of shareholders holding five percent (5%) or more of the total voting shares shall have the right to request the Court or an Arbitration Tribunal to review and revoke a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the cases specified in Clause 1, Article 23 of the Charter.

14.2 The time limit for a shareholder to exercise the right to request the revocation of a resolution of the General Meeting of Shareholders is ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders (the date of publication on the Corporation's website) or the vote counting minutes of the written collection of shareholders' opinions.

15. Minutes of the General Meeting of Shareholders

15.1 The General Meeting of Shareholders shall be recorded in minutes and may be audio recorded or recorded and retained in other electronic forms. The minutes shall be made in Vietnamese, may also be made in a foreign language, and shall include the principal contents as prescribed in Clause 1, Article 150 of the Law on Enterprises.

15.2 Where the Chairperson or the Secretary refuses to sign the meeting minutes, such minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and containing all the contents prescribed in Clause 1, Article 150 of the Law on Enterprises. The minutes shall clearly state that the Chairperson and the Secretary refused to sign the meeting minutes.

15.3 The minutes of the General Meeting of Shareholders shall be completed and approved before the close of the meeting.

15.4 The Chairperson and the Secretary of the meeting or any other person signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the meeting minutes.

16. Publication of Resolutions of the General Meeting of Shareholders

Resolutions adopted by the General Meeting of Shareholders shall be published on the Corporation's website and disclosed in accordance with applicable laws immediately after their issuance.

Article 5. Procedures for the Adoption of Resolutions of the General Meeting of Shareholders by Obtaining Shareholders' Written Opinions

1. Cases in which shareholders' written opinions may and may not be obtained
 - a) All matters falling within the authority of the General Meeting of Shareholders may be adopted by obtaining shareholders' written opinions. A resolution adopted by obtaining shareholders' written opinions shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.
 - b) Cases in which shareholders' written opinions may not be obtained: the Annual General Meeting of Shareholders shall not be conducted by obtaining shareholders' written opinions.
2. Procedures for the Adoption of Resolutions of the General Meeting of Shareholders by Obtaining Shareholders' Written Opinions
 - 2.1 Authority to Obtain Shareholders' Written Opinions:

The Board of Directors shall have the authority to obtain shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders if it deems such action necessary in the interests of the Corporation, including the matters specified in Clause 2, Article 147 of the Law on Enterprises.
 - 2.2 Notice of Obtaining Shareholders' Written Opinions
 - a) Where the Board of Directors deems it necessary to obtain shareholders' written opinions for the adoption of a resolution of the General Meeting of Shareholders, it shall convene a meeting to agree on the matters on which shareholders' written opinions are to be obtained.
 - b) The Board of Directors shall determine the purpose and the matters on which shareholders' written opinions are to be obtained; the record date serving as the basis for preparing the list of shareholders whose written opinions are to be obtained; and the deadline for returning the opinion forms. These contents shall be set out in a Resolution of the Board of Directors.
 - c) The Board of Directors shall disclose information on the record date for preparing the list of shareholders for the purpose of obtaining shareholders' written opinions at least twenty (20) days prior to the record date.
 - d) The notice of obtaining shareholders' written opinions shall be posted on the Corporation's website and information shall be disclosed in accordance with the relevant provisions of law.
 - 2.3 Preparation of the Shareholders' List
 - a) Based on the Resolution of the Board of Directors on obtaining shareholders' written opinions, the legal representative of the Corporation shall prepare and submit the notice of entitlement documents to the Vietnam Securities Depository and Clearing Corporation (VSDC), requesting the VSDC to prepare and provide the list of shareholders holding shares as of the record date for the purpose of exercising voting rights.

- b) The notice dossier submitted to the VSDC shall be prepared in accordance with the regulations and/or guidelines issued by the VSDC and in effect at the time the dossier is prepared and submitted.
- c) The list of shareholders for obtaining written opinions shall be prepared no more than ten (10) days before the date on which the written opinion forms are sent.

2.4 Opinion forms and the time limit for returning opinion forms

- a) The Board of Directors shall prepare the written opinion forms, the draft resolution of the General Meeting of Shareholders, explanatory materials for the draft resolution, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for shareholders to return the written opinion forms.
- b) The written opinion form shall include the principal contents prescribed in Clause 3, Article 21 of the Charter of the Corporation.

2.5 Method of sending the written opinion forms

- a) The Board of Directors shall send the written opinion forms to all shareholders on the list of shareholders by post, electronic mail (email), facsimile (fax), and/or other means of communication to ensure delivery to the shareholders' contact addresses.
- b) The explanatory materials and the matters on which shareholders' written opinions are to be obtained shall be posted on the Corporation's website for shareholders to review before completing and returning the written opinion forms.
- c) Shareholders may return the completed written opinion forms to the Corporation by post, facsimile (fax), or electronic mail (email) in accordance with Clause 4, Article 21 of the Charter, specifically:
 - (i) Where the written opinion form is returned by post: the completed written opinion form must bear the signature of the shareholder if the shareholder is an individual, or of the authorized representative or legal representative if the shareholder is an organization. The written opinion form returned to the Corporation must be placed in a sealed envelope, and no one may open it before the vote counting takes place.
 - (ii) Where the written opinion form is returned by facsimile (fax) or electronic mail (email): the written opinion form returned to the Corporation must be kept confidential until the time of vote counting.
- d) Any written opinion forms received by the Corporation after the deadline specified in the written opinion form, or which have been opened in the case of delivery by post, or disclosed in the case of transmission by facsimile (fax) or electronic mail (email), shall be deemed invalid written opinion forms.
- e) Any written opinion form that is not returned to the Corporation shall be deemed a non-vote.

2.6 Vote Counting and Preparation of the Vote Counting Minutes:

- a) The Board of Directors shall establish a Vote Counting Committee to conduct the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a managerial position in the Corporation.
- b) The vote counting minutes shall include the principal contents prescribed in Clause 5, Article 21 of the Charter.

2.7 Notification of the Vote Counting Results and Publication of the Resolution of the General Meeting of Shareholders

- a) Based on the vote counting results, the Chairman of the Board of Directors shall issue the resolution of the General Meeting of Shareholders.
- b) The vote counting minutes on the collection of shareholders' written opinions and the resolution of the General Meeting of Shareholders shall be posted on the Corporation's website and disclosed in accordance with the provisions of applicable law.
- c) The completed written opinion forms, the vote counting minutes, the adopted resolution, and other relevant documents shall be kept at the Corporation's head office.

Article 6. Procedures for Convening the General Meeting of Shareholders and Adopting Resolutions by Means of an Online Meeting or a Hybrid Meeting Combining an In-Person Meeting with an Online Meeting

The procedures for convening the General Meeting of Shareholders and adopting resolutions by means of an online meeting or a hybrid meeting combining an in-person meeting with an online meeting shall be implemented in accordance with the regulations formulated by the Board of Directors and submitted to the General Meeting of Shareholders for approval prior to implementation.

CHAPTER III BOARD OF DIRECTORS

Article 7. Roles, Rights and Obligations of the Board of Directors; Responsibilities of Members 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 on and exercise the rights and perform the obligations of the Corporation, except for the rights and obligations falling within the authority of the General Meeting of Shareholders.
2. Rights and Obligations of the Board of Directors and Its Members
 - 2.1 The Board of Directors shall have all powers as provided for in the Charter of the Corporation and the applicable laws.
 - 2.2 Members of the Board of Directors shall have the obligations prescribed in the Charter of the Corporation and the following obligations:
 - a) Perform their duties honestly and prudently in the best interests of the shareholders and the Corporation;
 - b) Attend all meetings of the Board of Directors;
 - c) Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations (if any);
 - d) Report to the Board of Directors at its nearest meeting any transactions between the Corporation, its subsidiaries, or companies in which the Corporation holds more than 50% of the charter capital, and such Board member and his/her related persons; and any transactions between the Corporation and a company in which such Board member is a

- founding member or has served as a manager during the three (3) years immediately preceding the date of the transaction;
- e) Make disclosures in accordance with applicable laws when conducting transactions in the Corporation's shares.
3. The Board of Directors shall fully comply with its responsibilities and obligations as prescribed by applicable law, the Charter of the Corporation, and the following responsibilities and obligations:
- a) Be accountable to the shareholders for the operations of the Corporation.
 - b) Treat all shareholders equally and respect the interests of persons having interests related to the Corporation.
 - c) Ensure that the Corporation's operations comply with applicable laws, the Charter of the Corporation, and the internal regulations of the Corporation.
 - d) Develop the Internal Regulation on Corporate Governance and the Operating Regulation of the Board of Directors, and submit them to the General Meeting of Shareholders for approval.
 - e) Supervise and prevent conflicts of interest involving members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of the Corporation's assets and the abuse of related-party transactions.
 - f) Appoint the person in charge of corporate governance in accordance with Article 31 of the Charter.
 - g) Report on the activities of the Board of Directors to the General Meeting of Shareholders in accordance with applicable laws.

Article 8. Nomination, Candidacy, Election, Removal and Dismissal of Members of the Board of Directors

1. Term of Office and Number of Members of the Board of Directors
- a) The Board of Directors shall consist of from three (3) to eleven (11) members. The exact number for each term shall be decided by the General Meeting of Shareholders.
 - b) The term of office of a Board member shall not exceed five (5) years and members may be re-elected for an unlimited number of consecutive terms.
 - c) Where the terms of all Board members expire simultaneously, they shall continue to serve until their successors are elected and assume office.
2. Composition, Qualifications and Eligibility Criteria for Members of the Board of Directors.
- a) Composition for Members of the Board of Directors:
The composition of the Board of Directors of a public company shall ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members.
 - b) Qualifications and Eligibility Criteria for Members of the Board of Directors:
 - A member of the Board of Directors shall satisfy the qualifications and eligibility criteria prescribed in Clause 1, Article 155 of the Law on Enterprises, specifically: (i) not falling within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises; (ii) possessing professional qualifications and experience in business administration or in

the business lines and sectors of the company, and not necessarily being a shareholder of the company; and (iii) a member of the Board of Directors of the company may concurrently serve as a member of the Board of Directors of another company.

- The Chairman of the Board of Directors shall not concurrently hold the position of General Director of a public company.
- A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors of no more than five (5) other companies

3. Nomination and Candidacy for Membership of the Board of Directors

3.1 The Board of Directors shall notify the shareholders of the proposed number of members of the Board of Directors to be elected, together with the qualifications and eligibility criteria for candidates for membership of the Board of Directors, so that shareholders may nominate candidates or stand for election.

3.2 A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to aggregate their shareholdings to nominate candidates for election to the Board of Directors in accordance with the following provisions:

- a) A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total ordinary shares may nominate up to one (1) candidate.
- b) A shareholder or group of shareholders holding from twenty percent (20%) to less than thirty percent (30%) of the total ordinary shares may nominate up to two (2) candidates.
- c) A shareholder or group of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total ordinary shares may nominate up to three (3) candidates.
- d) A shareholder or group of shareholders holding from forty percent (40%) to less than fifty percent (50%) of the total ordinary shares may nominate up to four (4) candidates.
- e) A shareholder or group of shareholders holding from fifty percent (50%) to less than sixty-five percent (65%) of the total ordinary shares may nominate up to five (5) candidates.
- f) A shareholder or group of shareholders holding sixty-five percent (65%) or more of the total ordinary shares shall be entitled to nominate a sufficient number of candidates to fill all positions to be elected on the Board of Directors.

3.3 Where the number of candidates nominated or self-nominated for membership of the Board of Directors is still insufficient to fill the required number of positions, the incumbent Board of Directors may nominate additional candidates for consideration and election by the General Meeting of Shareholders.

4. Method for Electing Members of the Board of Directors:

Election of Board members shall be conducted by cumulative voting in accordance with Clause 3, Article 148 of the Law on Enterprises.

4.1 The election of members of the Board of Directors shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected. Each shareholder may allocate all or part of his/her total votes to one or more candidates. Candidates shall be elected in descending order of the number of votes received, starting with the candidate receiving the highest number of votes until all positions on the Board of Directors have been filled.

- 4.2 Where two (2) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be held among those candidates receiving the same number of votes, or the selection shall be made in accordance with the criteria set out in the Election Regulations approved by the General Meeting of Shareholders.
5. Circumstances for the Removal, Dismissal, Replacement and Appointment of Additional Members of the Board of Directors
- 5.1 The General Meeting of Shareholders shall remove a member of the Board of Directors from office in the following circumstances.
- a) No longer satisfies the qualifications and eligibility criteria prescribed in Clause 2 of this Article.
 - b) Submits a resignation letter which is accepted.
- 5.2 The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following circumstances:
- a) Fails to participate in the activities of the Board of Directors for six (6) consecutive months, except in cases of force majeure.
 - b) Commits a serious breach of the rights, obligations, and responsibilities of a member of the Board of Directors as prescribed by the Law on Enterprises, the Charter of the Corporation, and these Regulations.
- 5.3 Where deemed necessary, the General Meeting of Shareholders may resolve to replace a member of the Board of Directors, or remove or dismiss a member of the Board of Directors, in circumstances other than those specified in Clauses 5.1 and 5.2 of this Article.
- 5.4 The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional member(s) of the Board of Directors in the following circumstances:
- a) Where the number of members of the Board of Directors is reduced by more than one-third (1/3) of the total number of Board members for that term of office. In such case, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of Board members is reduced by more than one-third.
 - b) Except for the case specified in point (a) above, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been removed or dismissed at its next meeting.
6. Notification of the Election, Removal and Dismissal of Members of the Board of Directors
- 6.1 Where candidates for membership of the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders, so that shareholders may review the candidates before voting. The information to be disclosed in respect of each candidate for membership of the Board of Directors shall include, at a minimum, the following:
- a) Full name; date of birth.
 - b) Professional qualifications.
 - c) Employment history and work experience.

- d) Other managerial positions held (including membership of the Board of Directors of other companies).
- e) Interests related to the Corporation and its related parties.
- f) The full name of the shareholder or group of shareholders nominating the candidate.

6.2 The election, removal, or dismissal of members of the Board of Directors shall be announced on the Corporation's website and disclosed in accordance with the applicable provisions of law.

7. Election, Removal and Dismissal of the Chairman of the Board of Director

7.1 The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

7.2 The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors, which shall be held within seven (7) working days from the date on which the election of the Board of Directors is completed. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. Where two or more members receive the same highest number of votes or the same highest voting percentage, those members shall elect, by majority vote, one among themselves to convene the meeting of the Board of Directors.

7.3 Removal or Dismissal of the Chairman of the Board of Directors: Where the Chairman of the Board of Directors submits a letter of resignation, the Board of Directors shall, within ten (10) days from the date of receipt of such resignation letter, convene a meeting to consider and decide on the resignation or removal, and shall proceed with the election of a new Chairman of the Board of Directors in accordance with the applicable regulations.

Article 9. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

The remuneration, bonuses and other benefits payable to members of the Board of Directors shall be determined and implemented in accordance with Article 27 of the Charter of the Corporation.

Article 10. Procedures for Convening and Conducting Meetings of the Board of Directors

The procedures for convening and conducting meetings of the Board of Directors shall comply with the provisions of Article 29 of the Charter and the applicable laws, specifically.

1. Minimum Number of Meetings

The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings whenever necessary.

2. Extraordinary Meetings

An extraordinary meeting of the Board of Directors shall be convened upon request of:

- a) the Board of Supervisors;
- b) the General Director or at least five (05) other managers;
- c) at least two (02) members of the Board of Directors.

3. Notice of Board of Directors Meetings:

The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of meeting no later than three (3) working days prior to the date of the meeting. The notice of meeting shall clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice shall be

accompanied by the documents to be used at the meeting (if any) and the voting ballot for each member.

4. Attendance of Members of the Board of Supervisors

The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and the accompanying documents (if any) to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors. Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.

5. Quorum for Board of Directors Meetings

a) A meeting of the Board of Directors shall be validly convened when at least three-fourths (3/4) of the total number of members of the Board of Directors are present.

b) If a meeting convened in accordance with point (a) above fails to satisfy the required quorum, a second meeting shall be convened within seven (7) days from the date originally scheduled for the first meeting. In such case, the meeting shall be validly convened if more than one-half of the members of the Board of Directors are present

6. Methods of Participation and Voting

A member of the Board of Directors shall be deemed to be present at, and to have participated in voting at, a meeting of the Board of Directors in any of the following circumstances:

a) Attends the meeting in person and casts his/her vote directly.

b) Authorizes another person to attend the meeting and vote on his/her behalf.

c) Participates in and votes at the meeting through an online meeting, electronic voting, or any other electronic means.

d) Sends his/her voting ballot to the meeting by post, facsimile (fax), or electronic mail (email).

e) Sends his/her voting ballot by any other means permitted by law or the Charter

7. Method of Adopting Resolutions of the Board of Directors

a) The Board of Directors shall adopt resolutions and decisions either by voting at a meeting or by obtaining members' written opinions.

b) Each member of the Board of Directors shall have one (1) vote. A resolution or decision of the Board of Directors shall be adopted if it is approved by a majority of the members attending the meeting.

c) In the event of an equality of votes, the final decision shall be determined in accordance with the vote cast by the Chairman of the Board of Directors.

8. Authorization of Another Person to Attend a Meeting on Behalf of a Member of the Board of Directors

A member of the Board of Directors may authorize another person to attend a meeting and vote on his or her behalf, provided that such authorization is approved by a majority of the members of the Board of Directors.

9. Minutes of Board of Directors Meetings:

a) All meetings of the Board of Directors shall be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form.

- b) The contents of the minutes of a Board of Directors meeting shall comply with the provisions of Clause 1, Article 158 of the Law on Enterprises.
- c) The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

10. Notification of Resolutions and Decisions of the Board of Directors:

The disclosure of resolutions and decisions of the Board of Directors shall be carried out in accordance with the Charter of the Corporation and the applicable provisions of law.

11. Authority, Form, Order and Procedures for Obtaining Written Opinions of Members of the Board of Directors:

The authority, form, order and procedures for obtaining the written opinions of members of the Board of Directors shall be the same as those applicable to the convening and conduct of meetings of the Board of Directors.

Article 11. Selection, Appointment and Removal of the Person in Charge of Corporate Governance

1. Qualifications of the Person in Charge of Corporate Governance

- a) The Person in Charge of Corporate Governance shall possess knowledge of the law and must not concurrently be employed by the approved auditing firm that is conducting the audit of the Corporation's financial statements.
- b) The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. Appointment of the Person in Charge of Corporate Governance

The Board of Directors shall appoint at least one (1) Person in Charge of Corporate Governance to assist in the corporate governance of the Corporation.

3. Circumstances for Removal of the Person in Charge of Corporate Governance

- a) No longer satisfies the qualifications and eligibility requirements for serving as the Person in Charge of Corporate Governance as prescribed in Clause 1 of this Article.
- b) Fails to perform the assigned duties and responsibilities.
- c) Submits a resignation letter which is accepted.

4. Notification of the Appointment and Removal of the Person in Charge of Corporate Governance

The appointment or removal of the Person in Charge of Corporate Governance shall be announced and disclosed in accordance with the applicable provisions of law.

5. Rights and Obligations of the Person in Charge of Corporate Governance

The rights and obligations of the Person in Charge of Corporate Governance shall be governed by Article 31 of the Charter of the Corporation and the applicable provisions of law.

**CHAPTER IV
BOARD OF SUPERVISORS**

Article 12. Roles, Rights and Obligations of the Board of Supervisors; Responsibilities of Members of the Board of Supervisors

1. The Board of Supervisors shall be elected by the General Meeting of Shareholders and shall have the following principal roles:
 - a) Supervising the Board of Directors and the General Director in the management and operation of the Corporation.
 - b) Examining and evaluating the Corporation's accounting work and financial statements.
 - c) Inspecting and supervising compliance with the Charter of the Corporation, and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Board of Supervisors shall have the rights and obligations prescribed in Article 38 of the Charter of the Corporation, together with such other rights and obligations as provided by applicable law.
3. Responsibilities of Members of the Board of Supervisors:
 - a) To comply with the law, the Charter of the Corporation, the resolutions of the General Meeting of Shareholders, and professional ethics in the performance of their assigned rights and duties.
 - b) To perform their assigned rights and duties honestly, prudently, and to the best of their ability in order to safeguard the maximum lawful interests of the Corporation.
 - c) To remain loyal to the interests of the Corporation and its shareholders; not to abuse their position or authority, or use information, know-how, business opportunities, or other assets of the Corporation for personal gain or for the benefit of any other organization or individual.
 - d) To perform such other obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.

Article 13. Term of Office, Number, Composition and Structure of the Board of Supervisors

1. Term of office, number, composition and structure of the Board of Supervisors:
 - a) The Board of Supervisors of the Corporation shall consist of from three (3) to five (5) members. The number of members of the Board of Supervisors for each term shall be determined by the General Meeting of Shareholders. The term of office of a member of the Board of Supervisors shall not exceed five (5) years, and members may be re-elected for an unlimited number of terms.
 - b) The Board of Supervisors shall comprise one (1) Chief Supervisor and the Supervisors. The Chief Supervisor shall be elected by the Board of Supervisors from among its members.
2. Qualifications and eligibility criteria for members of the Board of Supervisors:

A member of the Board of Supervisors shall satisfy the qualifications and eligibility criteria prescribed in Clause 1, Article 169 of the Law on Enterprises and must not fall into any of 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 has audited the Corporation's financial statements during the preceding three (3) consecutive years.

3. Nomination and self-nomination of candidates for the Board of Supervisors:

3.1. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to aggregate their shareholdings to nominate candidates for election to the Board of Supervisors in accordance with the following:

- a) A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total ordinary shares may nominate up to one (1) candidate;
- b) A shareholder or group of shareholders holding from twenty percent (20%) to less than thirty percent (30%) of the total ordinary shares may nominate up to two (2) candidates;
- c) A shareholder or group of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total ordinary shares may nominate up to three (3) candidates;
- d) A shareholder or group of shareholders holding from forty percent (40%) to less than fifty percent (50%) of the total ordinary shares may nominate up to four (4) candidates;
- e) A shareholder or group of shareholders holding from fifty percent (50%) to less than sixty-five percent (65%) of the total ordinary shares may nominate up to five (5) candidates;
- f) A shareholder or group of shareholders holding sixty-five percent (65%) or more of the total ordinary shares shall be entitled to nominate a sufficient number of candidates to fill all positions to be elected.

3.2. Where the number of candidates nominated or self-nominated remains insufficient to fill the required number of positions, the incumbent Board of Supervisors may nominate additional candidates. The nomination of additional candidates by the Board of Supervisors shall be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with applicable law.

4. Method of electing members of the Board of Supervisors:

4.1 The election of members of the Board of Supervisors shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members of the Board of Supervisors to be elected. Each shareholder may allocate all or part of his/her total votes to one or more candidates. The elected Supervisors shall be determined in descending order of the number of votes received, beginning with the candidate receiving the highest number of votes until all positions have been filled.

4.2 Where two (2) or more candidates receive the same number of votes for the final position on the Board of Supervisors, a re-election shall be held among those candidates receiving the same number of votes, or the selection shall be made in accordance with the criteria set out in the Election Regulations.

5. Circumstances for removal and dismissal of members of the Board of Supervisors:

5.1. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following circumstances:

- a) No longer satisfies the qualifications and eligibility criteria for serving as a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submits a resignation letter which is accepted.

5.2. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following circumstances:

- a) Fails to perform the assigned duties and responsibilities;
 - b) Fails to exercise his/her rights and perform his/her duties for six (6) consecutive months, except in cases of force majeure;
 - c) Repeatedly or seriously breaches the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Charter of the Corporation;
 - d) Other cases as resolved by the General Meeting of Shareholders.
6. Notification of the election, removal and dismissal of members of the Board of Supervisors:
The notification of the election, appointment, removal and dismissal of members of the Board of Supervisors shall be carried out in the same manner as that applicable to members of the Board of Directors as prescribed in Clause 6, Article 8 of these Regulations.
The remuneration and other benefits of members of the Board of Supervisors shall be governed by Article 39 of the Charter of the Corporation.

CHAPTER V GENERAL DIRECTOR

Article 14. Roles, Responsibilities, Rights and Obligations of the General Director

1. The General Director shall manage the day-to-day business operations of the Corporation, be subject to the supervision of the Board of Directors, and be accountable to the Board of Directors and the law for the performance of his/her rights and obligations.
2. The General Director shall exercise the rights and perform the obligations prescribed in Clause 4, Article 34 of the Charter of the Corporation.

Article 15. Appointment, Removal, Employment Contract and Termination of Employment Contract of the General Director

1. Term of office, qualifications and eligibility criteria of the General Director:
 - 1.1. The term of office of the General Director shall not exceed five (5) years and the General Director may be reappointed for an unlimited number of terms.
 - 1.2. The General Director of a public company shall satisfy the qualifications and eligibility criteria prescribed in Clause 5, Article 162 of the Law on Enterprises, specifically:
 - a) Not falling within the categories of persons prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b) Not being a family member of any manager of the Corporation or any Supervisor of the Corporation;
 - c) Possessing professional qualifications and experience in the business management of the Corporation.
2. Appointment and execution of the employment contract with the General Director:
The Board of Directors shall appoint one of its members or hire another person to serve as the General Director.
3. Removal from office and termination of the employment contract with the General Director:

The Board of Directors may remove the General Director from office if such removal is approved by a majority of the voting members of the Board of Directors attending the meeting, and shall appoint a new General Director as his/her replacement.

4. Notification of the appointment, removal, execution and termination of the employment contract with the General Director:

The appointment, removal or dismissal of the General Director shall be announced on the Corporation's website and disclosed in accordance with the applicable provisions of law.

5. Remuneration and other benefits of the General Director:

The salary and other benefits of the General Director shall be determined by the Board of Directors.

The salary of the General Director shall be treated as a business expense of the Corporation in accordance with the laws on corporate income tax and shall be presented as a separate item in the Corporation's annual financial statements.

CHAPTER VI OTHER CORPORATE GOVERNANCE ACTIVITIES

Article 16. Coordination among the Board of Directors, the Board of Supervisors and the General Director

1. Procedures for convening meetings, issuing notices of meetings, recording minutes and notifying meeting results among the Board of Directors, the Board of Supervisors and the General Director:
 - a) The Chairman of the Board of Directors or the person convening a meeting of the Board of Directors shall send the notice of meeting and the accompanying documents (if any) to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors in accordance with the Charter and these Regulations.
 - b) Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have the right to vote.
 - c) Where deemed necessary, the Chairman of the Board of Directors or the person convening a meeting of the Board of Directors may invite the General Director and/or other relevant executives to attend the meeting of the Board of Directors.
2. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director:
 - a) The Board of Directors shall be responsible for sending the minutes of the meeting or the resolutions and decisions of the Board of Directors to the Board of Supervisors upon the conclusion of the meeting.
 - b) The resolutions and decisions of the Board of Directors shall be sent to the General Director at the same time and in the same manner as they are sent to the members of the Board of Directors.
3. Reports of the General Director to the Board of Directors on the performance of the assigned rights and duties:

- a) The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned rights and duties and shall report to these bodies in accordance with applicable regulations and upon request.
 - b) At any meeting of the Board of Directors attended by the General Director upon invitation, the General Director shall, when requested, report on significant matters, including: the financial position and investment activities of the Corporation; matters having a material impact on the Corporation's operating results; risks that may materially affect the Corporation's reputation or business operations; and such other matters as may be considered necessary.
 - c) At the request of the Board of Directors, the General Director and other executives shall submit reports or provide information as requested.
4. Review of the implementation of resolutions of the Board of Directors and other matters delegated by the Board of Directors to the General Director:
- The General Director shall be responsible for implementing the resolutions of the Board of Directors and other matters delegated by the Board of Directors, and shall report, upon request of the Board of Directors, on the matters that have been implemented or remain unimplemented, as well as the results of such implementation.
5. Coordination in management, supervision and oversight among members of the Board of Directors, members of the Board of Supervisors and the General Director:
- a) Coordination between the Board of Directors and the Board of Supervisors: The Board of Directors shall ensure that all meeting materials, information relating to meeting agendas, minutes of meetings, resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and other documents issued by the Corporation are provided to the Board of Supervisors at the same time and in the same manner as they are provided to the members of the Board of Directors.
 - b) Coordination between the Board of Supervisors and the General Director: The General Director shall be responsible for facilitating the Board of Supervisors' access to information and documents upon request in accordance with the Charter and the internal regulations of the Corporation.
 - c) Coordination between the General Director and the Board of Directors: The Board of Directors shall have the right to require the General Director to submit reports and provide information and data on the Corporation's business operations for the purpose of performing its management and supervisory functions in accordance with the Charter and the internal regulations of the Corporation. The General Director shall be accountable to the Board of Directors for the accuracy and truthfulness of the information and data reported or provided to the Board of Directors.

Article 17. Handling of Violations Relating to Corporate Governance

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who commit violations of law or the Corporation's regulations in the performance of their duties shall, depending on the nature and severity of the violation, be subject to disciplinary measures, administrative sanctions or criminal liability in accordance with the Corporation's regulations and applicable laws.

Where such violations cause damage to the legitimate interests of the Corporation or its shareholders, the violators shall be liable for compensation in accordance with applicable laws.

Article 18. Information Disclosure

1. The Corporation shall make periodic disclosures, extraordinary disclosures and disclosures upon request in accordance with applicable laws.
2. The legal representative of the Corporation shall be responsible for information disclosure or may authorize another person to perform such disclosure in accordance with applicable laws.

Article 19. Amendment and Supplementation of the Regulation

1. Any amendment or supplementation to this Internal Corporate Governance Regulation shall be subject to consideration and approval by the General Meeting of Shareholders.
2. Where applicable laws governing the Corporation contain provisions that are not addressed in this Regulation, or where newly enacted legal provisions differ from those contained herein, such legal provisions shall automatically prevail and govern the relevant activities of the Corporation.

Article 20. Effectiveness

This Internal Corporate Governance Regulation, comprising six (06) Chapters and twenty (20) Articles, shall take effect from the date of its approval by the General Meeting of Shareholders.

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

PROPOSAL

Regarding approval of the draft Regulations on the Operation of the Board of Directors

To: General Meeting of Shareholders

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Government Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of several provisions of the Securities Law;
- The Charter on organization and operation of the Corporation;

In order to comply with legal regulations on corporate governance applicable to public companies, the Board of Directors hereby submits to the General Meeting of Shareholders the draft Regulations on the Operation of the Board of Directors of Vietnam Investment Construction and Trading Joint Stock Corporation (draft attached hereto).

It is respectfully requested that the General Meeting of Shareholders review and approve the draft as a basis for the Board of Directors to finalize it in accordance with applicable laws.

Respectfully submitted.

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



PHAN MINH TUAN

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**REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS
VIETNAM CONSTRUCTION INVESTMENT AND TRADING JOINT STOCK CORPORATION**

Hanoi, day__ month__ year 2026

Note/ Lưu ý: *This English translation is provided for information disclosure purposes only. In the event of any inconsistency or discrepancy with the Vietnamese version, the Vietnamese version shall prevail./ Bản dịch tiếng Anh này chỉ nhằm mục đích công bố thông tin. Trong trường hợp có bất kỳ sự không nhất quán hoặc khác biệt nào so với bản tiếng Việt, bản tiếng Việt sẽ được ưu tiên áp dụng.*

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**REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS
VIETNAM CONSTRUCTION INVESTMENT AND TRADING JOINT STOCK CORPORATION**

Pursuant to Resolution No./2026/NQ-CTX-GMS dated, 2026 of the General Meeting of Shareholders of Vietnam Construction Investment and Trading Joint Stock Corporation (the "Corporation"), the Board of Directors hereby promulgates these Regulations on the Operation of the Board of Directors with the following contents:

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation: These Regulations on the Operation of the Board of Directors prescribe the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Charter and other relevant laws.
2. Subjects of application: These Regulations shall apply to the Board of Directors and members of the Board of Directors of the Corporation.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall operate on the principle of collective decision-making and shall make decisions by a simple majority vote on matters falling within its authority in accordance with the Law on Enterprises, the Charter and the Regulations promulgated by the Corporation.
2. Members of the Board of Directors shall be individually responsible for the duties assigned to them and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors in relation to the development of the Corporation.
3. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

**CHAPTER II
MEMBERS OF THE BOARD OF DIRECTORS**

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

1. Members of the Board of Directors shall have all rights as prescribed by the Charter and relevant laws.
2. Members of the Board of Directors shall have the obligations prescribed in Point 2.2, Clause 2, Article 7 of the Internal Regulations on Corporate Governance, the Charter and relevant laws.

Article 4. Right of Members of the Board of Directors to Obtain Information

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 relating to the financial status and business operations of the Corporation.

2. The requested Managers shall provide information and documents fully, accurately and in a timely manner at the request of members of the Board of Directors.

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

1. The Board of Directors shall consist of from three (03) to eleven (11) members. The number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.
3. Where all members of the Board of Directors simultaneously complete their terms of office, they shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

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

1. Members of the Board of Directors shall satisfy the standards and conditions prescribed in Point b, Clause 2, Article 8 of the Internal Regulations on Corporate Governance.
2. Other standards and conditions shall comply with the Charter and relevant laws.

Article 7. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, removed from office or dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors of a public company shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations as prescribed by the Law on Enterprises, the Charter and the Internal Regulations on Corporate Governance:
 - a) Formulate the programs and plans for the activities of the Board of Directors;
 - b) Prepare the agenda, contents and documents for meetings; convene, preside over and act as the chairperson of meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) Preside over meetings of the General Meeting of Shareholders;
 - f) Exercise the rights and perform the obligations of the Board of Directors under authorization;
 - g) Other rights and obligations as prescribed by law and the Charter.
4. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. If no authorization is granted, the remaining members shall elect one of themselves to act as the Chairperson of the Board of Directors on the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

5. Where deemed necessary, the Board of Directors shall decide to appoint the Company Secretary. The Company Secretary shall have the following rights and obligations:
 - a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record the minutes of meetings;
 - b) Assist members of the Board of Directors in exercising the rights and performing the obligations assigned to them;
 - c) Assist the Board of Directors in applying and implementing the principles of corporate governance;
 - d) Assist the Corporation in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations relating to information disclosure, transparency and administrative procedures;
 - e) Other rights and obligations as prescribed by law, the Charter and the Internal Regulations on Corporate Governance.

Article 8. Removal from Office, Dismissal, Replacement and Addition of Members of the Board of Directors

1. The General Meeting of Shareholders shall remove a member of the Board of Directors from office in the following cases:
 - a) Failing to satisfy the standards and conditions prescribed by the Charter and the Internal Regulations on Corporate Governance;
 - b) Tendering a resignation letter which is accepted.
2. The General Meeting of Shareholders shall dismiss 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 (06) consecutive months, except in cases of force majeure;
 - b) Seriously violating the rights, obligations and responsibilities of a member of the Board of Directors as prescribed by the Law on Enterprises, the Charter and the Internal Regulations on Corporate Governance.
3. Where deemed necessary, the General Meeting of Shareholders shall decide on the replacement of a member of the Board of Directors or the removal from office or dismissal of a member of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a) The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Charter. In this case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;
 - b) Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been removed from office or dismissed at the nearest meeting.

Article 9. Method of Election, Removal from Office and Dismissal of Members of the Board of Directors

1. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates or nominate persons to the Board of Directors. The nomination of candidates or nomination of persons to the Board of Directors shall comply with Clause 3, Article 8 of the Internal Regulations on Corporate Governance.
2. The election of members of the Board of Directors shall be conducted by cumulative voting in accordance with Clause 4, Article 8 of the Internal Regulations on Corporate Governance and applicable laws.
3. The election, removal from office and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting.

Article 10. Notification of the Election, Removal from Office and Dismissal of Members of the Board of Directors

The notification of the election, removal from office and dismissal of members of the Board of Directors shall be made in accordance with Clause 6, Article 8 of the Internal Regulations on Corporate Governance, specifically as follows:

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders may review the candidates before voting. The information relating to candidates for the Board of Directors to be disclosed shall include at least the following:
 - a) Full name; date of birth;
 - b) Professional qualifications;
 - c) Working experience;
 - d) Other managerial positions (including positions on the board of directors of other companies);
 - e) Interests related to the Corporation and the Corporation's related parties;
 - f) Full name of the shareholder or group of shareholders nominating such candidate.
2. The election, removal from office and dismissal of members of the Board of Directors shall be announced on the Corporation's website and disclosed in accordance with applicable laws.

CHAPTER III BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors shall be the management body of the Corporation and shall have full authority, on behalf of the Corporation, to decide on and exercise the rights and perform the obligations of the Corporation, except for the rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall have the rights and obligations prescribed in Clause 2, Article 26 of the Charter, the Internal Regulations on Corporate Governance and applicable laws.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by collecting written opinions in accordance with the Charter and the Internal Regulations on Corporate Governance. Each member of the Board of Directors shall have one vote.
4. Where a resolution or decision adopted by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders or the Charter, causing damage to the Corporation, the members voting in favor of such resolution or decision shall be jointly and severally liable therefor and shall compensate the Corporation for the damage incurred; members voting against such resolution or decision shall be exempt from liability. In such case, shareholders of the Corporation shall have the right to request the Court to suspend the implementation of or invalidate such resolution or decision.

Article 12. Duties and Powers of the Board of Directors in Approving Contracts and Transactions Between the Company and Related Persons

The duties and powers of the Board of Directors in approving contracts and transactions between the Company and Related Persons shall comply with Article 167 of the Law on Enterprises and other relevant laws, specifically as follows:

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%), or transactions resulting in the aggregate value of transactions arising within twelve (12) months from the date of execution of the first transaction being less than thirty-five percent (35%) of the total assets recorded in the most recent financial statements, between the Corporation and one of the following persons:
 - a) Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their Related Persons;
 - b) Shareholders and authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary shares of the Corporation and their Related Persons;
 - c) Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the Corporation signing a contract or transaction shall notify the members of the Board of Directors and the members of the Board of Supervisors of the persons related to such contract or transaction and shall enclose the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) days from the date of receipt of the notice. A member of the Board of Directors having interests related to the parties to such contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary Meetings of the General Meeting of Shareholders

1. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary for the interests of the Corporation;

- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law;
 - c) At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. The request for convening a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, bearing the signatures of the relevant shareholders, or consisting of several documents containing sufficient signatures of the relevant shareholders;
 - d) At the request of the Board of Supervisors;
 - e) Other cases as prescribed by law and the Charter.
2. Convening an extraordinary meeting of the General Meeting of Shareholders
- The Board of Directors shall convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by the Charter or from the date of receipt of the request specified in Points c and d, Clause 1 of this Article.
3. The person convening the meeting of the General Meeting of Shareholders shall perform the following duties:
- a) Prepare the list of shareholders entitled to attend the meeting;
 - b) Provide information and resolve complaints relating to the list of shareholders;
 - c) Prepare the agenda and contents of the meeting;
 - d) Prepare documents for the meeting;
 - e) Prepare draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; prepare the list of candidates and detailed information on candidates in the case of election of members of the Board of Directors or members of the Board of Supervisors;
 - f) Determine the time and venue of the meeting;
 - g) Send notices of invitation to the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
 - h) Perform other tasks serving the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors in charge of development policy, personnel, remuneration, internal audit and risk management. The number of members of each committee shall be decided by the Board of Directors. The operation of each committee shall comply with the regulations of the Board of Directors. A resolution of a committee shall only be valid if approved by a majority of the members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors shall comply with applicable laws, the Charter and the Internal Regulations on Corporate Governance of the Corporation.

CHAPTER IV
MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. Where more than one member receives the highest and equal number of votes or voting percentage, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.
2. The Board of Directors shall hold at least one (01) meeting every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) At the request of the Board of Supervisors;
 - b) At the request of the General Director or at least five (05) other Managers;
 - c) At the request of at least two (02) members of the Board of Directors.
4. A request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decided, which fall within the authority of the Board of Directors.
5. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Corporation; the requesting person shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.
6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of invitation no later than three (03) working days prior to the meeting date. The notice of invitation shall specify the time and venue of the meeting, the agenda, matters to be discussed and decided. The notice of invitation shall be accompanied by the documents to be used at the meeting (if any) and the voting ballot of each member.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods, provided that it reaches the registered contact address of each member of the Board of Directors at the Corporation.
7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents (if any) to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members are present. Where a meeting convened in accordance with this Clause does not have the required quorum, it shall be reconvened within seven (07) days from the scheduled date of the first meeting. In such case, the meeting shall be conducted if more than one-half of the members of the Board of Directors are present.
9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c) Attending and voting via online conference, electronic voting or other electronic means;
 - d) Sending the voting ballot to the meeting by post, fax or e-mail;
 - e) Sending the voting ballot by other means.
10. Where a voting ballot is sent to the meeting by post, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour prior to the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.
11. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of the members of the Board of Directors.
12. The Board of Directors shall adopt resolutions and decisions by voting at meetings or by collecting written opinions. Each member of the Board of Directors shall have one vote. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; where the votes are equally split, the final decision shall be made in accordance with the opinion voted by the Chairperson of the Board of Directors.

Article 16. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language. The contents of the minutes of a meeting of the Board of Directors shall comply with Clause 1, Article 158 of the Law on Enterprises and include the following principal contents:
 - a) Name, head office address and enterprise identification number;
 - b) Time and venue of the meeting;
 - c) Purpose, agenda and contents of the meeting;
 - d) Full names of each attending member or authorized representative attending the meeting and the method of attendance; full names of members absent from the meeting and the reasons for absence;
 - e) Matters discussed and voted on at the meeting;

- f) Summary of opinions expressed by each attending member in the order in which they were presented during the meeting;
 - g) Voting results, clearly stating the members voting in favor, against and abstaining;
 - h) Matters adopted and the corresponding approval voting ratio;
 - i) Full names and signatures of the chairperson of the meeting and the minute-taker, except for the case specified in Clause 2 of this Article.
2. Where the chairperson of the meeting or the minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and containing all the contents prescribed in Points a, b, c, d, e, f, g and h, Clause 1 of this Article.
 3. The chairperson of the meeting, the minute-taker and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.
 4. The minutes of meetings of the Board of Directors and the documents used at such meetings shall be kept at the head office of the Company.
 5. Minutes made in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

CHAPTER V REPORTS, REMUNERATION, BONUSES AND OTHER BENEFITS

Article 17. Submission of Annual Reports

At the end of each financial year, the Board of Directors shall submit reports to the General Meeting of Shareholders in accordance with the Charter, the Internal Regulations on Corporate Governance and relevant laws.

Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

The remuneration, bonuses and other benefits of members of the Board of Directors shall be implemented in accordance with the Charter, the Internal Regulations on Corporate Governance and relevant laws.

CHAPTER VI RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 19. Relationship among Members of the Board of Directors

1. The relationship among members of the Board of Directors shall be a cooperative relationship. Members of the Board of Directors shall be responsible for informing one another of matters relating to the performance of their assigned duties.
2. In the course of performing assigned duties, the member of the Board of Directors primarily responsible for a matter shall proactively coordinate with other members where such matter relates to the areas under their responsibility. Where there are differing opinions among members of the Board of Directors, the member primarily responsible shall report to the Chairperson of the Board of Directors for consideration and decision

within his/her authority or for convening a meeting or obtaining written opinions of the members of the Board of Directors in accordance with the law, the Charter, the Internal Regulations on Corporate Governance and these Regulations.

3. Where there is any reassignment of responsibilities among members of the Board of Directors, the members concerned shall hand over the relevant work, files and documents. Such handover shall be made in writing and reported to the Chairperson of the Board of Directors.

Article 20. Relationship with the Executive Management

In its management role, the Board of Directors shall issue resolutions for implementation by the General Director and the executive management. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions.

Article 21. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors shall be a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors shall be based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their duties.
2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing them and directing the relevant departments to formulate plans and promptly implement corrective measures.

CHAPTER VII IMPLEMENTATION PROVISIONS

Article 22. Amendments and Supplements to the Regulations

1. Any amendment or supplement to these Regulations shall be considered and decided by the General Meeting of Shareholders.
2. Where any provisions of law relating to the operation of the Corporation are not provided for in these Regulations, or where new provisions of law differ from the provisions of these Regulations, such provisions of law shall automatically apply and govern the operation of the Corporation.

Article 23. Effectiveness

These Regulations on the Operation of the Board of Directors of Vietnam Construction Investment and Trading Joint Stock Corporation consist of seven (07) Chapters and twenty-three (23) Articles and shall take effect from the date of approval by the General Meeting of Shareholders.

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

PROPOSAL

Regarding approval of the draft Regulations on the Operation of the Supervisory Board

To: General Meeting of Shareholders

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019;*
- *Government Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of several provisions of the Securities Law;*
- *the Charter on organization and operation of the Corporation;*

In order to comply with legal regulations on corporate governance applicable to public companies, the Supervisory Board hereby submits to the General Meeting of Shareholders the draft Regulations on the Operation of the Supervisory Board of Vietnam Investment Construction and Trading Joint Stock Corporation (draft attached hereto).

It is respectfully requested that the General Meeting of Shareholders review and approve the draft as a basis for the Supervisory Board to finalize it in accordance with applicable laws.

Respectfully submitted.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**



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**REGULATION ON THE OPERATION OF THE SUPERVISORY BOARD
VIETNAM CONSTRUCTION INVESTMENT AND TRADING JOINT STOCK CORPORATION**

Hanoi, day __ month __ year 2026

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**REGULATION ON THE OPERATION OF THE SUPERVISORY BOARD
VIETNAM CONSTRUCTION INVESTMENT AND TRADING JOINT STOCK CORPORATION**

Pursuant to Resolution No. .../2026/NQ-CTX-GMS dated 2026 of the General Meeting of Shareholders of Vietnam Construction Investment and Trading Joint Stock Corporation (the "Corporation"), the Supervisory Board hereby promulgates the Regulation on the Operation of the Supervisory Board with the following contents:

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation

This Regulation on the Operation of the Supervisory Board provides for the organizational structure, personnel, standards, conditions, rights and obligations of the Supervisory Board and its members in accordance with the Law on Enterprises, the Charter of the Corporation and other relevant regulations.

2. Subjects of application

This Regulation on the Operation of the Supervisory Board shall apply to the Supervisory Board and all members of the Supervisory Board of the Corporation.

Article 2. Operating Principles of the Supervisory Board

The Supervisory Board shall operate on the principle of collective decision-making. Members of the Supervisory Board shall be individually responsible for the duties assigned to them and jointly responsible to the General Meeting of Shareholders and before the law for the activities and decisions of the Supervisory Board.

**CHAPTER II
MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)**

Article 3. Rights, Obligations and Responsibilities of Members of the Supervisory Board

1. To comply with the law, the Charter of the Corporation, resolutions of the General Meeting of Shareholders and professional ethics in performing the assigned rights and obligations.
2. To perform the assigned rights and obligations honestly, prudently and to the best of their ability in order to ensure the maximum legitimate interests of the Corporation.
3. To remain loyal to the interests of the Corporation and its shareholders; not to abuse their position or authority or use information, know-how, business opportunities or other assets of the Corporation for personal gain or for the benefit of any other organization or individual.
4. To perform other obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.
5. Where a member of the Supervisory Board breaches the provisions of Clauses 1, 2, 3 and 4 of this Article, causing damage to the Corporation or any other person, such member

shall bear personal or joint liability for compensation for such damage. Any income or other benefits obtained from such violation shall be returned to the Corporation.

6. Where a violation by a member of the Supervisory Board in performing the assigned rights and obligations is detected, such violation must be notified in writing to the Supervisory Board, requesting the violating member to cease the violation and remedy its consequences.

Article 4. Term of Office and Number of Members of the Supervisory Board

1. The Supervisory Board shall consist of from three (03) to five (05) members. The number of members for each term shall be decided by the General Meeting of Shareholders. The term of office of a member of the Supervisory Board shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board are not required to be shareholders of the Corporation.
3. More than one half of the members of the Supervisory Board must permanently reside in Vietnam.
4. Where the terms of office of members of the Supervisory Board expire simultaneously but the new Supervisory Board has not yet been elected, the incumbent members shall continue to exercise their rights and perform their obligations until the newly elected members assume office.

Article 5. Standards and Conditions for Members of the Supervisory Board

The standards and conditions for members of the Supervisory Board shall comply with Clause 2 Article 13 of the Internal Regulation on Corporate Governance, specifically as follows:

Members of the Supervisory Board must satisfy the standards and conditions prescribed in Clause 1 Article 169 of the Law on Enterprises and must not fall into any of the following cases:

- a) Working in the accounting or finance department of the Corporation;
- b) Being a member or employee of an audit firm approved to audit the Corporation's financial statements during the preceding three (03) consecutive years.

Article 6. Head of the Supervisory Board

1. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration or another discipline relevant to the Corporation's business activities.
2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members. The election, dismissal and removal shall be decided by majority vote.
3. The rights and obligations of the Head of the Supervisory Board shall be prescribed in the Charter of the Corporation.

Article 7. Nomination and Self-nomination of Candidates for the Supervisory Board

1. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate or self-nominate candidates to the Supervisory Board. Such nomination and self-nomination shall be carried out in accordance with Clause 3 Article 13 of the Internal Regulation on Corporate Governance.
2. Where the number of candidates nominated and self-nominated remains insufficient, the incumbent Supervisory Board may introduce additional candidates. Such additional nominations must be publicly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with applicable law.

Article 8. Election, Dismissal and Removal of Members of the Supervisory Board

1. The election, dismissal and removal of members of the Supervisory Board shall fall within the authority of the General Meeting of Shareholders.
2. The election of members of the Supervisory Board shall be conducted in accordance with Clause 4 Article 13 of the Internal Regulation on Corporate Governance, specifically as follows:
 - a) The election of members of the Supervisory Board shall be conducted using the cumulative voting method, whereby each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board. A shareholder may allocate all or part of his/her total votes to one or more candidates. The elected Supervisors shall be determined in descending order of the number of votes received, beginning with the candidate obtaining the highest number of votes until the required number of members has been elected.
 - b) Where two (02) or more candidates receive an equal number of votes for the last position on the Supervisory Board, a re-election shall be held among those candidates receiving the same number of votes, or the selection shall be made in accordance with the criteria specified in the Election Regulation.

Article 9. Cases of Dismissal and Removal of Members of the Supervisory Board

1. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:
 - a) The member no longer satisfies the standards and conditions for serving as a member of the Supervisory Board as prescribed in Article 5 of this Regulation;
 - b) The member submits a resignation letter which is accepted.
2. The General Meeting of Shareholders shall remove a member of the Supervisory Board from office in the following cases:
 - a) Failure to perform the assigned duties and responsibilities;
 - b) Failure to exercise his/her rights and perform his/her obligations continuously for six (06) months, except in cases of force majeure;
 - c) Repeatedly or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Charter of the Corporation;
 - d) Other cases as resolved by the General Meeting of Shareholders.

Article 10. Announcement of the Election, Dismissal and Removal of Members of the Supervisory Board

1. Once candidates for the Supervisory Board have been identified, the Corporation shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders may review the candidates before casting their votes. The information to be disclosed shall include at least the following:
 - a) Full name; date of birth;
 - b) Professional qualifications;
 - c) Employment history;
 - d) Other managerial positions held;
 - e) Interests related to the Corporation and its related parties;
 - f) Name(s) of the shareholder(s) or group of shareholders nominating the candidate.
2. The announcement of the results of the election, dismissal and removal of members of the Supervisory Board shall be made in accordance with the laws on information disclosure.

CHAPTER III THE SUPERVISORY BOARD

Article 11. Rights, Obligations and Responsibilities of the Supervisory Board

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms eligible to audit the Corporation's financial statements; to decide on the approved audit firm conducting inspections of the Corporation's operations; and to dismiss the approved auditor where deemed necessary.
2. To be accountable to the shareholders for its supervisory activities.
3. To supervise the financial condition of the Corporation and the compliance with the law by members of the Board of Directors, the General Director and other managers in the performance of their duties.
4. To ensure effective coordination with the Board of Directors, the General Director and the shareholders.
5. Where any member of the Board of Directors, the General Director or any other executive is found to have violated the law or the Charter of the Corporation, the Supervisory Board shall promptly notify the Board of Directors in writing, request the violating person to cease the violation and take appropriate remedial measures.
6. To formulate the Regulation on the Operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders on the activities of the Supervisory Board in accordance with applicable law.

Article 12. Right of the Supervisory Board to Access Information

1. Documents and information shall be provided to members of the Supervisory Board at the same time and in the same manner as those provided to members of the Board of Directors, including:
 - a) Notices of meetings, written ballots for obtaining opinions of members of the Board of Directors, and accompanying documents;
 - b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
 - c) Other documents issued by the Corporation.
2. Members of the Supervisory Board shall have the right to access records and documents maintained at the Corporation's head office, branches and other locations.
3. The Board of Directors, members of the Board of Directors, the General Director and other managers shall provide the Supervisory Board with complete, accurate and timely information and documents relating to the management, administration and business operations of the Corporation at the request of the Supervisory Board.

Article 13. Responsibilities of the Supervisory Board in Convening an Extraordinary General Meeting of Shareholders

1. The Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days where the Board of Directors fails to convene such meeting in any of the following circumstances:
 - a) The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number required by law;
 - b) Upon the request of a shareholder or group of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises;
 - c) Upon the request of the Supervisory Board for convening an extraordinary General Meeting of Shareholders where the Board of Directors fails to do so.
2. If the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with this Article, it shall be liable to compensate the Corporation for any damage incurred.
3. The Corporation shall reimburse the reasonable expenses incurred in convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article.

CHAPTER IV

REPORTS, SALARIES, REMUNERATION AND OTHER BENEFITS

Article 14. Submission of Annual Reports

The report of the Supervisory Board presented at the Annual General Meeting of Shareholders shall include, at a minimum, the following contents:

1. A report on the Corporation's business performance and the operational performance of the Board of Directors and the General Director.

2. A self-assessment report on the performance of the Supervisory Board and each member of the Supervisory Board.
3. Salaries, remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board in accordance with Article 172 of the Law on Enterprises and the Charter of the Corporation.
4. A summary of meetings of the Supervisory Board and the conclusions and recommendations made by the Supervisory Board.
5. Results of the supervision of the Corporation's operations and financial condition.
6. An assessment report on transactions between the Corporation, its subsidiaries and companies in which the Corporation holds more than fifty percent (50%) of the charter capital, on the one hand, and members of the Board of Directors, the General Director, other executives of the enterprise and their related persons, on the other hand; and transactions between the Corporation and companies in which members of the Board of Directors, the General Director or other executives have served as founding members or enterprise managers during the three (03) years immediately preceding the transaction.
7. Results of the supervision of the Board of Directors, the General Director and other executives of the enterprise.
8. Results of the assessment of the coordination between the Supervisory Board, the Board of Directors, the General Director and the shareholders.

Article 15. Salaries, Remuneration and Other Benefits

The salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with Article 38 of the Charter of the Corporation, specifically as follows:

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable accommodation, travel and meal expenses, as well as expenses for engaging independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise resolved by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be accounted for as operating expenses of the Corporation in accordance with the laws on corporate income tax and other relevant laws, and shall be separately presented in the Corporation's annual financial statements.

CHAPTER V RELATIONSHIPS OF THE SUPERVISORY BOARD

Article 16. Relationship among Members of the Supervisory Board

Members of the Supervisory Board shall maintain independent relationships with one another and shall not be subordinate to each other. They shall, however, coordinate and cooperate in performing their common duties in order to ensure the effective discharge of the responsibilities, rights and duties of the Supervisory Board in accordance with applicable law and the Charter of the Corporation.

The Head of the Supervisory Board shall coordinate the overall activities of the Supervisory Board but shall not have the authority to dominate or direct other members of the Supervisory Board.

Article 17. Relationship with the Executive Management

The Supervisory Board shall maintain an independent relationship with the executive management of the Corporation and shall perform the function of supervising the activities of the executive management.

Article 18. Relationship with the Board of Directors

The Supervisory Board shall maintain an independent relationship with the Board of Directors of the Corporation and shall perform the function of supervising the activities of the Board of Directors.

**CHAPTER VI
IMPLEMENTATION PROVISIONS**

Article 19. Amendment and Supplementation of the Regulation

1. Any amendment or supplementation to this Regulation shall be subject to the consideration and approval of the General Meeting of Shareholders.
2. Where any provisions of law relating to the operation of the Corporation are not provided for in this Regulation, or where newly enacted legal provisions differ from those contained in this Regulation, such legal provisions shall automatically apply and govern the operation of the Corporation.

Article 20. Effectiveness

This Regulation on the Operation of the Supervisory Board of Vietnam Construction Investment and Trading Joint Stock Corporation consists of six (06) Chapters and twenty (20) Articles and shall take effect from the date of its approval by the General Meeting of Shareholders.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**