

**THANG LONG CORPORATION - JSC**

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

No.: 87 /TLG-HĐQT

*Hanoi, date 11 month 04 year 2025*

**INVITATION LETTER TO THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS 2025**

***To: Respected Shareholders of Thang Long Corporation - JSC,***

Thang Long Corporation - JSC respectfully invites all shareholders to attend the **2025 Annual General Meeting of Shareholders** of Thang Long Corporation - JSC with the following details:

1. **Time:** 1:30 PM, Tuesday, May 6, 2025
2. **Venue:** 22nd Floor, Tasco Building, Lot HH2-2, Me Tri Ward, Nam Tu Liem District, Hanoi City
3. **Eligibility to attend the Meeting:**
  - All shareholders holding shares of Thang Long Corporation - JSC as listed by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the record date of April 2, 2025.
  - In case a shareholder cannot attend the Meeting, they may authorize another person to attend. The authorized person may not authorize a third party.
  - When attending the Meeting, shareholders or their authorized representatives are kindly requested to bring the following documents for registration:
    - (1) This Invitation Letter;
    - (2) Valid personal identification (original ID card/Citizen ID/Passport);
    - (3) Enterprise Registration Certificate/Establishment Decision for organizations (certified true copy);
    - (4) Power of Attorney (if attending on behalf of a shareholder) (original copy).
  - Shareholders are responsible for their own expenses related to travel, accommodation, and meals when attending the Meeting.
4. **Meeting Agenda:**
  - Approval of proposals submitted by the Board of Directors;
  - Approval of other matters in accordance with the Charter and relevant laws.

For detailed content, please visit the Company's website: <http://www.tlg.com.vn>
5. **Meeting Documents:**

All documents and forms for the Meeting will be available on the Company's website no later than 21 days before the date of the Meeting: <http://www.tlg.com.vn>
6. **Meeting Confirmation:**

To ensure thoughtful organization of the Meeting, shareholders or their authorized representatives are kindly requested to confirm attendance by completing the attached

confirmation form and sending it, along with any suggestions regarding the Meeting agenda (if any), by post before 5:00 PM on April 28, 2025 to the following address:

**THANG LONG CORPORATION – JSC**

5th Floor – Tasco Building – Lot HH2-2, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi City

Contact: Ms. Bui Thi Thu Hien

Phone: 0907187337

Email: vanthutlg@tlg.com.vn

Respectfully,

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




**Vu Anh Tuan**

## SCHEDULED PROGRAM

### 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 13:30 on May 6, 2025

- Location: Large meeting room – 22<sup>nd</sup> floor - Tasco Building - Lot HH2-2 Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi City.



Time	Contents
13h30-14h00	<b>Welcome guests and check shareholder status</b> <ul style="list-style-type: none"> <li>- Welcome delegates and shareholders</li> <li>- Check procedures, issue documents</li> </ul>
14h00-17h00	<b>Opening</b> <ul style="list-style-type: none"> <li>- Report on the results of checking the status of shareholders attending the meeting;</li> <li>- Declare the reason and introduce the delegates;</li> <li>- Approve the Presidium, Secretariat and Vote Counting Committee of the general meeting;</li> <li>- Approve the program content and general meeting regulations</li> </ul> <b>Presenting reports, submissions and discussions</b> <ul style="list-style-type: none"> <li>- Board of Directors' performance report in 2024 and plan for 2025;</li> <li>- Board of Supervisors' performance report in 2024;</li> <li>- Submission of the Board of Supervisors on selecting an auditor for the 2025 financial statements for the Corporation;</li> <li>- Submission to approve some issues under the authority of the General Meeting of Shareholders</li> <li>- Submission on election of additional members to the Board of Directors and Board of Supervisors for the 2024-2029 term;</li> <li>- Election regulations</li> <li>- Amendment of the Corporation's Charter</li> <li>- Other contents (if any);</li> <li>- Discussion.</li> </ul> <b>Voting and election, issues submitted to the general meeting</b> <ul style="list-style-type: none"> <li>- Vote on issues submitted to the general meeting;</li> <li>- Elect, add members to the Board of Directors and Board of Supervisors;</li> <li>- Counting votes on issues submitted to the general meeting;</li> <li>- Announce the results of counting votes.</li> <li>- Announcement of election results</li> <li>- Introduce members for Board of Directors and Board of Supervisors</li> </ul> <b>Ending the general meeting:</b> <ul style="list-style-type: none"> <li>- Approval of the Minutes of the 2025 Annual General Meeting of Shareholders;</li> <li>- Closing the general meeting.</li> </ul>

*\* Based on the actual situation, the Presidium can make appropriate adjustments.*





## ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

### VOTING BALLOT

#### I. SHAREHOLDER/AUTHORIZED PERSON INFORMATION

Shareholder/Authorized Person Code

Full name of shareholder/Authorized person:

ID card number/Business registration number

Date of issue

Place of issue

The number of owned shares:

Share

Number of authorized shares:

Share

Total number of represented shares:

Share

No.	CONTENTS	APPROVE	DISAPPROVE	NO COMMENT
1	Approval of the Board of Directors' Report for 2024 and Plan for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the Board of Supervisors' 2024 Operational Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of the audited 2024 Financial Statements (According to the content of the Board of Directors' submission No. 84 /TLG-HDQT dated 11 /4/2025)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the 2024 Profit Distribution Plan (According to the content of the Board of Directors' submission No 84 /TLG-HDQT dated 11 /4/2025)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of the 2025 production and business plan (According to the content of the submission No 84 /TLG-HDQT dated 11 /4/2025 of the Board of Directors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Finalization of remuneration for the Board of Directors and Board of Supervisors for 2024 and Remuneration payment plan for 2025 for the Board of Directors and Board of Supervisors (According to the content of the submission No.84 /TLG-HDQT dated 11/4/2025 of the Board of Directors)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



7	Selecting an auditing unit for the 2025 Financial Year for the Corporation ( <i>According to the content of the submission No.88 /2025/TTr-BKS dated 11 /4/2025 of the Board of Supervisors</i> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval of the dismissal of Mr. Nguyen Trung Hieu from the position of Member of the Board of Directors of the Corporation ( <i>According to the content of Submission No.85 /2025/TTr-HĐQT dated 11 /4/2025 of the Board of Directors</i> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval of the dismissal of Mr. Ngo Tien Dat from the position of Member of the Board of Supervisors of the Corporation ( <i>According to the content of Submission No.85 /2025/TTr-HĐQT dated 11 /4/2025 of the Board of Directors</i> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval of the full text of the Charter of Thang Long Corporation – JSC ( <i>According to the content of Submission No.89/2025/TTr-HĐQT dated 11 /4/2025 of the Board of Directors</i> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

( 1): 01 share -01 voting ballot

## II. VOTING CONTENT

*Delegates vote by selecting and marking (X) one of the options: "Agree", "Disagree", "No opinion" for each voting content.*

*Hanoi..., date... month... year 2025*

**SHAREHOLDER/AUTHORIZED PERSON**

*(Sign and full name)*

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
THANG LONG CORPORATION – JSC**

**ELECTION BALLOT**



TTL-.....

**I. INFORMATION OF SHAREHOLDERS/AUTHORIZED PERSON**

Shareholder/Authorized Person Code:

Full name of shareholder/Authorized person:

ID card/Business registration number

Date

Place of issue

Number of owned shares:

Share

Number of authorized shares:

Share

Total number of represented shares:

Share

Total number of votes

Ballot

(Total number of votes = number of shares \* Number of people need to be voted)

**II. ELECTION CONTENT**

**Election of additional members to the Board of Directors for the 2024-2029 term**

No.	Full name	CUMULATIVE VOTING (For candidates)	NUMBER OF VOTES (For each candidate)
1	.....	<input type="text"/>	
2	.....	<input type="text"/>	

**Instruction:**

- If voting for one or more candidates, delegates check the "Cumulative voting" box of the corresponding candidates, the votes will be divided equally among the candidates.*
- If voting for multiple candidates with an uneven number of votes, the delegate must clearly write the number of votes in the "Number of votes" box for the respective candidates and must not mark the "Cumulative voting" box.*
- The total number of votes for candidates must not exceed the total number of votes of that shareholder..*

**Shareholder/Authorized Person**  
(Sign and full name)

Hanoi, date    month    year 2025

**REPORT OF THE BOARD OF DIRECTORS  
ON BUSINESS PRODUCTION PERFORMANCE AND  
IMPLEMENTATION SITUATION OF THE 2024 SHAREHOLDER'S  
GENERAL MEETING RESOLUTION AND ORIENTATION FOR 2025**

**Dear: The General Meeting of Shareholders of Thang Long Corporation - JSC**

The Board of Directors of Thang Long Corporation - JSC ("**Corporation**") would like to send to Shareholders the report of the Board of Directors ("**BOD**") on production and business performance and the implementation of the resolution of the General Meeting of Shareholders ("**GMS**") in 2024; and the orientation of operations for 2025 as follows:

**PART I  
REPORT ON BUSINESS PRODUCTION PERFORMANCE AND  
IMPLEMENTATION OF THE 2024 SHAREHOLDERS' MEETING  
RESOLUTION**

**1. Business and production performance results:**

<i>No.</i>	<i>Indicators</i>	<i>Unit</i>	<i>Year 2023</i>	<i>Year 2024</i>			
				<i>Resoluti on</i>	<i>Implemen tation</i>	<i>Completion rate (%)</i>	<i>Compared to 2023 (%)</i>
1	Turnover	Billion VND	3.278,20	2.000,00	1.925,03	96,3%	58,7%
2	Revenue	Billion VND	1.405,12	1.632,29	1.594,88	97,7%	113,5%
3	Profit after tax	Billion VND	7,58	10,02	10,17	101,5%	134,6%
4	Dividends	%	0	0	0	0	0



## 2. Evaluation of the Board of General Directors' (BoGD) performance in 2024

The Board of General Directors has made many efforts in management and operation, along with proactiveness and determination at construction sites, creating a driving force to promote production and well-performed tasks during the year such as:

- **Nearly completing production and business plan:** The Corporation has nearly achieved the targets of revenue (97.7%), and turnover (96.3%) and exceeded the profit target (101.5%), ensuring stable cash flow for production and business.
- **Expanding the market and projects:** Successfully bidding and implementing many important traffic projects. During the year, 07 bidding packages were started, including large packages such as: XL05- Long An Ring Road 3 (536 billion VND), Nguyen Trai Bridge - Hai Phong (397 billion VND), Package 08: Survey, design - Estimate and construction of 27C Khanh Hoa project (365 billion VND), etc. Especially implementing cooperation with private Investors to participate in bidding packages with private capital, BOT capital such as Thaco Industrial Park - Thai Binh, Huu Nghi - Chi Lang Expressway.
- **Strengthen construction capacity:** Organize and effectively coordinate machinery, equipment and human resources to meet progress and quality requirements of projects, especially highway projects:
  - In 2024, the Corporation completed and put into use 03 packages, notably Nam Ly bridge (131 billion VND) and Nguyen Van Linh Underpass (78 billion VND).
  - In 2024, some large projects lacked materials and encountered unusual rainy weather (Package in Quang Nam, 2 packages of the North-South Expressway phase 2), packages scheduled to be implemented in early 2024, but in reality, the Investor implemented them later, and after signing the contract, they were stuck with site clearance like the package in Quang Nam, etc. These were very big difficulties. However, the Board of Directors closely directed each project, with solutions to remove difficulties so that the project implementation could meet the progress required by the Investor. During the year, projects with large revenue such as Package 13: Quy Nhon - Chi Thanh (502 billion VND), Package 1: Chi Thanh - Van Phong (209 billion VND).
- **Improve financial work and cost management:** Continue to provide effective cash flow management solutions, ensure liquidity, strengthen debt collection, and reduce bad debt. Long-standing debt collection was 64.99 billion, reaching 162.48% of the plan.
  - With the winning bid packages in the year, effective plans were developed from the beginning. During the implementation process, cost management always adhered to the original plan. In addition, office costs were strictly controlled and savings measures were implemented.
- **Strengthening the organization:** Continue to arrange and stabilize the structure of departments/offices, including establishing an Internal Board of Supervisors to control activities. Establishing a Labor Safety Board to establish and consolidate the entire safety work system at all construction sites. Establishing bidding groups

according to a flexible model, increasing personnel and tasks for the Business Department to improve efficiency.

- **Strengthen corporate governance:** Promote the review and update of internal regulations, processes and rules, ensure compliance with legal regulations, suitability with reality, and improve governing efficiency.

The Board of General Directors was fierce in production management; Strictly implemented the Resolutions, Decisions and directions of the Board of Directors such as providing documents and timely information on production and business situation, updating credit balance, contracts signed with related parties, quarterly and semi-annual financial reports and other reports as required by the Board of Directors; Assigned to Deputy General Directors to assign areas, take charge of projects by region, promote the strengths of each Deputy General Director, and enhance personal responsibility.

The Board of Directors and the Board of General Directors regularly coordinate closely with each other in all activities of the Corporation. The General Director proactively reported and updated the implementation progress as well as the advantages and difficulties in production management to discuss with the Board of Directors and propose necessary solutions.

Some issues need to be improved, such as recruitment has not met the demand for high-quality human resources, and the application of new materials and new technologies to construction to shorten progress and reduce costs has not been implemented yet, etc.

In general, in 2024, under the direction of the Board of Directors, the Board of General Directors made great efforts in operations, implemented many innovative solutions in management and administration, optimized resources and improved operational efficiency. Thanks to such close direction, the Corporation maintained stable production, completed most of its business goals and continued to affirm its position in the transport infrastructure construction industry.

### **3. Report on related transactions of the Company**

Information on related party transactions was reported in detail by the Company in the 2024 Audited Financial Statements.

### **4. Implementation status of the 2024 Shareholders' General Meeting Resolution**

The Board of Directors directed the implementation of the Resolution of the 2024 Annual General Meeting of Shareholders and the 2024 Extraordinary General Meeting of Shareholders in full and timely manner, with no content that has not been implemented or that needs to be changed or supplemented compared to the Resolution of the General Meeting. All have been implemented in accordance with the plan and program approved by the General Meeting of Shareholders.

## **PART II GOVERNANCE REPORT**

### **1. Human resource organization**



1.1 The Board of Directors (BOD) consists of 5 members who have extensive experience in corporate governance, financial management and investment, currently working at large, reputable enterprises, including 04 members of the BOD who do not participate in operations, including 01 full-time BOD member at the Corporation, 01 independent BOD member.

+ In May 2024, the 2019-2024 term ends, with 03 members of the Board of Directors, 01 member of the Board of Supervisors continuing to participate in the 2024-2029 term, 01 independent member of the Board of Directors, 02 new members of the Board of Supervisors participating in the 2024-2029 term.

+ In December 2024, 01 additional member of the Board of Supervisors will be elected to replace 01 member who resigned from the Board of Supervisors.

1.2 Salary, remuneration and other benefits of Board of Directors members in 2024

No.	Full name	Title	Amount
1	Vu Anh Tuan	Board of Director Chairman	840.000.000
2	Vu Duc Trung	Board of Director Member	120.000.000
3	Nguyen Viet Ha	Board of Director Member, General Director	840.000.000
4	Nguyen Tuan Linh	Board of Director Member	40.000.000
5	Nguyen Trung Hieu	Board of Director Member	80.000.000
6	Nguyen Dai Thu	Board of Director Member	30.000.000
7	Nguyen Viet Cuong	Board of Director Member	80.000.000

## **2. Activities of the Board of Directors and the Board members.**

### **2.1 Activities of the Board of Directors**

The Board of Directors held annual and extraordinary meetings and sought written opinions from Board members to promptly issue resolutions and decisions to direct business production activities.

In 2024, the Board of Directors 04 meetings and 10 times asked for opinions from Board members in writing to promptly issue resolutions/decisions (Issued 23 resolutions, 08 decisions) related to the organization and operation of the Corporation and its member companies.

The Board of Directors closely followed the Resolution of the General Meeting of Shareholders, directed and supervised the General Director to implement the Resolution of the General Meeting of Shareholders and the Board of Directors. The Board of Directors' decisions have been issued promptly, in accordance with the actual conditions of the Corporation.

### **2.2 Activities of Board of Directors members**

The Board of Directors operates on the principle of collective, ensuring democracy, objectivity and concentration of the intelligence of the Board members. All



major and important issues are discussed and debated thoroughly. The Chairman and members of the Board of Directors regularly communicate policies and orientations as well as continuously inspect, supervise and give timely instructions to the operating system to solve difficulties, obstacles and problems in the business production process.

Board members are proactive in performing their duties, actively supporting the Executive Board and regularly sharing, interacting and exchanging with the Executive Board.

The Chairman of the Board of Directors participates in weekly and monthly meetings of the Board of Directors, thematic meetings and reports; visits major construction sites to inspect and promptly grasp the production and business activities of the Corporation; attends meetings with the Government Office, Ministries and Industries to advise the Board of Directors to support and promptly solve as well as provide directions, policies and solutions to remove difficulties and obstacles in management and operation.

In addition, to support the Board of General Directors in marketing and job search, the Chairman of the Board of Directors has also actively participated in this activity, contacted, met and worked with many partners and investors, proposed policies and orientations to expand and promote marketing activities, and directed and urged implementation.

## **2.3 Activities of the independent members of the Board of Directors and the assessment report of the independent members of the Board of Directors on the activities of the Board of Directors**

### **2.3.1 Activities of the independent members of the Board of Directors**

Independent members of the Board of Directors promoted their roles, duties and powers; actively participated in planning activities, provided opinions, counter-argument, ensured objectivity, controlled compliance, participated in building regulations and operating policies to ensure common interests and comply with the Company's Charter and corporate governance standards as prescribed.

### **2.3.2 Independent Board of Directors Members' Assessment:**

The works of the Board of Directors in 2024 was in accordance with the Resolution of the General Meeting of Shareholders and the Charter of the Corporation, the governance regulations and the governance standards of the Corporation. The members of the Board of Directors all worked responsibly and transparently in governance, and were highly professional in performing their roles;

All meetings of the Board of Directors are conducted in accordance with regulations. At the meetings, the members of the Board of Directors actively discuss, debate and are careful. The Board of Directors' resolutions and solutions are effective and timely, helping the Board of Directors to operate effectively; the activities of the Board of Directors contribute to helping the Corporation continue to stabilize, maintain its brand, ensure efficiency and benefits for shareholders and employees, and contribute to completing the 2024 plan.

However, because 03 members of the Board of Directors were working outside the Corporation, the exchange, interaction and coordination between the members of the Board of Directors were sometimes not smooth, the meeting time was mainly at the

regular or sudden meetings. The exchange, consultation, supply of records and documents to members were sometimes not complete and timely, especially on complex issues that require time to review and research, so the full potential and strengths of each member were not fully promoted.

### **PART III**

#### **ORIENTATION OF BOARD OF DIRECTORS' ACTIVITIES IN 2025**

##### **1. Assign 2025 financial targets to the General Director**

*Unit: billion VND*

No.	Indicators	Unit	Implementation in 2024	2025 target	% of 2025 plan compared to 2024 implementation
1	Turnover	Billion	1.925,03	2.000	103,9%
2	Revenue	Billion	1.594,88	1.804	113,1%
3	Profit after tax	Billion	10,17	12,19	119,9%
4	Dividends		0	0	0

##### **2. Board of Directors' operational orientation in 2025**

In 2025 and the following years, the Corporation's production and business activities will still face many difficulties due to the impact of the general economic situation. Financial pressure is very large, especially the implementation of the 2 North-South Expressway projects, phase 2, which is approaching the end stage. The Board of Directors orients the key tasks in 2025, specifically as follows:

1. Seriously and resolutely implement the Resolution of the 2025 Shareholders' Meeting, focusing on completing the 2025 production and business plan.
2. Select and implement investment cooperation with major domestic investors and foreign partners, participate in BOT projects or EDCF capital projects to ensure efficiency, safety, and suitability with the development orientation of the Corporation.
3. Continue to improve and reorganize the organizational structure in a streamlined, efficient, clear-cut manner with reasonable responsibilities and decentralization. Review and evaluate the management staff and arrange appropriate personnel.
4. Review, update and complete the Charter, regulations and procedures to ensure compliance with the law and suitability with operational practices.
5. Strengthen internal governance, strictly control operations and risks.
6. Strengthen the role of legal work in advising, controlling legal risks and supporting operational activities; focus on communication work, building a professional and transparent brand image of the Corporation.
7. Ensure financial security, use capital effectively, and strictly manage costs to optimize profits.
8. Clearly assign responsibilities, apply debt collection measures synchronously. Resolutely handle due and risky debts, ensuring the interests of the Corporation.



9. Proactively prepare financial, human and equipment capacity to meet the requirements of large highway and infrastructure projects in the context of fierce market competition.
10. For high-speed railway: Research, cooperate and prepare technical, technological and resource readiness to participate.
11. Review and re-evaluate investment efficiency in subsidiaries, associated companies, and capital investments to have appropriate solutions for restructuring investment capital, divesting capital, or increasing investment to ensure the efficiency and safety of the Corporation's capital sources.

The Board of Directors is committed to accompanying and leading Thang Long Corporation - JSC firmly on the path of development, innovation, and improving competitiveness, aiming to become one of the leading enterprises in the field of transport infrastructure construction in Vietnam, for the benefit of shareholders and the sustainable development of the Corporation.

Wishing all delegates and shareholders good health and happiness, and a successful General Meeting.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Vu Anh Tuan**



No.: 88 /2025/TTr-BKS

Hanoi, date 11 month 04 year 2025

**SUBMISSION**

**Re: Approval of the list of financial statement auditing units for 2025**

**To: General Meeting of Shareholders of Thang Long Corporation - JSC.**

On the basis of compliance with the provisions of the Charter of Thang Long Corporation - JSC and the provisions of law, the Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the selection of an auditing company to audit the 2025 Financial Statements of the Corporation, specifically as follows:

**1. Selection criteria**

- Is a company legally operating in Vietnam and approved by the State Securities Commission to audit listed companies in 2025;
- Has reputation for audit quality and has auditing experience for public companies, listed companies and large banking and financial institutions in Vietnam;
- Team of highly qualified and experienced auditors;
- Meet the Corporation's requirements on audit scope and progress;
- Have reasonable audit fees appropriate to audit quality.

**2. List of proposals**

Based on the above selection criteria and the Capacity Profile, the following auditing companies are all large-scale and reputable auditing units in the auditing field, specifically:

***(i). CPA VIETNAM Auditing Company Limited:***

- + Has been granted a Certificate of eligibility to conduct auditing services by the Ministry of Finance;
- + Approved by the Ministry of Finance in the list of auditing enterprises to audit public interest entities in 2025 according to Decision No. 2730/QD-BTC dated November 15, 2024 of the Ministry of Finance;
- + Approved by the State Securities Commission as an independent auditing organization to audit public interest entities in the securities sector in 2025 under Decision No. 1256/QD-UBCK dated November 19, 2024 of the State Securities Commission.

***(ii). Vietnam Auditing & Valuation Company Limited***

- + Has been granted a Certificate of eligibility to conduct auditing services by the Ministry of Finance;
- + Approved by the Ministry of Finance in the list of auditing enterprises to audit public interest entities in 2025 according to Decision No. 2730/QD-BTC dated November 15, 2024 of the Ministry of Finance;

- + Approved by the State Securities Commission as an independent auditing organization to audit public interest entities in the securities sector in 2025 under Decision No. 1262/QD-UBCK dated November 19, 2024 of the State Securities Commission.

**(iii). International Auditing Company Limited (ICPA)**

- + Has been granted a Certificate of eligibility to conduct auditing services by the Ministry of Finance;
- + Approved by the Ministry of Finance in the list of auditing enterprises to audit public interest entities in 2025 according to Decision No. 2730/QD-BTC dated November 15, 2024 of the Ministry of Finance;
- + Approved by the State Securities Commission as an independent auditing organization to audit public interest entities in the securities sector in 2025 under Decision No. 1261/QD-UBCK dated November 19, 2024 of the State Securities Commission.

**3. Proposal**

The Board of Supervisors proposes that the General Meeting of Shareholders authorize the Board of Directors of the Corporation according to the following priority options:

1. Option 1: Select 01 of 03 Auditing Companies in the List in Section 2 above to audit the Company's financial statements for 2025. The Board of Directors is authorized to authorize the Chairman of the Board of Directors to conduct this selection, provided that the selected Auditing Company meets the criteria approved in the above Section 1 and is consistent with the Company's operational practices.
2. Option 2: In case all 3 Companies in the List in Section 2 do not meet the criteria stated in Section 1 above, the Board of Directors has the right to select one of the auditing companies according to the list of auditing companies approved by the State Securities Commission/MOF in 2025 attached to this submission to conduct the audit of the Corporation's 2025 financial statements. The Board of Directors is authorized to authorize the Chairman of the Board of Directors to conduct this selection on the condition that the selected auditing company meets the criteria approved in above Section 1 and is consistent with the Corporation's operational practices.

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

**Recipient:**

- As above;
- Save: Board of Supervisors, Board of Directors Office

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



**Nguyễn Minh Tu**



**LIST OF AUDITING COMPANIES APPROVED TO AUDIT PUBLIC INTEREST ENTITIES IN  
THE SECURITIES SECTOR FOR THE YEAR 2025**

<b>NO.</b>	<b>COMPANY NAME</b>
1	KPMG LIMITED (KPMG)
2	Ernst & Young Vietnam Co., Ltd. (E&Y)
3	Deloitte Vietnam Company Limited (Deloitte)
4	PWC (Vietnam) Company Limited (PWC)
5	AASC Auditing Firm Company Limited
6	GRANT THORNTON (VIETNAM) CO.,LTD
7	A&C Auditing and Consulting Company Limited
8	Ecovis AFA Vietnam Auditing – Appraisal and Consulting Company Limited (Ecovis AFA)
9	CPA VIETNAM Auditing Company Limited (CPA VIETNAM)
10	Viet Values Audit and Consulting Company Limited (Chuan Viet)
11	Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS)
12	An Viet Auditing Company Limited (An Viet CPA)
13	Vaco Auditing Company Limited (Vaco)
14	Sao Viet Auditing Company Limited (Sao Viet)
15	RSM Vietnam Auditing & Consulting Company Limited (RSM)
16	AFC Vietnam Auditing Company Limited (AFC)
17	AAC Auditing and Accounting Company Limited (AAC)
18	NVA Auditing Company Limited (NVA)
19	Moore AISC Auditing and Informatics Services LLC (Moore AISC)
20	UHY Auditing and Consulting Services Company Limited (UHY)
21	Nhan Tam Viet Auditing Company Limited (NTV)
22	Vietnam Auditing and Valuation Company Limited (VAE)
23	International Auditing Company Limited (ICPA)
24	BDO Auditing Company Limited (BDO)
25	FAC Auditing Company Limited (FAC)
26	Vietnam Auditing and Valuation Company Limited (AVA)
27	International Auditing and Valuation Company Limited (IAV)



*Hanoi, date ..... month ..... year 2025*

**REPORT**  
**SUMMARY OF THE BOARD OF SUPERVISORS OPERATIONS IN 2024**  
**AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Dear:**                               **- Honoured delegates!**  
   **- Shareholders of the Corporation!**

Basis:

- Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- The functions and duties of the Board of Supervisors are stipulated in the charter of organization and operation of Thang Long Corporation - JSC;
- The 2024 financial statements have been audited by CPA VIETNAM Auditing Company Limited;
- The actual operation situation of the Corporation,

The Board of Supervisors has carried out inspection and supervision work and would like to report to the General Meeting of Shareholders of the Corporation as follows:

**I. Board of Supervisors Activities in 2024**  
**1. Personnel of the Board of Supervisors**

The Board of Supervisors for the 2024 – 2029 term includes the following members:

No.	Members of the Board of Supervisors	Title	Date of starting/no longer being a member of the Board of Supervisors	Professional qualifications
1	Mr. Nguyen Minh Tu	Head of the Board of Supervisors	Start date: 05/09/2024	Bachelor of Economics
2	Mr. Ngo Tien Dat	Member	Start date: 09/05/2024 Date of no longer being a member of the Board	Bachelor of Banking and Finance

			of Supervisors: 04/02/2025	
3	Mrs. Nguyen Thi Duc Vinh	Member	Start date: 09/5/2024 Date of no longer being a member of the Board of Supervisors: 10/12/2024	Master of Banking and Finance
4	Mr. Le Dinh Ba	Member	Start date: 10/12/2024	Engineer

## 2. Activities of the Board of Supervisors

2.1 In 2024, the Board of Supervisors held 02 official meetings with the following contents:

- Assessment of financial, production and business situation
- Supervise the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors
- Review of internal audit and financial reporting

2.2 Supervision and inspection activities:

- Supervise the Board of Directors and the Board of General Directors in the management and governance of the Company; implement resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors.
- Supervise the implementation of regulations and procedures of the Corporation and its functional departments.
- Supervise the implementation of the business plan and the financial situation of the Corporation.
- Check accounting and financial reporting, appraise quarterly, 6-month and year 2024 financial reports.
- Supervise compliance with information disclosure regulations.
- Perform other tasks according to the functions and duties of the Board of Supervisors.

## 3. Evaluation of the Board of Supervisors' performance in 2024`

In the process of performing the task of controlling on behalf of shareholders, the Board of Supervisors has been facilitated by the Board of Directors and the Board of Management to complete its tasks. Members of the Board of Supervisors, according to their areas of expertise, have proactively carried out the task of monitoring and inspecting the activities of the Board of Directors, the Board of Management and the specialized departments of the Corporation.

## 4. Board of Supervisors' remuneration

+ Total remuneration of the Board of Supervisors in 2024:



+ Other costs: None

## **II. Audit results of the Board of Supervisors in 2024**

### **1. Board of Directors' Activities in 2024**

The Board of Directors of the Corporation has seriously implemented the contents approved by the 2024 Annual General Meeting of Shareholders, properly performed the powers, functions and tasks prescribed in the Charter of the Corporation's operations as well as complied with the provisions of the Law.

In 2024, the Board of Directors held 04 annual meetings, 10 written opinions; issued 27 resolutions and 05 decisions directing the organization and production and business work. The contents of the Resolutions and decisions related to the production and business situation of the Corporation/subsidiaries; organizational structure, personnel, etc. of the Corporation are all in accordance with the Corporation's charter and the provisions of the Law.

### **2. Activities of the Board of Directors and functional departments**

In 2024, under the close direction of the Board of Directors, the Board of Management and functional departments have worked very hard with a high sense of responsibility, thoroughly saving production costs such as sales costs, business management costs, etc. The Board of Management has closely followed and promptly implemented the Resolutions and decisions of the Board of Directors as well as the resolutions of the General Meeting of Shareholders to operate the Corporation in accordance with its functions, tasks, and powers, achieving the following key targets in 2024:

<i>No.</i>	<i>Indicators</i>	<i>Unit</i>	<i>Resolution</i>	<i>Implementation</i>	<i>Completion rate (%)</i>	<i>Compared to 2023 (%)</i>
1	Turnover	Billion VND	2000	1925,03	96,3%	58.7%
2	Revenue	Billion VND	1.632,29	1594,88	97,7%	113,5%
3	Profit after tax	Billion VND	10,02	10,17	101,5%	134,6%
4	Dividends	%	0%	0%		

### **3. Financial statement appraisal**

The Board of Supervisors agreed with the contents of the 2024 financial statements of the Corporation audited by CPA VIETNAM Auditing Company Limited. The financial statements have reasonably and honestly reflected the financial situation as of December 31, 2024 as well as the production and business results in 2024.



**4. Amending and supplementing, adjusting the Corporation's business lines:** The Corporation carried out procedures to adjust business lines with competent State agencies in accordance with the Resolution of the Board of Directors.

**5. Dismissal and election of additional members of the Board of Supervisors for the 2024 - 2029 term:**

The General Meeting of Shareholders dismissed Ms. Nguyen Thi Duc Vinh and elected Mr. Le Dinh Ba to the Board of Supervisors as approved by the General Meeting of Shareholders on December 10, 2024 and has disclosed information in accordance with the regulations and charter of the Corporation.

**6. Coordination between the Board of Supervisors, the Board of Directors and the Board of General Directors:**

- The Board of Supervisors was provided with full information and documents as prescribed by the Law on Enterprises and the Charter of the Corporation.

- The Board of Supervisors was invited to attend meetings of the Board of Directors and to give opinions on issues raised at the meeting.

- The Board of Supervisors reviewed and found no complaints from any other shareholders or groups of shareholders regarding the operations of the Board of Directors and the Executive Board in 2024.

**7. Conclusion and recommendations**

In 2024, in the context of economic difficulties, revenue and profit targets were not achieved, dividends were not paid, but jobs were guaranteed and stable income was created for workers.

The year 2025 continues to be full of challenges for the Corporation. To ensure the targets assigned by the General Meeting of Shareholders, the Board of Supervisors has some suggestions as follows:

- Focus on self-exploiting and optimizing the Company's assets, real estate and capital.

- Continue to research and review the organizational model of Subsidiaries with the aim of optimizing resources and reducing overlapping costs. Increase the competitiveness of subsidiaries.

- Promote internal settlement and settlement of outstanding projects and debts.

- Strengthen inspection and supervision of labor safety work, attach labor safety responsibility to each executive board, units, Corporation and employees.

- Continue to maintain and uphold the Corporation's brand, expand marketing activities, focus on traditional customers and attach importance to developing new products, etc.

- Have policies to develop human resources and working environment to bring the highest efficiency in production and business activities.

- Focus on researching investment forms, especially investing in transport infrastructure projects according to the PPP method.

**III. Mission direction of the board of supervisors in 2025**

## 1. Mission direction

- The Board of Supervisors will continue to perform inspection and supervision work according to the functions and tasks prescribed in the Law on Enterprises and the Company Charter.

- The Board of Supervisors will focus on conducting inspections and controls related to the Company's operations: construction, real estate business; acceptance, settlement with investors and business partners, etc.

- Supervise the Board of Directors and the Executive Board of the company to implement the Resolution of the 2025 Shareholders' General Meeting.

- Perform other tasks according to the functions and tasks of the Board of Supervisors.

**2. Recommendation:** The Board of Supervisors would like to recommend to the General Meeting of Shareholders

- Passing the Corporation's financial report for 2024.

- Passing the Board of Supervisors' report at the 2025 Annual General Meeting of Shareholders.

The above are the contents of the inspection and supervision process of the Board of Supervisors at the Corporation. The Board of Supervisors respectfully reports to the shareholders' General Meeting and hopes to receive sincere contributions from shareholders to help the Board of Supervisors perform its duties well.

*Best regards!*

**ON BEHALF OF THE BOARD OF  
HEAD OF THE BOARD OF SUPERVISION**



**Nguyen Minh Tu**



**SUBMISSION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**Re: Voting to approve several issues within the authority of the Shareholders'**  
**General Meeting**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and implementation guiding documents;*

*Pursuant to the Securities Law No. 70/2006/QH11 dated June 29, 2006 and the Law amending and supplementing a number of articles of the Securities Law No. 62/2010/QH12 dated November 24, 2011 and implementation guiding documents;*

*Pursuant to the Charter of organization and operation of Thang Long Corporation - JSC;*

*Pursuant to the production and business performance and development goals of the Corporation*

The Board of Directors of Thang Long Corporation - JSC (Corporation) respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

**1. Content 1. Report of the Board of Directors on production and business activities and implementation of the Resolution of the 2024 Shareholders' Meeting and orientation for 2025 operations, detailed content of the Report is attached.**

**1.1 Production and Business results in 2024**

No.	Indicators	Unit	Year 2023	Year 2024			
				Resoluti on	Inplement ation	Completion rate (%)	Compared to 2023 (%)
1	Turnover	Billion VND	3278.20	2000.00	1925.03	96.3%	58.7%
2	Revenue	Billion VND	1.405,12	1.632,29	1.594,88	97,7%	113,5%
3	Profit after tax	Billion VND	7,58%	10,02%	10,17%	101,5%	134,6%
4	Dividends	%	0	0	0	0	0



## 1.2 Production and Business Plan for year 2025

No.	Indicators	Unit	Implemented in 2024	Objectives for 2025	% of the 2025 plan compared to 2024 actual performance
1	Turnover	Billion VND	1.925,03	2.000	103,9%
2	Revenue	Billion VND	1.594,88	1.804	113,1%
3	Profit after tax	Billion VND	10,17	12,19	119,9%
4	Dividends	%	0	0	0

**2. Content 2. Summary report of the Board of Supervisors' performance in 2024 and plan for 2025, detailed content of the report is attached.**

**3. Content 3. Audited financial statements for 2024 and profit distribution plan for 2024**

No.	Indicators	Value (VND)
<b>1</b>	<b>Profit after tax in 2024</b>	
	+ In separate financial statements	10.167.411.703
	+ In the consolidated financial statements	2.238.651.580
<b>2</b>	<b>Distributed 2024 Profit</b>	<b>2.238.651.580</b>
<b>3</b>	<b>Profit Distribution</b>	
	+ Development investment fund	0
	+ Welfare reward fund	0
	+ Dividends	0
<b>4</b>	<b>Undistributed remaining profit in 2024</b>	<b>2.238.651.580</b>

**4. Content 4. Settlement of remuneration of the Board of Directors and the Board of Supervisors in 2024, remuneration plan for the Board of Directors and the Board of Supervisors in 2025**

### 4.1 Remuneration settlement 2024

No.	Title	Remuneration according to Resolution	Implementation remuneration
I	Board of Directors	600.000.000	590.000.000
II	Board of Supervisors	108.000.000	108.000.000
	<b>Total</b>	<b>708.000.000</b>	<b>698.000.000</b>

#### 4.2 Remuneration plan for 2025

No.	Title	Quantity	Remuneration (VND/person/month)	Amount
I	Board of Directors	1	10.000.000	120.000.000
II	Board of Supervisors	3	0	0
	<b>Total</b>			<b>120.000.000</b>

#### 5. Content 5. Select an auditing company for the 2025 Financial Statements for TTL according to the Submission of the Board of Supervisors.

Above are the contents that the Board of Directors respectfully submits to the General Meeting of Shareholders.

Best regards./.

#### **Recipient:**

- Board of Directors, Board of Supervisors;
- Shareholders of the Corporation;
- Administration and HR (posted on website);
- Saving: Administration and HR.

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



**Vu Anh Tuan**



No.: 85 /2025/TTr-HĐQT

Hanoi, date 11 month 04 year 2025

**SUBMISSION**

***(Re: Dismissal and election of additional members of the Board of Directors and Board of Supervisors for the 2024-2029 term)***

**To: General Meeting of Shareholders of Thang Long Corporation - JSC**

- Pursuant to the Law on Enterprises 2020 and implementation instruction documents;
- Pursuant to the Securities Law 2019 and implementation instruction documents;
- Pursuant to the Charter of organization and operation of Thang Long Corporation - Joint Stock Company ("**Corporation**"),

Recently,

1. Mr. Nguyen Trung Hieu - Member of the Board of Directors ("BOD") of Thang Long Corporation - JSC for the term 2024 - 2029 has submitted a resignation letter from the Board of Directors due to the assignment of SCIC leaders and work requirements.

2. Mr. Ngo Tien Dat - Member of the Board of Supervisors ("BOS") of Thang Long Corporation - JSC for the term 2024 - 2029 has submitted a resignation letter from the Board of Supervisors due to the assignment of SCIC leaders and work requirements.

Với thực tế nêu trên, để đảm bảo hoạt động của HĐQT và BKS không bị ảnh hưởng, trên cơ sở phù hợp với quy định tại Điều lệ Công ty và pháp luật liên quan, HĐQT kính trình Đại hội đồng cổ đông ("**DHĐCD**") xem xét thông qua miễn nhiệm và bầu bổ sung Ủy viên HĐQT và BKS, cụ thể như sau:

With the above actual situation, to ensure that the operations of the Board of Directors and the Board of Supervisors are not affected, in accordance with the provisions of the Company's Charter and relevant laws, the Board of Directors respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval of dismissal and election of additional members of the Board of Directors and the Supervisory Board, specifically as follows:

**1. Dismissal and election of additional members of the Board of Directors**

**1.1 Dismissal of Board of Directors members:**

- Approving the dismissal of Mr. Nguyen Trung Hieu from the position of Member of the Board of Directors of the Company from the time of approval by the General Meeting of Shareholders.

- Assign the Company's Board of Directors to review and solve issues regarding Mr. Nguyen Trung Hieu's benefits and regimes in accordance with the Company's regulations and relevant laws.

## **1.2 Election of additional members to the Board of Directors**

- The number of remaining members of the Board of Directors after the dismissal of Mr. Nguyen Trung Hieu is: 04 members;
- The number of members of the Board of Directors for the 2024 - 2029 term according to regulations is: 05 members;
- The number of additional Board of Directors members to be elected: 01 member.

## **2. Dismissal and election of additional members of the Board of Supervisors**

### **2.1 Dismissal of Board of Supervisors members:**

- Approving the dismissal of Mr. Ngo Tien Dat from the position of Member of the Company's Board of Supervisors from the time of approval by the General Meeting of Shareholders.
- Assign the Company's Board of Directors to review and resolve issues regarding Mr. Ngo Tien Dat's benefits and regimes in accordance with the Company's regulations and relevant laws.

### **2.2 Election of additional members of the Board of Supervisors:**

- The number of remaining members of the Board of Supervisors after the dismissal of Mr. Ngo Tien Dat is: 02 members;
- The number of members of the Board of Supervisors for the 2024 - 2029 term according to regulations is: 03 members;
- Number of additional members of the Board of Supervisors to be elected: 01 member.

*Respectfully submit to the General Meeting for consideration and approval.*

#### ***Recipient:***

- As above;
- Board of Directors;
- Saving Admin & HR Department.

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



**VU ANH TUAN**



No.: 86/2025/TB-HĐQT

*Hanoi, date 11 month 04 year 2025*

**NOTICE**

**Re: Method of nominating and running for election as members of the Board of Directors and Board of Supervisors for additional election at the 2025 Annual General Meeting of Shareholders**

Thang Long Corporation - Joint Stock Company ("**Corporation**") respectfully announces the contents related to the nomination and candidacy of members of the Board of Directors ("**BOD**") and members of the Board of Supervisors ("**BOS**") for additional election at the 2025 Annual General Meeting of Shareholders of the Corporation as follows:

**I. Election of additional members to the Board of Directors**

**1. Number of additional elected members of the Board of Directors:** According to Submission No.85/2025/TTr-HĐQT dated 11 month 04 year 2025 of the Board of Directors ("**HĐQT**") on dismissal and election of additional members of the Board of Directors and the Supervisory Board for the 2024-2029 term.

**2. Standards and conditions for becoming a member of the Board of Directors**

Candidates for the Board of Directors of the Corporation must meet the following standards and conditions:

- Have full civil act capacity, not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- Have professional qualifications and experience in business management of the Corporation and do not necessarily have to be a shareholder of the Corporation;
- A member of the Board of Directors of the Corporation may concurrently be a member of the Board of Directors of another company; however, he/she may only concurrently be a member of the Board of Directors of a maximum of 05 other companies.

**3. Conditions for nomination and candidacy for Board of Directors members**

Shareholders holding voting shares of the Corporation have the right to run for election or nominate candidates for the position of Board of Directors member, individually or in groups.

- Shareholders or groups of shareholders owning from 10% to less than 20% of the total number of voting shares may nominate a maximum of one candidate; Shareholders or groups of shareholders owning from 20% to less than 30% of the total number of voting shares may nominate a maximum of two candidates; Shareholders or groups of shareholders owning from 30% to less than 40% of the total number of voting shares may nominate a maximum of three candidates; Shareholders or groups of shareholders owning from 40% to less than 50% of the total number of voting shares may nominate a maximum of four candidates; Shareholders or groups of shareholders owning from 50% to less than

60% of the total number of voting shares may nominate a maximum of five candidates; Shareholders or groups of shareholders owning from 60% to less than 70% of the total number of voting shares may nominate a maximum of six candidates; Shareholders or groups of shareholders owning from 70% to less than 80% of the total number of voting shares may nominate up to seven candidates; Shareholders or groups of shareholders owning from 80% to less than 90% of the total number of voting shares may nominate up to eight candidates.

\* In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors will nominate the remaining candidates.

## **II. Election of additional members of the Board of Supervisors**

**1. Number of additional members of the Board of Supervisors elected:** according to Submission No.85/2025/TTr-HĐQT dated month year 2025 of the Board of Directors ("BOD") on dismissal and election of additional members of the Board of Directors and the Board of Supervisors for the 2024-2029 term.

### **2. Standards and conditions for becoming a member of the Board of Supervisors**

Nominees and candidates for the Board of Supervisors of the Corporation must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company Charter.

- At the same time, the nominee, candidate for the Board of Supervisors of the Corporation, must not fall into the following cases:

+ Working in the accounting and finance department of the Corporation;

+ Being a member or employee of an independent auditing company that audited the financial statements of the Corporation for the previous three (03) consecutive years;

### **3. Conditions for nomination and candidacy for members of the Board of Supervisors**

- Shareholders have the right to combine their votes together to nominate candidates for the Board of Supervisors:

Shareholders or groups of shareholders owning from 10% to less than 20% of the total number of voting shares may nominate a maximum of one candidate; Shareholders or groups of shareholders owning from 20% to less than 30% of the total number of voting shares may nominate a maximum of two candidates; Shareholders or groups of shareholders owning from 30% to less than 40% of the total number of voting shares may nominate a maximum of three candidates; Shareholders or groups of shareholders owning from 40% to less than 50% of the total number of voting shares may nominate a maximum of four candidates; Shareholders or groups of shareholders owning from 50% to less than 60% of the total number of voting shares may nominate a maximum of five candidates; Shareholders or groups of shareholders owning from 60% to less than 70% of the total number of voting shares may nominate a maximum of six candidates; Shareholders or groups of shareholders owning from 70% to less than 80% of the total number of voting shares may nominate up to seven candidates; Shareholders or groups



of shareholders owning from 80% to less than 90% of the total number of voting shares may nominate up to eight candidates.

In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors can nominate additional candidates or organize nominations according to the mechanism prescribed by the Corporation in the Internal Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

### **III. Components of nomination and candidacy documents**

- Application form for nomination and candidacy for member of Board of Directors and Supervisory Board (according to form);
- CV is self-declared by the candidate (according to the form);
- Copy of ID card/citizen identification card/passport and certificates certifying educational qualifications;
- Valid nomination authorization letter (in case the shareholder authorizes another person to nominate).

### **IV. Nomination and candidacy method**

For information synthesis and enough time to review according to regulations, candidacy/nomination documents must be sent to the Organizing Committee of the General Meeting of the Corporation before 5:00 p.m on April 28, 2025 at the following address:

Thang Long Corporation - JSC

Address: 5<sup>th</sup> Floor, Tasco Building, Lot HH2-2, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi.

Person in charge: Ms. Bui Thi Thu Hien

Email: [vanthutlg@tlg.com.vn](mailto:vanthutlg@tlg.com.vn)

### **V. Candidate list and information:**

The list and related information of those who meet the conditions to be candidates for the Board of Directors and Board of Supervisors for the 2024 - 2029 term will be sent to shareholders at the General Meeting.

Sincerely announce!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**VU ANH TUAN**

No.: 2025/QC-HĐQT

**DRAFT**

Hanoi, date month year 2025

**REGULATIONS FOR ADDITIONAL ELECTION OF MEMBERS OF THE  
BOARD OF DIRECTORS FOR THE TERM 2024-2029**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

- Pursuant to the Charter on Organization and Operation of Thang Long Corporation - JSC;

The 2025 Annual General Meeting of Shareholders of Thang Long Corporation - JSC conducts the election of additional members of the Board of Directors for the 2024-2029 term according to the following regulations:

**Article 1. Scope and subjects of application**

1.1. These regulations are established to specifically stipulate the principles and methods for nomination, candidacy and election of additional members of the Board of Directors of Thang Long Corporation - JSC at the 2025 Annual General Meeting of Shareholders ("General Meeting").

1.2. This Regulation applies to all shareholders owning shares of Thang Long Corporation – JSC ("the Corporation") according to the list finalized on April 2, 2025 and the valid authorized representative present at the General Meeting.

**Article 2. Standards and conditions for becoming a member of the Board of Directors**

1. Having full civil act capacity, not being a subject not allowed to manage an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises.

2. Having professional qualifications and experience in business management of the Corporation and not necessarily being a shareholder of the Corporation.

3. A member of the Board of Directors of the Corporation may concurrently be a member of the Board of Directors of another company, but not more than 05 other companies.

**Article 3. Right to nominate and run for election as a member of the Board of Directors**

3.1 Shareholders holding shares with voting rights have the right to combine the number of voting rights of each person together to nominate candidates for the Board of



Directors. The number of candidates that shareholders or groups of shareholders have the right to nominate is as follows:

- i. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares may nominate a maximum of one (01) candidate;
- ii. Shareholders or groups of shareholders holding from 20% to less than 30% of total voting shares may nominate a maximum of two (02) candidates;
- iii. Shareholders or groups of shareholders holding from 30% to less than 40% of total voting shares may nominate a maximum of three (03) candidates;
- iv. Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares may nominate a maximum of four (04) candidates;
- v. Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares may nominate a maximum of five (05) candidates;
- vi. Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares may nominate a maximum of six (06) candidates;
- vii. Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares may nominate a maximum of seven (07) candidates;
- viii. Shareholders or groups of shareholders holding from 80% to less than 90% of the total number of voting shares may nominate a maximum of eight (08) candidates.

3.2. In case the deadline for receiving nomination and candidacy documents for Board of Directors members ends but the number of Board of Directors candidates approved for nomination and candidacy is still not enough as required according to Clause 3.3 of this Article, the incumbent Board of Directors will nominate enough candidates as required according to Clause 3.3 of this Article.

3.3. The number of additional elected members of the Board of Directors is: according to the Board of Directors' Submission at the 2025 Annual General Meeting of Shareholders.

#### **Article 4. Application documents for nomination and candidacy for members of the Board of Directors**

4.1 Nomination and candidacy documents for the Board of Directors include:

- i. Application for candidacy or Application for nomination of candidates to join the Board of Directors (according to form);
- ii. Candidate's self-declared resume (according to form);

iii. Copy of ID card/Citizen identification card/Passport and certificates certifying the educational qualifications of the nominated candidate.

iv. Valid nomination authorization letter (in case the shareholder authorizes another person to nominate).

4.2 Self-nominated candidates and nominees for election as members of the Board of Directors must be responsible for the law and the General Meeting of Shareholders for the accuracy and honesty of the content of their self-nominated and nominated documents.

4.3 Application/nomination documents must be sent to the Company's General Meeting Organizing Committee before 5:00 p.m. on April 28 2025 at the following address:

**Thang Long Corporation – JSC**, Address: 5th Floor – Tasco Building – Lot HH2 – Pham Hung Street – Me Tri Ward – Nam Tu Liem District – Hanoi.

4.4 Only applications/nominations that meet the nomination and candidacy requirements and candidates that meet the corresponding requirements of the Board of Directors will be included in the list of candidates announced at the General Meeting.

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

5.1 The election of members of the Board of Directors will be conducted by secret ballot and cumulative voting.

5.2 The General Meeting of Shareholders shall elect the personnel of the Board of Directors according to the list of candidates prepared in accordance with the procedures prescribed by law and the Charter of the Corporation. The list and detailed information of candidates, documents sent to shareholders and information disclosed according to regulations.

5.3 Shareholders or Authorized Representatives have a total number of votes corresponding to the total number of shares owned (including the number of shares owned, and/or authorized) multiplied by the number of elected members of the Board of Directors.

5.4 Shareholders or Authorized Representatives have the right to concentrate all their total votes on one candidate or divide their total votes among several candidates.

*(Details according to the attached Appendix on instructions for cumulative voting method)*

#### **Article 6. Ballots and ballot writing**

6.1 The ballot is printed uniformly with the Corporation's seal, with the total number of voting rights and the total number of voting rights according to the shareholder code;

6.2 Shareholders/authorized representatives are issued 01 ballot for members of the Board of Directors simultaneously;



6.3 Shareholders or shareholders' representatives, when receiving ballots, must check the information on the ballots. If there are any errors, shareholders must immediately notify the Organizing Committee to exchange for another ballot.

6.4 Shareholders/authorized representatives of shareholders vote for a maximum number of candidates equal to the number needed to elect members of the Board of Directors;

6.5 The total number of votes for a candidate of a shareholder/ authorized representative of a shareholder must not exceed the total number of votes allowed by that shareholder/ authorized representative of that shareholder;

6.6 In case of incorrect recording, the shareholder/authorized representative of the shareholder shall request the General Organizing Committee to change the ballot;

6.7 Shareholders/authorized representatives of shareholders must sign and clearly state their full name below the ballot for confirmation.

## **Article 7. Valid and invalid ballots**

### *7.1 Valid ballot*

- Vote for candidates whose names are on the list and within the number of members to be elected approved by the General Meeting;

- The total number of ballots is less than or equal to the total number of allowed voting ballots of that shareholder (equal to the number of shares multiplied by the number of members elected);

- Not belonging to the cases specified in Clause 9.2 of this Article.

### *7.2 Invalid ballot:*

- The ballot is not issued by the Corporation and/or does not have the Corporation's seal;

- The ballot is crossed out, corrected, or supplemented with content that is not in accordance with regulations (in case of incorrect writing, a new form must be exchanged);

- The ballot contains additional or incorrect name writing, not on the list of candidates unanimously approved by the General Meeting before voting;

- The ballot that with the total number of voted rights for candidates exceeds the total number of voting rights of that shareholder (including ownership and entitlement);

- The ballot must not be signed and clearly state the full name of the shareholder/authorized representative of the shareholder;

- Voting for more candidates than the number need to be elected.

## **Article 8. The candidate won the election**

8.1 The candidate won the election for the members of the Board of Directors are determined by the number of votes from high to low, starting with the candidate with the highest number of votes until enough members are elected.

8.2 In case 02 or more candidates with the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes to select 01 member with the highest number of votes until a selection is made according to the voting method in this Regulation.

**Article 9. Vote counting and announcement of election results**

The election results are shown in the Minutes of the vote counting along with other voting contents and announced by the Vote Counting Committee at the General Meeting.

**Article 10. Complaints about election results**

Complaints about the election and vote counting will be solved by the Chairman of the general meeting and written in the Minutes of the meeting.

**Article 11. Effectiveness of the Regulations**

11.1. This election regulation consists of 11 Articles, takes effect after being approved by the General Meeting of Shareholders and only applies to the election of members of the Board of Directors for the 2024-2029 term at the 2025 Annual General Meeting of Shareholders of the Corporation.

11.2. The Chairman of the General Meeting will sign and issue these Regulations on behalf of the General Meeting of Shareholders after the full text of the Regulations is approved by the General Meeting of Shareholders.

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

**Vu Anh Tuan**



**DRAFT**

**REGULATIONS**

**ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF  
SUPERVISORS FOR THE TERM 2024-2029**

- Pursuant to the Law on Enterprises 2020 and implementation instruction documents;
- Pursuant to the Law on Securities 2019;
- Pursuant to Decree 155/2020/ND-CP guiding the Securities Law 2019;
- Pursuant to the Company's Charter of Organization and Operation,

**CHAPTER I**

**GENERAL REGULATIONS**

**Article 1. Scope of regulation and subjects of election**

- 1.1 This Regulation is used for the election of additional members of the Board of Supervisors “BOS” for the 2024 - 2029 term of Thang Long Corporation - JSC (“Company”) at the 2025 Annual General Meeting of Shareholders (AGM).
- 1.2 Subjects of election: Shareholders owning shares with voting rights and representatives authorized to attend the meeting of shareholders owning shares with voting rights present at the General Meeting (according to the list of shareholders of the Company prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) on April 2, 2025).

**CHAPTER II**

**NOMINATION, CANDIDATE FOR THE BOARD OF SUPERVISORS  
MEMBERS**

**Article 2. Standards and conditions for membership in the Board of Supervisors**

- 2.1 Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises 2020;
- 2.2 Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the Company's business operations;
- 2.3 Not a family member of the members of the Board of Directors, General Director and other managers;
- 2.4 Not a company manager; not necessarily a shareholder or employee of the company, unless otherwise provided in the Company Charter
- 2.5 Other standards and conditions as prescribed by relevant laws.

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

- 3.1. Shareholders have the right to pool their votes together to nominate candidates for the Board of Supervisors:

Shareholders or groups of shareholders owning from 10% to less than 20% of the total number of voting shares may nominate a maximum of one candidate; Shareholders or groups of shareholders owning from 20% to less than 30% of the total number of voting shares may nominate a maximum of two candidates; Shareholders or groups of shareholders owning from 30% to less than 40% of the total number of voting shares may nominate a maximum of three candidates; Shareholders or groups of shareholders owning from 40% to less than 50% of the total number of voting shares may nominate a maximum of four candidates; Shareholders or groups of shareholders owning from 50% to less than 60% of the total number of voting shares may nominate a maximum of five candidates; Shareholders or groups of shareholders owning from 60% to less than 70% of the total number of voting shares may nominate a maximum of six candidates; Shareholders or groups of shareholders owning from 70% to less than 80% of the total number of voting shares may nominate a maximum of seven candidates; Shareholders or groups of shareholders owning from 80% to less than 90% of the total number of voting shares may nominate a maximum of eight candidates.

- 3.2. The number of elected members of the Board of Supervisors is according to the Submission of the Board of Directors at the 2025 Annual General Meeting of Shareholders;
- 3.3. In case the deadline for receiving nomination and candidacy documents for members of the Supervisory Board has ended, the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough as required according to Clause 1, Article 3, the incumbent Board of Supervisors will nominate enough candidates as required according to Clause 4.3 of this Article.

### **Article 4. Documents for nomination and candidacy for Board of Supervisors member**

- 4.1 Documents for nomination and candidacy for Board of Supervisors member includes:
- a) Application form for nomination and candidacy for member of the Board of Supervisors (according to form);
  - b) CV self-declared by the candidate (according to the form);
  - c) Copy of ID card/citizen identification card/passport and certificates certifying educational qualifications;
  - d) Valid nomination authorization form (in case the shareholder authorizes another person to nominate);



- 4.2 Nomination and candidacy documents must be sent to the Congress Organizing Committee before 5:00 p.m. on April 28, 2025 at the following address:
- Thang Long Corporation – JSC
  - Address: 5th Floor, Tasco Building, Lot HH2-2, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi.
  - Person in charge: Ms. Bui Thi Thu Hien
  - Email: [vanthutlg@tlg.com.vn](mailto:vanthutlg@tlg.com.vn)
- 4.3 Only nomination/candidate profiles that meet the nomination/candidate requirements and candidates that meet the corresponding requirements of the Board of Supervisors members will be included in the list of candidates announced at the General Meeting.

### **CHAPTER III**

#### **ELECTION OF THE BOARD OF SUPERVISORS MEMBERS**

##### **Article 5 Election method and principles of election**

- 5.1 The election of members of the Board of Supervisors is carried out through secret ballot using the cumulative voting method;
- 5.2 Each shareholder has a total number of votes corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of members to be elected.

For example:

*- Suppose the General Meeting of Shareholders needs to elect 01 member for the Board of Supervisors. Shareholder Nguyen Van A holds 1,000 shares with voting rights (including owned and authorized shares). Then the total number of the voting ballots of shareholder Nguyen Van A is:*

$$(1.000 \times 1) = 1.000 \text{ voting ballots}$$

- 5.3 Shareholders may pool all their votes for one or several candidates;
- 5.4 The total number of votes for candidates of a shareholder shall not exceed the total number of allowed votes of that shareholder.

##### **Article 6 Ballots and ballot-writing**

A ballot is valid when it meets all of the following conditions:

- 6.1 Each shareholder/authorized person attending the meeting will be given a ballot for the election of members of the Board of Supervisors, on which is written the shareholder code, number of shares and total number of votes of the shareholder corresponding to the number of elected members, and the list of nominated candidates. The ballot is stamped by the Company.
- 6.2 A ballot is valid when it meets all of the following conditions:

- a. Ballots for candidates whose names are on the list and within the number of members to be elected have been unanimously approved by the General Meeting of Shareholders before voting.
  - b. The total number of votes is less than or equal to ( $\leq$ ) the total number of votes allowed by that shareholder (the total number of votes allowed is equal to the number of voting shares multiplied by the number of elected members).
  - c. Not falling under the cases specified in Section 6.3 of this Article.
- 6.3 A ballot is invalid if it falls into one of the following cases:
- a. Ballots are not issued by the General Meeting Organizing Committee;
  - b. Ballots without the Company's stamp;
  - c. The ballot is torn, crossed out, erased, altered, or contains the name of a candidate not on the list of candidates announced at the Congress before voting;
  - d. The ballot contains additional information or inappropriate symbols;
  - e. The ballot has a total number of votes for candidates exceeding the total number of votes that the shareholder is entitled to vote;
  - f. The votes for total number of candidates exceeds the number of members to be elected;
  - g. The ballot is not signed and the full name is not stated;
  - h. The ballot shall be submitted to the Counting Committee after the voting has ended and the ballot box has been sealed.
- 6.4 Invalid Ballots will not be counted in the election results.
- 6.5 Method of writing the ballot:
- a) Shareholders have the right to choose the following ballot-writing methods:
    - Write the number of ballots that Shareholders want to vote in the number of ballot column:
    - + When agreeing to vote for a candidate, shareholders write the number of votes they want to cast in the "Number of the ballots" column on the line corresponding to the candidate's name. This number of ballots must not exceed the total number of ballots of the shareholders.
    - + If not voting for any candidate, shareholders fill in the number "0" or leave the "Number of votes" column blank in the line corresponding to that candidate's name.
    - Tick (x) or ( $\surd$ ) in the Number of ballots column:
    - + When agreeing to vote all ballots for one candidate: tick the "Number of ballots" column in the line corresponding to that candidate's name.
    - + When voting for all candidates: tick the "Number of ballots" column in the line corresponding to the names of all candidates.



- b) Shareholders/authorized representatives of shareholders attending the meeting can concentrate ballots for one or several candidates or not vote for any candidate.
- 6.6 In case a shareholder makes a mistake in the process of filling out the ballot, provided that the ballot has not been put into the ballot box, he/she has the right to directly meet the Head of the Vote Counting Committee to exchange the ballot to ensure the shareholder's rights.

#### **Article 7 Principles of voting for election of members of the Board of Supervisors**

- 7.1 Ban kiểm phiếu sẽ lập Hòm phiếu bầu thành viên BKS. Ban kiểm phiếu tiến hành kiểm tra Hòm phiếu trước sự chứng kiến của các cổ đông.
- 7.2 Việc bỏ phiếu được bắt đầu từ khi có hiệu lệnh của Chủ tọa cuộc họp hoặc Trưởng ban kiểm phiếu và kết thúc khi cổ đông cuối cùng có mặt tại Đại hội bỏ phiếu bầu vào Hòm phiếu hoặc sau 15 phút kể từ thời điểm bắt đầu tùy thuộc vào sự việc nào đến trước. Sau khi kết thúc việc bỏ phiếu, hòm phiếu sẽ được Ban kiểm phiếu niêm phong trước sự chứng kiến của các cổ đông.
- 7.3 Việc kiểm phiếu được tiến hành ngay sau khi việc bỏ phiếu kết thúc và Hòm phiếu được niêm phong. Địa điểm kiểm phiếu phải đảm bảo nguyên tắc kín đáo, độc lập, để đảm bảo các thành viên Ban kiểm phiếu không bị can thiệp hoặc ảnh hưởng bởi những người khác trong toàn bộ quá trình kiểm phiếu.
- 7.4 The Ballot Counting Committee will set up a Ballot Box to vote for members of the Supervisory Board. The Ballot Counting Committee will check the Ballot Box in the presence of shareholders.
- 7.5 The voting will begin when the Chairman of the meeting or the Head of the Ballot Counting Committee gives the signal and will end when the last shareholder present at the General Meeting votes in the Ballot Box or 15 minutes after the start time, whichever comes first. After the voting is completed, the Ballot Box will be sealed by the Ballot Counting Committee in the presence of shareholders.
- 7.6 The vote counting will be conducted immediately after the voting is completed and the Ballot Box is sealed. The ballot counting location must ensure the principle of confidentiality and independence, to ensure that members of the Ballot Counting Committee are not interfered with or influenced by others during the entire vote counting process.
- 7.7 The vote counting results will be made in writing and announced by the Head of the Ballot Counting Committee before the General Meeting.

#### **Article 8 Principles for winning election of members of the Board of Supervisors**

- 8.1 The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members required for election is sufficient.

- 8.2 In case two (02) or more candidates receive the same highest number of votes, the General Meeting of Shareholders will re-elect between the candidates with the same number of votes.

**Article 9 Announcement of vote counting results**

- 9.1 Based on the Minutes of the vote counting, the election results must be announced by the Ballot Counting Committee immediately at the General Meeting.
- 9.2 The contents of the vote counting minutes include: Total number of shareholders attending and authorized to attend the meeting, total number of shareholders participating in voting, number of valid votes, number of invalid votes, number of votes for each candidate for the Board of Supervisors;
- 9.3 The election results will be recorded in the Resolution of the General Meeting.

**Article 10 Complaints about voting and vote counting:**

Complaints about the election and vote counting at the General Meeting will be resolved by the Chairman of the General Meeting and recorded in the minutes of the General Meeting of Shareholders.

**Article 11 Entry into force**

- 11.1 This election regulation consists of 03 Chapters and 11 Articles, takes effect after being approved by the General Meeting of Shareholders and only applies to the election of additional members of the Board of Supervisors for the 2024-2029 term at the Company's 2025 Annual General Meeting of Shareholders.
- 11.2 The Chairman of the Board of Directors - Chairman of the General Meeting will sign and issue these Regulations on behalf of the General Meeting of Shareholders after the full text of the Regulations is approved by the General Meeting of Shareholders.

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**

**VU ANH TUAN**



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## **REGULATIONS**

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- 2.1** Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises 2020;
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- 2.3** Not a family member of the members of the Board of Directors, General Director and other managers;
- 2.4** Not a company manager; not necessarily a shareholder or employee of the company, unless otherwise provided in the Company Charter
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- 3.2. The number of elected members of the Board of Supervisors is according to the Submission of the Board of Directors at the 2025 Annual General Meeting of Shareholders;
- 3.3. In case the deadline for receiving nomination and candidacy documents for members of the Supervisory Board has ended, the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough as required according to Clause 1, Article 3, the incumbent Board of Supervisors will nominate enough candidates as required according to Clause 4.3 of this Article.

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  - c. The ballot is torn, crossed out, erased, altered, or contains the name of a candidate not on the list of candidates announced at the Congress before voting;
  - d. The ballot contains additional information or inappropriate symbols;
  - e. The ballot has a total number of votes for candidates exceeding the total number of votes that the shareholder is entitled to vote;
  - f. The votes for total number of candidates exceeds the number of members to be elected;
  - g. The ballot is not signed and the full name is not stated;
  - h. The ballot shall be submitted to the Counting Committee after the voting has ended and the ballot box has been sealed.
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    - + If not voting for any candidate, shareholders fill in the number "0" or leave the "Number of votes" column blank in the line corresponding to that candidate's name.
    - Tick (x) or ( $\sqrt{\phantom{x}}$ ) in the Number of ballots column:
    - + When agreeing to vote all ballots for one candidate: tick the "Number of ballots" column in the line corresponding to that candidate's name.
    - + When voting for all candidates: tick the "Number of ballots" column in the line corresponding to the names of all candidates.



- b) Shareholders/authorized representatives of shareholders attending the meeting can concentrate ballots for one or several candidates or not vote for any candidate.
- 6.6 In case a shareholder makes a mistake in the process of filling out the ballot, provided that the ballot has not been put into the ballot box, he/she has the right to directly meet the Head of the Vote Counting Committee to exchange the ballot to ensure the shareholder's rights.

**Article 7 Principles of voting for election of members of the Board of Supervisors**

- 7.1 Ban kiểm phiếu sẽ lập Hòm phiếu bầu thành viên BKS. Ban kiểm phiếu tiến hành kiểm tra Hòm phiếu trước sự chứng kiến của các cổ đông.
- 7.2 Việc bỏ phiếu được bắt đầu từ khi có hiệu lệnh của Chủ tọa cuộc họp hoặc Trưởng ban kiểm phiếu và kết thúc khi cổ đông cuối cùng có mặt tại Đại hội bỏ phiếu bầu vào Hòm phiếu hoặc sau 15 phút kể từ thời điểm bắt đầu tùy thuộc vào sự việc nào đến trước. Sau khi kết thúc việc bỏ phiếu, hòm phiếu sẽ được Ban kiểm phiếu niêm phong trước sự chứng kiến của các cổ đông.
- 7.3 Việc kiểm phiếu được tiến hành ngay sau khi việc bỏ phiếu kết thúc và Hòm phiếu được niêm phong. Địa điểm kiểm phiếu phải đảm bảo nguyên tắc kín đáo, độc lập, để đảm bảo các thành viên Ban kiểm phiếu không bị can thiệp hoặc ảnh hưởng bởi những người khác trong toàn bộ quá trình kiểm phiếu.
- 7.4 The Ballot Counting Committee will set up a Ballot Box to vote for members of the Supervisory Board. The Ballot Counting Committee will check the Ballot Box in the presence of shareholders.
- 7.5 The voting will begin when the Chairman of the meeting or the Head of the Ballot Counting Committee gives the signal and will end when the last shareholder present at the General Meeting votes in the Ballot Box or 15 minutes after the start time, whichever comes first. After the voting is completed, the Ballot Box will be sealed by the Ballot Counting Committee in the presence of shareholders.
- 7.6 The vote counting will be conducted immediately after the voting is completed and the Ballot Box is sealed. The ballot counting location must ensure the principle of confidentiality and independence, to ensure that members of the Ballot Counting Committee are not interfered with or influenced by others during the entire vote counting process.
- 7.7 The vote counting results will be made in writing and announced by the Head of the Ballot Counting Committee before the General Meeting.

**Article 8 Principles for winning election of members of the Board of Supervisors**

- 8.1 The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members required for election is sufficient.

- 8.2 In case two (02) or more candidates receive the same highest number of votes, the General Meeting of Shareholders will re-elect between the candidates with the same number of votes.

**Article 9 Announcement of vote counting results**

- 9.1 Based on the Minutes of the vote counting, the election results must be announced by the Ballot Counting Committee immediately at the General Meeting.
- 9.2 The contents of the vote counting minutes include: Total number of shareholders attending and authorized to attend the meeting, total number of shareholders participating in voting, number of valid votes, number of invalid votes, number of votes for each candidate for the Board of Supervisors;
- 9.3 The election results will be recorded in the Resolution of the General Meeting.

**Article 10 Complaints about voting and vote counting:**

Complaints about the election and vote counting at the General Meeting will be resolved by the Chairman of the General Meeting and recorded in the minutes of the General Meeting of Shareholders.

**Article 11 Entry into force**

- 11.1 This election regulation consists of 03 Chapters and 11 Articles, takes effect after being approved by the General Meeting of Shareholders and only applies to the election of additional members of the Board of Supervisors for the 2024-2029 term at the Company's 2025 Annual General Meeting of Shareholders.
- 11.2 The Chairman of the Board of Directors - Chairman of the General Meeting will sign and issue these Regulations on behalf of the General Meeting of Shareholders after the full text of the Regulations is approved by the General Meeting of Shareholders.

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**

**VU ANH TUAN**



No: /QC -HDQT

Hanoi, date month year 2025

**DRAFT****WORKING REGULATIONS****AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Charter of Organization and Operation of Thang Long Corporation – JSC (“Corporation”),

The Board of Directors of the Corporation respectfully submits to the General Meeting of Shareholders for approval of the Working Regulations at the 2025 Annual General Meeting of Shareholders ("Regulations") with the following main contents:

**Chapter I****GENERAL REGULATIONS****Article 1. Scope and subjects of application**

1.1. These statutes are used for the organization of the 2024 Annual General Meeting of Shareholders (“General Meeting”) of the Corporation.

1.2. This statute specifically stipulates the rights and obligations of shareholders, authorized persons attending the meeting and parties participating in the General Meeting, conditions and procedures for conducting the General Meeting.

1.3. Shareholders, authorized persons attending the meeting and participating parties are responsible for complying with the provisions of this Statute.

**Chapter II****RIGHTS AND OBLIGATIONS OF PARTIES ATTENDING THE  
GENERAL MEETING****Article 2. Rights and obligations of shareholders or authorized representatives attending the General Meeting**

2.1. Conditions for attending the General Meeting: Shareholders or representatives authorized in writing (according to the Corporation's form) of one or more shareholders whose names are on the Corporation's shareholder list at the time of closing the list on April 2, 2025, confirmed by the Vietnam Securities Depository and Clearing Corporation (VSDC).

2.2. Rights of shareholders and authorized representatives of shareholders when attending the General Meeting:

a) Directly attend or authorize another person to attend the General Meeting in writing according to the Corporation's form;

b) Discuss and vote on all matters within the authority of the General Meeting as prescribed by the Law on Enterprises, other relevant legal documents and the Corporation's Charter;

c) Be informed by the Organizing Committee of the content and program of the General Meeting;

d) Each shareholder or authorized person attending the General Meeting shall receive a Voting Form, Election Form, Voting Card and documents immediately after registering to attend the General Meeting with the Shareholder's Eligibility Verification Committee;

e) Shareholders and authorized persons who arrive late before the end of the General Meeting have the right to register and vote immediately at the General Meeting on issues not yet voted on. In that case, the Chairman is not responsible for stopping the General Meeting and the validity of previously conducted votes will not be affected.

2.3. Obligations of shareholders and authorized representatives of shareholders when attending the General Meeting:

a) Bring ID card or Passport, Power of Attorney (for authorized representatives) and register to attend the Meeting with the Shareholder's Eligibility Verification Committee;

b) Smartly dressed up;

c) Recording and filming of the General Meeting must be registered with the General Meeting Organizing Committee and approved by the General Meeting Chairman.

d) Register to speak at the General Meeting according to regulations, comply with the speaking time and content within the scope of the General Meeting program;

e) Speak, vote and elect in accordance with the instructions of the General Meeting Organizing Committee and comply with the direction of the General Meeting Chairman;

f) There must be no obstruction or disorder that prevents the meeting from being conducted fairly and legally;

g) Do not cause disturbance or obstruct the normal progress of the General Meeting;

h) Comply with the executive authority of the Chairman of the General Meeting;

i) Strictly comply with the Statutes and respect the results of the work at the General Meeting;

2.4. For the common benefit of the General Meeting, Shareholders/authorized persons attending the General Meeting may be refused by the Organizing Committee of the General Meeting to attend the General Meeting if they violate or do not comply with the regulations on disease control and safety and order at the meeting.

### **Article 3. Rights and obligations of the Shareholder's Eligibility Verification Committee**

3.1. The Shareholder's Eligibility Verification Committee consists of one (01) Head of the Committee and members to perform the following functions and tasks:

a) Check the qualifications of shareholders or authorized representatives of shareholders attending the meeting: Require shareholders attending the General Meeting and guests to present their Identity Card/Citizen Identification Card or Passport, and Power of Attorney (for authorized representatives);



b) Issue voting ballots and other relevant meeting documents to shareholders or authorized persons attending the meeting;

c) Report to the General Meeting on the results of checking the qualifications of shareholders attending the General Meeting at the following times: Before the opening of the General Meeting; Before each vote of the General Meeting if there is a change in the number of shareholders registered to attend the General Meeting (Shareholders arriving late register to attend the meeting).

d) Perform other tasks assigned by the General Meeting Organizing Committee or the General Meeting Chairman.

3.2. The Shareholder Qualification Verification Committee has a support department to complete the Committee's tasks.

#### **Article 4. Rights and obligations of the Vote Counting Committee**

4.1. The Ballot Counting Committee consists of a maximum of one (01) Head and two (02) members proposed by the Chairman and approved by the General Meeting of Shareholders.

4.2. The Ballot Counting Committee is responsible for providing guidance on voting, election, use of voting ballots, election forms, and conducting vote counting, calculating and excluding relevant shareholders who do not have voting rights (if any) for each voting issue.

4.3. The Head of the Ballot Counting Committee reports to the General Meeting on the vote counting results.

4.4. The Counting Committee has a support department to complete the Committee's tasks.

4.5. The Ballot Counting Committee is responsible for the accuracy and honesty of the announced ballot counting results.

4.6. The Ballot Counting Committee is responsible for keeping, preserving and handing over all voting ballots and vote-counting minutes to the Secretary of the General Meeting immediately after the end of the General Meeting.

#### **Article 5. Rights and obligations of the Chairman and Secretary of the General Meeting**

5.1. The Chairman of the Board of Directors of the Corporation is the Chairman of the General Meeting. The Presidium of the General Meeting includes the Chairman of the General Meeting and some members of the Board of Directors/Board of General Directors of the Corporation appointed by the Chairman of the Board of Directors.

5.2. The Chairman's decision on matters of order, procedure or events arising outside the agenda of the General Meeting shall be final;

5.3. The Chairman shall conduct such work as is deemed necessary to conduct the Meeting in a valid and orderly manner; or to enable the Meeting to reflect the wishes of the majority of the attending shareholders;

5.4. The Chairman has the right not to respond or only acknowledge shareholders' contribution opinions if the contributions and recommendations are outside contents request for opinions of the General Meeting.

5.5. The Chairman has the right to cut off a shareholder's speech when the shareholder speaks beyond the prescribed time or the opinion is outside the content of the General Meeting's agenda or the opinion is duplicated.

5.6. The Chairman has the right to request competent authorities to maintain order at the meeting; expel those who cause disturbances, do not comply with the Chairman's executive authority, and prevent the normal progress of the General Meeting.

5.7. The Chairman appoints the Secretary of the General Meeting to take minutes of the General Meeting and perform supporting tasks as assigned by the Chairman.

5.8. The Chairman is the highest executive and decision-maker at the General Meeting. The members of the Presidium perform tasks assigned/authorized by the Chairman.

### **Chapter III**

#### **GENERAL MEETING HOLDING PROCEDURE**

##### **Article 6. Conditions for holding the General Meeting**

6.1 The General Meeting is held when the number of shareholders attending represents at least 65% of the total number of shares with voting rights according to the list of shareholders at the time of closing the list of shareholders attending the General Meeting.

6.2. In case the General Meeting is not eligible to proceed according to the above provisions, the convening and conducting of the next General Meetings of Shareholders will be conducted according to the provisions of the Company Charter and the Law on Enterprises.

##### **Article 7. Conduct of the General Meeting**

7.1. The General Meeting will take place in accordance with the program content approved by the General Meeting.

7.2. The General Meeting will discuss and approve the contents of The General Meeting program in turn according to the voting form prescribed in Article 10 of these Regulations.

7.3. The General Meeting will be closed after the Minutes of the General Meeting is approved.

##### **Article 8. Approval of decisions of the General Meeting**

8.1. The following decisions of the General Meeting of Shareholders shall be adopted when there are 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders:

- (i) Passing annual financial statements;
- (ii) Short and long term development plans of the Corporation;
- (iii) Elect, dismiss, remove and replace members of the Board of Directors and the Board of Supervisors and report on the Board of Directors' appointment of the General Director.



8.2. Decisions of the General Meeting of Shareholders relating to amendments and supplements to the Charter; types of shares and number of shares offered for sale; organization or dissolution of the Company; asset sale transactions of the Corporation or branches or purchase transactions made by the Corporation or branches with a value of 50% or more of the total asset value of the Corporation and its branches calculated according to the most recent audited financial statements shall only be passed when 75% or more of the total number of votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders.

8.3. Decisions of the General Meeting of Shareholders on other issues not specified in Clause 1 and Clause 2 of this Article shall be passed when there are 50% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.

### **Article 9. Form of passing decisions at the General Meeting**

#### **9.1. Passing by raising Voting Card :**

##### **9.1.1. Voting contents by raising Voting Card:**

- Passing the General Meeting Program;
- Passing the regulations for organization and voting at the General Meeting;
- Passing the members of the Vote Counting Committee;
- Passing the Minutes of the General Meeting of Shareholders;
- Some other contents under the authority of the General Meeting of Shareholders are decided by the Chairman.

##### **9.1.2. The method of voting by raising the Voting Card:**

- Shareholders and/or authorized representatives (agree, disagree, have no opinion) on an issue by directly raising their Voting Cards at the General Meeting;
- Under the direction of the Chairman when voting at the General Meeting, shareholders or authorized representatives who agree to vote will raise their voting cards. Members of the Vote Counting Committee will mark the Shareholder Code and the number of voting shares of each shareholder or authorized representative who agrees. Similarly, shareholders or authorized representatives who disagree or have no opinion will raise their voting cards in turn;
- Immediately after completing the Voting section to approve each content proposed by the Chairman for the General Meeting's opinion, the Ballot Counting Committee will proceed to count the votes and the Ballot Counting Committee/Chairman will announce the voting results to the entire General Meeting.

#### **9.2. Secret ballot method**

##### **9.2.1. (Phiếu biểu quyết): Voting contents by secret ballot (Voting ballot):**

- Board of Directors' submissions;
- Some other contents under the authority of the General Meeting of Shareholders are decided by the Chairman.

##### **9.2.2. Method of voting by secret ballot:**

- Shareholders and/or authorized representatives tick (X) in the box Agree/Disagree/No opinion on the issue to be voted on as stated in the Voting Form; Sign and write full name on the voting form.

- Upon completion, shareholders and/or authorized representatives shall vote according to the instructions of the Vote Counting Committee at the General Meeting.

- After ensuring that all shareholders and/or authorized representatives attending the General Meeting have finished voting, the Vote Counting Committee will proceed to count the votes and announce the vote-counting results to the entire General Meeting.

#### 9.2.3 Validity of voting ballot:

\*Ballots are valid when it meets all of the following conditions:

- Voting ballots must be signed and clearly state the full name of the shareholder/authorized representative of the shareholder.

- Placed in the ballot box before voting ends and the ballot box is sealed.

- Not included in the following cases of being considered invalid votes:

+ Voting ballots are not issued by the Organizing Committee of the General Meeting and/or do not have the Company's seal;

+ The voting ballot is torn, crossed out, erased, modified, or contains additional voting content that is not part of the General Meeting agenda approved by the General Meeting of Shareholders and announced before the voting;

+ The ballot contains additional information or inappropriate symbols;

+ The ballot is not signed and clearly state the full name of the shareholder/ shareholder's representative/ person authorized by the shareholder;

+ The ballot is submitted to the Vote-Counting Committee after the voting has ended and the ballot box has been sealed.

\* Invalid ballots will not be counted in the voting results.

\* In case the Company applies the form of issuing a general Voting Ballot for many voting contents, if that Ballot meets the requirements of a valid ballot as mentioned above but contains one or some or all voting contents that are not approved by the Shareholder and/or authorized representative by ticking (X) or (✓) in the corresponding Agree/Disagree/No opinion box, the opinion of the Shareholder and/or authorized representative on that content will be counted as "No opinion".

### **Article 10. Election of additional members to the Board of Directors and Board of Supervisors**

The election of additional members to the Board of Directors and the Board of Supervisors for the 2024-2029 term shall be carried out in accordance with the Regulations on additional elections to the Board of Directors and the Board of Supervisors established by the Board of Directors and approved by the General Meeting of Shareholders.

### **Article 11. Speaking at the General Meeting**

Shareholders or authorized representatives of shareholders attending the meeting must register on the Discussion Form (according to the prescribed form) when expressing



their opinions. In the Discussion Form, shareholders must clearly state the question or content of the speech. The Discussion Form will be sent to the Chairman of the General Meeting for processing. When speaking, the content of the speech must be concise and consistent with the content being discussed at the General Meeting and the General Meeting agenda. The speaking time must not exceed 05 minutes. Shareholders must not repeat opinions that have been expressed by other shareholders and only opinions that are consistent with the content of the General Meeting agenda will be recorded in the General Meeting Minutes.

#### **Article 12. Minutes of the General Meeting**

12.1. The content of the General Meeting proceedings is recorded in the Minutes. The General Meeting Chairman and the General Meeting Secretary are responsible for the accuracy and truthfulness of the General Meeting Minutes.

12.2. The minutes of the General Meeting must be published at the General Meeting and approved by the General Meeting before the closing of the General Meeting;

12.3. Minutes of the General Meeting, Minutes of shareholder qualification verification, Minutes of vote counting and other documents recording the proceedings and results of the General Meeting must be kept at the Company's Head Office.

12.4. The minutes of the General Meeting are posted on the Corporation's website so that shareholders can monitor and disclose information in accordance with the law.

12.5. The minutes of the General Meeting are the basis for issuing the General Meeting Resolution.

#### **Article 13. General Meeting Resolution**

Based on the results of the General Meeting, the Secretary prepares the General Meeting Resolution on the issues approved by the General Meeting and submits it to the Chairman of the Board of Directors for promulgation. The General Meeting Resolution must be posted on the Corporation's Website so that shareholders can follow and disclose information in accordance with the law.

#### **Article 14. Effective date of the Regulations**

14.1. This Charter consists of three (03) Chapters, fourteen (14) Articles and takes effect immediately after being voted and approved by the General Meeting;

14.2. The General Meeting of Shareholders decides to amend and supplement this Statute.

**ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN**

**Vu Anh Tuan**

**DRAFT****RESOLUTION****Re: Approval of issues within the authority of the general meeting of shareholders****ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
THANG LONG CORPORATION – JSC****Basis:**

- Law on Enterprises 2020 and implementation instruction documents;
- Securities Law 2019 and implementation instruction documents;
- Charter of organization and operation of Thang Long Corporation - JSC;
- Minutes of the 2025 Annual General Meeting of Shareholders of Thang Long Corporation - JSC on the same day,

**RESOLUTION****Article 1. Approve the following contents:**

**1. Report of the Board of Directors on production and business operation and implementation of the Resolution of the General Meeting of Shareholders in 2024 and orientation of operations in 2025**

**In which:****1.1 Business Production Results in 2024**

<b>No.</b>	<b>Indicators</b>	<b>Unit</b>	<b>Year 2023</b>	<b>Year 2024</b>			
				<b>Resoluti on</b>	<b>Implement ation</b>	<b>Completion rate (%)</b>	<b>Compared to 2023 (%)</b>
1	Turnover	Billion VND	3.278,20	2.000,00	1.925,03	96,3%	58,7%
2	Revenue	Billion VND	1.405,12	1.632,29	1.594,88	97,7%	113,5%
3	Profit after tax	Billion VND	7,58	10,02	10,17	101,5%	134,6%
4	Dividends	%	0	0	0	0	0

**1.2 Business Production Results in 2024**



No.	Indicators	Unit	Implementation in 2024	2025 target	% of the plan 2025 compared to implementation in 2024
1	Turnover	Billion VND	1.925,03	2.000	103,9%
2	Revenue	Billion VND	1.594,88	1.804	113,1%
3	Profit after tax	Billion VND	10,17	12,19	119,9%
4	Dividends	%	0	0	0

**2. Summary Report on the Board of Supervisors' operations in 2024 and plan for 2025.**

**3. Passing the audited separate financial statements and consolidated financial statements for 2024 of Thang Long Corporation-JSC as of December 31, 2024 and the 2024 profit distribution plan**

No.	Indicator	Value (VND)
<b>1</b>	<b>Profit after tax in 2024</b>	
	+ In separate financial statements	10.167.411.703
	+ In the consolidated financial statements	2.238.651.580
<b>2</b>	<b>Distributed 2024 Profit</b>	<b>2.238.651.580</b>
<b>3</b>	<b>Profit Distribution</b>	<b>0</b>
	+ Development investment fund	0
	+ Welfare reward fund	0
	+ Dividends	0
<b>4</b>	<b>Remaining undistributed profit in 2024</b>	<b>2.238.651.580</b>

**4. Finalization of remuneration for the Board of Directors and the Board of Supervisors in 2024, remuneration plan for the Board of Directors and the Board of Supervisors in 2025**

*4.1 Remuneration settlement for 2024*

No.	Title	Remuneration according to Resolution	Implementation remuneration
I	Board of Directors	600.000.000	590.000.000
II	Board of Supervisors	108.000.000	108.000.000
	<b>Total</b>	<b>708.000.000</b>	<b>698.000.000</b>

*4.2 Remuneration payment plan for 2025*

No.	Title	Quantity	Remuneration (VND/person/month)	Amount
I	Board of Directors	1	10.000.000	120.000.000

II	Board of Supervisors	0	0	0
	<b>Total</b>			<b>120.000.000</b>

**5. Select an auditing company for the 2025 Financial Statements for TTL according to the Submission of the Board of Supervisors No.88/2025/TTr-BKS dated 11 April 2025**

**6. Passing the dismissal of positions:**

- Commissioners of the Board of Directors of Thang Long Corporation - JSC for Mr. Nguyen Trung Hieu according to the application to resign as a member of the Board of Directors from May 6, 2025.

- Commissioners of the Board of Supervisors of Thang Long Corporation - JSC for Mr. Ngo Tien Dat according to the application to resign as a member of the Board of Supervisors from May 6, 2025.

Assign the Company's Board of Directors to review and resolve issues regarding the rights and benefits of Mr. Nguyen Trung Hieu and Mr. Ngo Tien Dat in accordance with the Company's regulations and relevant laws.

**7. Additional election**

7.1 Mr./Mrs. .... holds the position of member of the Board of Directors of Thang Long Corporation - JSC.

The term of the new Board of Directors member shall be follow the remaining term of the current Board of Directors of the company (2024-2029).

7.2 Mr./Mrs. .... holds the position of member of the Board of Supervisors of Thang Long Corporation - JSC.

The term of the new member of the Board of Supervisors shall follow the remaining term of the current Board of Supervisors of the company (2024-2029).

**8. Passing the amended Charter of the Corporation** (According to the content of Submission No.89/TTr-HĐQT dated 11 April 2025 of the Board of Directors)

**Article 2.** The General Meeting of Shareholders assigns the Board of Directors and the General Director to organize the implementation of the contents of the Resolution in accordance with the regulations of law and the Charter of the Corporation.

**Article 3.** This Resolution comes into force from the date of signing.

The Board of Directors, the General Director and relevant persons are responsible for implementing this Resolution./.

**Recipient:**

- Shareholders;
- As per Article 3;
- Website (CBTT);
- HNX (CBTT);
- Saving: Admin & HR Department

**ON BEHALF OF SHAREHOLDERS'  
GENERAL MEETING  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**

**Vu Anh Tuan**

## THANG LONG CORPORATION - JSC



No.	Current Charter		New Charter		Reason for amendments
	Article	Contents	Article	Content of amendments and supplements	



<p>1. In this Charter, the following terms shall be construed as follows:</p> <p>a. "Corporation" means Thang Long Corporation - JSC.</p> <p>b. "Charter" means the Charter of organization and operation of Thang Long Corporation - JSC;</p> <p>c. "Charter capital" means the total par value of sold shares of the Corporation and is stipulated in Article 5 of this Charter;</p> <p>d. "Shareholder" means any organization or individual owning at least 1 share of the Corporation;</p> <p>e. "Board of Directors" or "BOD" means the Board of Directors of the Corporation;</p> <p>f. "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;</p> <p>g. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and documents amending, supplementing and guiding the implementation of this law;</p> <p>h. "Securities Law" means the Securities Law No. 54/2019/QH14 dated November 26, 2019 and documents amending, supplementing and guiding the implementation of this law; i. "Establishment Date" is the date on which Thang Long Corporation - JSC is granted the first Certificate of Business Registration;</p> <p>j. "Manager" or "Corporation Manager" includes the Chairman of the Board of Directors, General Director, Deputy General Director, Chief Accountant.</p> <p>k. "Related person" means any individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;</p> <p>l. "Term of operation" means the term of operation of Thang Long Corporation - JSC specified in Article 2 of this Charter.</p> <p>m. "Vietnam" means the Socialist Republic of Vietnam.</p>	<p>1. In this Charter, the following terms shall be construed as follows:</p> <p>a. "Company" means Thang Long Corporation-JSC;</p> <p>b. "Charter capital" means the total par value of shares sold or registered for purchase upon establishment of the enterprise and as stipulated in Article 6 of this Charter;</p> <p>c. "Voting capital" means the share capital, accordingly, the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;</p> <p>d. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents amending, supplementing and guiding the implementation of this law;</p> <p>e. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents amending, supplementing and guiding the implementation of this law;</p> <p>f. "Establishment Date" means the date on which the Company is granted the Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) for the first time;</p> <p>g. "Company Manager" includes the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and individuals holding other management positions with the authority to sign transactions of the Company on behalf of the Company as prescribed in this Charter;</p> <p>h. "Company Executive" or "Enterprise Executive" means the General Director, Deputy General Director, Chief Accountant and other executives approved by the Board of Directors or General Director.</p> <p>i. "Related person" means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;</p> <p>j. "Shareholder" means an individual or organization that owns at least one share of the Company;</p> <p>k. "Founding shareholder" means a shareholder that owns at least one common share and signs the list of founding shareholders of a joint stock company;</p> <p>l. "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;</p> <p>m. "Term of operation" means the term of operation of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;</p>
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**Article 1.1  
Interpretation  
of terms**

Include the term "Business Operator"



2	<p><b>Article 2.4</b> <b>Form name</b></p>	<p>4. The Corporation has 01 Legal Representative, the General Director is the legal representative of the Corporation. The Corporation must appoint a new legal representative within no more than 30 days from the date the old legal representative resigns and is approved by the Board of Directors or other cases that result in the legal representative of the Corporation being unable to perform his/her duties and rights. During the temporary period of no legal representative, the Board of Directors will decide to appoint the Chairman of the Board of Directors or another member of the Board of Directors if the Corporation does not have the Chairman of the Board of Directors or the Chairman of the Board of Directors is unable to perform the assigned duties and rights, to sign documents and contracts on behalf of the Corporation, and to participate in transactions with third parties.</p>	<p><b>Article 3.</b> <b>Legal representative</b></p>	<p>1. The Company has one (01) legal representative who is the General Director. During the periods when the Company does not have a General Director (due to the old General Director having submitted a resignation letter and being approved by the Board of Directors or other cases leading to the case that the Company does not have the General Director because the old General Director is no longer holding the position and the Board of Directors has not appointed a new General Director), the Chairman of the Board of Directors will replace the Company's Legal Representative to decide, sign and implement all the rights and responsibilities of the Company's Legal Representative, but this replacement period shall not exceed 30 days from the date the old General Director is no longer holding the position. Within the above 30-day period, the Board of Directors must officially appoint a new General Director and register with the state management agency in accordance with current law.</p> <p>2. Rights and obligations of legal representing rights and obligations</p> <p>a. <u>Represent the Company in implementing rights and obligations arising from the Company's transactions.</u></p> <p>b. <u>Represent the Company as plaintiff, defendant, person with related rights and obligations with Arbitration and Court.</u></p> <p>c. <u>Other rights and obligations according to this Charter, Resolutions of the General Meeting of Shareholders and the Board of Directors of the Company.</u></p> <p>3. <u>The legal representative of the Company as prescribed in this Charter must reside in Vietnam. In case the legal representative leaves Vietnam, he/she must authorize in writing another person to implement the obligations and rights of the legal representative. In this case, the legal representative shall still be responsible for the implementation of the authorized obligations and rights.</u></p> <p>4. <u>In case the authorization period under Clause 3 of this Article expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to implement the rights and obligations of the legal representative within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.</u></p>	<p>Supplementing regulations on rights and obligations of legal representatives</p>
3	<p><b>Article 3.1,3.2</b></p>	<p>1. Business lines are in the appendix 1 2. Objectives of the Corporation: To mobilize and utilize capital effectively in developing registered production and business sectors, ensuring employment and income for employees, increasing dividends and share value for shareholders,</p>	<p><b>Article 4.1,4.2</b></p>	<p>1. Update new business lines (remove appendix 1). 2. Company's operational objectives: The Company was established to mobilize capital and effectively use capital sources; promote capacity in areas where the Company has advantages (consulting, design, technical services and construction of</p>	<p>Rewrite to reflect reality</p>



		fully contributing to the State budget, and progressively achieving sustainable development for the Corporation.		traffic infrastructure works) expand production and business to other areas; constantly improve product quality to meet the increasing needs of customers; stabilize employment for employees, create conditions for shareholders and employees to truly own the enterprise; increase profits, increase dividends, fulfill obligations, and contribute more and more to the state budget.	
		<p>1. All shares of the Corporation are freely transferable unless otherwise provided by this Charter and the law.</p> <p>2. Shares listed on the Stock Exchange shall be transferred according to the provisions of the law on securities and the stock market.</p> <p>3. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive equity, the right to purchase newly offered shares and other rights as prescribed by law.</p>	<p><b>Article 8.</b> <b>Transfer of shares</b></p>	<p>1. All shares are freely transferable unless otherwise provided by this Charter, the law and the Resolution of the General Meeting of Shareholders/Board of Directors. Shares listed and registered for trading on the Stock Exchange are transferred according to the provisions of the law on securities and the stock market.</p> <p>2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive equity, the right to purchase newly offered shares and other rights as prescribed by law.</p> <p>3. <u>In case the Company's shares are no longer transacted centrally on the Stock Exchange or in other forms as prescribed by law, the Board of Directors shall prescribe the procedures for transferring ownership of the Company's shares.</u></p> <p>4. <u>The Company's shares may be pledged, mortgaged, or used as collateral for obligations or capital contributions according to current legal regulations. The Board of Directors shall regulate the contents related to the freezing and release of shares in case of receiving a request from a shareholder or upon request from a competent State agency.</u></p>	<p>Include Clauses 3 and 4 in compliance with the regulations applicable to listed companies</p>
4			<p><b>Article 9</b> <b>Securities registration, transfer</b></p>		

3. Shareholders or groups of shareholders holding 10% or more of total common shares have the following rights:

- a. Nominate candidates for the Board of Directors or the Supervisory Board according to the respective provisions in Article 24, Clause 3 and Article 33, Clause 2 of this Charter.
- b. Request the convening of the General Meeting of Shareholders in the cases specified in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- c. Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, 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 Company.
- d. Request the Board of Supervisors to examine each specific issue related to the management and operation of the Corporation when deemed necessary. The request must be expressed in writing; include the full name, permanent address, nationality, ID card number, passport number or other legal personal identification for individual shareholders; name, head office address, nationality, enterprise code number or legal document number of the organization for organizational shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Corporation; issues to be inspected, the purpose of inspection;
- e. The recommendations for inclusion in the agenda of the General Meeting of Shareholders. The Submission must be in writing and sent to the Company at least 03 working days before the opening date. The recommendations must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

**Article 11.3  
Shareholders' rights**

**Article 11.3,  
11.4  
Shareholders' rights**

3. Shareholders or groups of shareholders holding *five percent (5%)* or more of the total number of common shares have the following rights:
  - a. Request to convene a General Meeting of Shareholders in the cases specified in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. Check and receive a copy or an extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
  - c. Request the Board of Supervisors to check each specific issue related to the management and operation of the Company when deemed necessary. The request must be made in writing; must include the full name, permanent address, nationality, ID card number, Passport number or other legal personal identification for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; issues need to be inspected, purpose of inspection;
  - d. Proposal for inclusion in the agenda of the General Meeting of Shareholders. The recommendations must be in writing and sent to the Company at least 03 working days before the opening date. The recommendations must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the proposed issue to be included in the agenda.
  - e. The other rights as prescribed by law and this Charter.
4. Shareholders or groups of shareholders owning *10% or more of the total number of common shares* have the right to nominate people to the Board of Directors and the Supervisory Board according to the corresponding provisions in Articles 24 and 35 of this Charter.

Change the ratio to suit the reality and regulations (Split into two clauses)





The General Meeting of Shareholders has the following rights and obligations:

- a. Approving the development orientation of the Corporation;
  - b. Deciding on the types of shares and the total number of shares of each type that are allowed to be offered for sale; deciding on the annual dividend rate for each type of shares;
  - c. Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
  - d. Deciding on investing or selling assets with a value of 35% or more of the total asset value recorded in the most recent financial report of the Corporation;
  - e. Deciding on amending and supplementing the Charter of the Corporation;
  - f. Approving the annual financial report;
  - g. Deciding on repurchasing more than 10% of the total number of shares sold of each type;
  - h. Considering and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Corporation and the shareholders of the Corporation;
  - i. Deciding on reorganizing and dissolving the Corporation;
  - j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - k. Approve the internal governance regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
  - l. Approve the list of approved auditing companies; decide on the approved auditing company to conduct inspections of the Corporation's operations, dismiss approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discusses and approves the following issues:
- a. The annual business plan of the Corporation;
  - b. Audited annual financial statements;

**Article 14.  
Rights and  
obligations of  
the General  
Meeting of  
Shareholders**

**Article 14.  
Rights and  
obligations of  
the General  
Meeting of  
Shareholders**

1. The annual general meeting of shareholders discusses and approves the following issues:

- a. Audited annual financial statements;
- b. Report of the Board of Directors;
- c. Report of the Board of Supervisors;
- d. Annual business plan of the Company;
- e. Dividend level for each share of each type;
- f. Other issues under authority.

*1. Annual and extraordinary general meetings of shareholders (including meetings in the form of collecting shareholders' opinions in writing) shall pass decisions on the following issues:*

- a. Approving the development orientation of the Company;
- b. Approving the audited annual financial statements;
- c. The annual dividend payment for each type of share in accordance with the Enterprise Law and the rights attached to that type of share.

This dividend is not higher than the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;

- d. The number of members of the Board of Directors;
- e. Approving the list of independent auditing companies; deciding on the independent auditing company to conduct an inspection of the company's operations, dismissing the independent auditor when deemed necessary;

f. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

- g. Deciding on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- h. Deciding on amending and supplementing the Company Charter;
- i. Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;

j. Divide, separate, consolidate, merge or convert the Company;

k. Decide on the reorganization or dissolution of the Company;

- l. Consider and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;

1. Supplement cases for collecting opinions in writing to allow shareholder opinions to be gathered whenever possible without convening a meeting.

c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;

d. Report of the Supervisory Board on the business results of the Corporation, the performance of the Board of Directors and the General Director;

e. Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;

f. Dividend level for each share of each type;

g. Number of members of the Board of Directors and the Board of Supervisors;

h. Election, dismissal, removal of members of the Board of Directors and members of the Board of Supervisors;

i. Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

j. Approval of the list of approved auditing companies; decision on the approved auditing company to conduct inspections of the Corporation's operations when deemed necessary;

k. Supplementation and amendment of the Corporation's Charter;

l. Types of shares and number of new shares issued for each type of shares;

m. Division, separation, consolidation, merger or conversion of the Corporation;

n. Reorganization and dissolution (liquidation) of the Corporation and appointment of a liquidator;

o. Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the most recent financial report of the Corporation;

p. Decision to repurchase more than 10% of the total number of shares sold of each type;

q. The Corporation signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the most recent financial report;

m. To decide on investment plans and projects within the authority and limits prescribed by law. Decide on investment or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets recorded in the most recent audited financial statements.

n. Decide on the repurchase of more than ten percent (10%) of the total number of shares issued of each type;

o. To approve the signing of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value of the Company as recorded in the latest financial statements.

p. To approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

q. Approve internal governance regulations; regulations on the operation of the Board of Directors, regulations on the operation of the Board of Supervisors;

r. Authorize the Board of Directors to perform tasks and powers under the authority of the General Meeting of Shareholders stated in this Article, unless otherwise provided by law.

s. Other issues as prescribed by law and this Charter.

2. Shareholders are not allowed to vote in the following cases:

a. Through contracts and transactions specified in Point p Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;

b. The repurchase of shares by that shareholder or by a person related to that shareholder, except in cases where the repurchase of shares is made in proportion to the ownership ratio of all shareholders or the repurchase is made through order matching transactions on the Stock Exchange or public offering according to the provisions of law.

4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;

s. Approval of the internal regulations on corporate governance, regulations on the operation of the Board of Directors, regulations on the operation of the Supervisory Board;

t. Authorize the Board of Directors to decide and implement the scope of work under the authority of the General Meeting of Shareholders, except where otherwise provided by law.

u. The other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.



7	Article 16.1 Changes in rights relating to preference shares	1. Resolutions of the General Meeting of Shareholders on contents that on contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed if approved by the number of preferred shareholders of the same type attending the meeting owning meeting owning 65% or more of the total number of preferred shares of that type.	Article 16.1 Changes in rights relating to preference shares	1. Resolutions of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed if approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type.	Change the ratio to suit the regulations
8	Article 18.1 Conditions for holding a General Meeting of Shareholders	1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents at least 65% of the voting shares. 2. The decisions of the General Meeting of Shareholders relating to the following issues will only be passed when 75% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders (in case of holding a meeting in person) or at least 75% of the total votes of shareholders with voting rights approve (in case of collecting shareholders' opinions in writing): a. Amendment and supplement to the Charter; b. Type of shares and number of shares offered for sale;	Article 18.1 Conditions for holding a General Meeting of Shareholders	1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of shares with voting rights. 2. Regarding the passing of resolutions at the general meeting: 2.1. The resolution on the following content shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting: a. Type of shares and number of shares offered for sale; b. Type of shares and total number of shares of each type; c. Change of business lines, occupations and fields; d. Change of the Company's management structure; e. Reorganization or dissolution of the Company; f. Transactions of purchase or sale of assets of the Company or its subsidiaries or branches with a value of thirty-five percent (35%) or more of the total value of the Company's assets calculated according to the most recent audited financial statements. In this case, the representative of the Company signing the contract must notify the Board of Directors and the Supervisors of the entities involved in the contract or transaction; and at the same time, attach a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or explain the main content of the transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with related interests do not have voting rights; the contract or	Change the ratio to suit the regulations
9	Article 20.2 Approval of decisions of the General Meeting of Shareholders	a. Reorganization or dissolution of the Corporation; b. Transactions selling assets of the Corporation or branches or purchases made by the Corporation or branches with a value of 50% or more of the total value of assets of the Corporation and its branches calculated according to the most recent audited accounting books.	Article 20.2 Approval of decisions of the General Meeting of Shareholders		Reduce the rate to comply with regulations



13	<p>3. Achieve the objectives approved by the General Meeting of Shareholders, satisfying customers, shareholders, the Board of Directors, and employees.</p> <p>4. Decide on the annual business development plans and financial plans.</p> <p>7- Identify and nurture talents for the Corporation's development.</p> <p>22. Decide on investment plans and investment projects within the authority and limits prescribed by the Law on Enterprises and this Charter;</p>	<p>Article 26.3.a.o Rights of the Board of Directors</p>	<p>a. Decide on the Company's strategy, medium-term development plan and annual business plan.</p> <p>o. Decide on investment plans and investment projects within the authority and limits prescribed by law. Decide on investment or sale of assets with a value of less than 35% of the total asset value recorded in the Company's most recent audited financial statements;</p>	Clearly state the level of delegation to the Board of Directors
14	<p>28. Decision to establish subsidiaries of the Corporation;</p>	<p>Article 26.4.b Rights of the Board of Directors</p>	<p>b. Decision to establish subsidiaries, contribute capital, buy and sell shares and capital contributions in other enterprises established in Vietnam or abroad</p>	To be more specific
15	<p>29. Within the scope of provisions in Clause 2, Article 138 and except for the cases specified in Clauses 1 and 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment and cancellation of major contracts of the Corporation (including contracts for purchase, sale, borrowing, lending, merger, acquisition of the Corporation, companies and joint ventures and other contracts and transactions) with a value of less than 50% of the total value of the Corporation's assets recorded in the most recent audited financial statements;</p>	<p>Article 26.4.e</p>	<p>e. Deciding and signing construction contracts for purchase, sale, borrowing, lending, guarantee, security, pledge, mortgage, compensation and other contracts with a value of less than 50% of the total value of assets recorded in the Company's most recent audited financial statements. This provision does not apply to contracts and transactions specified in Clause 1, Article 167 of the Law on Enterprises;</p>	Write briefly
	<p>41. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and managers to act on behalf of the Corporation.</p>	<p>Article 26.6</p>	<p>6. The Board of Directors may authorize a legal representative or a member of the Board of General Directors/other executive to perform the rights and obligations under the authority of the Board of Directors stated in this Article, unless otherwise provided by law.</p>	Specify the authorized object



	<p>42. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors according to the agreement in the Board of Directors or equally divided in case of no agreement.</p>	<p><b>Article 25.42</b></p>	<p><b>Article 27.</b> Remuneration, bonuses and other benefits of members of the Board of Directors</p>	<p>1. <u>The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.</u> 2. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work and bonuses. The total remuneration for the Board of Directors is decided by the General Meeting of Shareholders. This remuneration is divided among the members of the Board of Directors according to the agreement in the Board of Directors or divided equally in case of no agreement. <u>If the Board member declines in writing, no payment will be made to that member.</u></p>	<p>Separate into 1 article</p>
16	<p>Article 26.1 Chairman and Vice Chairman of the Board of Directors</p>	<p>1. The Board of Directors elects the Chairman and Vice Chairman of the Board of Directors from among the members of the Board of Directors.</p>	<p><b>Article 28.1</b> Chairman of the Board of Directors, Vice Chairman of the Board of Directors</p>	<p>1. The Board of Directors must select from among its members the Chairman and <i>one or more</i> Vice Chairmen. The Chairman of the Board of Directors must not concurrently hold the position of General Director.</p>	<p>Written in detail According to the regulations for listed companies, the Chairman is not allowed to concurrently hold the position of General Director.</p>
17	<p><b>Article 28.</b> Organization of management apparatus</p>	<p>Based on the strategy in each development stage, the General Director designs the organizational chart and functions of the departments, responsibilities, obligations and rights of the management staff for approval by the Board of Directors.</p>	<p><b>Article 32.</b> Organization of the Executive Board apparatus</p>	<p>1. The Company must ensure that the Executive Board is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. 2. The Company's Board of Executive has a legal representative, General Director, and Deputy General Directors.</p>	

<p><b>Article 30.4.b</b> Appointment, dismissal, removal, responsibilities, duties and rights of the General Director</p>	<p>b. Responsibilities of the General Director in the role of legal representative:</p> <ul style="list-style-type: none"> <li>- Exercise assigned rights and obligations honestly, carefully, and to the best of his/her ability to ensure the legitimate interests of the Corporation;</li> <li>- Be loyal to the interests of the Corporation;</li> <li>- Be loyal to the interests of the Corporation; do not use information, secrets, business opportunities of the Corporation, do not abuse his/her position, title, or use the assets of the Corporation for personal gain or to serve the interests of other organizations or individuals;</li> <li>- Timely, fully, and accurately notify the Corporation about the fact that the representative and his/her related persons own or have controlling shares or capital contributions in other enterprises.</li> </ul>	<p><b>Article 33.1.2.</b> <b>a.b.c</b> <b>Company Executives</b></p>	<p>1.2 In addition to the provisions of Article 3, the legal representative has the following duties:</p> <ol style="list-style-type: none"> <li><u>Organize the implementation of the Board of Directors' resolutions.</u></li> <li><u>Organize the implementation of the Company's business plan and investment plan.</u></li> <li><u>Propose organizational structure plan and internal management regulations of the Company.</u></li> <li><u>Appoint Deputy General Directors after consulting with the Board of Directors; appoint, dismiss, and remove other management positions in the Company, except for positions under the authority of the Board of Directors.</u></li> <li><u>Decide on salaries and other benefits for employees in the Company except for positions under the authority of the Board of Directors.</u></li> <li><u>Propose plans to pay dividends or handle business losses.</u></li> <li><u>Decide and issue other internal regulations, procedures and documents of the Company except for documents under the authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter.</u></li> </ol> <p>Written in detail the delegation to the legal representative</p>
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<p><b>Article 30.1,3,5,7</b> <b>Appointment, dismissal, discard, responsibilities, duties and rights of the General Director</b></p>	<p>1. The Board of Directors appoints a member of the Board or another individual as the General Director and will sign a contract specifying the salary, remuneration, benefits, and other terms related to responsibilities and obligations.</p> <p>3.b An individual owning at least five percent (5%) of the Corporation's charter capital or another person must have professional qualifications or practical experience in business management or in the main business sectors of the Corporation.</p> <p>3.c <del>Must not concurrently serve as a Director or General Director of another enterprise.</del></p> <p>5. Rights and duties: The General Director has the following rights and duties:</p> <p>a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Corporation approved by the Board of Directors and the General Meeting of Shareholders;</p> <p>b. Decide all matters not under the authority of the Board of Directors and the General Meeting of Shareholders; sign financial, commercial and service contracts on behalf of the Corporation, organize and operate the daily production and business activities of the Corporation according to the best and most effective management practices;</p> <p>c. Appoint Deputy General Directors after consulting with the Board of Directors; Appoint heads and deputy heads of functional departments, the Directors of affiliated units based on the proposals of the Deputy General Directors. Approve the training plan for the next generation of managers for the positions of Head and Deputy Head of functional departments and propose to the Board of Directors to approve the training plan for the next generation of managers for the positions of General Director, Deputy General Director and Chief Accountant.</p> <p>d. Consult with the Board of Directors to decide on the number of employees, salary, allowances, benefits, appointment, dismissal and other terms related to their labor contracts;</p>	<p><b>Article 35.</b> <b>Appointment, dismissal, duties and rights of the General Director</b></p>	<p>1. The Board of Directors appoints one (01) member of the Board of Directors or another person as the General Director; signs a contract specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Report and stated in the Company's Annual Report.</p> <p>3.b Have professional qualifications or practical experience in business administration or in the field of construction or in the main business lines of the Company</p> <p>4. The General Director has the following rights and obligations:</p> <p>a. Decide on matters assigned or authorized by the General Meeting of Shareholders, the Board of Directors and the legal representative, including signing financial and commercial contracts on behalf of the Company, organizing and operating the Company's daily business activities in accordance with best management practices;</p> <p>b. Propose plans for the Company's organizational structure and internal management regulations;</p> <p>c. Propose measures to improve the Company's operations and management;</p> <p>d. Propose the number of executives or managers that the Company needs to recruit or appoint for the Board of Directors or the legal representative to recruit, appoint or dismiss in accordance with internal regulations; propose remuneration, salaries and other benefits for these people;</p> <p>e. Carry out the recruitment of employees;</p> <p>f. <i>No later than December 31 of each year</i>, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year, a financial plan for capital use and mobilization based on meeting the requirements of the appropriate budget as well as a three (03) year financial plan;</p> <p>g. Prepare the Company's long-term, annual and quarterly cost estimate schedule (hereinafter referred to as the cost estimate) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, business performance report and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;</p>	<p>1. December 31 deadline is feasible</p> <p>2. Brief expression</p>
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e. On October 31 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five-year financial plan;

f. Propose measures to improve the operations and management of the Corporation;

g. Prepare the Corporation's long-term, annual and monthly budgets (hereinafter referred to as the budget) to serve the Corporation's long-term, annual and monthly management activities according to the business plan. The annual budget (including the balance sheet, business production report and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Corporation's regulations;

h. The General Director represents the Corporation in exercising the rights and obligations arising from the Corporation's transactions, represents the Corporation as a plaintiff, defendant, person with related rights and obligations before the Arbitration, the Court and other rights and obligations as prescribed by law

i. Carry out all other activities as prescribed in this Charter and the Corporation's regulations, the labor contract resolutions of the Board of Directors, the labor contract signed with the Corporation and the law;

k. Report daily to the Chairman of the Board of Directors on important and urgent tasks and the latest information related to the Corporation's production and business activities during the day. When going on business trips for more than 24 hours or going abroad, the Chairman of the Board of Directors must be informed at least 24 hours in advance, except in urgent cases.

7. The Board of Directors may dismiss the General Director when at least two-thirds of the Board members vote in favor (excluding the General Director's vote if the General Director is also a Board member) in the following cases, and appoint a new General Director as a replacement:

h. Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, labor contracts signed with the Company and the law.

	<p>a. Achieving less than 70% of the targets assigned by the Board of Directors for two consecutive years;</p> <p>b. Lack of transparency in management leading to conflicts of interest among customers, shareholders, the Board of Directors, and employees;</p> <p>c. Poor management capabilities resulting in customer and employee trust ratings below 65%.</p> <p>8. The Board of Directors may relieve the General Director in the following cases and appoint a new General Director as a replacement:</p> <p>a. Due to the company's operational needs, including personnel transfers or rotations;</p> <p>b. Health reasons preventing the continuation of duties;</p> <p>accompanied by the General Director's resignation letter.</p>		
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20	<p><b>Article 30.7</b> Appointment, dismissal, duties and powers of the General Director</p>	<p>7. The Board of Directors may dismiss the General Director when two-thirds or more of the members of the Board of Directors vote in favor (in this case, the General Director's vote is not counted in the case the General Director is a member of the Board of Directors) when one of the following cases occurs and appoint a new General Director to replace:</p>		<p>6. The Board of Directors may dismiss or discard the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace.</p>	Brief expression
21	<p><b>Article 36.</b> Honest responsibility and avoid conflicts of interest</p>	<p>Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers are not allowed to use business opportunities that may benefit the Corporation for personal purposes; at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.</p> <p>2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers are obliged to notify in writing the Board of Directors and the Board of Supervisors about transactions between the Corporation, its subsidiaries, other companies in which the Corporation controls 50% or more of the charter capital with that entity itself or with related persons of that entity according to the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information about these resolutions according to the provisions of the securities law on information disclosure.</p> <p>3. Unless otherwise decided by the General Meeting of Shareholders, the Corporation shall not provide loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the Board of General Directors, other managers and those related to the above members or legal entities in which these persons have financial interests, except in cases that the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent</p>	<p><b>Article 39.</b> Honest responsibility and avoid conflicts of interest</p>	<p>1. <i>Members of the Board of Directors, Supervisors, General Directors and other executives must publicly disclose related interests according to the provisions of Article 164 of the Law on Enterprises and other legal provisions.</i></p> <p>2. <i>Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.</i></p> <p>3. <i>Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are obligated to notify the Board of Directors and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or other companies controlled by the public company holding 50% or more of charter capital, and such individuals or their related persons, in accordance with legal regulations. For transactions requiring approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.</i></p> <p>4. <i>Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their related persons, in accordance with the Law on Enterprises and this Charter.</i></p>	



companies - subsidiaries, economic groups and specialized laws have other provisions or the above loans or guarantees have been approved by the General Meeting of Shareholders.				
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4. Transactions between the Corporation and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and individuals and organizations related to these subjects shall not be invalid in the following cases:

a) For transactions with a value of less than or equal to 20% of the total value of assets recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests;

b) For transactions with a value greater than 20% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

5. Members of the Board of Directors, members of the Board of Supervisors, Board of the General Directors, other managers and those related to the above members are not allowed to use information that has not been permitted to be announced by the Corporation or disclose it to others to carry out related transactions.

6. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives, or individuals and organizations related to these persons shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to twenty percent (35%) of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in good faith by the majority vote of the Board members who have no related interests;

b. For contracts with a value greater than twenty percent (35%) of the total asset value recorded in the most recent financial report, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director, and other executives have been announced to shareholders with no relevant interests who have the right to vote on that issue, and those shareholders have approved this contract or transaction;

c. Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, General Directors, other executives and organizations and individuals related to the above members are not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.

d. Superiors must not use their position to pressure subordinates for personal gain. Respect the interests of the Company, must not embezzle Company assets, and must not perform any actions, in any form, with the aim of turning Company assets and interests into personal assets and interests.

e. The Company shall not provide loans or guarantees to individual shareholders and related persons of such individual shareholders.

f. The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in cases that the Company

*and the institutional shareholder are related persons of the shareholder, which are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors according to the authorized authority.*



<p>23</p> <p><b>Article 38. Right to investigate books and records</b></p>	<p>Shareholders or groups of shareholders mentioned in <i>Article 24, Clause 4 and Article 33, Clause 2</i> of this Charter have the right, directly or through an authorized person, to submit a written request to inspect the list of shareholders, the minutes of the General Meeting of Shareholders and to photocopy or extract such records during working hours and at the head office of the Corporation. The request for inspection by the authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder that person represents or a notarized copy of this power of attorney.</p>	<p>Article 41: Right to Inspect Books and Records</p>	<p>1. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to review, look up, and extract minutes, resolutions, and decisions.</p>	<p>Appropriate rate as prescribed</p>
<p>24</p> <p><b>Article 44. Annual, semi-annual and quarterly financial statements</b></p>	<p>1. The Corporation must prepare and complete the annual financial statement audit according to the provisions of law, and make statements and disclose information according to the provisions of the current law on securities and the securities market. 2. The annual financial statements must include a business performance report that honestly and objectively reflects the Corporation's profit and loss situation in the fiscal year, a balance sheet that honestly and objectively reflects the Corporation's operating situation up to the time of preparing the statements, a cash flow statement and financial statement explanation. 3. The Corporation must prepare and disclose semi-annual and quarterly reports according to the provisions of law. 4. The audited financial statements (including the auditor's opinions), the semi-annual and quarterly financial statements of the Corporation must be disclosed on the Corporation's website.</p>	<p>Article 47. Annual, semi-annual and quarterly financial statements</p>	<p>1. The Company must prepare annual financial statements according to the provisions of law as well as the regulations of the State Securities Commission and the statements must be audited according to the provisions of Article 49 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company must submit annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the Business Registration Authority. 2. The annual financial statements must include a business performance report that honestly and objectively reflects the Company's profit/loss situation during the fiscal year, financial situation statements that honestly and objectively reflect the Company's operating situation up to the time of preparing the statements, a cash flow report and notes to the financial statements. 3. The Company must prepare and publish the reviewed semi-annual financial statements and quarterly financial statements according to the regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant tax authorities and the Business Registration Authority according to the provisions of the Law on Enterprises. 4. The Company's audited annual financial statements (including the auditor's opinions), reviewed semi-annual financial statements and quarterly financial statements must be published on the Company's website. 5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed semi-annual financial statements and quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.</p>	<p>In accordance with the reality</p>

25	<p><b>Article 51. Supplementing and amending the Charter</b></p> <p>1. Any supplementing or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.</p> <p>2. In case there are provisions of law related to the operations of the Corporation that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally be applied and regulate the operations of the Corporation.</p>	<p><b>Article 55. The Company Charter</b></p> <p>1. Any supplementing or amendment to this Charter must be considered and decided by the General Meeting of Shareholders, <i>except in the case of adjusting the charter capital due to the sale of new shares within the number of shares authorized for sale according to the Resolution passed by the General Meeting of Shareholders.</i></p> <p>2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall naturally be applied and regulate the Company's operations.</p>	<p>In accordance with the reality</p>
26	<p><b>Article 52. Effective Date</b></p> <p>This Charter consists of 20 Chapters and 52 Articles, unanimously approved by the General Meeting of Shareholders and takes effect from / /2025</p> <p>The Charters of Thang Long Corporation - JSC and the Appendices amending and supplementing the Charters signed and issued previously will cease to be effective from the time this Charter takes effect.</p> <p>2. The Charter is made into 03 copies with equal legal value, stored at the General Company Office.</p> <p>3. This charter is the sole and official charter of the Corporation.</p> <p>4. Copies or extracts of the Corporation's Charter must be signed by the Chairman of the Board of Directors or the Legal Representative to be valid.</p>	<p><b>Article 56. Effective Date</b></p> <p>1. This Charter consists of 21 chapters and 56 articles, approved on / / /2025 and approved the full text of this Charter.</p> <p>2. This charter is the sole and official charter of the Company.</p> <p>3. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.</p>	<p>In accordance with the regulations of the listed company</p>

No.: 89/TTr-HĐQT

Hanoi, date 11 month 04 year 2025

**SUBMISSION**

***Re: Approval of the full text of the Corporation's amended and supplemented Charter***

**To: General Meeting of Shareholders of Thang Long Corporation - JSC**

- Pursuant to the Law on Enterprises 2020 and implementation instruction documents;
- Pursuant to the Securities Law 2019 and implementation instruction documents;

Based on the need for change of Thang Long Corporation - JSC ("the Corporation") to suit the actual operation, on the basis of the provisions of relevant laws in the Enterprise Law 2020 and the Securities Law 2019, the Board of Directors has reviewed the current Charter of the Corporation (*Amended for the 8th time, issued on December 10, 2024*) and the draft supplementary Charter

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following issues:

1. Approving the issuance of the full text of the Charter on organization and operation of the Corporation (*attached draft*);
2. Authorize the Board of Directors to proactively complete the draft Charter of the Corporation approved by the General Meeting of Shareholders for the Legal Representative to sign and issue the official copy as prescribed in Point c, Clause 4, Article 24 of the Law on Enterprises 2020.

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

**Recipient:**

- As above;
- Board of Directors;
- Save: Admin & HR Department,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**VU ANH TUAN**



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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# **CHARTER**

## **THANG LONG CORPORATION - JSC**

**Hanoi, month      2025**

## **PREAMBLE**

This Charter was first approved by the General Meeting of Shareholders on ..... and amended for the .....time on...../...../2025.

### **I. DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Interpretation of term**

1. In this Charter, the following terms shall be construed as follows:

- b. “*Company*” means Thang Long Corporation-JSC;
- c. “*Charter capital*” is the total par value of shares sold or registered to be purchased upon establishment of the enterprise and as stipulated in Article 6 of this Charter;
- d. “*Voting capital*” means the equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- e. “*Enterprise Law*” means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents amending, supplementing and guiding the implementation of this law;
- f. “*Securities Law*” means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents amending, supplementing and guiding the implementation of this law;
- g. “*Establishment date*” means the date on which the Company is first granted the Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents);
- h. “*Company Manager*” includes the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and individuals holding other management positions with the authority to sign transactions of the Company on behalf of the Company as prescribed in this Charter;
- i. “*Company Executive*” or “*Enterprise Executive*” is the General Director, Deputy General Director, Chief Accountant and other executives approved by the Board of Directors or General Director.

- j. “*Related Person*” is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - k. “*Shareholder*” is an individual or organization owning at least one share of the Company;
  - l. “*Founding Shareholder*” is a shareholder owning at least one common share and signing the list of founding shareholders of a joint stock company;
  - m. “*Major shareholder*” is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
  - n. “*Term of operation*” means the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;
  - o. “*Stock Exchange*” means the Vietnam Stock Exchange and its subsidiaries;
  - p. “*Vietnam*” means the Socialist Republic of Vietnam.
- 2. In this Charter, references to one or more provisions or legal documents or other documents shall include amendments or replacement documents.
  - 3. The titles (chapters, articles of this Charter) are used for convenience of reference and shall not affect the content of this Charter.
  - 4. Words or terms defined in the Law on Enterprises, the Law on Securities (if not inconsistent with the subject or context) shall have the same meaning in this Charter. In case of conflict, the words or terms used in the Enterprise Law and Securities Law shall prevail.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION OF THE COMPANY AND LEGAL REPRESENTATIVE OF THE COMPANY**

### ***Article 2. Name, form, headquarters, branches, representative offices and term of operation of the Company***

- 1. Company Name

Company name written in Vietnamese:

THANG LONG CORPORATION – JSC

Company name in English:



## THANG LONG JOINT STOCK CORPORATION

Abbreviated Company Name: TLG

Securities code: TTL

2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.
3. The Company's registered office is:  
Address: No. 72 Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City, Vietnam
4. The Company may establish subsidiaries, invest and contribute capital to member companies; establish branches and representative offices in business locations and establish a system of agents and business locations to carry out the Company's operational objectives within the scope permitted by law.
5. Unless terminated before the deadline as prescribed in Article 51 of this Charter, the term of operation of the Company shall commence from the date of establishment and shall be indefinite.

### **Article 3. Legal representative of the Company**

1. The Company has one (01) legal representative who is the General Director. During the periods when the Company does not have a General Director (*due to the old General Director having submitted a resignation letter and being approved by the Board of Directors or other cases leading to the Company not having a General Director because the old General Director is no longer holding the position and the Board of Directors has not appointed a new General Director*), the Chairman of the Board of Directors will replace the Company's Legal Representative to decide, sign and exercise all powers and responsibilities of the Company's Legal Representative, but this replacement period shall not exceed 30 days from the date the old General Director is no longer holding the position. Within the above 30-day period, the Board of Directors must officially appoint a new General Director and register with the state management agency according to current law.
2. Rights and obligations of the legal representative:
  - a. Represent the Company in exercising rights and obligations arising from the Company's transactions;
  - b. Represent the Company as plaintiff, defendant, person with related rights and obligations before Arbitration and Court;
  - c. Other rights and obligations according to this Charter, Resolution of the General Meeting of Shareholders and the Board of Directors of the Company.
3. The legal representative of the Company as prescribed in this Charter must reside in Vietnam. In case the legal representative leaves Vietnam, he/she must authorize in writing another person to exercise the rights and duties of the legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations.

4. In case the authorization period under Clause 3 of this Article expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.

### III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

#### *Article 4. Company's operating objectives*

1. The Company's business lines are:

No.	Name of business industry, lines	Code of business industry, lines
1.	Business of real estate, land use rights owned, used or leased	6810
2.	Short-term accommodation services	5510
3.	Road freight transport	4933
4.	Wholesale of metals and metal ores	4662
5.	Wholesale of materials and other installation equipment in construction	4663
6.	Other specialized construction activities	4390
7.	Motor Vehicle Rental	7710
8.	Road passenger transport within the city and suburbs (except transport by bus)	4931
9.	Warehousing and storage of goods	5210
10.	Railway construction	4211
11.	<b>Road construction</b>	<b>4212 (chính)</b>
12.	Technical testing and analysis	7120
13.	Construction of other civil engineering works	4299
14.	Repair of machinery and equipment	3312
15.	Manufacture of metal components	2511
16.	Mechanical processing; metal treatment and coating	2592

No.	Name of business industry, lines	Code of business industry, lines
17.	Manufacture of other fabricated metal products not elsewhere classified	2599
18.	Construction of house for living	4101
19.	Building a house not for living	4102
20.	Other remaining business support service activities not elsewhere classified	8299
21.	Labor source supply and management	7830
22.	Architectural and related technical consulting activities Details: Design of bridges and roads - Construction supervision of bridges and roads - Design of civil and industrial structures - Construction supervision of roads, civil and industrial works - Supervision of irrigation works - Review of technical designs, construction technical designs and total construction estimates (only operate under a practice certificate)	7110
23.	Specialized Design Activities Details: Graphic Design	7410
24.	Manufacture of concrete and products from concrete, cement and gypsum	2395
25.	Manufacture of other electrical equipment	2790
26.	Installation of industrial machinery and equipment	3320
27.	Electrical works construction	4221
28.	Retail sale of cars (9 seats or less) (Excluding auction activities according to Articles 23, 24, 25 of the Law on Property Auction 2016)	4512
29.	Automobile and other motor vehicle dealerships (Excluding auction activities under Articles 23, 24, 25 of the 2016 Law on Property Auction)	4513
30.	Maintenance and repair of automobiles and other motor vehicles	4520

No.	Name of business industry, lines	Code of business industry, lines
		4940
31.	Pipeline transport	
32.	Commodity and Securities Contract Brokerage <i>Details: Commodity Contract Brokerage</i>	6612
33.	Real estate consulting, brokerage, auction, land use rights auction <i>Details: - Real estate management services - Real estate consulting services - Real estate trading floors - Real estate brokerage services</i> <i>(According to Article 62, Article 69, Article 74, Article 75 of the Law on Real Estate Business 2014)</i>	6820
34.	Head office operations	7010
35.	General office administrative services	8211
36.	Production of plastics and synthetic rubber in primary form	2013
37.	Manufacturing plastic products	2220
38.	Scrap recycling	3830
39.	Construction of telecommunications and information works	4223
40.	Construction of marine works	4291
41.	Construction of mining works	4292
42.	Construction of processing and manufacturing facilities	4293
43.	Installation of water supply, drainage, heating and air conditioning systems	4322
44.	Demolition	4311
45.	Site preparation	4312
46.	Electrical installation	4321
47.	Installation of other building systems	4329
48.	Construction completion	4330
49.	Commodity auction agents and brokers <i>Details: Commodity auction agents and brokers (excluding auction activities)</i>	4610
50.	Wholesale of other household goods (except pharmaceuticals)	4649



No.	Name of business industry, lines	Code of business industry, lines
51.	Wholesale of agricultural machinery, equipment and spare parts	4653
52.	Wholesale of other machinery, equipment and spare parts <i>Details: Wholesale of machinery, equipment and spare parts for mining and construction</i>	4659
53.	Loading and unloading cargo	5224
54.	Financial services support activities not elsewhere classified <i>Details: Investment consulting activities</i>	6619
55.	Renting of machinery, equipment and other tangible goods without operator	7730
56.	Exploiting stone, sand, gravel, clay	0810
57.	Other mining not elsewhere classified	0899
58.	Mineral exploitation support service activities	0990
59.	Construction of water supply and drainage works	4222
60.	Construction of other public works	4229
61.	Other specialized wholesale not elsewhere classified <i>Details: Wholesale of scrap, metal or non-metal waste, raw materials for recycling including purchasing, arranging, classifying, cleaning used goods to get reusable spare parts</i>	4669
62.	Retail sale of hardware, paint, glass and other construction installation equipment in specialized stores	4752
63.	Production of refractory products	2391
64.	Production of building materials from clay	2392
65.	Production of cement, lime and gypsum	2394
66.	Mining of chemical minerals and fertilizer minerals	0891
67.	Cutting, shaping and finishing stone <i>Details: Cutting, shaping and finishing stone products used in construction, roads and roofing;</i>	2396
68.	Manufacture of other non-metallic mineral products not elsewhere classified	2399
69.	Repair of prefabricated metal products	3311

No.	Name of business industry, lines	Code of business industry, lines
		3314
70.	Electrical equipment repair	3811
71.	Non-hazardous waste collection	3900
72.	Pollution control and other waste management activities	3600
73.	Water exploitation, treatment and supply	3700
74.	Drainage and wastewater treatment	3821
75.	Treatment and disposal of non-hazardous waste	2591
76.	Forging, stamping, pressing and roll-forming of metal; powder metallurgy	

2. Company's operational objectives:

The Company was established to mobilize capital and effectively use capital sources; promote capacity in areas where the Company has advantages (consulting, design, technical services and construction of traffic infrastructure works) expand production and business to other areas; constantly improve product quality to meet the increasing needs of customers; stabilize employment for employees, create conditions for shareholders and employees to truly own the enterprise; increase profits, increase dividends, fulfill obligations, and contribute more and more to the state budget.

**Article 5. Scope of business and operations of the Company**

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines as announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current laws and take appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders.

**IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

**Article 6. Charter capital, shares, founding shareholders**

1. The Company's current charter capital is:

In number: 419,080,000,000 VND.

In words: Four hundred nineteen billion, eighty million dong.

The total charter capital of the Company is divided into 41,908,000 shares with a par value of 10,000 VND/share.

2. Charter capital is used for the following activities: purchasing fixed assets and minimum necessary equipment for the Company's operations; providing working capital for production and business; contributing capital to joint ventures, associations with other economic units and financial investment.
3. Charter capital may not be used to pay dividends or disperse the Company's assets for decisions to amend the Company's charter or reduce production scale.
4. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company's shares on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding common shares are stipulated in Article 11 and Article 12 of this Charter.
6. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.
7. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under conditions and in a manner that the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except in cases where shares are sold through the Stock Exchange by auction.

**Article 7. Securities certificate**

1. Shareholders of the Company are issued securities certificates corresponding to the number of shares and type of shares owned.
2. Shares are certificates issued by the Company, book entries or electronic data confirming ownership of one or more shares of the Company. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within two (02) months from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within two (02) months (or another period as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares will be issued a share certificate. The owner of shares does not have to pay the Company the cost of printing the share certificate.
4. In case the share certificate is lost, torn, burned, destroyed or damaged, the owner of such share may request to be issued a new share certificate on the condition that he/she provides evidence of ownership of the share, pays all relevant costs to the Company and commits to be responsible for any disputes arising from the reissuance of the new Share Certificate. After fifteen days from the date of receipt of the complete application, the Company will issue a new replacement share certificate.

**Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), are issued with the seal and specimen signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of issue.

**Article 9. Securities registration, transfer, freezing, and release of shares**

1. All shares are freely transferable unless otherwise provided by this Charter, the law and the Resolution of the General Meeting of Shareholders/Board of Directors. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for cannot be transferred and enjoy related rights 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 rights as prescribed by law.
3. In case the Company's shares are no longer traded centrally on the Stock Exchange or in other forms as prescribed by law, the Board of Directors shall prescribe the procedures for transferring ownership of the Company's shares.
4. The Company's shares may be pledged, mortgaged, used as collateral for obligations, and contributed capital according to with current legal regulations. The Board of Directors shall prescribe the contents related to the freezing and unfreezing of shares in case of receiving requests from shareholders or at the request of competent State agencies.

**V. ORGANIZATION, GOVERNANCE AND CONTROL STRUCTURE**

**Article 10. Organization, governance and control structure**

The Company's governance and control structure includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. Executive Board including the Legal Representative and the Board of General Directors.

**VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

**Article 11. Shareholder rights**

1. Rights of shareholders<sup>5</sup>. Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. Common shareholders have the following rights:
  - a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or through other forms according to the provisions of law. Each common share has one vote;



- b. Receive dividends at the rate decided by the General Meeting of Shareholders;
- c. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws, unless otherwise provided by this Charter, laws or Resolutions of the General Meeting of Shareholders/Board of Directors;
- d. Priority in purchasing newly offered shares corresponding to the proportion of common shares they own;
- e. View and receive copies or extracts of information on names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
- f. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;
- g. Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- h. In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and paid to shareholders holding other types of shares of the Company in accordance with the provisions of law;
- i. Request the Company to repurchase shares in cases prescribed in Article 132 of the Law on Enterprises;
- j. Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k. Have full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;
- l. To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
- m. Other rights as prescribed by law and this Charter
- 3. A shareholder or group of shareholders holding five percent (5%) or more of the total number of common shares has the following rights:
  - a. Request to convene a General Meeting of Shareholders in the cases specified in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. Check and receive a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
  - c. Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;
  - d. Request the Board of Supervisors to check each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing; must include the full name, permanent address, nationality, ID

- card number, Passport or other legal personal identification for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
- e. Proposal of the issues for inclusion in the agenda of the General Meeting of Shareholders. Proposal must be in writing and sent to the Company at least 03 working days before the opening date. Proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed for inclusion in the agenda.
- f. Other rights as prescribed by law and this Charter.
- 4. Shareholders or groups of shareholders owning **10%** or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors according to the provisions of Article 24 and Article 35 of this Charter. The nomination of people to the Board of Directors and the Supervisory Board is carried out as follows:
  - a. Common shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting 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 has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. 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 as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

#### **Article 12. Shareholder obligations**

Common shareholders have the following obligations:

- 1. Comply with the Company Charter and regulations of the Company; comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- 2. Participate in meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
  - d. Tham dự và biểu quyết trực tiếp tại cuộc họp;
  - e. Attend and vote directly at the meeting;
  - f. Authorize another person to attend and vote at the meeting;
  - g. Attend and vote via online meeting, electronic voting or other electronic form;
  - h. Send voting ballots to the meeting via mail, fax, electronically.

3. Pay for the registered shares in full and on time. The capital contributed in common shares must not be withdrawn from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, that shareholder and the person with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred;
4. Provide complete and accurate information when registering to buy shares and update changes during the process of holding shares;
5. Fulfill other obligations as prescribed by current laws;
6. Be responsible for the Company's losses corresponding to the shares contributed;
7. In case of participating in the Company's production activities, be responsible for protecting the Company's assets and interests; keep secrets about the Company's profession, activities, and production technology secrets of the Company;
8. Be personally responsible when performing one of the following acts in the name of the Company in any form:
  - a. Violation of the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Paying debts that have not yet matured in the face of possible financial risks to the Company.
9. Shareholders participating in the management of the Company who lose money or assets of the Company or cause damage to the Company, the Company, at its discretion, shall take one of the following measures to ensure liability:
  - a. If the amount of money or assets (converted into money) is less than the number of shares currently in existence at the time of the loss, the Company has the right to request the Securities Depository Center and depository members to freeze the entire number of shares until the shareholder has fully compensated for the loss. Or request the shareholder to negotiate with another shareholder designated by the Company's Board of Directors to recover the loss;
  - b. If the amount of money or property (converted into money) or the value of the damage is greater than the number of shares existing at the time of the loss, in addition to handling as prescribed in Point a of this Clause, the Company has the right to file a lawsuit with a competent Court to request compensation for the remaining value of the damage.

### ***Article 13. General meeting of shareholders***

1. The General Meeting of Shareholders is the highest authority of the Company. The annual General Meeting of Shareholders is held once (01) a year. The annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location within the territory of Vietnam. The

- Annual General Meeting of Shareholders shall decide on matters according to the provisions of law and the Company's Charter. In case the Audit Report of the Company's annual financial statements contains material exceptions, the Company may invite a representative of the independent auditing company to attend the Annual General Meeting of Shareholders to explain the relevant contents.
3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
    - a. The Board of Directors deems it necessary for the benefit of the Company;
    - b. The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number required by law.
    - c. A shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter requests to convene a General Meeting of Shareholders in writing. The request to convene a General Meeting of Shareholders must clearly state the reason and purpose of the meeting, have sufficient signatures of the relevant shareholders or the request can be made in multiple copies and collect sufficient signatures of the relevant shareholders;
    - d. At the request of the Supervisory Board.
    - e. Other cases as prescribed by law and this Charter.
  4. Convening an extraordinary meeting of shareholders:
    - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors or remaining Supervisors is as prescribed in Point c, Clause 3 of this Article or from the date of receipt of the request prescribed in Point d and Point e, Clause 3 of this Article;
    - b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
    - c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b Clause 4 of this Article, within the next thirty days, the shareholder or group of shareholders with the request prescribed in Point d Clause 3 of this Article shall have the right to replace the Board of Directors and the Supervisory Board to convene the General Meeting of Shareholders as prescribed in Clause 4 Article 140 of the Law on Enterprises.
- All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

**Article 14. Rights and obligations of the General Meeting of Shareholders**

1. The annual general meeting of shareholders discusses and approves the following issues:
  - a. Audited annual financial statements;
  - b. Report of the Board of Directors;



- c. Report of the Board of Supervisors;
- d. Annual business plan of the Company;
- e. Dividend level for each share of each type;
- f. Other issues under authority.
- 2. Annual and extraordinary general meetings of shareholders (including meetings in the form of collecting shareholders' opinions in writing) shall pass decisions on the following issues:
  - a. Approving the development orientation of the Company;
  - b. Approving the audited annual financial statements;
  - c. The annual dividend payment for each type of share is in accordance with the Enterprise Law and the rights attached to that type of share. This dividend is not higher than the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
  - d. The number of members of the Board of Directors;
  - e. Approving the list of independent auditing companies; deciding on the independent auditing company to conduct an inspection of the company's operations, dismissing the independent auditor when deemed necessary;
  - f. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
  - g. Deciding on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - h. Deciding on amending and supplementing the Company Charter;
  - i. Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
  - j. Divide, separate, consolidate, merge or convert the Company;
  - k. Decide on the reorganization or dissolution of the Company;
  - l. Consider and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
  - m. To decide on investment plans and projects within the authority and limits prescribed by law. Decide on investment or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets recorded in the most recent audited financial statements;
  - n. Decide on the repurchase of more than ten percent (10%) of the total number of shares issued of each type;
  - o. To approve the signing of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value of the Company as recorded in the latest financial statements.
  - p. To approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.
  - q. Approve internal governance regulations; regulations on the operation of the Board of Directors, regulations on the operation of the Board of Supervisors;

- r. Authorize the Board of Directors to perform tasks and powers under the authority of the General Meeting of Shareholders stated in this Article, unless otherwise provided by law.
- s. Other issues as prescribed by law and this Charter.
- 3. Shareholders are not allowed to vote in the following cases:
  - a. Through contracts and transactions specified in Point p Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;
  - b. The repurchase of shares by that shareholder or by a person related to that shareholder, except in cases where the repurchase of shares is made in proportion to the ownership ratio of all shareholders or the repurchase is made through order matching transactions on the Stock Exchange or public offering according to the provisions of law.
- 4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 15. Authorized representatives**

- 1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:
  - a. In case an individual shareholder is the principal, the authorization letter must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting. At meetings convened by the Board of Directors, the Board of Directors may issue specific written regulations allowing authorization by phone, fax or email if it ensures confirmation and storage of the authorization content;
  - b. In case the institutional shareholder is the principal, the authorization letter must be signed by the authorized representative or the legal representative of the institutional shareholder and the individual or legal representative of the organization authorized to attend the meeting;
  - c. The person authorized to attend the General Meeting of Shareholders must submit the authorization letter when registering to attend the meeting before entering the meeting room.
- 3. Except for the case specified in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:
  - a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;
  - b. The authorized person has revoked the authorization;
  - c. The authorized person has revoked the authority of the person performing the authorization.

This provision shall not apply in the event that the Company receives notice of one of the above events forty-eight (48) hours before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 16. Changes in rights relating to preferred stock**

1. Resolutions of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed if approved by the number of preferred shareholders of the same type attending the meeting owning **75% or more** of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing decisions in the form of obtaining written opinions.
2. The procedures for conducting such separate meetings shall be similar to those prescribed in Articles 18, 19 and 20 of this Charter.
3. Unless otherwise provided by the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

**Article 17. Convening, agenda and notice of General Meeting of Shareholders**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders or a meeting of the General Meeting of Shareholders is convened according to the cases specified in Point b or Point c, Clause 4, Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
  - e. Determine the time and place of the meeting;
  - f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks for the meeting.
3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by registered mail and shall be published on the Company's website and the Stock Exchange. The person convening the General Meeting of Shareholders shall send a notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders. The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. In the case that

the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agenda, documents used in the meeting;
  - b. List and detailed information of candidates in case of election of members of the Board of Directors, Supervisors (if candidates have been determined in advance);
  - c. Voting ballot;
  - d. Form of appointment of the authorized representative to attend the meeting;
  - e. Draft resolution for each issue in the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed content to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:
- a. The recommendation petition was sent late or was incomplete or incorrect in content;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold five percent (5%) or more of common shares as prescribed in Clause 3, Article 11 of this Charter;
  - c. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
7. Decisions passed at the General Meeting of Shareholders with the number of shareholders attending in person and by proxy representing 100% of the total number of shares with voting rights are legal and effective even if the order and procedures for convening, the content of the meeting agenda and the manner of conducting the meeting are not implemented in accordance with regulations.



**Article 18. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of voting shares.
2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 days from the date of the first meeting, unless otherwise provided in the Company Charter. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of voting shares; the specific ratio shall be provided in the Company Charter.
3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting, unless otherwise provided in the Company Charter. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.
4. Upon the request of the Chairman, only the General Meeting of Shareholders shall have the right to change the meeting agenda sent with the meeting invitation as prescribed in Clause 6, Article 17 of this Charter.
5. Shareholders may attend the General Meeting of Shareholders in one of the following forms:
  - a. Directly attend the meeting and vote at the General Meeting of Shareholders through a direct meeting, online conference, electronic voting or other electronic forms;
  - b. Send the ballot by registered mail, fax, or email to the Board of Directors at least 01 day before the opening of the meeting. In case of sending a registered mail, the Vote Counting Committee of the General Meeting of Shareholders has the right to open the ballot of that shareholder. In case of sending a fax or email, the Board of Directors is responsible for keeping the content of the shareholder's vote confidential and handing over the data and information to the Vote Counting Committee of the General Meeting of Shareholders;
  - c. Authorize another person to attend the General Meeting of Shareholders.

**Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the opening, the Company must carry out the shareholder registration procedure and must carry out the registration until all shareholders who are entitled to attend the meeting are present and registered.
2. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The voting card may be encoded or digitized so that voting and/or vote counting can be carried out based on the use of computer software or technological, digital means. The General Meeting shall elect persons responsible for counting votes or supervising

- the counting of votes at the request of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.
3. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on before will not change.
  4. The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. The Chairman of the Board of Directors may authorize the Vice Chairman of the Board of Directors to chair meetings. In case both the Chairman and the Vice Chairman are absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting.  
In other cases, the person who signs the summons for the General Meeting of Shareholders shall direct the meeting. The General Meeting of Shareholders shall elect the meeting chairperson and the person with the highest number of votes shall be appointed as the meeting chairperson.  
The Chairman has the right to appoint one or more persons as the Secretary of the meeting to record the Minutes and assist the Chairman in the General Meeting.  
The composition of the Vote Counting Committee shall be approved by the General Meeting of Shareholders based on the nomination of the Chairman.
  5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically identify the time for each issue in the agenda.
  6. The Chairman of the General Meeting may conduct necessary and reasonable activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda and reflecting the wishes of the majority of the attending delegates.
  7. The Chairman of the General Meeting may postpone the meeting upon the agreement or request of the General Meeting of Shareholders with the required number of attending delegates as prescribed to another time or change the meeting location in the following cases:
    - a. The meeting venue does not have enough convenient seating for all attendees;
    - b. The means of communication at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss and vote;
    - c. Some attendees obstruct or disrupt the meeting, causing a risk of making the meeting not be conducted fairly and legally.The maximum postponement period shall not exceed three (03) days from the date the meeting is scheduled to open.
  8. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of

Shareholders shall elect another person from among the attending members to replace the chairman to conduct the meeting until its conclusion and the validity of the votes at that meeting shall not be affected.

9. The person convening the General Meeting of Shareholders has the right to request shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other legal and reasonable security measures. In case a shareholder or authorized representative does not comply with the regulations on inspection or security measures mentioned above, the person convening the General Meeting of Shareholders, after careful consideration, may refuse or expel the above shareholder or representative from the meeting.
10. The Board of Directors, after careful consideration, may take appropriate measures to:
  - a. Arrange seating at the location of the General Meeting of Shareholders;
  - b. Ensure safety for everyone present at the meeting locations;
  - c. Create conditions for shareholders to attend (or continue to attend) the meeting.

The Board of Directors has the sole discretion to alter the above measures and to take all necessary measures. Such measures may include issuing entry passes or using other forms of options.
11. In case the General Meeting of Shareholders applies the above measures, the Board of Directors, when determining the meeting location, may:
  - a. Notice of the meeting to be held at the location stated in the notice and at which the chairman of the meeting will be present ("Principal Place of Meeting");
  - b. Arrange and organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who wish to attend at a location other than the main location of the meeting can simultaneously attend the meeting;

The notice of the holding of the meeting need not detail the organizational measures under this Article.
12. In these Articles (unless the circumstances otherwise require), every shareholder shall be deemed to have attended the meeting at the Principal Place of Meeting.
13. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms in accordance with current legal regulations.
14. Every year, the Company organizes a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders shall not be organized in the form of collecting shareholders' opinions in writing.

#### **Article 20. Passing the decision of the General Meeting of Shareholders**

1. The General Meeting of Shareholders passes decisions within its authority by voting at the meeting or by obtaining written opinions.
2. For the passing of resolutions at the meeting:

2.1. The resolution on the following content shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting:

- a. Type of shares and total number of shares of each type;
- b. Change of business industry and field;
- c. Change of the Company's management structure;
- d. Reorganization or dissolution of the Company;
- e. Transactions to buy or sell assets of the Company or its subsidiaries or branches with a value of thirty-five percent (35%) or more of the total value of the Company's assets calculated according to the most recent audited financial statements.

In this case, the representative of the Company signing the contract must notify the Board of Directors and the Supervisory Board of the entities involved in the contract or transaction; and at the same time, attach a draft contract or notify the main content of the transaction. The Board of Directors shall submit the draft contract or explain the main content of the transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with related interests shall not have the right to vote; the contract or transaction shall be approved when the number of shareholders representing sixty-five (65%) of the total remaining votes approve.

2.2. The remaining resolutions shall be passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 1, 3, 4 and 5 of this Article and Clause 9, Article 21 of this Charter.

3. Resolutions in the form of written opinions will be passed when approved by shareholders holding more than 50% of the total number of votes, except for the cases specified in Clauses 3 and 4 of this Article.

4. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are two (02) or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations or the Company's Charter.

5. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall



only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

***Article 21. Authority and procedures for collecting written opinions of shareholders to approve decisions of the General Meeting of Shareholders***

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

1. The Board of Directors has the right to obtain written opinions from shareholders to approve all decisions of the General Meeting of Shareholders at any time when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline for receiving voting ballots. The requirements and method of sending voting ballots and accompanying documents shall be implemented according to the provisions of Clause 3, Article 17 of this Charter.
3. The opinion form must have the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of individual shareholders; name, enterprise code or establishment decision number, head office address of institutional shareholders or full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of authorized representative of institutional shareholders; number of shares of each type and number of votes of shareholders;
  - d. Issues requiring opinions to pass decisions;
  - e. Voting options including approval, disapproval and no opinion on each issue for which opinions are collected;
  - f. Deadline for sending back to the Company the completed opinion form;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder or individual, or the authorized legal representative of the organization.

5. The opinion form can be sent to the Company in the following forms:
  - a. Sending letter envelope: The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting.
  - b. By fax or email: The opinion form sent to the Company by fax or email must be kept confidential until the time of vote counting.
  - c. The opinion form received by the Company after the deadline specified in the content of the opinion form or opened in the case of mail or announced before the time of vote counting in the case of fax or email is invalid. The opinion form that is not returned is considered a non-voting form.
6. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote-counting minutes must contain the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Purpose and issues for which opinions must be obtained to pass the resolution;
  - c. Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix listing the shareholders participating in the vote;
  - d. Total number of votes in favor, against and no opinion on each issue;
  - e. Issues that have been passed;
  - f. Full name and signature of the Chairman of the Board of Directors, the person supervising the vote counting and the person counting the votes.

The members of the Board of Directors, the person counting the votes and the person supervising the vote counting must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
7. The minutes of the vote counting must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In case the Company has an electronic information page, the sending of the minutes of the vote counting can be replaced by posting them on the Company's electronic information page within twenty-four (24) hours from the time of completion of the vote counting.
8. The answered opinion form, the minutes of the vote counting, the passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.
9. Resolutions passed by way of obtaining written opinions of shareholders must be approved by shareholders representing more than fifty percent (50%) of the total number of voting shares and have the same validity as resolutions passed at the General Meeting of Shareholders.

**Article 22. Resolution, Minutes of Shareholders' General Meeting**

1. *Minutes of the General Meeting of Shareholders must be written and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be additionally prepared in English and must contain the following main contents:*

- a. Name, head office address, enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Full name of the chairman and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g. Issues approved and the corresponding percentage of votes approved;
- h. Full name and signature of the chairman and secretary.
- i. In case the chairman and secretary refuse to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and have full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.

Minutes made in Vietnamese and English have the same legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content in the Vietnamese version shall prevail.

2. *The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and Secretary of the meeting or other persons signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.*
3. *The Resolution and Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.*
4. *The Resolution and Minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the content of the minutes made according to the prescribed procedures within ten (10) days from the date of sending the minutes.*
5. *Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures,*

*authorization letter to attend and related documents must be kept at the Company's head office.*

**Article 23. Request to cancel the resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect shareholders' opinions in writing, members of the Board of Directors, Supervisors, General Director, shareholders or groups of shareholders specified in Clause 3, Article 11 of this Charter have the right to request the Court or Arbitration to review and cancel the decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises.

2. The content of the resolution violates the law or this Charter.

In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

**VII. BOARD OF DIRECTORS**

**Article 24. Candidacy and nomination for the Board of Directors**

1. In case the candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be announced shall include at least the following contents:
  - a. Full name, date of birth;
  - b. Educational qualifications;
  - c. Professional qualifications;
  - d. Work history;
  - e. Companies where the candidate is holding the position of member of the Board of Directors and other management positions;
  - f. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Board of Directors of the Company;



- g. Benefits related to the Company (if any);
  - h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
  - i. Other information (if any).
2. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding the total number of shares with voting rights may nominate the number of candidates according to the following holding ratio:
- a. From ten percent (10%) to less than twenty percent (20%) may nominate one (01) candidate;
  - b. From twenty percent (20%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates;
  - c. From thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03) candidates;
  - d. From forty percent (40%) to less than fifty percent (50%) may nominate a maximum of four (04) candidates;
  - e. From fifty percent (50%) to less than sixty percent (60%) may nominate a maximum of five (05) candidates;
  - f. From sixty percent (60%) to less than seventy percent (70%) may nominate a maximum of six (06) candidates;
  - g. From seventy percent (70%) to less than eighty percent (80%) shall be entitled to nominate a maximum of seven (07) candidates; and
  - h. From eighty percent (80%) to less than ninety percent (90%) shall be entitled to nominate a maximum of eight (08) candidates.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Company's internal regulations on corporate governance. The procedure for the current Board of Directors to introduce candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before conducting the nomination according to the provisions of law.

***Article 25. Composition and term of the Board of Directors members***

- 1. The minimum number of members of the Board of Directors is five (05) and the maximum is eleven (11), the specific number of members is decided by the General Meeting of Shareholders. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two consecutive terms.

2. The structure of the Board of Directors, the number of non-executive members, and independent members of the Company shall comply with relevant legal provisions.
3. Members of the Board of Directors and independent members of the Board of Directors must meet the standards and conditions prescribed by current law.
4. Members of the Board of Directors shall no longer be eligible to be members of the Board of Directors in the following cases:
  - a. Not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or prohibited by law from being a member of the Board of Directors;
  - b. Submitting a resignation letter and having it accepted;
  - c. Other cases according to the provisions of law and this Charter.
5. The appointment of members of the Board of Directors must be disclosed according to the provisions of the law on securities and the securities market.
6. Members of the Board of Directors may not be shareholders of the Company.

**Article 26. Rights and obligations of the Board of Directors**

1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Company except for the authority belonging to the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the activities of the Company's Executive Board.
3. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a. Decide on the Company's strategy, medium-term development plan and annual business plan.
  - b. Deciding on the organizational structure of the Company;
  - c. Defining operational objectives based on the strategic goals approved by the General Meeting of Shareholders;
  - d. Electing, dismissing, or removing the Chairperson of the Board of Directors;
  - e. Appointing, dismissing, or removing the General Director; deciding on the salary and other benefits for the General Director; appointing and removing the Chief Accountant; concurring on the appointment of Deputy General Directors;
  - f. Appointing, dismissing, or removing the Corporate Governance Officer and the Company Secretary;
  - g. Resolving complaints of the Company against managers as well as deciding on the appointment of a representative of the Company to resolve legal matters related to such managers;

- h. Proposing the merger, consolidation, reorganization, or dissolution of the Company;
  - i. Approving the agenda and documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting shareholders' written opinions for decisions to be passed by the General Meeting;
  - j. Proposing the annual dividend rate and determining the interim dividend rate; organizing dividend payments;
  - k. Proposing types of shares to be issued and the total number of shares to be issued for each type;
  - l. Proposing the issuance of convertible bonds and bonds with warrants;
  - m. Deciding on the issuance of non-convertible bonds and bonds without warrants;
  - n. Submitting the annual financial statements to the General Meeting of Shareholders.
  - o. Decide on investment plans and investment projects within the authority and limits prescribed by law. Decide on investment or sale of assets with a value of less than 35% of the total asset value recorded in the Company's most recent audited financial statements;
  - p. Decide on offering new shares within the number of shares authorized to be offered for each type; decide on raising additional capital in other forms (including but not limited to the issuance of non-convertible bonds and bonds without warrants);
  - q. The Board of Directors has the right to decide on matters related to the plan to issue shares, convertible bonds, bonds with warrants and the use of capital obtained from these issuances in case of authorization by the General Meeting of Shareholders according to the provisions of law;
  - r. Deciding on transactions involving the purchase or sale of assets by the Company, its subsidiaries, or branches with a value of less than thirty-five percent (35%) of the total asset value of the Company based on the most recent audited financial statements.
  - s. Other rights and obligations as prescribed by law, resolutions, decisions or authorizations of the General Meeting of Shareholders, the Charter, and internal regulations of the Company.
4. The following matters must be approved by the Board of Directors:
- a. Establishing, dissolving, restructuring branches or representative offices of the Company;
  - b. Decide to establish subsidiaries, contribute capital, buy and sell shares, capital contributions in other enterprises established in Vietnam or abroad. At the same time, decide to appoint representatives to manage the Company's capital contributions, shares in those enterprises; Adjustment of capital in subsidiaries/affiliated companies;
  - c. Within the scope of provisions in Clause 2, Article 153 of the Law on Enterprises and except for the case specified in Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of

Directors decides on the implementation, amendment and cancellation of the Company's contracts;

- d. Appoint and dismiss persons authorized by the Company to be the Company's commercial representatives and Lawyers;
  - e. Deciding and signing **construction contracts** for purchase, sale, borrowing, lending, guarantee, security, pledge, mortgage, **compensation** and other contracts with a value of less than 50% of the total value of assets recorded in the Company's most recent audited financial statements. This provision does not apply to contracts and transactions specified in Clause 1, Article 167 of the Law on Enterprises;
  - f. Investments not included in the business plan and budget exceeding ten percent (10%) of the annual business plan and budget value, except for investments under the authority of the General Meeting of Shareholders or the Legal Representative as prescribed in this Charter;
  - g. Valuation of assets contributed to the Company not in cash during the Company's share issuance, including gold, land use rights, intellectual property rights, technology and technological know-how;
  - h. The Company's purchase or withdrawal of no more than ten percent (10%) of the total number of shares of each type offered for sale within twelve (12) months;
  - i. Deciding on the price of the Company's shares to be repurchased or withdrawn.
  - j. Business issues or transactions that the Board decides require approval within the scope of its authority and responsibility.
  - k. Approving transactions with a value of less than 35% of the total value of assets recorded in the most recent financial statements with subjects specified in Clause 1, Article 167 of the Law on Enterprises, except for transactions specified in Clause 3, Article 167 of the Law on Enterprises.
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors' supervision of the General Director and other executives during the fiscal year.
6. Unless otherwise provided by law and the Charter, the Board of Directors may authorize a legal representative or a member of the Board of Directors/other executives to perform the duties and powers under the authority of the Board of Directors as stated in this Article, unless otherwise provided by law.
7. Other duties and powers as prescribed by current laws.

**Article 27. Remuneration, bonuses and other benefits of Board members**

- 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
- 2. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for work and bonuses. The total remuneration for the Board of Directors is decided by the General Meeting of Shareholders. This



remuneration is divided among the members of the Board of Directors according to the agreement in the Board of Directors or divided equally in case no agreement is reached. If the Board member declines in writing, no payment will be made to that member.

3. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, stock purchase rights and other benefits received from the Company, subsidiaries, affiliated companies of the Company and other companies in which the member of the Board of Directors is the representative of the capital contribution, must be disclosed in detail in the Company's Annual Report. The remuneration of each member of the Board of Directors must be shown as a separate item in the Company's Annual Financial Report and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties which, in the opinion of the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. A member of the Board of Directors shall be entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred by him/her in the performance of his/her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

***Article 28. Chairman of the Board of Directors, Vice Chairman of the Board of Directors***

1. The Board of Directors must select from among its members **one Chairman and one or some Vice Chairmen**. The Chairman of the Board of Directors must not concurrently serve as the General Director.
2. The Chairman of the Board of Directors is responsible for preparing the agenda, documents, convening and chairing meetings of the Board of Directors; chairing meetings of the General Meeting of Shareholders; and at the same time has other rights and obligations as prescribed in the Law on Enterprises and this Charter. The Vice Chairman has the same rights and obligations as the Chairman in cases where he is authorized by the Chairman. In cases where the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure or is unable to perform his duties but does not appoint or authorize the Vice Chairman to perform the duties and powers of the Chairman, the remaining members of the Board of Directors shall appoint the Vice Chairman. In case both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person among them to perform the duties of the Chairman based on the majority principle.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.
4. In addition to the above powers and obligations, the Chairman of the Board of Directors shall have other powers based on the authorization of the General Meeting of Shareholders and the Board of Directors of the Company.
5. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors shall elect a replacement within ten (10) days.

**Article 29. Board of Directors Meeting**

1. In case the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene the Board of Directors' meeting. The first meeting of the Board of Directors' term may elect the Chairman of the Board of Directors according to the principle that the Chairman of the Board of Directors shall be one of those with the highest number of votes and shall not necessarily reach a majority of the total votes of the Board of Directors' members.
2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least three (03) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but there must be at least one (01) meeting each quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without a valid reason, when one of the following subjects requests in writing, stating the purpose of the meeting and the issues to be discussed:
  - a. General Director or at least five (05) other executives;
  - b. Independent members of the Board of Directors;
  - c. At least two (02) members of the Board of Directors;
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of not accepting to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; those who request to hold the meeting specified in Clause 3 of this Article may themselves convene a meeting of the Board of Directors.

5. In case of the request from an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. Board of Directors meetings shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors.
7. Notice of the Board of Directors' meeting must be sent to the members of the Board of Directors and the Supervisors at least three (03) working days before the meeting date. A member of the Board of Directors may refuse the meeting notice in writing, and such refusal may be changed or revoked in writing by that member of the Board of Directors. Notice of the Board of Directors' meeting must be in Vietnamese and must fully notify the time, location of the meeting, agenda, content of the issues discussed, accompanied by necessary documents on the issues discussed and voted on at the meeting and the members' voting ballots (except in cases where the Board of Directors approves issues that require voting by a show of hands or other forms other than secret ballot).

The meeting notice shall be sent by mail, fax, email or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered with the Company.
8. The meetings of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of Board of Directors members are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the first scheduled meeting. The second meeting shall be convened if more than half (1/2) of the Board of Directors members attend the meeting.
9. A meeting of the Board of Directors may be held by way of a video conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting may:
  - a. Listen to each other member of the Board of Directors participating in the meeting speaking and discussing;
  - b. Speak or discuss the contents of the meeting with all other attending members simultaneously. Discussion between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The meeting location held according to this regulation is the location where the majority of the Board of Directors are present, or the location where the Chairman of the meeting is present.

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

10. Members of the Board of Directors may send their ballots to the meeting by mail, fax, or email. In case of sending ballots to the meeting by mail, the ballots must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballots may only be opened in the presence of all attendees.
11. Voting.
  - a. Except for the provisions in Point b Clause 11 of this Article, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is present in person at a meeting of the Board of Directors shall have one (01) vote;
  - b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which that member or a person related to that member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall still be counted in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions in which that member does not have the right to vote;
  - c. Pursuant to Point d Clause 11 of this Article, when a problem arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;
  - d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b Clause 5 Article 39 of this Charter is considered to have a significant interest in that contract.
  - e. The Supervisor has the right to attend the meeting of the Board of Directors, and the right to discuss but not to vote.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.
13. The Board of Directors adopts decisions and issues resolutions based on the approval of the majority (over 50%) of the members of the Board of Directors



attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors is the deciding vote.

14. Resolutions by written opinion are passed on the basis of the approval of the majority of the members of the Board of Directors with voting rights. The Chairman of the Board of Directors must send the opinion form to all members of the Board of Directors. The sending of written opinion forms can be done by express delivery or email or fax or a combination of the above forms. A resolution passed by written opinion form must be approved by the majority of the members of the Board of Directors. This resolution has the same effect and value as a resolution passed by the members of the Board of Directors at a meeting.
15. The Chairman of the Board of Directors is responsible for sending the meeting minutes of the Board of Directors to the members and such minutes are authentic evidence of the work carried out at the meetings unless there are objections to the content of the minutes within ten (10) days from the date of sending. The meeting minutes of the Board of the Board of Directors are prepared in Vietnamese and can be prepared in English. Minutes must be signed by the chairman and the minute taker.

***Article 30. Subcommittees of the Board of Directors***

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, and internal audit. The number of members of the subcommittee shall be decided by the Board of Directors, with at least three (03) members including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of the members attending and voting at the meeting of the subcommittee are members of the Board of Directors.
2. The implementation of the decision of the Board of Directors, or of the subcommittee under the Board of Directors, or of the person with the status of a member of the subcommittee of the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter.

***Article 31. Corporate Governance Officer***

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years. The Corporate Governance Officer may concurrently hold the position of Corporate Secretary according to Clause 5, Article 156 of the Law on Enterprises. In the case of concurrently holding the position of Corporate Secretary, the Corporate

Governance Officer shall have the rights and obligations stipulated in Clause 5 of this Article.

2. The Corporate Governance Officer must meet the following standards:
  - a. Being good at the knowledge of the law;
  - b. Not concurrently working for an independent auditing company that is auditing the Company's financial statements;
  - c. Other standards as prescribed by law, this Charter and decisions of the Board of Directors.
3. The Board of Directors may dismiss the Company's Administrator when necessary, but not in contravention of current labor laws. The Board of Directors may appoint an Assistant to the Company's Administrator from time to time.
4. The Company's Administrator has the following rights and obligations:
  - a. Consult the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c. Advise on meeting procedures;
  - d. Attend meetings;
  - e. Advise on procedures for preparing resolutions of the Board of Directors according to legal provisions;
  - f. Provide financial information, copies of the minutes of Board of Directors meetings and other information to members of the Board of Directors and Supervisors;
  - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h. Be the contact point with interested parties;
  - i. Keep information confidential according to legal provisions and the Company's Charter;
  - j. Other rights and obligations as prescribed by law and the Company Charter.
5. When deemed necessary, the Chairman of the Board of Directors shall recruit and appoint one or more Company Secretaries to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties within their authority as prescribed by law and the Company's Charter. The Chairman of the Board of Directors may dismiss the Company Secretary when necessary, but not contrary to current labor laws. The Company Secretary shall have the following rights and obligations:

- a. Support the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b. Support members of the Board of Directors in exercising their assigned rights and obligations;
- c. Support the Board of Directors in applying and implementing the principles of corporate governance;
- d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
- e. Support the Company in complying with the obligations of providing information, publicizing information and administrative procedures;
- f. Other rights and obligations as prescribed in the Company Charter.

## VIII. EXECUTIVE BOARD

### *Article 32. Organization of the Executive Board Apparatus*

1. The Company must ensure that the Executive Board apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations.
2. The Company's Executive Board has a legal representative, the General Director, and Deputy General Directors.

### *Article 33. Company Executive*

1. Legal representative:
  - 1.1. The legal representative is in charge and responsible for directing, assigning and supervising the implementation of the duties and powers of the Executive Board.
  - 1.2. In addition to the provisions in Article 3, the legal representative has the following obligations and rights:
    - a. Organize the implementation of the resolutions of the Board of Directors;
    - b. Organize the implementation of the Company's business plan and investment plan;
    - c. Propose the organizational structure plan and internal management regulations of the Company;
    - d. Appoint Deputy General Directors after consulting with the Board of Directors; appoint, dismiss, and remove other management positions in the Company, except for positions under the authority of the Board of Directors;
    - e. Decide on salaries and other benefits for employees in the Company, except for positions under the authority of the Board of Directors;
    - f. Propose plans to pay dividends or handle business losses;
    - g. Decide and issue other internal regulations, procedures and documents of the Company, except for documents under the authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter;
2. The Executive Board must be responsible for diligently supporting the Company to achieve its objectives in operation and organization.

3. The remuneration, salary, benefits and other terms in the labor contract for the General Director are decided by the Board of Directors and the Contract with other executives is decided by the Legal Representative after consulting with the General Director.
4. The obligations and rights of the members of the Executive Board are assigned by the Legal Representative according to the provisions of the Charter, the Resolutions of the General Meeting of Shareholders and the Board of Directors.

***Article 34. Appointment, discard, dismissal, obligations and rights of the General Director***

1. The Board of Directors appoints one (01) member of the Board of Directors or another person as the General Director; signs a contract specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Report and stated in the Company's Annual Report.
2. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.
3. Standards and conditions for being a General Director:
  - a. Have full civil capacity, not be subject to the right to establish and manage enterprises in Vietnam according to the provisions of Clause 2, Article 17 of the Law on Enterprises.
  - b. Have professional qualifications or practical experience in business administration or in the field of construction or in the main business lines of the Company
  - c. Have good health, good moral qualities, high prestige, perform rights and obligations honestly and diligently for the benefit of the Company and the Company's shareholders above all.
  - d. Have social understanding, management experience, real capacity in operating the Company's activities.
  - e. Not be concurrently the Director or General Director of another enterprise, except for member enterprises directly under the Company.
4. The General Director has the following rights and obligations:
  - a. Decide on matters assigned or authorized by the General Meeting of Shareholders, the Board of Directors and the legal representative, including signing financial and commercial contracts on behalf of the Company, organizing and operating the Company's daily business activities according to best management practices;
  - b. Propose plans for the Company's organizational structure and internal management regulations;



- c. Propose measures to improve the Company's operations and management;
- d. Propose the number of executives or managers that the Company needs to recruit or appoint for the Board of Directors or the legal representative to recruit, appoint or dismiss according to internal regulations; propose remuneration, salaries and other benefits for these people;
- e. Carry out the recruitment of employees;
- f. *No later than December 31 of each year*, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year, a financial plan for capital use and mobilization based on meeting the requirements of the appropriate budget as well as a three (03) year financial plan;
- g. Prepare long-term, annual and quarterly budgets of the Company (hereinafter referred to as the budget) to serve the long-term, annual and quarterly management activities of the Company according to the business plan. The annual budget (including the balance sheet, business performance report and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
- h. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, labor contracts signed with the Company and the law.

#### **5. Responsibilities of the General Director:**

- a. Implement the assigned rights and obligations honestly, carefully and to the best of their ability to ensure the legitimate interests of the Company;
  - b. Be loyal to the interests of the Company; do not use the Company's information, secrets, the business opportunities, do not abuse their position, title and use the Company's assets for personal gain or to serve the interests of other organizations or individuals;
  - c. Timely, fully and accurately notify the Company about the General Director and the General Director's related persons owning or having controlling shares or capital contributions in other enterprises;
  - d. Be personally responsible for damages to the Company due to violations of the provisions in points a, b, c of this clause;
  - e. Be responsible to the legal representative, the Board of Directors and the General Meeting of Shareholders for the exercise of assigned powers, obligations and responsibilities and must report when requested.
6. The Board of Directors may dismiss or discard the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace.

### **IX. BOARD OF SUPERVISORS**

**Article 35. Candidacy and nomination of Supervisors**

1. The candidacy and nomination of Controllers shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 24 of this Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism prescribed in the Company Charter and the Internal Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

**Article 36. The composition of the Board of Supervisors**

1. The minimum number of Supervisors of the Company is three (03) people. The term of office of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises, the Company Charter and must not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of an independent auditing company that audits the Company's financial statements in the previous three (03) consecutive years.
3. *The Head of the Board of Supervisors is elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise. Rights and obligations of the Head of the Supervisory Board:*
  - a. Convene meetings of the Board of Supervisors;
  - b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Board of Supervisors;
  - c. Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
4. *The Supervisors shall be dismissed in the following cases:*
  - a. No longer meeting the standards and conditions to be a Controller as prescribed in the Law on Enterprises;
  - b. Not implementing his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Submitting a resignation letter and having it accepted;
  - d. Other cases as prescribed by law and this Charter.

5. *The Supervisors shall be dismissed in the following cases:*
6. Failure to complete assigned tasks and work;
7. Serious or repeated violations of the obligations of the Controller as prescribed by the Law on Enterprises and the Company Charter;
8. According to the decision of the General Meeting of Shareholders;
9. The other cases as prescribed by law, the Company Charter

**Article 37. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
  - a. Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Company's Financial Statements;
  - b. In case of detecting any violation of the law or violation of the Company's Charter by a member of the Board of Directors, the General Director and other business executives, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to stop the violation and find a solution to remedy the consequences;
  - c. Discuss with the independent auditor the nature and scope of the audit before starting the audit;
  - d. Seek independent professional advice or legal advice and ensure the participation of experts outside the Company with appropriate professional experience and qualifications in the Company's work if deemed necessary;
  - e. Check the annual, six-monthly and quarterly financial statements;
  - f. Review the accounting books and other documents of the Company, management and operation whenever deemed necessary or by decision of the General Meeting of Shareholders or a group of shareholders holding more than five percent (5%) of the total number of shares;
  - g. Supervise the liquidation of assets, return the capital or assets to creditors and shareholders upon dissolution, bankruptcy, or sale;
  - h. Propose measures to supplement, amend, and improve the organizational structure for management and operation of the Company's business activities;
  - i. Supervise the investment of the Company's capital into joint ventures and associations and the results obtained from these activities.
  - j. Discuss difficulties and problems discovered from mid-term or final-term audit results as well as any issues that the independent auditor wants to discuss;
  - k. Review the management letter of the independent auditor and the feedback from the Company's management board;
  - l. Review the Company's report on internal control systems before the Board of Directors approves; and

- m. Review the results of internal investigations and feedback from the management board;
  - n. Upon discovering a violation of the Company's manager's obligations, notify the Board of Directors within forty-eight (48) hours, request the violator to stop the violation and take remedial measures.
  - o. Be responsible to shareholders for his/her supervision activities;
  - p. Supervise the Company's financial situation, the legality of the activities of members of the Board of Directors, the General Director, the other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, the General Director and shareholders;
  - q. Report to the General Meeting of Shareholders according to the provisions of the Enterprise Law;
  - r. Other rights and obligations according to the Company's internal regulations and rules.
  - s. Other rights and obligations as prescribed by law and this Charter.
2. Members of the Board of Directors, the General Director and other business executives must provide complete, accurate and timely information and documents on the management, operation and activities of the Company as requested by the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisor at the same time and in the same manner as for shareholders and members of the Board of Directors.
3. The Board of Supervisors must hold regular meetings at least twice a year, with at least 2/3 of the members of the Board of Supervisors attending the meeting. The minutes of the Board of Supervisors' meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.
- Extraordinary meetings: Extraordinary meetings of the Board of Supervisors are held upon request of:
- Chairman of the Board of Directors;
  - Two-thirds or more of the members of the Board of Directors;
  - Head of the Board of Supervisors;
  - Two-thirds or more of the members of the Board of Supervisors;
  - General Director;
  - Other cases as prescribed by law



4. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors are implemented according to the following provisions:
  - a. 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.
  - b. Members of the Board of Supervisors shall be paid for meals, accommodation, travel and the use of independent consulting services at a reasonable level. The total amount of such salaries and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
  - c. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

**X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

***Article 38. Obligation of care***

Members of the Board of Directors, supervisors, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

***Article 39. Responsibility for honesty and avoiding conflicts of interest***

1. Members of the Board of Directors, Supervisors, General Directors and other executives must publicly disclose related interests according to the provisions of Article 164 of the Law on Enterprises and other legal provisions.
2. *Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.*
3. *Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are obligated to notify the Board of Directors and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or other companies controlled by the public company holding 50% or more of charter capital, and such individuals or their related persons, in accordance with legal regulations. For transactions requiring approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.*

4. *Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their related persons, in accordance with the Law on Enterprises and this Charter.*
5. *Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related persons must not use or disclose internal information to others for conducting related transactions.*
6. *Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives, or individuals and organizations related to these persons shall not be invalidated in the following cases:*
  - a. For contracts with a value of less than or equal to twenty percent (20%) of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in good faith by the majority vote of the Board members who have no related interests;
  - b. For contracts with a value greater than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives have been announced to shareholders who have no related interests and have the right to vote on that issue, and those shareholders have approved this contract or transaction;
  - c. Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the shareholders of the Company at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Board of members, Supervisors, General Director, other executives and organizations and individuals related to the above members are not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.
  - d. Superiors are not allowed to use their work position to pressure subordinates for personal gain. Respect the interests of the Company, not to embezzle the Company's assets, not to perform any act, in any form, with the purpose of turning the Company's assets and interests into personal assets and interests.
  - e. The Company shall not provide loans or guarantees to individual shareholders and related persons of such individual shareholders.
  - f. The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in cases where the Company and the institutional

shareholders are related persons of the shareholder, except in cases where the Company and the related persons of the shareholder are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors according to the authorized authority.

***Article 40. The responsibility for damages and compensation***

1. Thành viên Hội đồng quản trị, Kiểm soát viên, Tổng Giám đốc và người điều hành khác vi phạm nghĩa vụ, trách nhiệm trung thực và cẩn trọng, không hoàn thành nghĩa vụ của mình với sự mẫn cán và năng lực chuyên môn phải chịu trách nhiệm về những thiệt hại do hành vi vi phạm của mình gây ra.
2. Members of the Board of Directors, Supervisors, General Director and other executives who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations with diligence and professional capacity, shall be responsible for damages caused by their violations. 2. The Company shall indemnify those who have been, are and may become a party to any complaint, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Supervisor, General Director, other executives, employees or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, executive, employee or authorized representative of the Company provided that such person has acted honestly, carefully, diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.
3. When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees or authorized representatives of the Company shall be compensated by the Company when becoming a related party in a complaint, lawsuit or prosecution (except for lawsuits initiated by the Company) in the following cases:
  - a. Has acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;
  - b. Has complied with the law and there is no evidence confirming that he/she has failed to fulfill his/her responsibilities.
4. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law. The Company may purchase insurance for such persons to avoid the above compensation liabilities.

## **XI. RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS**

### ***Article 41. Right to investigate books and records***

1. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, business secrets of the Company and of the Company's shareholders.

In case an authorized representative or lawyer of a shareholder or group of shareholders requests to look up books and records, it must be accompanied by a power of attorney from the shareholder and group of shareholders that he or she represents or a notarized copy of this power of attorney.

2. Members of the Board of Directors, Supervisors, General Directors and other executives have the right to check the Company's shareholder register, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
3. The Company must keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the business registration authority are notified of the location where these documents are stored.
4. The Company Charter must be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNIONS**

### ***Article 42. Employees and Trade Unions***

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, welfare, rewards and discipline for employees and business executives.
2. The General Director must plan for the Board of Directors to approve issues related to the Company's relationship with Party and Trade Union organizations according to best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.



### **XIII. PROFIT DISTRIBUTION**

#### ***Article 43. Profit Distribution***

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings and based on the proposal of the Board of Directors.
2. According to the provisions of the Enterprise Law, the Board of Directors may decide to pay/prepay mid-term dividends if it considers that such payment is consistent with the Company's profitability.
3. The deadline for payment of cash dividends must be made within a period of no more than 06 months from the date of closing of the Annual General Meeting of Shareholders.
4. The Company shall not pay interest on the amount of dividend payment or the amount of payment related to a type of shares.
5. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares or specific assets and the Board of Directors shall be the agency implementing this decision.
6. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred to the shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository.
7. In case of approval by the General Meeting of Shareholders, the Board of Directors may decide and notify that the holders of common shares shall receive dividends in common shares instead of cash dividends. These additional shares for dividend payment are recorded as fully paid shares on the basis that the value of the dividend shares must be equivalent to the cash dividend that the shareholder receives.
8. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of entitled shareholders. Based on that date, shareholders or holders of other securities shall be entitled to attend the shareholders' meeting, receive dividends, interest, profit distribution, receive shares, receive notices or other rights as decided by the Board of Directors or the Shareholders' Meeting. The record date may be on the same day or at a time before such rights are exercised. This does not affect the rights of the two parties in the transaction of transferring shares or related securities. Those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, receive shares, receive notices or other documents.

9. Other issues related to profit distribution are carried out in accordance with the provisions of law.

#### **XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGIME**

##### ***Article 44. Bank account***

1. The Company opens accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from competent authorities, if necessary, the Company may open bank accounts abroad according to the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts. The Company may also implement other payment and transaction methods as decided by the Board of Directors and/or the General Director.

##### ***Article 45. Fiscal year***

1. The Company's fiscal year begins on the first day of January each year and ends on the 31<sup>st</sup> of December of the same year.
2. The first fiscal year begins on the date of issuance of the first Business Registration Certificate and ends on the 31<sup>st</sup> of December of that year.

##### ***Article 46. Accounting regime***

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and keep accounting records according to the type of business activities in which the Company participates and the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to prove and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice with the law and notify the direct tax management authority.
4. The Company shall conduct financial statement audits according to current laws.

#### **XV. ANNUAL REPORT, FINANCIAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITY**

##### ***Article 47. Annual, semi-annual and quarterly financial statements***

1. The Company must prepare an annual financial report in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited according to the provisions of Article 49 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company must submit an annual financial report approved by the General Meeting of

Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the Business Registration Authority.

2. The annual financial report must include a report on business performance that honestly and objectively reflects the Company's profit/loss situation during the fiscal year, a financial situation report that honestly and objectively reflects the Company's operating situation up to the time of preparing the report, a cash flow report and explanatory notes to the financial statements. 3. The Company must prepare and publish the audited six-month financial statements and quarterly financial statements according to the regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant tax authorities and the Business Registration Authority according to the provisions of the Enterprise Law.
3. The audited annual financial statements (including the auditor's opinion), the audited six-month financial statements and the quarterly financial statements of the Company must be published on the Company's website.
4. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, the audited six-month financial statements and the quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

#### ***Article 48. Annual Report***

The Company must prepare and publish the Annual Report and other supporting documents according to the provisions of the law on enterprises, securities and the securities market.

### **XVI. COMPANY AUDIT**

#### ***Article 49. Auditing***

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing company after the end of the fiscal year.
2. The independent auditing company shall examine, confirm the preparation of the audit report and submit it to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report is attached to the Company's annual financial statements.
4. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders, the shareholders are

entitled to receive and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **XVII. STAMP**

### ***Article 50. Stamp***

1. The Board of Directors decides to approve the official stamp of the Company and the seal is engraved according to the provisions of law and the Company's Charter.
2. The Board of Directors and the General Director use and manage the seal according to the provisions of current law.

## **XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION**

### ***Article 51. Termination of operations***

1. The Company may be terminated in the following cases:
  - a. The Court declares the Company bankrupt in accordance with the provisions of current law;
  - b. Dissolution before the deadline according to the decision of the General Meeting of Shareholders;
  - c. The Certificate of Business Registration is revoked
  - d. Other cases as prescribed by law.
2. The dissolution of the Company before the deadline is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if compulsory) according to regulations.

### ***Article 52. Extension of operation period***

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The term of operation shall be extended when 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders approve.

### ***Article 53. Liquidation***

1. At least six (06) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall

represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation costs;
  - b. Debts on wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. The remaining amount after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### ***Article 54. Internal dispute resolution***

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, other legal provisions, the Company Charter, and regulations between:
  - a. Shareholders with the Company;
  - b. Shareholders with the Board of Directors, the Board of Supervisors, the General Director or other executives;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within sixty (60) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.
2. In case no conciliation decision is reached within sixty (60) days from the start of the conciliation process or if the conciliation mediator's decision is not accepted by the parties, a party may bring the dispute to the Economic Arbitration or a competent Court of Vietnam for settlement.
3. The parties shall bear the costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

## **XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### ***Article 55. Company Charter***

1. Any supplement or amendment to this Charter must be considered and decided by the General Meeting of Shareholders, except for the case of adjusting the charter capital due to the sale of new shares within the number of shares authorized for sale according to the Resolution approved by the General Meeting of Shareholders.



2. In case there are provisions of law related to the Company's operations that are not mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### ***Article 56. Effective Date***

1. This Charter consists of 21 chapters and 56 articles, approved on the date..... month....., 2025 and approved the full text effectiveness of this Charter.
2. This Charter is made in ..... copies, of equal value and kept at the Company's Head Office.
3. This Charter is the only and official copy of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

Signature of the legal representative of the Company./.

**GENERAL DIRECTOR**

**NGUYEN VIET HA**

No.: 146 /TLG-CBTT

*Hanoi, April 11, 2025*

Re: Invitation to the Annual General Meeting of Shareholders 2025 and Access to Meeting Documents

To:- State Securities Commission  
- Hanoi Stock Exchange

1. Company Name: Thang Long Corporation – Joint Stock Company
2. Stock Code: TTL
3. Head Office: No. 72 Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City
4. Trading Office: 5th Floor, Tasco Building, Lot HH2-2, Pham Hung Street, Me Tri Ward, Nam Tu Liem District, Hanoi City
5. Phone: 0915.554.342                      Email: tongthanglong.tlg@gmail.com
6. Authorized Information Disclosure Officer: Mr. Tran Duy Huong
7. Type of Information Disclosure: ☐ 24h    ☐ On Request    ☐ Extraordinary    ☐ Ordinary
8. Content of Information Disclosure:  
Thang Long Corporation – JSC hereby announces the Invitation to the 2025 Annual General Meeting of Shareholders and provides the link to access the meeting documents. *(See attached file)*
9. This information has also been disclosed on the Company's official website:  
<http://www.tlg.com.vn>

We hereby certify that the information disclosed above is true and accurate, and we take full legal responsibility for its contents.

Recipients:

- As above
- General Director (for report)
- Company website
- Filing: Admin Dept., HR Dept.

**AUTHORIZED INFORMATION  
DISCLOSURE OFFICER**

