

## **Article 50. Annual Reports**

The Company shall prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 51. Audit**

1. The GMS shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD to select one of them to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the BOD.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements has the right to attend GMS meetings, receive notices and relevant information, and express opinions at the meeting on matters related to the audit.

## **XVII. COMPANY SEAL**

### **Article 52. Company Seal**

1. The Company seal includes a seal created by a seal-engraving establishment or a seal in the form of a digital signature in accordance with laws on electronic transactions.
2. The BOD shall decide on the type, quantity, form, and content of the Company's seal, as well as those of its branches and representative offices (if any).
3. The BOD and the General Director shall manage and use the seal in accordance with the applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 53. Dissolution of the Company**

The Company may be dissolved in the following cases:

- a) By resolution or decision of the GMS;
  - b) Revocation of the Business Registration Certificate, except where otherwise provided by tax administration laws;
  - c) Other cases as prescribed by the applicable laws.
2. The early dissolution of the Company shall be decided by the GMS and implemented by the BOD. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable regulations.

### **Article 54. Liquidation**

1. Within at least 06 months from the decision on dissolution, the BOD must establish a Liquidation Committee of 03 members, including 02 members appointed by the GMS and 01 member appointed by the BOD from an independent auditing firm. This Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from Company's employees or independent experts. All liquidation expenses shall be prioritized for payment before other debts.

2. The Liquidation Committee shall notify the business registration authority of its establishment and commencement date. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance, and other employee benefits under collective labor agreements and employment contracts;
- c) Tax liabilities;
- d) Other debts of the Company;
- e) The remaining amount after payment of all items from (a) to (d) shall be distributed to shareholders. Preference shares shall be paid prior to ordinary shares.

## **XIX. INTERNAL DISPUTES AND SETTLEMENT**

### **Article 55. Internal Disputes and Settlement**

1. In case of disputes or complaints relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, this Charter, other laws, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the BOD, BOS, General Director, or other executives;

The relevant parties shall first attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the BOD or its Chairman, the Chairman of the BOD shall preside over the resolution process and require each party to present relevant information within 10 working days from the date the dispute arises. For disputes involving the BOD or its Chairman, any party may request the BOS to appoint an independent expert as mediator.

2. If no settlement is reached within 06 weeks from the start of mediation, or if the mediator's decision is not accepted, any party may refer the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to negotiation and mediation. Court costs shall be borne in accordance with the court's judgment.

## **XX. AMENDMENT AND SUPPLEMENTATION TO THE CHARTER**

### **Article 56. Charter of the Company**

1. Any amendment or supplementation to this Charter must be considered and approved by the GMS.

2. In cases where laws contain provisions related to the Company's operations that are not stipulated in this Charter, or where new legal provisions differ from those set out in this Charter, such legal provisions shall prevail and be applied to govern the Company's operations.

## **XXI. EFFECTIVENESS**

### **Article 57. Effectiveness**

1. This Charter of Railway Transport Joint Stock Company consists of 21 sections and 57 articles, approved by the GMS on 17 April 2025 at the Company's head office, and fully effective as of such date.
2. The Charter is made in 15 originals of equal validity, including:
  - 03 originals are submitted to Vietnam Railways Corporation (the controlling institutional shareholder);
  - 12 originals retained at the Company's head office.
3. This is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid when signed by the Chairman of the BOD or at least half of the total number of BOD members.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR  
Dao Anh Tuan**

**REGULATION**  
**ON: ELECTING ADDITIONAL MEMBER OF THE BOARD OF DIRECTORS**  
**RAILWAY TRANSPORT JOINT STOCK COMPANY FOR THE 2024-2029 TERM**  
**AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Article 1. Objectives**

1. To ensure compliance with the applicable law and prevailing practices of Vietnam.
2. To ensure the principles of transparency, democracy and the lawful rights and interests of all shareholders.
3. To ensure the concentration and organizational stability of the General Meeting of Shareholders.

**Article 2. Number of members of BOD**

The number of members of the BOD to be elected is one (01) member.

**Article 3. Term of BOD**

The term of a member of the BOD is five (05) years (2024–2029).

**Article 4. Rights to nominate and stand for election to the BOD**

Shareholders or a group of shareholders holding ten percent (10%) or more of the total voting shares shall have the right to nominate one (01) candidate;

**Article 5. Criteria for becoming a member of the BOD**

1. Not falling under the categories prohibited from managing enterprises as prescribed by the Law on Enterprises.
2. Possessing professional qualifications and experience in business management or in the Company's business lines, and not necessarily being a shareholder of the Company.
3. A member of the BOD shall not be a family member of the General Director, Deputy General Director, Chief Accountant; or of a manager of Vietnam Railways Corporation, or a person having the authority to appoint managers of Vietnam Railways Corporation.

**Article 6. Dossier for nomination and candidacy for the BOD**

1. Application for nomination/candidacy to the BOD (in the prescribed form).
2. Curriculum Vitae (with attached photograph).
3. Notarized copies of ID card/Passport and diplomas, certificates.
4. Other relevant documents (if any).

The nomination/candidacy dossier for members of the BOD shall be submitted to the Company before April 19, 2026.

**Article 7. Election principles**

1. The election of members of the BOD shall be conducted by cumulative voting method through secret ballot at the Meeting.
2. Cumulative voting method: Each shareholder/authorized representative has a total number of votes corresponding to the total number of shares owned/represented/authorized

multiplied (x) by the number of members to be elected to the BOD, and the shareholder may allocate all or part of such votes to selected candidate.

**Article 8. Regulations on ballots**

1. Valid ballots:

- a) Ballots issued by the Organizing Committee in a standardized form bearing the Company's seal, without erasure, correction, or alteration;
- b) Ballots cast for candidates on the list approved by the General Meeting;
- c) The total number of votes allocated by a shareholder to candidates is equal to or less than the total voting rights of such shareholder.

2. Invalid ballots:

- a) Ballots not issued by the Organizing Committee;
- b) Ballots voting for more candidates than the number of Board members approved by the Meeting;
- c) The total number of votes allocated by a shareholder to all candidates exceeds the total voting rights of such shareholder;
- d) Shareholders cross out candidates' names or add other names to the list;
- e) Votes expressed in percentage (%).

3. Blank ballots: Ballots not cast for any candidate.

**Article 9. Conditions for being elected as a member of the BOD**

- 1. The elected candidate shall be the one who receives the highest number of valid votes.
- 2. In case two (02) or more candidates receive the same highest number of votes, a re-election shall be conducted among these two candidates.
- 3. Any complaints regarding the election results shall only be considered immediately at the General Meeting; shareholders may not contest the validity at any other time. In case of disputes regarding election procedures or results, the Vote Counting Committee shall re-examine and seek the decision of the General Meeting.

**Article 10. Effectiveness**

This Regulation shall be presented to the General Meeting of Shareholders and submitted for approval by shareholders before the election is conducted.

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN  
(Signed and sealed)**

**Do Van Hoan**

**STATEMENT OF PROPOSAL**

***On: Dismissal and additional election of a member of the Board of Directors of Railway Transport Joint Stock Company for the 2024–2029 term***

Attention to the Shareholders!

Attention to the Distinguished Delegates!

Pursuant to the Law on Enterprises No. 59/2020/QH14 and the Law on Securities No. 54/2019/QH14 of the National Assembly of the Socialist Republic of Vietnam;

Pursuant to the Charter on Organization and Operation of Railway Transport Joint Stock Company as approved by the General Meeting of Shareholders (GMS);

Pursuant to the resignation letter of a member of the Board of Directors (BOD);

On March 5, 2024, the BOD of Railway Transport Joint Stock Company received the resignation letter of Mr. Ha Trong Thang from his position as a member of the BOD in order to better fulfill his duties at Vietnam Railways Corporation.

In accordance with Clause 1, Article 25 of the Company's Charter on Organization and Operation, the BOD shall consist of five (05) members. In the event that the GMS approves the dismissal of Mr. Ha Trong Thang from his position as a member of the BOD of Railway Transport Joint Stock Company, the BOD will consist of four (04) members. In order to ensure the number of members of the BOD in compliance with the Company's Charter on Organization and Operation, the BOD hereby reports and respectfully submits to the GMS for approval the dismissal of Mr. Ha Trong Thang from his position as a member of the BOD and the additional election of one (01) member to the BOD.

Respectfully submitted to the GMS for consideration./.

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN  
(Signed and sealed)**

**Do Van Hoan**



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

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**LIST OF CANDIDATES FOR THE BOARD OF DIRECTORS OF RAILWAY  
TRANSPORT JOINT STOCK COMPANY**  
*(Attached to the Annual General Meeting of Shareholders 2026)*

<b>No.</b>	<b>Full name</b>	<b>Date of birth</b>	<b>Current position</b>	<b>Address</b>
1.	Do Anh Hung	December 22, 1976	Deputy General Director - Hanoi Railway Transport Joint Stock Company	CH1052, Building A2, Vinaconex 1, 289A Khuat Duy Tien Street, Dai Mo Ward, Hanoi City



*Handwritten signature or mark in blue ink at the bottom right corner.*

Tôi, Đinh Thị Hòe, CCCD số: 040192044082 Cục Cảnh sát Quản lý Hành chính về Trật tự Xã hội cấp ngày 09/12/2022; cam đoan đã dịch chính xác nội dung của giấy tờ/văn bản này từ **tiếng Việt sang tiếng Anh.**

*I, Dinh Thi Hoe, Citizen ID Card No. 040192044082 issued on 09/12/2022 by Police Department for Administrative Management of Social Order, commit that I exactly translated the content of this document from Vietnamese to English.*

Ngày 22 tháng 04 năm 2026

*April 22, 2026*

**Người dịch ký và ghi rõ họ tên**

**Signature and full name of the translator**

**Đinh Thị Hòe**  
**Dinh Thi Hoe**

Ngày 22 tháng 04 năm 2026 (Bằng chữ: Ngày hai mươi hai, tháng tư, năm hai nghìn không trăm hai mươi sáu)

*April 22, 2026 (On the twenty-second of April, two thousand and twenty-six)*

Tại Văn phòng Công chứng Nguyễn Việt Cường, địa chỉ tại số 184 Dương Bá Trạc, Phường Chánh Hưng, Thành phố Hồ Chí Minh.

*At Nguyen Viet Cuong Notary Office, address at No. 184 Duong Ba Trac, Chanh Hung ward, Ho Chi Minh city.*

Tôi, **Ngô Thùy Liên** là Công chứng viên, Văn phòng Công chứng Nguyễn Việt Cường, thành phố Hồ Chí Minh.

*I am, Ngô Thùy Liên a Notary Public, Nguyen Viet Cuong Notary Office, Ho Chi Minh city.*

**CHỨNG THỰC/ HEREBY CERTIFY THAT**

- Bà Đinh Thị Hòe là người đã ký vào từng trang bản dịch này. Người thực hiện chứng thực đã đối chiếu chữ ký của người dịch trên bản dịch và nhận thấy phù hợp với chữ ký mẫu của công tác viên dịch thuật đã đăng ký tại Văn phòng Công chứng Nguyễn Việt Cường, thành phố Hồ Chí Minh.

*- Ms. Dinh Thi Hoe signed each page of this translation. The notary public has compared the translator's signature on the translation and found it to be consistent with the sample signature of the translator registered at Nguyen Viet Cuong Notary Office, Ho Chi Minh City.*

Văn bản chứng thực này được lập thành 02 bản gốc (mỗi bản gốc gồm 125 tờ, 125 trang), lưu 01 (một) bản gốc tại Văn phòng Công chứng Nguyễn Việt Cường, thành phố Hồ Chí Minh.

*This certified document is made into 02 original (each original includes 125 sheets, 125 pages), 01 (one) original is kept at Nguyen Viet Cuong Notary Office, Ho Chi Minh city.*

**Số chứng thực:**  
**Certification No.:**

000823  
000823

**Quyển số: 01/2026 - SCT/CKND**  
**Book No.: 01/2026 - SCT/CKND**

Người thực hiện chứng thực  
Ký, ghi rõ họ, tên và đóng dấu

*Certified by*

*Signature, full name and seal*

**CÔNG CHỨNG VIÊN**  
**NOTARY PUBLIC**



**Ngô Thùy Liên**