

No.: 31 /TB - BTCDH

Hanoi, 8 / 6 / 2026

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

The Organizing Committee of the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation – JSC cordially announces the following:

### **1. Convening the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation – JSC**

- Time: 8:00 AM on 29/6/2026
- Venue: 8<sup>th</sup> floor Hall, Vietnam National Construction Consultant Corporation – JSC, 183 Huynh Thuc Khang, Lang Ward, Hanoi.

### **2. Participants of the 2026 Annual General Meeting of Shareholders**

- All shareholders holding shares of Vietnam National Construction Consultant Corporation – JSC as of the record date of **01/6/2026**, or their authorized representatives.
- In case a shareholder cannot attend the General Meeting in person, they may authorize a representative to attend. The authorization must be made in writing using the form attached to the Notice, with a signed confirmation (for individual shareholders) or duly signed and stamped by an authorized representative (for institutional shareholders).

### **3. Agenda of the General Meeting**

Approval of reports by the Board of Directors, Executive Board, and Board of Supervisors; proposals submitted by the Board of Directors to the General Meeting; and other matters within the authority of the General Meeting.

### **4. Registration for Participation**

Upon receipt of this invitation, shareholders are kindly requested to confirm their attendance (or proxy authorization) to:

- Secretariat of the Board of Directors, Vietnam National Construction Consultant Corporation – JSC
- Address: 183 Huynh Thuc Khang, Lang ward, Hanoi.
- Tel: 024 37667 462                      Fax: 024 37667 464
- Confirmation of attendance should be sent to the above address not later

than 12:00 PM on June 25, 2026. In case of proxy authorization, please ensure the proxy form (attached to this invitation) is fully completed.

When attending the General Meeting, shareholders or their authorized representatives are kindly requested to bring: this Invitation, attached documents, personal identification (ID card/Citizen ID card/Passport) or Business Registration Certificate for verification and document distribution purposes by the Organizing Committee.

#### **5. Documents attached to the Invitation**

- Agenda of the General Meeting
- Confirmation of Attendance/Proxy Authorization form for the 2026 Annual General Meeting of Shareholders
- Documents related to the 2026 Annual General Meeting, including: Reports of the Board of Directors, Executive Board, and Board of Supervisors; Proposals submitted by the Board of Directors to the General Meeting; draft Resolutions of the 2026 General Meeting; and other reference documents serving as a basis for the Resolution. Shareholders are kindly requested to review these documents on VNCC's website at: <http://vncc.vn/danh-muc-co-dong/dai-hoi-co-dong> for additional information.

*Note: Due to limited parking space, shareholders are kindly requested to make their own parking arrangements. We sincerely apologize for any inconvenience this may cause./.*

Cc:

- Shareholders of VNCC;
- Board of Directors, Board of Supervisors, General Director;
- Internal Audit Committee; Deputy Heads;
- NPTQTCT;
- Archived in document.

**On behalf of Organizing Committee of  
the General Meeting of Shareholders  
CHAIRMAN OF BOD**



*[Signature]*  
**Thao Hong Linh**





Hanoi, / /2026

**CONFIRMATION OF ATTENDANCE/PROXY AUTHORIZATION FORM  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION – JSC**

Shareholder's name:.....

ID/Citizen ID/PP/Business registration certificate No.....issued on.....at...

Address: .....

Total number of shares owned.....

(In words: .....)

Based on the Invitation to the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC, I hereby confirm my attendance at the meeting scheduled on June 29, 2026, as follows:

<b>Content</b>	<b>Shareholder's signature</b>
<b>(1) Attend in person</b>	<b>(2)</b>
<b>(3) Authorize the following person to attend on my behalf:</b> <b>Authorized Representative's Name:</b> ..... ID/Passport/Business registration certificate No.: ..... Date of issue:..... Place of issue:..... <b>Signature of Authorized Representative (Full name):</b>	<b>(4)</b>

- Notes:

- Shareholders are requested to fill in all required information:
- If the shareholder attends in person, please sign in box (2);
- If authorizing a proxy, the shareholder must sign (and affix the stamp if an organization) in box (4). The authorized representative must fill out their information and sign in box (3)
- Shareholders are kindly requested to confirm their attendance or submit a proxy authorization using this form and send it to the BOD Secretariat Office - Tel: 0437667462, Fax: 0437667464). The address is Vietnam National Construction Consultant Corporation - JSC, 4th Floor, VNCC Building, 183 Huynh Thuc Khang, Lang ward, Hanoi, before 12:00 PM on 25/6/2026.



*Hanoi, / /2026*

**PROXY AUTHORIZATION LETTER (GROUP OF SHAREHOLDERS)  
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION – JSC**

**To: Vietnam National Construction Consultant Corporation – JSC**

Pursuant to the Invitation to the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC, we hereby confirm our attendance in the meeting scheduled for April 28, 2026, as follows:

We, the undersigned individuals listed in the attached appendix to this Authorization Letter (hereinafter referred to as the “**Authorizing Party**”), hereby unanimously authorize:

Mr./Ms.: .....

ID/Citizen ID/PP/Business registration certificate No.: .....

Date of issue: ..... Place of issue:

.....

Address:.....

(Hereinafter referred to as the “**Authorized Representative**”)

To act on our behalf in relation to the shares in the attached list, and to carry out the following matters in the capacity of proxy at the Annual General Meeting:

- Attend the meeting and express opinions on the issues discussed.
- Vote and elect on all matters presented for approval at the General Meeting.
- Exercise the rights and fulfill all obligations in proportion to the authorized shares at the General Meeting.
- Sign any necessary documents.

The Authorized Representatives undertake to comply with the Rules and Regulations of the General Meeting and shall not re-authorize a third party.

This authorization is valid from the date of signing until the conclusion of the General Meeting of Shareholders. This Proxy Authorization is only valid for the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation – JSC. The Authorizing Parties undertake to accept all actions of the Authorized Representative within the scope of this authorization.

This document is made in two (2) original copies, each party retaining one (1) copy of equal legal validity.

**THE AUTHORIZED PERSON**

(Signature, full name)

**REPRESENTATIVE OF THE**

**AUTHORIZING PERSON**

(Sign in the attached list)

**LIST OF AUTHORIZED PERSONS BY GROUP**  
**Attending the 2026 Annual General Meeting of Shareholders**  
**Vietnam National Construction Consultant Corporation - JSC**

<b>Ord.</b>	<b>Full name</b>	<b>ID/Citizen ID/ Passport</b>	<b>Permanent residence</b>	<b>Number of shares owned</b>	<b>Signature</b>
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
23					
<b>Total shares owned</b>					

*Hanoi, / /2026*

No.: /TB - BTC DH

**NOTICE**

**Regarding the Nomination and Self-Nomination of Candidates for the Board of  
Directors and the Board of Supervisors  
Vietnam National Construction Consultant Corporation - JSC**

To: Shareholders of Vietnam National Construction Consultant Corporation - JSC

*Pursuant to the Enterprise Law No. 59/2020/QH14, as amended and supplemented by  
Law No. 03/2022/QH15 and Law No. 76/2025/QH15;*

*Pursuant to the Charter of Vietnam National Construction Consultant Corporation –  
JSC and other applicable regulations;*

*Pursuant to Resolution No. 18/NQ-ĐHĐCĐ dated April 28, 2021 of the Annual  
General Meeting of Shareholders for the 2021–2026 term;*

In order to ensure objectivity and compliance with the prevailing legal requirements regarding the organizational structure of the Board of Directors (“BOD”) and the Board of Supervisors (“BOS”) of a joint-stock company, while further enhancing the Corporation’s governance and supervisory capacity for the new term, the Board of Directors of Vietnam National Construction Consultant Corporation – JSC (“VNCC”) hereby respectfully notifies shareholders of the nomination and self-nomination process for candidates to be elected to the Board of Directors and the Board of Supervisors at the 2026 Annual General Meeting of Shareholders for the 2026–2031 term, as follows:

**I. Board of Directors**

1. Number of Members to be elected: a total of five (05) members of the Board of Directors shall be elected.

**2. Qualifications and Eligibility Criteria for Members of the Board of Directors:**

- Not falling within the categories of persons prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- Possessing professional qualifications and experience in business management relevant to the Corporation; candidates are not required to be shareholders of the Corporation;
- A member of the Board of Directors of the Corporation may concurrently serve as a member of the Members’ Council or Board of Directors of up to five (05) other companies;



- Satisfying other criteria and conditions as prescribed by applicable laws and the Charter of the Corporation.

### 3. Conditions for Nomination and Self-Nomination of Candidates for the Board of Directors:

#### 3.1 Nomination of Candidates for the Board of Directors:

- A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate;
- A shareholder or group of shareholders holding from 20% to less than 30% of the total voting shares may nominate up to two (02) candidates;
- A shareholder or group of shareholders holding from 30% to less than 50% of the total voting shares may nominate up to three (03) candidates;
- A shareholder or group of shareholders holding from 50% to less than 70% of the total voting shares may nominate up to four (04) candidates;
- A shareholder or group of shareholders holding from 70% to less than 80% of the total voting shares may nominate up to five (05) candidates;
- A shareholder or group of shareholders holding from 80% to less than 90% of the total voting shares may nominate up to six (06) candidates;
- A shareholder or group of shareholders holding 90% or more of the total voting shares may nominate up to seven (07) candidates.

#### 3.2 Self-Nomination for Membership of the Board of Directors:

A self-nominated candidate for membership of the Board of Directors must satisfy the qualifications and eligibility requirements for Board members as prescribed by the Law on Enterprises, the Charter of the Corporation, and other applicable laws and regulations.

### 4. Nomination and Self-Nomination Dossier

#### 4.1. Submission Deadline:

The deadline for receipt of nomination and self-nomination dossiers for candidates to the Board of Directors of the Corporation is 5:00 PM on June 25, **2026**, either by direct submission or based on the postmark date. Shareholders or groups of shareholders shall submit two (02) sets of dossiers to the following address:

Office of the Board of Directors Secretariat – Vietnam National Construction Consultant Corporation - JSC

Address: 183 Huynh Thuc Khang, Lang ward, Hanoi

Telephone: 024 37667462

*The envelope should be clearly marked “Nomination/Self-Nomination Dossier for Board of Directors Candidate”.*

#### 4.2. Required documents:

- Nomination/Self-Nomination Form for Board of Directors Candidate (in the prescribed form);

- Curriculum Vitae completed and signed by the candidate (in the prescribed form);
- Certified copies of the candidate's Citizen Identification Card (CID)/Passport and academic degrees, diplomas, certificates and other documents evidencing the candidate's educational and professional qualifications;
- Agreement of the shareholder group regarding the nomination of a Board of Directors candidate (applicable where shareholders form a group for nomination or self-nomination purposes).

## II. Member of the Board of Supervisors

1. Number of Members to be Elected: A total of three (03) members of the Board of Supervisors shall be elected

2. Qualifications and Eligibility Criteria for Members of the Board of Supervisors:

- Not falling within the categories prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- Having been educated in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or another field relevant to the Corporation's business activities;
- Not being a family member of any manager of the Corporation, any representative of the Corporation's capital contribution, or any representative of state capital in the Corporation;
- Not being a manager of the Corporation; not necessarily being a shareholder or employee of the Corporation;
- Not having been a member or employee of an audit firm approved to audit the Corporation's financial statements during the preceding three (03) consecutive years;
- Meeting other qualifications and conditions as prescribed by applicable laws and the Charter of the Corporation.

3. Nomination and Self-Nomination of Candidates for the Board of Supervisors:

3.1 Nomination of Candidates for the Board of Supervisors:

- A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate;
- A shareholder or group of shareholders holding from 20% to less than 30% of the total voting shares may nominate up to two (02) candidates;
- A shareholder or group of shareholders holding from 30% to less than 50% of the total voting shares may nominate up to three (03) candidates;
- A shareholder or group of shareholders holding from 50% to less than 70% of the total voting shares may nominate up to four (04) candidates;



- A shareholder or group of shareholders holding from 70% to less than 80% of the total voting shares may nominate up to five (05) candidates;
- A shareholder or group of shareholders holding from 80% to less than 90% of the total voting shares may nominate up to six (06) candidates;
- A shareholder or group of shareholders holding 90% or more of the total voting shares may nominate up to seven (07) candidates;

### 3.2 Self-Nomination for Membership of the Board of Supervisors:

A candidate for self-nomination to the Board of Supervisors must satisfy all qualifications and eligibility requirements applicable to members of the Board of Supervisors as prescribed by the Law on Enterprises, the Charter of the Corporation, and other applicable legal regulations.

## 4. Guidelines for Nomination and Self-Nomination Dossiers:

### 4.1. Deadline for Submission of Nomination/Self-Nomination Dossiers:

The deadline for receipt by the Corporation of nomination and self-nomination dossiers for candidates to the Board of Supervisors (BOS) is 5:00 PM on 25 June 2026, either submitted directly or determined based on the postmark date. Shareholders or groups of shareholders shall submit two (02) sets of dossiers to the following address.

Board of Directors Secretariat Office – VNCC

Address: 183 Huynh Thuc Khang, Lang ward, Hanoi

Telephone: 024 37667462

*The envelope should be clearly marked: “Nomination/Self-Nomination Dossier for Board of Supervisors Membership”.*

### 4.2. Nomination/Self-Nomination Dossier:

- Nomination/Self-Nomination Form (in the prescribed form);
- Curriculum Vitae completed by the candidate (in the prescribed form);
- Certified copies of the Citizen Identity Card/Passport and diplomas, certificates, and other documents evidencing the candidate’s educational background and professional qualifications;
- Agreement of the shareholder group regarding the nomination of a BOS candidate (if a group of shareholders is formed for nomination or self-nomination purposes).

*(Note: Candidates nominated or self-nominated for membership of the Board of Directors or Board of Supervisors shall be fully responsible before the law and the General Meeting of Shareholders of the Corporation for the accuracy and truthfulness of the information contained in their nomination/self-nomination dossiers).*

Only dossiers that satisfy all nomination/self-nomination requirements and candidates who fully meet the applicable qualifications and conditions for membership of the Board of

Directors or Board of Supervisors shall be included in the official list of candidates to be submitted to the General Meeting of Shareholders for election. After the deadline specified in Section 4.1 above, if shareholders do not nominate a sufficient number of candidates or if nominated candidates fail to satisfy the prescribed qualifications and conditions, the incumbent Board of Directors of the Corporation shall, within its authority, nominate additional candidates in accordance with the Corporation's Charter.

***Recipients:***

- Shareholders of VNCC;
- BOD, BOS, Executive Board;
- Internal Audit Department;

Functional Departments;

- Person in charge of Corporate Governance;

- Archived: Administration Office.

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

**Than Hong Linh**

**AGENDA**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**

**Date: 29/6/2026**

<b>DRAFT</b>
--------------

<b>Ord.</b>	<b>Time</b>	<b>Content</b>
01	8:00 - 8:30	Registration of Shareholders and Reception of Attendees
02	8:30 - 8:40	Opening of the Annual General Meeting of Shareholders.
03	8:40 - 8:50	Report of Shareholder Attendance and Quorum Confirmation.
04	8:50 - 8:55	Introduction of the Chairperson and the Secretariat.
05	8:55 – 9:00	Approval of the AGM Agenda.
06	9:00 – 9:10	Approval of the AGM Working Regulations
07	9:10 – 9:15	Approval of the Election and Vote-Counting Committee
08	9:15 – 9:25	Report on the Performance of the Board of Directors for the 2021-2026 Term and Strategic Orientation for the 2026-2031 Term.
09	9:25 – 9:35	Report on Business Performance in 2025 and Business Plan for 2026.
10	9:35 – 9:45	Report on the Performance of the Board of Supervisors for 2025 and 2021-2026 Term.
11	9:45 – 9:55	Approval of the Election Regulations
12	9:55 – 10:30	Election of the Board of Directors and the Board of Supervisors for the 2026-2031 Term
13	10:30 – 10:35	Proposal on the Audited Financial Statements for 2025
14	10h35 – 10h40	Proposal on the Profit Distribution and Appropriation to Funds for 2025 and the Plan for 2026.
15	10h40 – 10h45	Proposal on the Salaries and Remuneration of the Board of Directors and the Board of Supervisors for 2025 and the Plan for 2026.
16	10h45 – 10h50	Proposal on Selection of an Independent Auditors for 2026.
17	10h50 – 10h55	Proposal on the Draft Charter, Corporate Governance Regulations, Regulations on the Operation of the Board of Directors and the Board of Supervisors, and Amendments and Supplements to the Business Registration
18	10h55 – 11h15	Discussion by the General Meeting
19	11h15 – 11h30	Voting on Proposals submitted by the Board of Directors at the General Meeting.
20	11h30 – 11h45	Announcement and Approval of the Election Results of the Board of Directors and the Board of Supervisors for the 2026–2031 Term
21	11h45 – 12h00	Approval of the Minutes and Resolution of the General Meeting.
22	12h05	Closing of the General Meeting.



DRAFT

*Hanoi, 29 June 2026*

**REGULATIONS  
ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS  
VIETNAM NATIONAL CONSTRUCTION CONSULTANT  
CORPORATION - JSC**

**CHAPTER 1  
GENERAL PROVISIONS**

**Article 1.** These Regulations shall apply to the organization of the 2026 Annual General Meeting of Shareholders (hereinafter referred to as the “General Meeting”) of Vietnam National Construction Consultant Corporation – JSC.

**Article 2.** These Regulations set out rights and obligations of shareholders and other persons entitled to attend the General Meeting, as well as conditions and procedures for conducting the General Meeting.

**Article 3.** Shareholders and other persons entitled to attend the General Meeting shall be responsible for complying with these Regulations...

**CHAPTER II  
CONDITIONS FOR ATTENDING THE GENERAL MEETING,  
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND OTHER  
ATTENDEES**

**Article 4. Conditions for attending the General Meeting**

They are the shareholders whose names appear on the list of shareholders as of the record date for attendance at the General Meeting (hereinafter referred to as the “Shareholders Entitled to Attend”) and their authorized representatives, who provide sufficient documents evidencing their eligibility to attend in accordance with applicable requirements and who complete registration procedures prior to the opening of the General Meeting (hereinafter referred to as the “Eligible Attendees”).

**Article 5. Authorization to Attend the General Meeting**

1. Individual shareholders may authorize only one (1) individual to attend the General Meeting on their behalf.

2. In the case of institutional shareholders, where more than one (1)

representative is authorized, the number of shares represented by each authorized representative must be clearly specified.

3. The authorization must be made in writing in accordance with the applicable provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares represented, the scope and content of the authorization, and the term of the authorization. The authorization letter must be affixed with signature of the authorizing individual shareholder or, in the case of an institutional shareholder or organization, affixed with signature of its legal representative and its official seal or stamp (if any). The authorization document must also affixed with signature of the authorized representative attending the General Meeting. Where the authorized representative is a legal entity, such legal entity must act through its legal representative or through a person duly authorized in writing by its legal representative.

4. An authorized representative attending the General Meeting cannot further authorize any third party to attend the General Meeting.

5. The authorization document must be presented by the authorized representative during the registration process prior to the commencement of the General Meeting.

#### **Article 6. Rights of Shareholders and Eligible Attendees**

1. To attend the General Meeting, express opinions, discuss, and vote on all matters falling within the authority of the General Meeting in accordance with the agenda of the General Meeting, the Law on Enterprises, and other applicable laws and regulations.

2. To be informed by the Organizing Committee of the agenda and contents of the General Meeting, and to discuss, raise questions, and provide comments on matters submitted to the General Meeting for consideration and approval.

3. Upon completion of the registration procedures, each Eligible Attendee shall be provided with a Voting Card stating the shareholder code, the name of the Shareholder Entitled to Attend, the name of the authorized representative (if any), and the number of voting rights held or represented by such Eligible Attendee

The number of voting rights indicated on the Voting Card shall be equal to the total number of voting shares owned or duly represented by the Eligible Attendee as registered for attendance at the General Meeting.

Any Eligible Attendee arriving after the commencement of the General Meeting shall have the right to complete the registration procedures and participate in voting immediately thereafter. The Chairperson shall not be required to suspend or adjourn the General Meeting for such late arrival, and all resolutions, decisions, and voting results adopted prior to such attendee's registration shall remain valid and effective.

4. The voting method for approving matters submitted to the General Meeting

shall be conducted by raising the Voting Card.

## **Article 7. Obligations of Shareholders and Eligible Attendees**

1. Shareholders and their authorized representatives wishing to express opinions or participate in discussions at the General Meeting shall comply with the directions of the Chairperson. Comments and speeches shall be concise, limited to a maximum of five (5) minutes per speaker, avoid repetition, and focus on matters included in the agenda approved by the General Meeting. Shareholders and their authorized representatives may also submit written questions to the Secretariat using the prescribed question forms.

2. No person may film, photograph, or make audio or video recordings of the General Meeting without the prior consent of the Chairperson, except for recordings and photographs made by the Organizing Committee for the purpose of organizing and documenting the General Meeting.

3. Attendees shall not disclose, disseminate, or provide any information relating to the proceedings of the General Meeting to any third party in any form prior to the conclusion of the General Meeting, unless otherwise approved by the Chairperson.

4. Attendees shall conduct themselves in a professional, orderly, and respectful manner; shall not engage in any conduct that may disrupt the proceedings of the General Meeting; shall not smoke within the meeting venue; shall ensure that all mobile phones and electronic devices are switched to silent mode; and shall refrain from making or receiving telephone calls during the General Meeting.

5. Attendees shall strictly comply with these Regulations and all instructions issued by the Chairperson, the Presidium, and the Organizing Committee; shall not obstruct, interfere with, or disrupt the proceedings of the General Meeting; and shall respect and comply with the resolutions, decisions, and voting results duly adopted by the General Meeting.

## **Article 8. Rights and Obligations of the Organizing Committee**

1. The Organizing Committee of the General Meeting shall comprise Board of Directors members, representatives of the Supervisory Board, representatives of the Board of Management, representatives of the Corporation's functional departments, and supporting personnel. The Head of the Organizing Committee shall be responsible for the overall coordination and management of all activities relating to the organization of the General Meeting.

2. The Organizing Committee shall be responsible for organizing and implementing all activities necessary for preparation, conduct, and completion of the General Meeting to ensure that the General Meeting is held successfully. Specifically: Conducting necessary meetings to compile lists and assign specific tasks to each individual.



## **Article 9. Rights and Obligations of the Chairperson and the Presidium**

The Organizing Committee of the General Meeting shall introduce the Presidium, consisting of Board of Management members, Chairman of the Board of Management (BOM Chairman) who shall preside over the General Meeting, or the person duly authorized by the BOM Chairman to act as the Chairperson of the General Meeting.

The Chairperson of the General Meeting shall preside over the meeting and guide guests, delegates, and attendees in the discussion of matters presented to the General Meeting.

The Chairperson shall answer, or request members of the Presidium, the executive board, other personnel of the Corporation, or the Corporation's consultant units to answer the shareholders' questions relating to matters discussed at the General Meeting, and shall resolve all issues arising during the course of the General Meeting.

Without obtaining the approval of the General Meeting, the Chairperson may, at any time, temporarily adjourn the General Meeting to another time and venue at his discretion if he determines that: (i) the meeting venue does not have sufficient capacity to accommodate all shareholders; (ii) attendees are obstructing or disrupting the orderly conduct of the meeting, thereby creating a risk that the General Meeting may not be conducted in a fair and lawful manner; or (iii) the communication facilities at the meeting venue are inadequate to ensure that all shareholders are able to participate in discussions and exercise their voting rights.

The Chairperson's decisions regarding any order and procedures of the General Meeting, or matters arising outside the approved agenda, shall be final and binding.

The Chairperson shall have the right to take necessary and reasonable measures to ensure that the General Meeting is conducted in an orderly manner and in accordance with the approved agenda.

## **Article 10. Rights and obligations of the Secretariat and other supporting units**

1. The Secretariat, appointed by the Chairperson of the General Meeting, shall perform supporting tasks as assigned by the Presidium. The Secretariat shall have the following duties:

To record fully and accurately the entire proceedings of the General Meeting and the matters approved by shareholders and their authorized representatives;

To prepare the minutes and draft resolutions of the General Meeting;

To receive and forward to the Presidium the question forms, opinion registration forms, and opinion submission forms from shareholders and their authorized representatives at the General Meeting;

To perform other duties as assigned by the Chairperson.

2. Supporting departments: Their participation shall be assigned by the Organizing Committee when necessary.

### **Article 11. Rights and Obligations of the Shareholder Eligibility Verification Committee**

The Shareholder Eligibility Verification Committee shall consist of one (01) Chairperson and a number of members appointed by the Organizing Committee of the General Meeting, and shall have the following responsibilities:

To verify the eligibility of shareholders and their authorized representatives attending the General Meeting, determine the validity of their attendance in accordance with applicable laws and these Regulations, and compare such information with the list of shareholders entitled to attend the General Meeting;

To issue Voting Cards and ballots (if any) to shareholders and their authorized representatives;

To report to the General Meeting and assume responsibility for the results of the verification of the eligibility of shareholders and their authorized representatives attending the General Meeting before the official commencement of the meeting;

To answer questions or identify issues requiring consideration regarding the eligibility of shareholders and their authorized representatives.

If a person attending the General Meeting does not satisfy the eligibility requirements for attendance, the Shareholder Eligibility Verification Committee shall have the right to refuse such person's attendance and may refuse to issue a Voting Card and ballot (if any).

The Shareholder Eligibility Verification Committee shall have the right to establish a supporting unit to assist in the performance of its duties..

### **Article 12. Rights and Obligations of the Vote Counting Committee**

The Vote Counting Committee shall consist of one (01) Chairperson and a number of members nominated by the Organizing Committee of the General Meeting and approved by the General Meeting through voting.

The Vote Counting Committee shall have the right to establish a supporting unit to assist in the performance of its duties.

The Vote Counting Committee shall be responsible for guiding shareholders and their authorized representatives in the use of Voting Cards; counting Voting Cards when votes are conducted at the General Meeting; preparing the vote-counting minutes; and announcing the vote-counting results through its Chairperson immediately after the vote is conducted or before the closing of the General Meeting.

The Vote Counting Committee shall perform its duties honestly and accurately and shall be responsible for the results of all activities relating to the counting of Voting Cards, ballots (if any), and the preparation of the vote-counting minutes.

### **CHAPTER III**

#### **PROCEDURE FOR CONDUCTING THE GENERAL MEETING**

##### **Article 13. Conditions for Conducting the General Meeting**

1. The General Meeting of Shareholders shall be conducted when the shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares of the Corporation.

##### **Article 14. Procedures for Conducting the General Meeting**

1. The General Meeting is expected to last for half a day.
2. The General Meeting shall approve the agenda and subsequently discuss and approve the matters set out therein.

##### **Article 15. Voting methods for matters submitted to the General Meeting and election procedures**

1. All matters included in the agenda of the General Meeting shall be submitted for approval by the shareholders attending the meeting by Voting Cards.
2. Voting method: Voting on matters included in the agenda of the General Meeting shall be conducted in accordance with the Presidium's decision by a show of Voting Cards.

##### **Article 16. Conditions for the Adoption of Resolutions**

A resolution on each matter submitted to the General Meeting shall be adopted based on the percentage (%) of the total voting shares represented by shareholders attending the meeting that vote in favor of such matter, in accordance with Article 28 of the Corporation's Charter.

##### **Article 17. Minutes of the General Meeting of Shareholders**

All proceedings and matters discussed at the General Meeting of Shareholders shall be recorded in the minutes by the Secretariat. The minutes of the General Meeting shall be read and approved before the closing of the General Meeting of Shareholders and shall be maintained and preserved in accordance with applicable regulations.

### **CHAPTER IV**

#### **ENFORCEMENT PROVISIONS**

##### **Article 18. Effectiveness of the Regulations**

1. These Regulations, consisting of four (4) chapters and eighteen (18) articles, shall take effect upon their approval by the General Meeting of Shareholders.



2. Shareholders and their authorized representatives attending the General Meeting of Shareholders shall be responsible for complying with the provisions of these Regulations..

## **ORGANIZING COMMITTEE**

**DRAFT**

**REPORT**  
**PERFORMANCE OF THE BOARD OF DIRECTORS OF THE 2021-2026 TERM**  
**STRATEGIC ORIENTATION FOR THE 2026-2031 TERM**

The Board of Directors of Vietnam National Construction Consultant Corporation - JSC respectfully presents to the Shareholders the Report on the Performance of the Board of Directors for the 2021-2026 Term and the Strategic Oriengation for the 2026-2031 Term as follows:

**I. The Board of Director’s Assessment off its performance during the 2021-2026 Term**

**1. 2024 Business Performance**

With the objective of strengthening and developing the Corporation while enhancing the efficiency of its business operations and maintaining its leading position and brand reputation in the construction design consultancy industry, the Board of Directors of the Corporation has diligently exercised its assigned rights and responsibilities throughout the term. The Board proactively monitored market developments, closely followed the key objectives and tasks approved by the Annual General Meeting of Shareholders each year, and implemented decisive and flexible corporate governance measures. The Board of Directors also directed the restructuring of various aspects of the Corporation’s operations to enhance competitiveness, meet the evolving requirements of clients and the market, and ensure sustainable growth. In addition, the Board formulated strategic directions and instructed the Executive Board to implement business development and market expansion initiatives, thereby achieving the business performance targets approved by the General Meeting of Shareholders.

During the 2021–2026 term, through the concerted efforts of the Board of Directors, the Executive Board, and all employees, Vietnam National Construction Consultant Corporation – JSC successfully achieved and exceeded the targets approved annually by the General Meeting of Shareholders, as reflected in the following key performance indicators:

*Unit: VND million*

<b>Indicators</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>Average</b>
Total revenue	217,154	266,032	257,429	319,914	432,094	298,525
Profit after tax	19,011	17,906	27,232	37,189	37,712	27,810
Dividend (%)	3.6	3.75	6	8	8	5.87
State budget contribution	19,553	16,372	17,109	23,654	33,394	22,016

During the 2021-2025 period, the Corporation's total revenue and profit after tax recorded strong growth, increasing by approximately 100%.

In addition, the Corporation consistently preserved and enhanced shareholders' equity, as reflected in the following indicators:

*Unit: VND million*

<b>Indicators</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>Average</b>
Shareholders' Equity	382,024	380,918	390,244	400,201	402,325	391,142
Growth Ratio (times)	0.99	0.99	1.02	1.03	1.03	1.01
Charter Capital	357,744	357,744	357,744	357,744	357,744	357,744
ROE	4.95%	4.69%	7.06%	9.41%	9.40%	7.10%
ROA	3.53%	3.25%	4.61%	6.21%	5.91%	4.72%
ROS	9.54%	7.25%	11.64%	12.51%	9.27%	10.04%
Labour Productivity (VND million/person/year)	487	600	559	690	1,014	670
Capital Preservation Ratio	1	1	1	1	1.004	1

Profitability indicators, including ROE and ROA, recorded significant growth throughout the 2021–2025 period. Compared with 2021, ROE increased by approximately 90% in 2025, while ROA increased by approximately 67%. Labor productivity also improved substantially, increasing by approximately 108%. Meanwhile, the ROS remained at a relatively high and stable level throughout the period.

These achievements are particularly noteworthy given the challenging business environment marked by the COVID-19 pandemic and the prolonged slowdown of the real estate market. Despite these adverse conditions, the Corporation maintained stable operations, preserved and increased shareholders' equity, and continued to deliver sustainable growth.

## **2. Performance of the Board of Directors during the 2021-2026 Term**

During the past term, the Board of Directors diligently implemented the resolutions and matters approved by the Annual General Meeting of Shareholders each year. Throughout the 2021–2026 term, the Board held meetings and issued a total of 87 resolutions, focusing primarily on the following key areas:

- *Corporate Restructuring Planning and Strategic Direction:*

The Board of Directors established a Strategy Committee to develop the Restructuring Plan for the 2023–2027 period, with a vision toward 2030. The

Strategy Committee implemented the Plan consistently and comprehensively across the Parent Company and its subsidiaries.

The Restructuring Plan was approved by the General Meeting of Shareholders under Resolution No. 11/HĐQT-VNCC dated 8 March 2024. The Board of Directors subsequently assigned the Executive Board to develop a detailed action plan to implement the growth objectives set out in the Plan. Throughout the implementation process, the Board worked closely with the Executive Board and the Corporation's capital representatives at subsidiary companies, while simultaneously supervising, monitoring, facilitating and addressing difficulties arising during implementation.

To date, the Plan has delivered positive results, particularly in business performance, with both revenue and profit recording growth of approximately 100% compared with the beginning of the term. Average annual revenue growth reached 19%, significantly exceeding the target of 6–8% set under the Plan. Total revenue reached VND 1,492 billion, exceeding the target of VND 1,300 billion by 14%. Profit growth reached 20%, substantially exceeding the target range of 5–6%. Total profit before tax amounted to VND 159 billion, 37% higher than the target of VND 116 billion. Key financial indicators, including ROE, ROA and ROS, all improved steadily throughout the implementation period. The growth rate of operating expenses remained lower than revenue growth, reflecting enhanced operational efficiency. Dividend payments for the years 2024–2026 were maintained at 8%, within and toward the upper end of the target range of 6–10% established by the Plan.

In terms of brand development and market reputation, the Corporation further strengthened its position and prestige within the industry. During the term, the Corporation received six national awards, exceeding the target of five awards set under the Plan. These achievements included one Silver Award for planning, four Third Prizes for construction projects, and one Encouragement Award for planning.

Significant progress was also made in corporate governance. Key initiatives included the establishment of the VC Group market development information-sharing system; the development and revision of governance regulations and internal management policies; and the establishment of three new units, namely the Internal Audit Department, Infrastructure Planning Office No. 2, and Project Office No. 2. These initiatives have contributed to strengthening risk management while expanding business operations, maximizing market opportunities, and enhancing the Corporation's competitiveness and consulting capabilities. The Corporation also established a Digital Transformation Steering Committee and is actively implementing its digital transformation roadmap.

With respect to the restructuring of subsidiary companies, the Board directed and approved a capital increase plan for CIC to strengthen its financial capacity and support business expansion. The Board also approved the investment policy for the construction of CIC's office headquarters and the acquisition of commercial floor space to serve as CDC's office headquarters while providing additional office leasing capacity. Regarding the divestment and restructuring of CCBM, the valuation process has been completed. However, the divestment process is currently

on hold pending a review of the restructuring plan by the major shareholder, the State Capital Investment Corporation (SCIC).

Although the Restructuring Plan was developed and approved midway through the term, many of its financial objectives and performance targets have already been achieved or exceeded. The Board of Directors and the Executive Board will continue implementing the remaining initiatives through 2027, particularly in the areas of digital transformation, high-quality human resource development, enhancement of design quality and professional services, market expansion, and the adoption of modern governance practices. These efforts are intended to strengthen competitiveness, foster a culture of innovation and business ethics, and further improve the Corporation's internal management mechanisms and policies.

At the same time, the Corporation will continue the divestment and restructuring of underperforming subsidiaries, expand its business scale and ecosystem, and increase allocations to the Development Investment Fund and retained earnings to ensure adequate resources for implementing the objectives and tasks set forth in the Restructuring Plan.

- *Human Resource Development and Leadership Strengthening:*

To enhance leadership capacity and improve the quality of the Corporation's management system, the Corporation conducted a comprehensive review of its managerial structure and implemented a number of personnel appointments during the term. Specifically, three (03) new Deputy General Directors were appointed; one (01) Head of Internal Audit, two (02) Internal Auditors, and one (01) Corporate Governance Officer concurrently serving as Company Secretary were appointed. In addition, the Corporation conducted performance evaluations and reappointed Deputy General Directors and the Chief Accountant upon the expiration of their respective terms of office. To strengthen governance, management effectiveness, business development, and the preservation of the Corporation's invested capital, a total of twenty-four (24) Capital Representatives of the Corporation at investee enterprises were newly appointed or reappointed during the term.

- *Organization and Operations of the Board of Directors:*

The Board of Directors develops and issues annual operating plans and directs the Internal Audit Department to conduct audit activities in accordance with the audit plans approved by the Board. These audits focus on compliance with the Corporation's internal regulations, policies, and procedures during operations, as well as the assessment of the Corporation's internal financial management and the financial performance of companies in which VNCC has invested capital, with the objective of preserving and developing the Corporation's capital and strengthening risk management.

The Board of Directors has governed the Corporation in full compliance with applicable laws, the Charter of the Corporation, the Regulations on the Operation of the Board of Directors, the Internal Corporate Governance Regulations, the Information Disclosure Regulations, and other relevant internal rules and regulations. In doing so, the Board has safeguarded the interests of both the



Corporation and its shareholders, while creating favorable conditions for the General Director to proactively manage business operations, subject to the direction, supervision, and oversight of the Board of Directors.

Members of the Board of Directors have consistently maintained close coordination and timely information sharing on matters arising within their respective areas of responsibility. Board members assigned primary responsibility for specific matters have proactively coordinated with other members whenever issues involved areas under the supervision of other Board members, thereby ensuring efficient and effective decision-making. To further strengthen corporate governance practices, the Board of Directors arranged for its members to attend certified Board Member training programs and professional development courses, thereby enhancing the Board's governance capabilities and effectiveness.

- *Business Operations*

Each year, the Board of Directors directs the Executive Board to prepare the Corporation's business plan and submit it to the Board of Directors for review and approval. The Board also issues annual financial supervision plans for enterprises in which the Corporation holds equity interests. Based on the results of such supervision, the Board evaluates the performance of the Corporation's Authorized Capital Representatives at those enterprises;

- *Financial Management*

The Corporation has maintained stable business growth and a sound financial position throughout the term. The Corporation has remained free from bank borrowings and outstanding loans, while successfully preserving and increasing shareholders' equity. The Board of Directors has also directed efforts to maximize dividend collections from subsidiary and investee companies and actively recover outstanding receivables. On an annual basis, the Board of Directors has selected independent auditing firms to conduct audits of the Corporation's separate financial statements and consolidated financial statements in accordance with applicable legal requirements.

- *Development of the Corporate Governance System*

The Board of Directors directed the Executive Board to review, amend, and supplement the Corporation's internal regulations, policies, and implementation guidelines. Through its resolutions, the Board clearly defined the authority for issuing internal regulations and assigned specific Board members to review draft regulations within their respective areas of responsibility, thereby ensuring transparency and consistency in the Corporation's governance framework. In addition, the Board of Directors issued a resolution on enhancing the effectiveness of capital management and corporate governance throughout the Corporation.

- *Information Disclosure*

The Corporation has fully complied with the information disclosure requirements applicable to large-scale public companies. Periodic reports and disclosures have been submitted to the State Securities Commission of Vietnam and the Hanoi Stock Exchange (HNX) in accordance with applicable regulations. All

disclosed information has been provided to shareholders in an accurate, transparent, and timely manner. In compliance with HNX requirements, since 2025 the Corporation has ensured bilingual (Vietnamese–English) disclosure of all information and corporate documents subject to disclosure requirements.

- *Other Activities*

The Board of Directors has maintained close coordination with the Board of Supervisors while ensuring the latter’s operational independence. The Board of Supervisors was invited to attend meetings of the Board of Directors and was provided with meeting materials in accordance with the same procedures applicable to Board members. Supervisors were also invited to express their opinions and recommendations during Board meetings whenever relevant matters were discussed.

The Board of Directors successfully organized the celebrations marking the 70th anniversary of the Corporation’s establishment and the 20th anniversary of VC Group. These events served not only to honor the Corporation’s achievements and development milestones but also to promote its core values and corporate culture to younger generations, encouraging them to preserve and further strengthen the Corporation’s legacy. The events also provided an opportunity to recognize and express appreciation to former leaders for their contributions throughout different stages of the Corporation’s development.

The Board of Directors also oversaw the restructuring and transfer of Party organizations in accordance with the relevant authorities’ requirements. The Party Committee of the Corporation currently comprises six Party organizations and Party members transferred from VCC, CONINCO, CDC, INCOSAF, CCBM, and CIC from the Party Committee of the Ministry of Construction. Following the transfer, the Corporation’s Party Committee became a grassroots-level Party Committee with 475 Party members and is currently affiliated with the Hanoi Business Party Committee. (VIWASE, USCO, and NAGECO are not affiliated with the Corporation’s Party Committee.) The Ho Chi Minh Communist Youth Union organization was also transferred to the corresponding management level in Hanoi. In addition, the Corporation’s Trade Union was transferred to operate under the Vietnam Construction Trade Union.

### **3. Remuneration of the Board of Directors**

Based on the salary and remuneration framework for the Board of Directors approved annually by the General Meeting of Shareholders, the Board of Directors has made salary and remuneration payments to its members in accordance with applicable regulations and approved policies.

Other expenses incurred by members of the Board of Directors, as well as operating expenses of the Board of Directors, have been recorded as business operating expenses of the Corporation and reimbursed or paid based on actual expenditures in compliance with applicable regulations and internal policies.

### **4. The Board of Directors’ Assessment of the Performance of the Executive Board during the 2021-2026 Term**

- *Business Operations Management*

The Executive Board has demonstrated strong commitment and determination in managing the Corporation's business operations throughout the term. It has closely followed the objectives and directives set forth in the resolutions of the Board of Directors and the General Meeting of Shareholders, thereby contributing significantly to the Corporation's business growth and overall performance.

- *Supervisory Activities*

The Board of Directors has exercised its supervisory function through the issuance of resolutions, decisions, official letters, and notices, providing direction and oversight to the Executive Board in corporate governance and business operations in accordance with the Charter of the Corporation and the Internal Corporate Governance Regulations.

The Board of Directors has also coordinated closely with the Board of Supervisors in monitoring the implementation of business plans and operational activities. The Head of the Board of Supervisors has been invited to attend quarterly and ad hoc management meetings to discuss matters relating to the Corporation's operations. Opinions and recommendations provided by the Head of the Board of Supervisors have been duly considered and have served as an important basis for the Board of Directors' decisions and directives.

However, the review, amendment, and updating of the Corporation's internal regulations and policies have, at times, been delayed and have not been carried out in a sufficiently timely and coordinated manner to ensure efficient and smooth operations in accordance with the direction of the Board of Directors. In addition, the preparation of financial plans and salary plans has not fully met the Board's requirements in terms of quality and implementation schedule. The development of annual operating plans, action plans for implementing the Restructuring Plan, the assignment of responsibilities to management personnel, and the implementation of resolutions of the Board of Directors by the Executive Board have not always been carried out in a timely, comprehensive, and systematic manner.

Although periodic and ad hoc reporting to the Board of Directors has improved, such reporting has not always fully met the Board's requirements in terms of completeness and timeliness. The Executive Board should further clarify and assign individual responsibilities to ensure greater effectiveness in corporate governance and reporting processes.

The Board of Directors and the General Director have also required the Corporation's Capital Representatives at investee enterprises to provide periodic and ad hoc reports on business performance and operational challenges at those enterprises, thereby enabling timely guidance and support from the Corporation.

- *Coordination and Cooperation*

The Board of Directors and the Executive Board have maintained close coordination in the management and operation of the Corporation. Quarterly and ad hoc meetings have been held regularly to review completed tasks, discuss ongoing issues, and plan future activities.

The General Director has proactively reported on operational matters, opportunities, challenges, difficulties, and outstanding issues relating to the Corporation's business activities and other areas of management. Such reports have facilitated discussions with the Board of Directors and enabled the timely development of appropriate solutions and management measures.

## **II. STRATEGIC ORIENTATION OF THE BOARD OF DIRECTORS FOR THE 2026-2031 TERM**

### **1. Objectives for the 2026-2031 Period:**

The Board of Directors will continue to pursue the objectives and strategic directions set out in the Corporation's Restructuring Plan for the 2023–2027 period, with a vision toward 2030. The overarching goal is to further develop the Corporation, enhance business efficiency, and strengthen its competitiveness in the domestic market while building the capability to compete at regional and international levels. The Corporation will continue to play a leading role within the VC Group ecosystem and maintain its pioneering position in Vietnam's construction consultancy and design industry.

At the same time, the Board of Directors will maintain flexibility in adjusting its strategic initiatives in line with directives from the Government, the State Capital Investment Corporation (SCIC), and evolving market conditions in each planning period.

1.1. To improve business performance, productivity, service quality, and competitiveness through innovation, digital transformation, and the application of advanced technologies and scientific achievements, thereby creating greater value for clients and stakeholders.

1.2. To foster a culture of innovation throughout VNCC and promote the values and contributions of VNCC employees. The Corporation will continue to emphasize business ethics, accountability, and commitment, while enhancing the reputation of the VNCC brand in the provision of professional services. The Corporation will also continue to improve its internal mechanisms, policies, and management regulations based on modern corporate governance principles and lean management practices, while strengthening management and executive capabilities to create new drivers for sustainable growth.

1.3. To maximize the Parent Company's leadership role within the VC Group ecosystem and reinforce its mission as a pioneer in Vietnam's architectural and construction consultancy sector. The Corporation will continue to restructure, strengthen, and expand its operations through organic growth and mergers and acquisitions (M&A), increase the scale of its business activities, and further develop an integrated ecosystem of subsidiary and affiliated companies in order to create new competitive advantages and strengthen its market position.

1.4. The Corporation will strive to achieve the following key targets by the end of 2031:

*The business performance targets for 2026, the first year of the five-year plan, are as follows:*

Revenue: VND 475.5 billion

Profit after Tax: VND 41.5 billion

Dividend: Minimum 8%

*The 2026 business plan will serve as the baseline for growth during the subsequent years of the five-year period. The Corporation targets the following average annual growth rates for the 2026–2031 period:*

Revenue Growth	10%
Profit after Tax Growth	8%
Dividend Payout Ratio	8%–10% per annum

## **2. Strategic Directions and Key Governance Priorities for the 2026-2031 Term**

The Board of Directors will continue to implement the Corporation's Restructuring Plan while making timely adjustments to develop detailed annual business plans and ensure that strategic objectives remain aligned with the Corporation's actual operating conditions and market developments.

The Corporation will continue to strengthen its personnel management framework at enterprises in which it holds equity interests. At the same time, it will enhance coordination and cooperation among group companies operating in the consultancy sector, establish appropriate mechanisms to avoid overlaps in business activities, and promote the specialized strengths of each company within its respective areas of expertise.

The Board of Directors will continue to supervise and direct the Executive Board in implementing effective governance solutions, monitoring and evaluating business performance, and taking timely management actions to ensure the achievement of approved business objectives and plans. Particular attention will be given to establishing and maintaining an effective internal control system capable of preventing, detecting, and mitigating waste, conflicts of interest, and violations of internal regulations and the Charter of the Corporation.

The Corporation will continue to develop and effectively implement performance-based remuneration and salary mechanisms to enhance its competitiveness in attracting and retaining high-quality human resources. At the same time, personnel who fail to fulfill their responsibilities or whose performance results in losses, waste, inefficiency, or obstacles to the Corporation's development and operational effectiveness will be subject to replacement or dismissal in accordance with applicable regulations.

The Board of Directors will propose to the shareholder representative authority appropriate mechanisms enabling the Corporation to establish employee share incentive programs aimed at attracting and retaining highly qualified professionals, managers, and individuals who make significant contributions to the Corporation's development, while ensuring transparency, objectivity, and the preservation of the State shareholder's controlling interest.

The Corporation will continue to increase allocations to the Development Investment Fund and retain an appropriate portion of after-tax profits to support the implementation of the Restructuring Plan, expand business operations, and strengthen corporate capabilities. Priority investment areas will include digital



transformation initiatives, information technology infrastructure, and the acquisition of licensed software and advanced technology solutions.

During the 2021–2026 term, the Corporation successfully achieved and exceeded the business performance targets approved by the General Meeting of Shareholders, thereby ensuring and enhancing shareholder value. With the strong support and consensus of the General Meeting of Shareholders, the focused and decisive leadership of the Board of Directors and the Executive Board, together with the commitment and determination of all employees, the Board of Directors is confident that Vietnam National Construction Consultant Corporation – JSC will successfully achieve the objectives and targets presented at the 2026 Annual General Meeting of Shareholders for the 2026–2031 term.

Sincerely yours,

**ON BEHALF OF BOARDS OF DIRECTORS  
CHAIRMAN**

**Than Hong Linh**

## **REPORT**

### **On the Performance of the Board of Supervisors in 2025 and for the 2021-2026 Term**

Respectfully submitted to the General Meeting of Shareholders

- Pursuant to the Charter of Vietnam National Construction Consultant Corporation - JSC;
- Pursuant to the Operating Regulations of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC for the 2021 – 2026 term;
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC;
- Pursuant to the audited Financial Statements of Vietnam National Construction Consultant Corporation - JSC;

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration and approval the Report on its performance in 2025 and during the 2021–2026 term, together with its operational orientation for 2026, as follows:

#### **A- ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025**

##### **I. Activities of the Board of Supervisors**

During 2025, the Board of Supervisors convened five (05) meetings to perform its duties, including reviewing the preparation of financial statements; examining the audited 2024 Financial Statements, quarterly financial statements, semi-annual financial statements, and annual financial statements for 2025; reviewing the implementation of the 2025 financial supervision plan at the Corporation and investee companies in which VNCC holds shares or contributed capital; coordinating with the Finance and Accounting Department in reviewing accounting practices at affiliated units; evaluating the implementation of business plans approved by the Annual General Meeting of Shareholders; and assessing the Corporation’s financial condition.

Members of the Board of Supervisors attended meetings of the Board of Directors and management meetings of the Executive Board, monitored the issuance and implementation of resolutions and decisions of the Board of Directors, and

closely followed the Corporation's operations. The Board provided recommendations to the Board of Directors and the General Director to strengthen corporate governance and financial management.

All Supervisors attended Board of Supervisors meetings and participated in meetings of the Board of Directors and the Executive Board when invited. They actively contributed opinions within the scope of their responsibilities, maintained regular discussions with one another and relevant departments, and provided appropriate recommendations. All Supervisors performed their duties responsibly and in compliance with the Corporation's Charter and the Operating Regulations of the Board of Supervisors.

## **II. Remuneration, Operating Expenses and Other Benefits of the Board of Supervisors and Individual Supervisors in 2025:**

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders regarding the remuneration and salary plan for the Board of Supervisors, the salaries and remuneration paid to the Board of Supervisors and each Supervisor in 2025 were implemented in accordance with the approved Resolution.

## **III. Supervision of the Implementation of the Resolution of the General Meeting of Shareholders:**

### *- Business Performance:*

<b>Item</b>	<b>Unit</b>	<b>2024 Actual</b>	<b>2025 Plan</b>	<b>2025 Actual</b>	<b>Remarks</b>
1. Revenue	VND billion	319.91	319.2	432.09	35.3% above plan
2. Profit after tax	VND billion	37.19	32.33	37.71	16.6% above plan
3. Dividend rate	% of charter capital	8,0%	8,0%	8,0%	

Vietnam's economy showed strong recovery in 2025. The resolution of obstacles affecting major national projects and public investment projects positively contributed to the Corporation's business performance. From the beginning of the year, the Corporation's management translated business targets into specific action plans and maintained regular working sessions with production units, promptly updated government policies, and encouraged employees to overcome challenges and capitalize on the Corporation's strengths. VNCC continued to expand traditional markets and intensify participation in design competitions and bidding activities, particularly for key projects and public investment projects with secured funding. As a result, the Corporation exceeded the targets approved by the 2025 Annual General Meeting of Shareholders.

### *- Profit Distribution and Dividend Payment:*

The Corporation completed the allocation of funds and payment of the 2024 cash dividend at a rate of 8% of par value in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders.

- *Selection of Independent Auditor*

The Corporation appointed AASC Auditing Firm Company Limited to audit the Parent Company Financial Statements and Consolidated Financial Statements for the fiscal year 2025.

- *Remuneration for the Board of Directors and Board of Supervisors:*

The allocation and payment of remuneration to the Board of Directors and the Board of Supervisors were carried out in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders.

- *Information Disclosure*

The Corporation consistently complied with applicable regulations on information disclosure in the securities market.

#### **IV. Review of Financial Statements**

The Board of Supervisors concurs with the opinion of the independent auditor regarding the separate financial statements and consolidated financial statements of Vietnam National Construction Consultant Corporation – JSC for the fiscal year ended 31 December 2025. The separate and consolidated financial statements audited by AASC Auditing Firm Company Limited present fairly, in all material respects, the financial position of the Corporation as at 31 December 2025 and its financial performance and cash flows for the year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System, and relevant legal regulations governing the preparation and presentation of financial statements.

**Basis for Qualified Opinion:** The Corporation has not yet completed the procedures for obtaining the Certificate of Ownership for the investment property comprising 494 square meters of floor area on the 4th floor of VG Building, No. 235 Nguyen Trai Street, Khuong Dinh Ward, Hanoi, which was transferred from Consultancy on Construction of Building Material Projects Joint Stock Company (CCBM).

- *Business Performance in 2025*

*Unit: VND billion*

No	Item	Business Performance in 2025	
		Parent Company	Consolidated
1	Total revenue and income	432.09	1,121.93
2	Profit before tax	43.46	70.51
3	Profit after tax	37.71	57.49

The Parent Company generated total revenue and income of VND 432.09 billion in 2025, representing 135.3% of the annual plan and an increase of 35.07% compared to 2024. Revenue from sales and services reached VND 406.84 billion (up 36.8%), financial income amounted to VND 22.96 billion (up 3.9%), and other income totaled VND 2.29 billion.

Profit before tax of the Parent Company reached VND 43.46 billion, while profit after tax amounted to VND 37.71 billion, equivalent to 116.6% of the annual plan and 1.4% higher than in 2024.

According to the audited Consolidated Financial Statements for 2025, consolidated revenue from sales and services amounted to VND 1,121.93 billion, an increase of 47.3% compared to 2024. Of this amount, revenue from sales and services reached VND 1,096.68 billion, financial income totaled VND 22.38 billion, and other income was VND 2.87 billion. Consolidated profit before tax reached VND 70.51 billion (4.56% higher than in 2024), while consolidated profit after tax amounted to VND 57.49 billion (3.1% higher than in 2024).

**- Financial Indicators in 2025**

No	Indicator	Unit	Parent Company Financial Statements	Consolidated Financial Statements
<b>1</b>	<b>Capital Structure Ratios</b>			
	Liabilities/Total Assets	Times	0.40	0.64
	Liabilities/Equity	Times	0.66	1.77
<b>2</b>	<b>Liquidity Ratios</b>			
	Current Ratio	Times	1.60	1.30
	Quick Ratio	Times	1.33	1.00
<b>3</b>	<b>Operating Efficiency Ratios</b>			
	Inventory Turnover	Times	4.40	3.62
	Total Asset Turnover	Times	0.68	0.90
<b>4</b>	<b>Profitability Ratios</b>			
	Return on Owners' Investment Capital (ROE)	%	10.34%	15.05%



No	Indicator	Unit	Parent Company Financial Statements	Consolidated Financial Statements
	Return on Average Total Assets (ROA)	%	5.95%	4.63%
	Net Profit Margin	%	8.73%	5.12%
5	<b>Capital Preservation and Development Ratio</b>		1	1

- The Parent Company's current ratio was 1.60 times and the consolidated ratio was 1.30 times. The Parent Company's quick ratio was 1.33 times and the consolidated ratio was 1.00 time, indicating that the Corporation maintained sufficient capacity to meet its short-term obligations and a very strong level of financial safety. In addition, approximately 60.5% of the Parent Company's current liabilities and 50.9% of consolidated current liabilities consisted of customer advances, which will be settled through the delivery of products and services arising from operating activities.

- With respect to inventory management efficiency, inventory turnover of the Parent Company was 4.40 times (compared with 2.98 times in 2024), while the consolidated inventory turnover was 3.62 times (compared with 2.44 times in 2024).

- Regarding operating efficiency, total asset turnover of the Parent Company was 0.68 time (compared with 0.53 time in 2024), while the consolidated total asset turnover was 0.90 time (compared with 0.67 time in 2024).

- In terms of profitability, the return on owners' investment capital in 2025 improved significantly compared with 2024. Specifically, the Parent Company's return on owners' investment capital was 10.34% (2024: 10.24%), while the consolidated figure reached 15.05% (2024: 14.67%). To further enhance returns on equity, the Corporation should implement measures to improve asset profitability by accelerating asset turnover, particularly through reducing inventories (work-in-progress costs) and trade receivables, thereby improving overall operating efficiency. In addition, the Corporation should promptly approve revisions to its internal contracting mechanism to facilitate timely implementation by business units, stabilize operations, improve efficiency, retain skilled employees, and attract high-quality talent. The Corporation should also continue reviewing and streamlining its operational processes to enhance business performance and further implement the objectives set out in the Corporate Restructuring Plan for the 2023–2027 period, with a vision to 2030, in order to achieve stronger growth in revenue and profitability.

- Regarding capital preservation and development (owners' investment capital plus the Development Investment Fund), the Corporation successfully preserved and developed the owners' invested capital.

- As of 31 December 2025, the Corporation's long-term financial investments totaled VND 156.742 billion. Dividends and profit distributions received in 2025 amounted to VND 14.741 billion (2024: VND 13.379 billion). The average rate of return on long-term financial investments in 2025 was 9.4%, compared with 8.62% in 2024.

## **V. Supervision Results of the Board of Directors and the Executive Board**

- The Board of Directors and the General Director exercised their assigned rights and performed their duties with due care, prudence, and reasonableness, in the best interests of the Corporation and in compliance with applicable laws and the Corporation's Charter.

### *- Supervision Results of the Board of Directors*

- In 2025, the Board of Directors convened thirteen (13) meetings and also collected opinions from its members through other methods. The Board issued fifteen (15) resolutions and thirteen (13) decisions relating to various aspects of corporate governance and business operations. Meetings of the Board of Directors were conducted in accordance with applicable laws and the Corporation's Charter. Resolutions and decisions of the Board were issued within its authority and were closely aligned with the Corporation's operational requirements.

- Based on the Corporation's business situation and the Corporate Restructuring Plan for the 2023–2027 period with a vision to 2030, the Board of Directors approved the establishment of Project Office No. 2 and Planning and Infrastructure Office No. 2. These new units have made a significant contribution to increasing business development activities and enhancing the Corporation's revenue generation.

- The Board of Directors also issued resolutions directing the Executive Board and functional departments to continue reviewing internal regulations and to amend and supplement internal rules and policies in line with changes in legislation and the Corporation's actual operational needs. In addition, the Board adopted resolutions and decisions on matters such as increasing charter capital at CIC, assigning the management of invested capital to the Corporation's capital representatives at CONINCO and INCOSAF, appointing management personnel, and other related matters....

### *- Supervision Results of the Executive Board*

- The General Director and the Executive Board diligently implemented the resolutions of the General Meeting of Shareholders and the resolutions and decisions of the Board of Directors. From the beginning of the year, with a focus on business growth, the Executive Board translated approved targets into specific objectives for each business unit and regularly conducted monthly, quarterly, and ad hoc meetings to discuss development strategies and operational plans. The Executive Board demonstrated strong commitment and decisive leadership in managing business operations. It proactively monitored government policies and regulations, intensified market development activities, strengthened research and development efforts,

focused on system and governance improvements, and enhanced debt collection management. As a result, the Corporation achieved strong growth in revenue, secured contract value, and profitability, all of which exceeded the targets approved by the 2025 Annual General Meeting of Shareholders. Employee salaries and income also improved during the year.

- However, certain tasks remain behind schedule, particularly the review, amendment, and refinement of internal regulations and policies, many of which have required multiple revisions. The Board of Supervisors recommends that the Executive Board accelerate the completion of these tasks to facilitate their timely implementation throughout the Corporation.

## **B- SUMMARY OF THE ACTIVITIES OF THE BOARD OF SUPERVISORS FOR THE 2021 – 2026 TERM AND ORIENTATION FOR 2026:**

### **I. Activities of the Board of Supervisors:**

The Board of Supervisors for the 2021-2026 term consists of three (03) members:

- |                       |                                    |
|-----------------------|------------------------------------|
| - Mr. Nguyen Van Phuc | - Head of the Board of Supervisors |
| - Mr. Pham Vu Thanh   | - Supervisor                       |
| - Mr. Hoang Khanh Duy | - Supervisor                       |

- During the term, the Board of Supervisors carried out its regular duties, including reviewing the Company's financial position and examining and assessing the Corporation's financial statements. Based on such reviews, the Board provided recommendations and proposals regarding corporate governance matters for consideration by the Board of Directors and the General Director.

- The Board of Supervisors attended meetings of the Board of Directors, management meetings with the Executive Board, and coordination meetings between the Board of Directors, the Executive Board, and the Corporation's capital representatives at investee companies. The Board also participated in annual financial supervision and inspection activities at the Corporation and enterprises in which VNCC holds shares or contributed capital; coordinated with the Finance and Accounting Department in conducting accounting inspections at affiliated units; reviewed the implementation of business plans approved by the Annual General Meeting of Shareholders; and assessed the Corporation's overall financial performance.

- The Board of Supervisors also contributed comments and recommendations during the drafting, issuance, amendment, and supplementation of various internal regulations and policies of the Corporation.

- The Supervisors performed their duties in compliance with applicable laws, the Charter of the Corporation, resolutions of the General Meeting of Shareholders, and professional ethics. They endeavored to exercise their rights and fulfill their obligations prudently, honestly, and in the best interests of the Corporation, thereby

safeguarding the legitimate rights and interests of the Corporation and its shareholders.

- Throughout the term, the Supervisors maintained effective coordination with the Board of Directors, the Executive Board, functional departments, and relevant individuals in the performance of their duties.

## **II. Supervision of the Implementation of Resolutions of the General Meeting of Shareholders:**

### **a. Business Performance for the 2021-2026 Period:**

- During the early years of the 2021–2026 term, particularly in 2021 and 2022, the Corporation’s business operations were significantly affected by the COVID-19 pandemic, resulting in a substantial decline compared with 2020. However, through the concerted efforts of the Board of Directors, the Executive Board, and employees, the Corporation maintained stable operations, ensured employees’ livelihoods, remained profitable, and paid dividends in accordance with the resolutions of the General Meeting of Shareholders, achieving 100% of the approved dividend rate (with the exception of 2022, when the dividend payment reached 125% of the approved level).

#### **SUMMARY OF PARENT COMPANY BUSINESS RESULTS FOR 2021-2025**

Item	Unit	2021	2022	2023	2024	2025
Revenue	VND billion	217.15	266.03	257.43	319.91	432.09
Profit before tax	VND billion	20.92	20.02	31.21	43.50	43.46
Profit after tax	VND billion	19.01	17.91	27.23	37.19	37.71
Dividend	% of charter capital	3.60%	3.75%	6%	8%	8%
Equity	VND billion	382.02	380.92	390.24	400.20	402.32
Total Assets	VND billion	535.67	567.78	591.02	606.88	669.33

- The Parent Company achieved the following growth rates during the 2021–2025 period:

- Average annual revenue growth: 11.3%;
- Average annual profit before tax growth: 14.3%;
- Average annual profit after tax growth: 13.1%;
- Dividend payout ratio increased from 3.6% in 2021 to 8% in 2025, representing a 2.2-fold increase.

**SUMMARY OF CONSOLIDATED BUSINESS RESULTS FOR 2021 - 2025**

Item	Unit	2021	2022	2023	2024	2025
Revenue	VND billion	645.79	765.96	651.00	761.00	1,121.93
Profit before tax	VND billion	33.12	40.89	43.18	67.44	70.51
Profit after tax	VND billion	28.15	31.44	34.78	55.78	57.49
Equity	VND billion	459.99	462.23	467.21	486.27	494.40
Total Assets	VND billion	1,153.04	1,176.30	1,117.12	1,155.69	1,367.99

- The Corporation's consolidated business performance during the 2021–2025 period achieved the following growth rates:

- Average annual revenue growth: 26,0%;
- Average annual profit before tax growth: 14.3%;
- Average annual profit after tax growth: 14.2%;

**b. Financial management:**

- The Corporation prepared its financial statements in accordance with Vietnamese Accounting Standards and the Vietnamese Accounting System and disclosed financial information in compliance with the regulations of the State Securities Commission.

- Semi-annual and annual financial statements throughout the term were reviewed and audited by independent auditing firms approved by the Ministry of Finance and the State Securities Commission to audit public-interest entities and approved by the General Meeting of Shareholders.

**c. Remuneration Paid to the Board of Directors and the Board of Supervisors:**

- The accrual and payment of remuneration to members of the Board of Directors and the Board of Supervisors were carried out in accordance with the resolutions of the Annual General Meetings of Shareholders.

**d. Information Disclosure:**

- The Corporation fully complied with information disclosure requirements applicable to public companies in accordance with prevailing regulations.

**III. Results of the supervision of the Board of Directors and the Executive Board:****a. Supervision of the Board of Directors:**



- The Board of Directors held regular and extraordinary meetings in accordance with the Corporation's Charter. The Board of Supervisors considers that the activities of the Board of Directors during the 2021–2026 term were conducted in compliance with applicable laws and the Corporation's Charter, meeting the requirements for the governance and management of all activities of the Corporation.

- The Board of Directors promptly issued and amended internal regulations following approval by the General Meeting of Shareholders, including the Regulation on the Operation of the Board of Directors and the Internal Corporate Governance Regulation. In addition, the Board of Directors issued a number of important regulations, including the Information Disclosure Regulation, Internal Audit Regulation, and Financial Management Regulation.

- The Board of Directors issued resolutions and decisions relating to the Corporation's operations within its authority and responsibilities. During the 2021–2026 term, the Board of Directors discussed and resolved a number of important matters concerning the Corporation, including the establishment and restructuring of affiliated production units; appointment of management personnel; delegation of capital management responsibilities to capital representatives at companies in which the Corporation holds equity interests; and the selection of independent auditors to audit the Corporation's annual financial statements. In general, the resolutions and decisions issued by the Board of Directors were within its authority and were consistent with applicable laws and the Corporation's regulations

- The Board of Directors supervised the Executive Board in implementing resolutions of the General Meeting of Shareholders and resolutions and decisions of the Board of Directors. Through the Corporation's capital representatives at joint-stock companies, the Board of Directors also exercised oversight and direction over the business operations of member companies.

#### **b. Supervision of the Executive Board:**

- The Executive Board, led by the General Director, proactively translated the resolutions of the General Meeting of Shareholders and the resolutions and decisions of the Board of Directors into specific action plans and implemented them in a timely manner to achieve the annual objectives approved by shareholders. The Executive Board maintained close coordination and actively pursued business opportunities while providing effective direction and supervision of production and business activities, thereby ensuring stable employment and improving employees' income. Over the past five years, the Corporation's revenue, profit, and dividend payout ratio have all increased significantly, approximately doubling compared with the beginning of the term, with an average annual growth rate exceeding 10%

- With respect to system development and production process improvement, the Executive Board continuously explored and adopted new and advanced practices aimed at improving labor productivity, enhancing the quality of deliverables, and strengthening the Corporation's reputation and competitiveness in the market.

#### **IV. Recommendations and Proposals:**

- The Board of Supervisors recommends that the Board of Directors urge VNCC's capital representative at Consultancy on Construction of Building Material Projects Joint Stock Company (CCBM), in his/her capacity as the head of the enterprise, to promptly complete the procedures for obtaining the Certificate of Ownership for the 494 m<sup>2</sup> investment property located on the 4th floor of VG Building, in order to eliminate the qualification raised by the independent auditor in VNCC's financial statements.

- The Board of Supervisors recommends that VNCC's capital representative at VCC Engineering Consultants Joint Stock Company (VCC) coordinate with VCC's Board of Directors and Executive Management in finalizing the internal corporate governance regulations, thereby preventing complaints submitted through improper channels that may adversely affect VNCC.

- Continue reviewing, amending and supplementing internal regulations and management policies to ensure compliance with newly issued legal regulations, enhance business performance, and better align with the practical operational requirements of the Corporation.

- Continue implementing the VNCC Restructuring Plan for the period 2023–2027, with a vision to 2030, in order to further improve the operational efficiency of the Corporation and its member companies.

#### **V. Operational Orientation for 2026:**

- The Board of Supervisors shall continue to perform its supervisory functions in accordance with the Law on Enterprises and the Corporation's Charter, focusing on the following key tasks:

- Supervising the activities of the Board of Directors in corporate governance and the General Director in the management and operation of business activities in accordance with resolutions, decisions and regulations issued by the General Meeting of Shareholders and the Board of Directors. Supervising compliance with applicable laws, the Corporation's Charter, and the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

- Examining the legality, reasonableness, honesty and prudence in management and operational activities; reviewing the consistency, adequacy and compliance of accounting, statistical and financial reporting systems. Assessing the completeness, legality and accuracy of quarterly, semi-annual and annual business and financial reports of the Corporation.

- Reviewing contracts and related-party transactions falling within the approval authority of the Board of Directors or the General Meeting of Shareholders (if any).

- Supervising business plans, business operations, investment activities, and financial management of the Corporation and its investee companies; monitoring the implementation of directives issued by the Corporation to its authorized capital representatives at enterprises in which VNCC holds equity interests.

- Performing other duties and responsibilities as prescribed by law and the Corporation's governing documents.

- The above is the Report of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC (VNCC) on its activities in 2025, the 2021–2026 term, and the operational orientation for 2026, respectfully submitted to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Thank you for your attention./.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS**

**HEAD OF THE BOARD OF  
SUPERVISORS**

**Nguyen Van Phuc**

*Hanoi, 15 May 2026*

DRAFT

**REPORT**

**Production and business performance in 2025  
and production and business plan for 2026**

Board of Directors of Vietnam National Construction Consultants Corporation – JSC would like to report to the Shareholders on the Corporation’s business and production performance in 2025 and the 2026 business and production plan as follows:

**I. Assessment of production and business performance in 2025**

In 2025, the Vietnamese economy maintained positive growth momentum despite ongoing challenges, including pressures arising from natural disasters, climate change, and rising input costs. Nevertheless, investment and construction activities continued to expand, particularly in the real estate sector. In addition, the Government’s policy of accelerating public investment continued to play a pivotal role in maintaining the stability of the construction market. Urbanization promotion policies, consolidation of administrative units, and development of social housing and essential infrastructure significantly increased investment demand in the construction sector. In such context, the design consultancy industry in general, and VNCC in particular, was presented with significant growth opportunities. Demand for planning, design, and implementation services for infrastructure, industrial, and civil construction projects increased substantially, creating considerable growth potential for construction consultancy and design firms with strong capabilities, extensive experience, and established brand recognition.

In response to these market conditions, under the decisive direction of the Board of Directors and with the close coordination of the Corporation’s business units and functional departments, the Corporation successfully achieved its business and production targets in accordance with the Resolution of the 2025 General Meeting of Shareholders, as detailed below:

**1. Production and business performance in 2025**

No.	Item	Unit	Plan for 2025	Performance in 2025	% Perform / Plan
(1)	(2)	(3)	(4)	(5)	(6)=(5)/(4)
1	Revenue	bil. VND	319.2	432.0	135.34%
2	After-tax profit	bil. VND	32.3	37.7	116.72%

3	Dividend (% charter capital)	%	8	8	100%
---	------------------------------	---	---	---	------

## **2. Activities and solutions which were implemented**

### **2.1. Management, systems**

Management activities remained stable, meeting requirements of business and production, governance, and promotion of digital transformation. Software systems and internal coordination processes were further standardized, contributing to management efficiency and labor productivity. Board of Directors regularly held monthly and ad hoc meetings to review production and business performance, with the participation of directors of business units, in order to promptly identify and address outstanding issues and propose appropriate solutions. Also, organizational development remained a key focus. During the year, the Corporation established two new business units, both of which became operational and achieved positive results.

During the year, the Corporation issued the Regulations on the Chief Project Office, providing a unified framework for coordination, quality management, and schedule control throughout the system. The Corporation is currently developing a project database and a personnel database to support the assessment of operational capacity and assist its business units in the bidding process. The Corporation also completed the evaluation and compilation of a supplementary list of subcontractors in accordance with applicable regulations to support project implementation by its business units; however, it continued to limit the use of subcontractors in order to ensure project quality. The Board of Directors assigned its members to oversee and direct specialized departments in reviewing, revising, and finalizing internal regulations, including the Salary Regulations and Internal Contracting Regulations, for submission to the Board of Management for consideration and approval.

Legal affairs were strengthened through regular updating and dissemination of newly issued legal regulations relevant to the design consultancy sector, including the amended Land Law, the Law on Bidding, the Law on Urban and Rural Planning, the Construction Law, .... Internal compliance inspections within business units were also enhanced.

In addition to its functional duties, the Board of Directors continued to pay close attention to employee welfare and effective implementation of policies and regulations applicable to the employees. Funds were allocated in accordance with applicable regulations to reward individuals with outstanding achievements and business units that met or exceeded their assigned targets, thereby encouraging employee motivation, commitment, and accountability. The Corporation is currently reviewing and improving its remuneration system to ensure that compensation is commensurate with work performance and employee capabilities, thereby enhancing employees' living standards and retaining highly qualified personnel.

### **2.2. Market development, selection test, and tendering activities**

The year 2025 was considered a successful year for the Corporation in terms of market development. The number of awarded projects, executed contracts, and total contract value all recorded significant growth. The Corporation consistently focused on maintaining and strengthening relationships with its long-standing clients. It continued to cooperate with major clients such as the Military Industry and Telecommunications Group (Viettel), Vietnam Television, Airports Corporation of Vietnam (ACV), T&T Group, Sun Group, Vingroup, Van Phu Group, and Bitexco Group, as well as successfully securing new clients such as Masterise Group ..., thereby enhancing its capacity to participate in large-scale and complex bid packages and creating opportunities for long-term cooperation. In addition, the Corporation continued to promote cooperation projects with foreign partners through joint ventures and partnerships. Several business units implemented numerous projects for international clients, such as: Vinata, Shimizu, Zenitaka, Kajima, Toda, Japfa, the Hippodrome Project in Kyrgyzstan, and water tank design project in the Philippines...

Bidding and tendering activities in 2025 were carried out actively. During the year, the Corporation participated in 609 online quotations and tenders with total value of VND 3,017 billion and was awarded 318 contracts with total contract value of VND 1,014 billion. Online bidding activities have become increasingly professional, particularly in the fields of consultancy, supervision, and project management.

The Corporation consistently attached importance to competitive selection and achieved numerous awards and contract signings.

***Typical contracts:***

Feasibility Study Report and design for High-Rise Apartment Complex under the Mixed-Use High-End Entertainment Urban Area Project in the southern area of Bac Giang City (contract value: VND 39.7 billion); Basic Design and Feasibility Study Report for Phase 1 (72.71 ha) of Smart City Project in Vinh Ngoc, Kim No, and Hai Boi Communes, Dong Anh District, Hanoi (contract value: VND 48.7 billion); Conceptual Design (MEP), Basic Design (Architecture, Structure, and MEP), and Construction Drawing Design (Architecture, Structure, and MEP) for the ATC Air Traffic Control Tower at Gia Binh International Airport (contract value: VND 38.8 billion); Feasibility Study Report and design for Kim Chung – Di Trach New Urban Area Project, Hanoi (contract value: VND 35.0 billion); Master Plan, Feasibility Study Report, and design for High-Rise Buildings A2-CT1 and A4-CT3 in Hanoi Software Technology Park, Viet Hung Ward, Hanoi (contract value: VND 27.7 billion); Architectural Planning Scheme, Feasibility Study Report, and design for High-Rise Residential Buildings OCT-HH and Commercial and Service Buildings in Bac Giang Province (contract value: VND 24.5 billion); application dossier for investment policy approval, the 1/500 Detailed Planning Scheme, the Feasibility Study Report, and design for the Commercial and Service Functional Area in Lai Cach Industrial Park, Hai Phong (contract value: VND 22.5 billion); local design, adaptation and preparation of statutory submission

documents (Architecture, Structure, and MEP) for the High-Rise Development Project in The Manor Central Park Urban Area (South of Ring Road No. 3), Dai Kim and Thanh Liet Communes, Hanoi (contract value: VND 21.3 billion); Feasibility Study Report and design for the OCT2 and OCT3 High-Rise Residential Projects in Dong Xa Commune, Van Don District, Quang Ninh Province (contract value: VND 21.0 billion); consultancy services for local architectural design adaptation and urban functional area design for the project at 233, 233B, and 235 Nguyen Trai Street, Hanoi (contract value: VND 18.6 billion); Simplified Planning Scheme, Conceptual Design, Feasibility Study Report, and design for High-Rise Residential Buildings at Plots CT3 and CT4 within the Xuan La Resettlement Area, Hanoi (contract value: VND 16.5 billion); Construction Drawing Design and BIM model for the technical infrastructure system of the Song Mai – Nghia Trung Industrial Park Project, Bac Giang Province (contract value: VND 16.2 billion); and consultancy services for local architectural design adaptation and non-residential infrastructure design for Hon Mot High-End Coastal Urban Area Project in Nha Trang Ward, Khanh Hoa Province (contract value: VND 15.8 billion). Investment project proposal dossiers, the 1/500 Detailed Planning Scheme, Feasibility Study Reports, and design for Service Functional Area in Expanded Dai An Industrial Park in Cam Giang, Hai Duong Province (contract value: VND 14.3 billion); Construction Drawing Design for Da Nang Viettel Building Project in North Monument Park Area, Hai Chau District, Da Nang (contract value: VND 13.8 billion); Construction Drawing Design for Le Hong Phong Cadre Training School Project in Hanoi (contract value: VND 12.8 billion); Construction Drawing Design for Component 2 of General Hospital Project in Tran Lam Ward, Hung Yen Province (contract value: VND 12.7 billion); structural and MEP design consultancy for the Villas, Clubhouse, Sales Office, and Show House Complex under Trump International Hung Yen Project (contract value: VND 12.3 billion); Architectural Design, Feasibility Study Report, and BIM consultancy for the Basic Design stage of High-Rise Buildings on 12 land plots from CT5 to CT12 and HH1 to HH4 within Subdivision A – North of National Highway No. 5 Urban Area, Pho Noi Urban Area, My Hao, Hung Yen Province (contract value: VND 12.3 billion); Construction Drawing Design for the Viettel An Khanh Station Project, Hoai Duc District, Hanoi (contract value: VND 12.2 billion); Feasibility Study Report and design for the Social Housing Project at Apartment Building No. 5, Zone B – South Cam Le Bridge Residential Area, Da Nang (contract value: VND 12.2 billion); civil and structural engineering consultancy services for the Song Cam New Urban Area Project in Thuy Nguyen Ward, Hai Phong (contract value: VND 11.9 billion); and design consultancy services for the Yen Bai 1 Biomass Power Plant Project in Bac Van Yen Industrial Complex, Yen Bai Province (contract value: VND 11.6 billion). Feasibility Study Report and design for Social Housing Project in New Urban Area of Hamlet 5, Ward 1, Ca Mau Province (contract value: VND 10.4 billion); and Feasibility Study Report and Construction Drawing Design for Phu Quoc Hotel Project in An Giang Province (contract value: VND 10.1 billion).

### ***Rewards won during the year:***

Bronze Award at the 2024–2025 National Architecture Awards for the Han Jardin Building in the Residential Architecture Category. Bronze Award for the Vietnam National Construction Consultants Corporation Headquarters in the Public Architecture Category.

Silver Award at the 4th Vietnam Urban Planning Awards 2024–2025 (VUPA 2024) for two projects: the 1/500 Detailed Construction Planning Scheme, Basic Design, and Construction Drawing Design for Cuu Long Ecological Urban and Service Area Project; and the 1/500 Detailed Construction Planning Scheme for the Si Ma Cai District Ecotourism Area and Flagpole Project.

First Prize in the architectural design competition for the project “Khanh Hoa Provincial General Hospital become a South Central Coast Hospital”. The joint venture between Vietnam National Construction Consultants Corporation – JSC, Azusa Sekkei Co., Ltd. (AZS), and Vietnam Construction Testing and Consultant Joint Stock Company was awarded First Prize for the architectural design of High-Rise Mixed-Use Building in Nam Thai Urban Area, Pho Yen, Thai Nguyen Province, and for the architectural design of BIDV Headquarters in Phu Tho Province.

Second Prize (with no First Prize awarded) for the architectural concept of the Hai Duong Provincial Cultural and Sports Complex; and Second Prize (with no First Prize awarded) for the architectural concept of the Vietnam–Sweden Uong Bi Hospital, Quang Ninh Province, the joint venture between Vietnam National Construction Consultants Corporation – JSC and Vietnam Architecture and Investment Joint Stock Company.

Third Prize for the architectural design of Dien Bien Phu Youth Volunteer Monument (with no First Prize awarded); Third Prize for the architectural concept of the Smart Prison Project; and Third Prize for the architectural concept of the new campus of Ho Chi Minh National Academy of Politics.

### **2.3. Production management**

*Regarding the contract management:* Contract administration, monitoring, acceptance, and settlement were closely supervised to ensure compliance with applicable laws, the Corporation’s internal procedures, and the Clients’ requirements. One hundred percent (100%) of contracts underwent legal review prior to execution to minimize implementation risks. Contract negotiation and drafting were generally carried out effectively by the business units. Except for certain provisions required under the Clients’ standard contract templates, which did not adversely affect the Corporation’s interests, all the contracts complied with applicable legal regulations.

*Regarding the receivables recovery:* the Corporation actively implemented debt collection measures from the beginning of the year. The Board of Directors regularly monitored outstanding receivables, assessed difficulties and obstacles, and provided specific directions and solutions for individual cases. As a result, receivables monitoring, supervision, and collection were carried out on a regular basis, contributing



to improve cash flow and enhance financial efficiency. Debt collection in 2025 achieved positive results. As of 31 December 2025, the Corporation had recovered VND 416.79 billion from 595 contracts, equivalent to 154.37% of the annual target. Of this amount, VND 186.84 billion was recovered from the contracts executed during the three-year period from 2022 to 2024, representing 45.03% of the total amount recovered, while VND 156.46 billion was recovered from the contracts executed in 2025, representing 42.12% of the total amount recovered.

*Regarding the quality management and service quality:* the Board of Directors continuously directed functional departments to closely monitor project implementation and promptly report on progress in order to ensure compliance with contractual schedules. The role of the Project Manager was further strengthened in project coordination and management. Through regular progress monitoring, the Corporation promptly addressed difficulties and issues arising during project implementation. During the year, the schedules of a number of projects were adjusted from the original plans due to changes in design requirements initiated by Clients in response to market demand. Several projects experienced prolonged or intermittent implementation, resulting in information disruptions, changes in plans, and personnel changes on the Clients' side, thereby affecting the implementation efficiency. No serious technical incidents attributable to design errors were recorded in the design documentation. However, during project implementation, certain clients raised concerns regarding quality and progress, citing insufficient staffing resources or inconsistencies in the allocation of responsibilities among departments. In addition, on certain projects, personnel did not fully comply with or adequately apply current standards, regulations, and legal requirements relating to design activities, resulting in errors and non-compliance issues that required substantial corrective work and adversely affected project schedules and document quality. Product quality control also lacked consistency due to the absence of a centralized quality management model, a unified system of quality assessment criteria and standards for consultancy deliverables, and an independent specialized mechanism for monitoring and evaluation. These factors limited the effectiveness of quality control activities. This situation highlights the need to further improve and enhance the effectiveness of quality management. The Corporation is currently finalizing a plan to establish a Technical Management Department to strengthen quality control and align quality management with business and production efficiency.

*Regarding the digital transformation and the application of management software:* the Corporation established a Digital Transformation Steering Committee to advise the Board of Directors. The Steering Committee held numerous working sessions with digital transformation partners to develop an appropriate implementation roadmap. Digital transformation initiatives have been introduced across the Corporation and are currently being implemented. The Digital Transformation Plan for the 2025–2030 period is in the final stage of completion.

Regarding the application of BIM and Revit: the Corporation actively promoted the use of BIM and Revit in design activities, contributing to improve data management, 3D model simulation, error reduction, and cost optimization.

The Corporation not only accelerated digital transformation in its production and business operations but also focused on research and improvements of digital management. The objective is to establish a digitized internal workflow system, minimize manual paperwork, shorten processing time, and create a comprehensive digital working environment.

## **2.4. Finance and accounting**

### *- Financial activity:*

The Corporation maintained a sound financial position, efficient business and production operations, and the preservation and growth of its capital. Liabilities primarily comprised advance payments received from clients for newly signed and ongoing contracts. During the year, the Corporation actively collected dividends from its member companies. All 12 companies paid dividends for the year 2025, achieving 100% of the annual target.

The Corporation prepared its 2025 internal cost plan, Report of Reward and Welfare Fund and Manager Bonus Fund for 2024, and developed the 2025 plans, made a Yearly Financial Supervision Plan for submission to the Board of Directors for approval. Dividend payments to shareholders were completed, including payments to State Capital Investment Corporation (SCIC) and other shareholders in October 2025. The Parent Company's financial statements and the consolidated financial statements were prepared and submitted to the competent state authorities on schedule, and information disclosure was carried out in compliance with applicable regulations.

### *- Accounting inspection:*

Accounting activities of the Parent Company and its subsidiaries were conducted in accordance with the State's prevailing accounting system and policies, ensuring a balanced financial position and accumulation of retained earnings. The Corporation implemented and updated relevant regulations relating to the Law on Value-Added Tax, the Law on Corporate Income Tax, and the decrees and circulars providing guidance on invoices, supporting documents, and corporate income tax.

## **2.5. Human resource management and training**

*- Human resource management:* As of 31 December 2025, the Corporation had a total workforce of 520 employees (including 177 female employees, representing 34.8%), of which there are 163 architects, 124 civil engineers, 20 engineers of construction economics, 17 engineers of urban infrastructure, 37 electrical engineers, 15 engineers of water supply and drainage, 13 surveying engineers, and 131 other engineers, university graduates, and workers. During the year, the Corporation recruited 100 employees, including 44 architects, 42 engineers of various disciplines, 13

university graduates, and 1 college graduate. Recruitment activities focused on attracting experienced and qualified personnel. During the year, the Corporation appointed 3 directors of business units and 17 deputy directors of business units, and reappointed 1 Deputy General Director, 1 director of a business unit, and 7 deputy directors of business units.

- *Training Activities:* In 2025, the Corporation organized and sponsored its employees to take part in 17 training programs, including the workshop “From Collaborative BIM to Integrated-AI BIM”; training courses on construction investment project management; a seminar on the key amendments introduced under Construction Law No. 135/2025/QH15; and training programs on the history and traditions of VNCC in celebration of its 70th anniversary.

## **2.6. Implementation of the restructuring plan**

Regarding the divestment process under the restructuring plan at CCBM Company, the Corporation worked with VACO Company to determine the value of the Corporation’s investment in CCBM and the value of the fourth floor of the VG Building. Currently, the divestment process has been temporarily suspended in accordance with the direction of the Board of Directors. In addition, during 2025, the capital increase at CIC Company was completed to strengthen its financial capacity and support the expansion of its business and production activities. The approval procedures for the investment project for CIC Company’s headquarters and the plan to acquire commercial floor space for CDC Company’s headquarters, combined with leasing additional office space for business expansion, were also completed.

The process of determining the enterprise value and developing a divestment plan for SCIC’s equity interest in the Corporation continued in accordance with the approved schedule. The Corporation worked closely with and provided the required documents and information to the business valuation consultant (UHY Valuation and Consulting Company Limited), and also provided documents, information, and supporting materials as requested by the consultant and the unit in charge of conducting the sale of SCIC’s shares in the Corporation (Rong Viet Securities Joint Stock Company).

## **2.7. Scientific research, application of Revit and BIM**

In 2025, the Corporation completed registration and certification procedures for three BIM projects with Ministry of Science and Technology; collaborated with the Vietnam Association of Structural Engineering and Construction Technology to perform the ministerial-level research project entitled “Research on the Scientific Basis for and Application of Technical Conditions Suitable to Vietnam’s Specific Characteristics in Concrete Structure Design,” with implementation period of two years from 2025 to 2026; developed framework and implementation plan for the project entitled “Research and development of guidelines for determining construction design costs suitable to conditions, model, and production methods of Vietnam National Construction Consultants Corporation – JSC”; implemented the project entitled

“Guidelines for investment consultancy, investment implementation, and construction design of social housing at Vietnam National Construction Consultants Corporation – JSC” during the 2025–2026 period.

## **2.8. Organizing the Corporation’s 70th anniversary celebration**

The Corporation successfully organized its 70th anniversary celebration that was a particularly significant event marking an important milestone in VNCC’s development history and recognizing the contributions of generations of its employees, experts, and managers throughout its growth and development. The event was carefully planned and organized, from program development and communications to guest reception and logistics, arrangements, ensuring a solemn, safe, and successful celebration. The event attracted strategic partners, major clients, leading industry experts, and a large number of employees. It made a significant contribution to enhancing the VNCC brand, further reinforcing the Corporation’s reputation and position as one of Vietnam’s leading construction consultancy firms. The successful organization of the 70th anniversary celebration generated a positive and lasting impact, strengthening the corporate culture, enhancing solidarity, and fostering pride, commitment, and dedication among its employees. The event also provided an opportunity for the Corporation to express its appreciation to clients and partners, to expand strategic relationships, and further to enhance its corporate image as it enters a new stage of development.

## **2.9. ISO compliance**

In 2025, the Corporation continued to maintain and implement its ISO standards. Its employees consistently and diligently complied with ISO procedures in the performance of their duties, contributing positively to the quality and effectiveness of contract execution.

## **2.10. Management of leasable space and operation of VNCC headquarters**

- *Management of leasable space:* As of 31 December 2025, 100% of the leasable floor area at the VNCC Headquarters had been occupied, contributing to improve asset utilization efficiency and increase revenue.

- *Building operation:* Fire safety management continued to be a key priority, and all building systems and equipment were maintained in good working conditions. The Management Unit reviewed and upgraded technical systems, repaired damaged facilities and external structures, and enhanced landscaping in various areas of the Headquarters. Regular inspection and maintenance were carried out for elevator systems, lightning protection and grounding systems, technical equipment, and fire protection systems. In addition, repainting works were completed for walls in common areas and stairwells, and the hanging gardens and courtyard areas of the Headquarters were renovated and upgraded.

## **2.11. Overall assessment**

In 2025, the Corporation achieved positive results across nearly all areas of operation. Business and production activities recorded a significant growth. In

particular, market development activities achieved strong performance, with both the number and value of awarded contracts increasing substantially in comparison with the year 2024. The Corporation's competitiveness continued to raise owing to adoption of innovative client engagement approaches, enhancements in the quality of bidding documents, and the strengthened role of project management units. Both the contract award rate and total contract value increased compared with the previous year, providing a solid foundation for the implementation of future business and production plans.

Despite these achievements, the Corporation still faced a number of challenges requiring further attention, including the slow adaptation of certain departments to digital transformation requirements, inconsistencies in management quality across some business units, and a shortage of highly qualified personnel to support expanding project demands. Nevertheless, the foundations established in 2025 provide a solid basis for the Corporation's next phase of growth. These achievements reflect the determination, unity, and proactive spirit of the entire Corporation in overcoming challenges and create important momentum for the Corporation to further strengthen its leading position in the construction consultancy sector.

## **II. Production and business plan for 2026**

### **1. Production and business**

#### *➤ Implement and strive to complete the 2026 production and business plan*

In 2026, the Corporation will continue to strengthen its leading position in the construction consultancy sector by successfully executing signed contracts, expanding and developing new business opportunities, ensuring stable and sustainable employment for its employees, and further improving the quality of consultancy services across all business lines. Strict control over product quality management will continue to be maintained to ensure full compliance with applicable regulations and quality standards prior to the handover of deliverables to clients. The Corporation will also continue to prioritize participation in large-scale and key projects with high economic value.

The Corporation's key business and production targets for 2026 are as follows:

- Total revenue of the Parent Company: VND 475.5 billion.
- Profit after corporate income tax of the Parent Company: VND 41.5 billion.
- Dividend payout ratio: minimum 8% of charter capital.

#### *➤ Contract Management and Production Operations:*

In 2026, the Corporation will continue to strengthen the effectiveness of contract review and inspection activities. Contract administration, acceptance certification, revenue recognition, and receivables collection will be closely managed and monitored to achieve the cash flow targets. The Corporation will continue to implement the objective of "Strengthening and enhancing the quality of consultancy and design services" to ensure effective control of contract progress and service quality. Relevant

decrees, amended laws, and regulatory provisions relating to construction investment activities will be regularly updated and applied appropriately to support project implementation and provide effective consultancy services to clients.

➤ *Receivables collection:*

The Corporation will continue to maintain the receivables collecting team and regularly review, inspect, monitor, and evaluate outstanding receivables, while promptly implementing support measures for debt recovery on individual projects. Debt collection solutions will continue to be enhanced through establishment and maintenance of a receivables monitoring system and regular issuance of payment reminders to clients via telephone calls, emails, and written notices. For newly arising receivables, periodic follow-up actions will be carried out in accordance with the collection plans. Where necessary, meetings will be organized with clients to discuss and agree on appropriate debt repayment schedules.

## **2. Governance**

Management and administrative effectiveness will be improved across all levels, from the leaders to functional departments and business units, with a view to enhancing operational efficiency and generating sustainable profitability. Implement clear and specific assignments of responsibilities among members of the Board of Directors. Develop measures and solutions to establish management plans aligned with the Corporation's development strategy. Strengthen coordination among functional departments to ensure timely information sharing and efficient processing of work. Direct and enhance the management and control of quality and project schedules in compliance with applicable regulations and internal procedures through the effective use of management software. Review and update production and business processes to ensure quality and timely delivery, optimize resource utilization, reduce costs and implementation time, and improve labor productivity.

## **3. Finance, accounting**

Conduct periodic reviews and audits of business performance of the Corporation and its member companies. Prepare and consolidate the Parent Company's financial statements and the Corporation's consolidated financial statements in an effective and timely manner in accordance with applicable laws and regulations. Continue to strengthen receivables reconciliation and collection activities, minimize financial risks, and improve operational efficiency. Enhance cost control and promote savings in production and business activities without compromising the quality of products and services, thereby ensuring the achievement of planned targets.

Regularly monitor and update regulations, standards, and legal requirements in the fields of construction, finance, accounting, and taxation to ensure compliance and timely adaptation to changes in the legal framework affecting the Corporation's operations.

#### **4. Research, application of science and technology, and digital transformation**

The Corporation's objective for 2026 is to accelerate comprehensive digital transformation across the entire system, with a focus on completing, upgrading, and enhancing office management software, contract management software, and other specialized software applications. The Corporation will continue to promote the application of digital technologies in consultancy and design activities and progressively establish BIM technology as a standard practice across projects. Efforts will also focus on assessing application requirements and implementation potential, developing specific strategies, and planning investments in technology infrastructure. In addition, the Corporation will strengthen training programs on emerging technologies, organize training courses and workshops on digital transformation, and ensure information security and data protection.

#### **5. Monitoring the Implementation of Production and Business Plans of Member Companies**

*6.1. Planning and Assignment of Production and Business Targets to Member Companies:* Implement the assignment of 2026 production and business targets to Capital Representatives at member companies (during March, April, and May 2026).

*6.2. Inspection and monitoring of the implementation of production and business plans of member companies:* Regularly monitor, inspect, and supervise the implementation of production and business targets and facilitate the collection of dividends from member companies to ensure the achievement of planned objectives. Strengthen information sharing with Capital Representatives regarding business operations, market developments, and challenges encountered in corporate governance in order to promptly assess implementation progress and propose appropriate solutions to improve business performance.

#### **7. Human resources and training**

Continue to streamline and restructure the workforce and organizational model, further improving the organizational system to meet operational requirements and support the Corporation's objectives and development strategy for the 2023–2027 period, with a vision toward 2030. Review and implement measures to consolidate, streamline, and enhance the effectiveness of departmental and business unit structures in line with operational requirements and the Corporation's future development orientation. Continue to strengthen leadership and management capabilities through the organization of additional training programs on leadership, management skills, and business administration.

#### **8. Headquarters Operations and Office Administration**

Ensure the efficient operation of the Headquarters and complete the collection of outstanding rental receivables. Continue to improve internal administration, records and document management, and other office administration functions.

## **9. ISO compliance**

The Corporation will continue to maintain and strictly implement its ISO quality management system, ensuring that 100% projects are executed in accordance with ISO procedures. All project deliverables will be reviewed and verified against ISO requirements prior to issuance. ISO procedures will also be strictly applied to other documents. Internal audits will be conducted and closely monitored to ensure the consistent implementation of ISO requirements, thereby enhancing professionalism for the Corporation.

## **10. Other Key Solutions**

Strengthen business development activities, expand market opportunities, and build sustainable cooperative relationships with clients and partners. Increase the number of large-scale project contracts with private-sector clients while ensuring compliance with committed quality standards and project schedules. Strengthen the management of acceptance, contract close-out, and receivables collection activities, including the recovery of overdue receivables and bad debts.

Continue to improve the effectiveness of inspection and supervision activities, while requiring business units to maintain and further enhance the capabilities of their professional personnel. Promote the application of standardized project implementation plans, strengthen the adoption of science and technology, and enhance the implementation capacity of personnel across production units through training and professional development programs, thereby improving labor productivity.

*We have summarized the Corporation's performance in 2025 and outlined several key tasks and objectives for 2026. The Corporation's leaders and employees are looking forward to receiving support and confidence of our valued shareholders in order to successfully achieve the objectives and plans approved by the General Meeting of Shareholders.*

Sincerely thanks./.

**GENERAL DIRECTOR**

**Tran Duc Toan**



**DRAFT**

**REGULATIONS**  
**ON THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND**  
**THE BOARD OF SUPERVISORS**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION –**  
**JSC FOR THE 2026-2031 TERM**

Pursuant to the Enterprise Law 2020 and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Enterprise Law 2020;

The Regulations on the election of Members of the Board of Directors (BOD) and the Board of Supervisors (BOS) of Vietnam National Construction Consultant Corporation - JSC are implemented as follows:

**I. NOMINATION AND CANDIDACY FOR MEMBERS OF THE  
BOARD OF DIRECTORS FOR THE 2026-2031 TERM:**

**1. Number of Members and Term of the Board of Directors:**

- The Board of Directors for the 2026-2031 Term shall consist of 05 (five) members.

- The term of the Board of Directors of Vietnam National Construction Consultant Corporation – JSC is five (05) years.

- The term of a member of the Board of Directors shall correspond to the term of the Board of Directors and such members may be re-elected for an unlimited number of terms.

**2. Standard and Conditions for Member of the Board of Directors:**

Members of the Board of Directors shall satisfy the following standards and conditions:

- Not fall under the categories prohibited from establishing and managing enterprises in accordance with Clause 2, Article 17 of the Law on Enterprises;

- Possess professional qualifications and experience in business management of the Corporation, and are not required to be shareholders of the Corporation;

- A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors of other companies;

- Other standards as prescribed by law and the Charter of the Corporation.

**3. Nomination of Members of the Board of Directors:**

a. A group of ordinary shareholders forming a nomination group must notify the other attending shareholders of the formation of such group prior to the opening of the General Meeting of Shareholders.

b. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate and stand for election to the Board of Directors. Ordinary shareholders are entitled to form groups to nominate candidates for the Board of Directors.

- Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares may nominate one (01) candidate.

- Shareholders or groups of shareholders holding from 20% to less than 30% of total voting shares may nominate up to two (02) candidates.

- Shareholders or groups of shareholders holding from 30% to less than 50% of total voting shares may nominate up to three (03) candidates.

- Shareholders or groups of shareholders holding from 50% to less than 70% of total voting shares may nominate up to four (04) candidates.

- Shareholders or groups of shareholders holding from 70% to less than 80% of total voting shares may nominate up to five (05) candidates.

- Shareholders or groups of shareholders holding from 80% to less than 90% of total voting shares may nominate up to six (06) candidates.

- Shareholders or groups of shareholders holding 90% or more of total voting shares may nominate up to seven (07) candidates.

In the event that the number of Board of Directors candidates nominated and self-nominated is still insufficient in accordance with Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may additionally nominate candidates or organize the nomination process in accordance with the Corporation's Charter. Any additional nomination by the incumbent Board of Directors must be clearly disclosed prior to the election of Board members at the General Meeting of Shareholders, in accordance with applicable laws.

#### **4. Dossier for Nomination and Candidacy for Members of the Board of Directors:**

- Nomination (or self-nomination) form for Members of the Board of Directors (as per prescribed template).

- Curriculum vitae of the candidate (as per prescribed template).

- Copies of the following documents: Identity Card or Passport, household registration, and diplomas and certificates evidencing professional qualifications.

#### **5. List of Candidates to be Approved by the General Meeting for Election to the Board of Directors:**

Based on the nomination and self-nomination dossiers submitted by shareholders or groups of shareholders, the Organizing Committee of the General Meeting of Shareholders of the Corporation shall consolidate and prepare a list of candidates who fully meet the prescribed requirements for submission to the General Meeting for approval as the list of candidates for election to the Board of Directors.

## **II. NOMINATION AND CANDIDACY FOR MEMBERS OF THE BOARD OF SUPERVISORS FOR THE 2026–2031 TERM:**

### **1. Number of Members and Term of the Board of Supervisors:**

- The Board of Supervisors for the 2026–2031 term shall consist of 03 (three) members. More than half of the members of the Board of Supervisors must reside in Vietnam.

- The term of office of the Board of Supervisors of Vietnam National Construction Consultant Corporation - JSC is 05 (five) years.

### **2. Standards and Conditions for Members of the Board of Supervisors:**

Members of the Board of Supervisors shall satisfy the following standards and conditions:

- Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises.

- Be trained in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or other relevant majors appropriate to the Corporation's business activities.

- Not be a relative of managers of the Corporation, representatives of the Corporation's capital, or representatives of state capital at the Corporation.

- Not be a manager of the Corporation and are not required to be shareholders or employees of the Corporation.

- Not have been a member or employee of the auditing organization approved to audit the Corporation's financial statements within the preceding three (03) years;

- Other standards and conditions as prescribed by relevant laws and the Charter of the Corporation;

In addition to the above requirements, members of the Board of Supervisors of the Corporation must not be relatives of managers of the Corporation and its parent company; representatives of the enterprise's capital; or representatives of state capital at the parent company and at the Corporation.

### **3. Nomination of Members of the Board of Supervisors:**

a. A group of ordinary shareholders forming a nomination group must notify all attending shareholders of such group formation prior to the opening of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate and stand for election to the Board of Supervisors. Ordinary shareholders may form groups to nominate candidates to the Board of Supervisors.

- Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares may nominate one (01) candidate;

- Shareholders or groups of shareholders holding from 20% to less than 30% of total voting shares may nominate up to two (02) candidates;
- Shareholders or groups of shareholders holding from 30% to less than 50% of total voting shares may nominate up to three (03) candidates;
- Shareholders or groups of shareholders holding from 50% to less than 70% of total voting shares may nominate up to four (04) candidates;
- Shareholders or groups of shareholders holding from 70% to less than 80% of total voting shares may nominate up to five (05) candidates;
- Shareholders or groups of shareholders holding from 80% to less than 90% of total voting shares may nominate up to six (06) candidates;
- Shareholders or groups of shareholders holding 90% or more of total voting shares may nominate up to seven (07) candidates;

In the event that the number of candidates for the Board of Supervisors nominated and self-nominated is still insufficient, the incumbent Board of Supervisors may additionally nominate candidates or organize the nomination process in accordance with the Corporation's Charter and the Regulations on the Operation of the Board of Supervisors. Any additional nomination by the incumbent Board of Supervisors must be clearly disclosed prior to the voting for members of the Board of Supervisors at the General Meeting of Shareholders, in accordance with applicable law.

#### **4. Dossier for Nomination and Candidacy for Members of the Board of Supervisors:**

- Nomination (or self-nomination) form for Members of the Board of Supervisors (as per prescribed template).
- Curriculum vitae of the candidate (as per prescribed template).
- Copies of the following documents: Identity Card or Passport, permanent residence registration, diplomas, and certificates evidencing professional qualifications;

#### **5. List of Candidates to be Approved by the General Meeting for Election to the Board of Supervisors:**

Based on the nomination and self-nomination dossiers submitted by shareholders or groups of shareholders, the Organizing Committee of the General Meeting of Shareholders of the Corporation shall consolidate and prepare a list of candidates who fully meet the prescribed requirements for submission to the General Meeting for approval as the list of candidates for election to the Board of Supervisors.

### **III. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS FOR THE 2026–2031 TERM:**

#### **1. Eligible Voters:**

Shareholders owning shares or authorized representatives of shareholders owning shares of the Corporation with voting rights attending the General Meeting

of Shareholders shall be entitled to vote in the election of Members of the Board of Directors (BOD) and the Board of Supervisors (BOS).

## **2. Ballots:**

### **2.1. Ballot Form:**

- The ballot shall pre-print shareholder information, including: shareholder's full name or authorized representative's name, shareholder code, total number of shares owned and represented, and total voting rights.
- The ballot shall also pre-print the list of nominated and self-nominated candidates approved by the General Meeting of Shareholders, arranged alphabetically (A, B, C, etc.), together with a column for voting marks.

### **2.2. Valid and Invalid Ballots:**

#### **a. Valid ballots:**

- Ballots shall be valid if they are issued in the prescribed form by the Organizing Committee, without erasure, correction, or additional content other than that required on the ballot.
- Ballots must be cast for candidates whose names are included in the approved list and within the number of members to be elected as approved by the General Meeting of Shareholders.
- The total number of votes cast must be less than or equal to ( $\leq$ ) the maximum number of votes permitted for the shareholder/authorized representative (calculated as the number of shares multiplied by the number of members to be elected).
- Not falling under the cases specified in Section (b) below.

#### **b. Invalid ballots:**

A ballot shall be considered invalid if it falls under any of the following cases:

- Not issued by the Organizing Committee, or not bearing the official seal of Vietnam National Construction Consultant Corporation - JSC; or
- The ballot is erased, corrected, or contains names of candidates not included in the list approved by the General Meeting of Shareholders prior to voting; or
- The number of votes exceeds the permitted voting rights or exceeds the number of members to be elected.

## **3. Principles for Electing Members of the Board of Directors and the Board of Supervisors:**

3.1 The election shall be conducted on the basis of the cumulative voting principle, under which each shareholder or authorized representative shall have a total number of votes corresponding to the number of shares owned or represented multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors.

Shareholders or authorized representatives may allocate all of their votes to one or several candidates or distribute their votes among multiple candidates:

a. The number of Members of the Board of Directors to be elected at the General Meeting of Shareholders for the 2026–2031 term is 05 (five) members; accordingly, the total number of votes of each shareholder/authorized representative shall be equal to the number of shares owned or represented multiplied by 5 (five).

b. The number of Members of the Board of Supervisors to be elected at the General Meeting of Shareholders for the 2026–2031 term is 03 (three) members; accordingly, the total number of votes of each shareholder/authorized representative shall be equal to the number of shares owned or represented multiplied by 3 (three).

3.2 The total number of votes cast for candidates by a shareholder or authorized representative must not exceed the total number of votes entitled to such shareholder or representative (calculated as the number of shares owned or represented multiplied by the number of members to be elected).

**Example:**

Shareholder A owning 1,000 voting shares shall have:  $1,000 \times 5 = 5,000$  votes for the election of Members of the Board of Directors; and  $1,000 \times 3 = 3,000$  votes for the election of Members of the Board of Supervisors.

- Under the cumulative voting method, Shareholder A may vote in one of the following ways, provided that the total votes do not exceed 5,000 votes for the Board of Directors election and 3,000 votes for the Board of Supervisors election:

+ Distribute equally among all candidates (e.g., 1,000 votes for each candidate); or

+ Allocate different numbers of votes to each candidate (e.g., Candidate X: 2,000 votes; Candidate Y: 500 votes; Candidate Z: 0 votes, etc.).

3.3 Elected Members of the Board of Directors and the Board of Supervisors shall be determined based on the number of votes received, ranked from highest to lowest, until the required number of members is reached.

a. In case two or more candidates obtain equal votes for the final seat of the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among such candidates.

If the election does not result in a sufficient number of Members of the Board of Directors or the Board of Supervisors, a second round of voting shall be conducted among the remaining candidates. If the required number is still not achieved after the second round, the General Meeting of Shareholders may conduct a third round of voting or leave certain positions vacant and elect additional members at the next General Meeting of Shareholders in accordance with the Chairman of the Meeting's decision.

**4. Voting and Vote Counting Procedures:**

- The Vote Counting Committee shall inspect the ballot box prior to the commencement of voting

- Voting shall commence after the distribution of ballots has been completed and the last shareholder has cast their vote into the ballot box.

- Vote counting shall be conducted immediately after the completion of voting.

- The vote counting results shall be recorded in vote counting minutes and signed by all members of the Vote Counting Committee.

- All ballots after counting shall be stored at the head office of the Corporation.

#### **IV. ANNOUNCEMENT OF VOTE COUNTING RESULTS AND ELECTION OUTCOMES:**

- T The Head of the Vote Counting Committee shall publicly announce to the General Meeting the vote counting results and the election results of Members of the Board of Directors and the Board of Supervisors of the Corporation for the 2026–2031 term.

- Any complaints relating to the voting and vote counting process shall be resolved by the Chairperson of the Meeting and recorded in the Minutes of the General Meeting of Shareholders.

- The vote counting results shall be recorded in the Resolution of the General Meeting of Shareholders.

#### **V. EFFECTIVENESS:**

This Regulations shall take effect upon approval by the General Meeting of Shareholders and shall apply solely to the election of Members of the Board of Directors and the Board of Supervisors for the 2026–2031 term.

### **ORGANIZING COMMITTEE OF THE GENERAL MEETING OF SHAREHOLDERS**

*Hanoi, 29 June 2026*

**DRAFT**

## **PROPOSAL**

On the approval of the list of candidates for election to the Board of Directors and the Board of Supervisors of Vietnam National Construction Consultant Corporation - JSC for the 2026–2031 term

### **To: The Annual General Meeting of Shareholders 2026**

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

2. Pursuant to the Charter on organization and operation of Vietnam National Construction Consultant Corporation - JSC approved by the General Meeting of Shareholders in 2016;

3. Pursuant to Official Letter No. .... dated ..... of the State Capital Investment and Business Corporation regarding voting at the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC;

4. Pursuant to the Regulations on the election of Members of the Board of Directors and the Board of Supervisors of Vietnam National Construction Consultant Corporation - JSC for the 2026–2031 term;

5. Pursuant to the standards and conditions for candidates for election to the Board of Directors and the Board of Supervisors of Vietnam National Construction Consultant Corporation - JSC for the 2026–2031 term;

The Organizing Committee of the General Meeting of Shareholders / the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the list of candidates for election to the Board of Directors and the Board of Supervisors for the 2026–2031 term as follows:

1. List of nominated and self-nominated candidates for the Board of Directors:

<b>No</b>	<b>Full name</b>	<b>Year of birth</b>	<b>Occupation</b>	<b>Current position</b>
1				



2				
3				
4				
5				

2. List of nominated and self-nominated candidates for the Board of Supervisors:

No	Full name	Year of birth	Occupation	Current position
1				
3				
2				

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

**Cc:**

- As above;
- Archives;

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

**MSc. Arch Than Hong Linh**

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

---

**SELF-NOMINATION FORM**  
**FOR MEMBER OF THE BOARD OF DIRECTORS**  
**FOR 2026–2031 TERM**

**To:** Organizing Committee of the Annual General Meeting of Shareholders 2026 -  
Vietnam National Construction Consultant Corporation - JSC

I, the undersigned (organization/individual): .....

ID/Business Registration No: .....Issued on: .....Place of issue:.....

Permanent address:.....

Currently owning/representing: .....Shares (*In words*:..... )

After reviewing and confirming that I fully satisfy the eligibility criteria in accordance with applicable laws and the Charter of the Corporation, I hereby submit this application for candidacy as a Member of the Board of Directors of Vietnam National Construction Consultant Corporation - JSC for the 2026–2031 term.

Enclosed documents include:

- Curriculum vitae certified by a competent authority.
- Copy of Identity Card/Passport.
- Copy of diplomas and professional certificates.
- Nomination letter (if nominated by a shareholder group).

If elected as a Member of the Board of Directors, I commit to contributing my capacity and dedication to the development of the Corporation, and to strictly comply with all applicable laws and the Charter of the Corporation.

Sincerely yours./.

*Hanoi, date ..... month ..... 2026*

**SHAREHOLDER**

*(Signature and full name, seal if any)*

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

---

**SELF-NOMINATION FORM**  
**FOR MEMBER OF THE BOARD OF SUPERVISORS**  
**FOR 2026–2031 TERM**

**To:** Organizing Committee of the Annual General Meeting of Shareholders 2026 -  
Vietnam National Construction Consultant Corporation - JSC

I, the undersigned (organization/individual): .....

ID/Business Registration No: .....Issued on: .....Place of issue:.....

Permanent address:.....

Currently owning/representing: .....Shares (*In words*:..... )

After reviewing and confirming that I fully satisfy the eligibility criteria in accordance with applicable laws and the Charter of the Corporation, I hereby submit this application for candidacy as a Member of the Board of Supervisors of Vietnam National Construction Consultant Corporation - JSC for 2026–2031 term.

Enclosed documents include:

- Curriculum vitae certified by a competent authority.
- Copy of Identity Card/Passport.
- Copy of diplomas and professional certificates.
- Nomination letter (if nominated by a shareholder group).

If elected as a Member of the Board of Supervisors, I commit to contributing my capacity and dedication to the development of the Corporation, and to strictly comply with all applicable laws and the Charter of the Corporation.

Sincerely yours./.

*Hanoi, date ..... month ..... 2026*

**SHAREHOLDER**

*(Signature and full name, seal if any)*

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

---

**NOMINATION FORM**  
**FOR MEMBER OF THE BOARD OF DIRECTORS**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**

**To:** Organizing Committee of the Annual General Meeting of Shareholders 2026 - Vietnam National Construction Consultant Corporation - JSC

We, the shareholder(s) of Vietnam National Construction Consultant Corporation - JSC holding ..... shares (in words: .....), representing .....% of total voting shares, as listed below:

No	Full name	ID No.	Address	Educational qualification	Number of shares owned	Signature

After reviewing the Draft Regulations on the Election of Members of the Board of Directors and the Board of Supervisors for the 2026–2031 term at the General Meeting of Shareholders dated 29/06/2026, we hereby agree to nominate the following candidate(s) for election to the Board of Directors for the 2026–2031 term:

No	Full name	ID No.	Address	Educational qualification	Number of shares owned

We also agree to appoint (applicable in case of a shareholder group):

Mr./Ms .....

ID No: ..... Place of issue ..... Issued on: .....

Permanent address: .....

as the representative of the group to carry out nomination procedures in accordance with the Election Regulations for Members of the Board of Directors and the Board of Supervisors at the 2026 Annual General Meeting of Shareholders.

We take full responsibility for this nomination and commit to strictly comply with applicable laws and the Charter of the Corporation.

Sincerely yours./.

*Hanoi, date ..... month 2026*

**SHAREHOLDER / AUTHORIZED REPRESENTATIVE**

*(Signature and full name, seal if any)*

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

---

**NOMINATION FORM**  
**FOR MEMBER OF THE BOARD OF SUPERVISORS**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**

**To:** Organizing Committee of the Annual General Meeting of Shareholders 2026 - Vietnam National Construction Consultant Corporation - JSC

We, the shareholder(s) of Vietnam National Construction Consultant Corporation - JSC, holding ..... shares (in words: .....), representing .....% of total voting shares, as listed below:

No	Full name	ID No.	Address	Educational qualification	Number of shares owned	Signature

After reviewing the Draft Regulations on the Election of Members of the Board of Directors and the Board of Supervisors for the 2026–2031 term at the General Meeting of Shareholders dated 29/06/2026, we hereby agree to nominate the following candidate(s) for election to the Board of Supervisors for the 2026–2031 term:

No	Full name	ID No.	Address	Educational qualification	Number of shares owned

We also agree to appoint (applicable in case of a shareholder group):

Mr./Ms .....

ID No:.....Place of issue ..... Issued on: .....

Permanent address: .....

as the representative of the group to carry out nomination procedures in accordance with the Election Regulations for Members of the Board of Directors and the Board of Supervisors at the 2026 Annual General Meeting of Shareholders.

We take full responsibility for this nomination and commit to strictly comply with applicable laws and the Charter of the Corporation.

Sincerely yours./.

*Hanoi, date ..... month... 2026*

**SHAREHOLDER / AUTHORIZED  
REPRESENTATIVE**

*(Signature and full name, seal if any)*

Passport size  
color photo  
(4x6cm) (with  
a cross-page  
seal/stamp  
affixed by a  
certifying  
authority)

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

**CURRICULUM VITAE**  
**OF CANDIDATE FOR THE BOARD OF DIRECTORS AND THE BOARD OF**  
**SUPERVISORS**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION -**  
**JSC**  
**(2026-2031 TERM)**

1. Full name:
2. Gender:
3. Date of birth:
4. Place of birth:
5. Nationality:
6. Permanent residential address:
7. Identity card/Citizen card number: Place of issue:
8. Contact phone number:
9. Professional qualifications:
10. Position currently held at the Corporation:
11. Positions currently held in other organizations:
12. Working experience:

<b><i>Period</i></b> <i>(From month/year to month/year)</i>	<b>Organization</b>	<b>Position</b>




13. Legal violations (if any):

14. Share ownership of the individual and related persons in the Corporation:

- Personal ownership:        shares, counting for        % of the Corporation's charter capital.
- Representative ownership:    shares, counting for    % of the Corporation's charter capital.
- Ownership of related persons (full name, relationship, number of shares, ownership percentage):

<b>Full name of related person</b>	<b>Relationship</b>	<b>Number of shares held</b>	<b>Ownership percentage</b>

16. Debts owed to the Corporation:

17. Remuneration and other benefits received from the Corporation:

18. Related interests with the Corporation:

***I hereby declare that the above statements are true and correct. If there is any falsification, I take full responsibility before the company and competent authorities in accordance with the law./.***

....., .....2026  
**Confirmation by local authority/workplace**

....., .....2026  
**Declarant**  
**(Signature and full name)**

**DRAFT**

**PROPOSAL**  
**On Approval of the Separate Financial Statements and Consolidated  
Financial Statements for Fiscal Year 2025 Audited of Vietnam National  
Construction Consultant Corporation - JSC**

**To: The General Meeting of Shareholders  
Vietnam National Construction Consultant Corporation – JSC (VNCC)**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments;

Pursuant to the Charter of Vietnam National Construction Consultant Corporation – JSC approved by the General Meeting of Shareholders on October 15, 2021;

The Board of Directors of Vietnam National Construction Consultant Corporation – JSC respectfully submits to the General Meeting of Shareholders for approval of the Separate Financial Statements and Consolidated Financial Statements which have been audited by AASC Auditing Firm Company Limited.

The audited financial statements for the fiscal year ended December 31, 2025 have been disclosed in accordance with applicable regulations and published on the Corporation's website at: <http://vncc.vn/danh-muc-co-dong/bao-cai-tai-chinh>. The key financial indicators are summarized as follows:

**1. Assets and Equity & Liabilities:**

*Unit: VND million*

No	Indicator	Separate Financial Statements	Consolidated Financial Statements
<b>I</b>	<b>ASSETS</b>	<b>669,334,912,550</b>	<b>1,367,991,878,739</b>
1	Current assets	427,369,170,287	1,120,600,932,017
2	Non-current assets	241,965,742,263	247,390,946,722

<b>II</b>	<b>EQUITY AND LIABILITIES</b>	<b>669.334.912.550</b>	<b>1.367.991.878.739</b>
1	Liabilities	267,009,606,066	873,585,146,943
2	Owners' equity	402,325,306,484	494,406,731,796

## 2. Business Performance Results

<b>No</b>	<b>Indicator</b>	<b>Separate Financial Statements</b>	<b>Consolidated Financial Statements</b>
1	Total Revenue	432,093,574,512	1,121,934,781,204
2	Total Profit Before Tax	43,457,414,998	70,510,252,062
3	Total Profit After Corporate Income Tax	37,712,944,740	57,488,390,708

K We respectfully submit to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted,

***Receiver:***

- Shareholders' General Meeting;
- Board of Directors; Board of Management, Chief Accountant;
- Secretary of the Board of Directors;
- Archived at Document, Finance and Accounting.

**LF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Thân Hồng Linh**

No.: /TTr - HDQT

Hanoi, / /2026

**DRAFT**

**PROPOSAL**  
**on the Profit Distribution and Fund Allocation Plan for 2025,**  
**and the Proposed Profit Distribution Plan for 2026**  
**of Vietnam National Construction Consultant Corporation - JSC**

**To: General Meeting of Shareholders of**  
**Vietnam National Construction Consultant Corporation - JSC**

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises.

Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements.

Pursuant to the Charter of Vietnam National Construction Consultant Corporation - JSC approved by the General Meeting of Shareholders on 15/10/2021,

Pursuant to the 2025 Business Performance Results of Vietnam National Construction Consultant Corporation – JSC and the proposed Business plan for 2026.

Pursuant to the Separate Financial Statements for the fiscal year ending 31 December 2025 of Vietnam National Construction Consultant Corporation - JSC, which have been audited by AASC Auditing Firm Company Limited;

The Board of Directors of Vietnam National Construction Consultant Corporation - JSC respectfully submits to the General Meeting of Shareholders for consideration and approval:

**1. Details of profit distribution plan and appropriation of funds for 2025 of Vietnam National Construction Consultant Corporation - JSC:**

*Unit: VND*

No	Item	Criteria	Amount	Note
I	<b>Profit after tax available for distribution</b>		<b>37,712,944,740</b>	
1	Cash dividend (8%/year)	= (I) x 75.8%	28,619,558,400	
2	Bonus and Welfare Fund and Management Bonus Fund (*)	= (I) x 24.11%	9,093,386,340	

**(\*) Of which, the Management Bonus Fund shall not exceed 1.5 months' salary and shall be finalized in accordance with applicable regulations.**

**2. The proposed profit distribution plan for 2026 is as follows:**

- Cash dividend: minimum 8% of charter capital.
- Other funds shall be appropriated in accordance with applicable regulations.

The General Meeting of Shareholders authorizes the Board of Directors to determine the record date for the shareholder list for dividend payment, and to decide the timing of such payment.

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

Respectfully submitted,

*Cc:*

- Shareholders' General Meeting;
- Board of Directors; Executive Board, Chief Accountant.
- Secretary of the Board of Directors.
- Archives: Administration Dept, Finance and Accounting.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**Than Hong Linh**

**PROPOSAL**

**On the approval of the Actual Total Salaries and Remuneration for 2025  
and the Planned Total Salaries and Remuneration for the Board of  
Directors (BOD) and Board of Supervisors for 2026**

**To: The General Meeting of Shareholders  
Vietnam National Construction Consultant Corporation - JSC**

Based on the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020; and Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a number of articles of the Law on Enterprises;

Based on Law No. 68/2025/QH15 dated 14 June 2025 of the National Assembly of the Socialist Republic of Vietnam on the Management and Investment of State Capital in Enterprises;

Based on the Charter of the Joint-Stock Company of Vietnam National Construction Consultant Corporation - JSC (VNCC) approved by the General Meeting of Shareholders of the Corporation in 2021;

Based on Decree No. 44/2025/ND-CP dated 28 February 2025 of the Government on the management of labor, salaries, remuneration and bonuses in state-owned enterprises;

Based on Decree No. 248/2025/ND-CP dated 15 September 2025 of the Government prescribing the salary, remuneration and bonus regime applicable to direct representatives of the state owner, representatives of state capital and controllers in state-owned enterprises;

Based on the 2025 business production plan, 2025 business performance results, and the 2026 business plan of the Corporation.

The Board of Directors respectfully submits the General Meeting of Shareholders for consideration and approval of the actual total salaries and remuneration for 2025 and the planned total salaries and remuneration for 2026

of the Board of Directors and the Board of Supervisors as follows:

**I. Actual Salaries and Remuneration of the Board of Directors and the Board of Supervisors in 2025:**

1. The total actual salaries in 2025 for the Board of Directors (including the Chairman of the Board of Directors, the General Director cum Member of the Board of Directors, and full-time Members of the Board of Directors) and the full-time Board of Supervisors of the Corporation of the Corporation is: VND 2,525,760,000.

2. The total actual remuneration in 2025 for the part-time Members of the Board of Directors and the part-time Member of the Board of Supervisors is: VND 216,000,000.

**II. Planned Salaries and Remuneration for the Board of Directors and the Board of Supervisors for 2026:**

1. The total planned salaries for the full-time Board of Directors (including the Chairman of the Board of Directors and full-time Members of the Board of Directors) and the full-time Board of Supervisors is: VND 2,688,000,000.

2. The total planned remuneration for 2026 for the part-time Members of the Board of Supervisors is: VND 386,400,000.

The actual salaries and remuneration of the Board of Directors and the Board of Supervisors in 2026 shall be determined based on the actual profit achieved in comparison with the planned profit target for 2026, in accordance with Decree No. 248/2025/ND-CP dated 15 September 2025 of the Government and other applicable regulations and guidance issued by the State.

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

**Receivers:**

- As above;
- Archives;

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

**Than Hong Linh**

No.: / TTr-VNCC

*Hanoi, / /2026*

**DRAFT**

## **PROPOSAL**

On the selection of the Independent Auditing Firm for the Review and Audit  
of the 2026 Financial Statements

**To: General Meeting of Shareholders**

**Vietnam National Construction Consultant Corporation - JSC**

Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;  
Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a  
number of articles of the Law on Enterprises;

Pursuant to Law on Securities No. 54/2019/QH14 dated 26 November  
2019 and its amendments and supplements;

Pursuant to the Charter of Vietnam National Construction Consultant  
Corporation – JSC, as approved by the General Meeting of Shareholders on 15  
October 2021;

The Board of Supervisors of Vietnam National Construction Consultant  
Corporation – JSC respectfully submits to the General Meeting of Shareholders  
for approval the list of auditing firms to conduct the review of the semi-annual  
financial statements and the audit of the 2026 financial statements, based on the  
following selection criteria:

### **1. Selection Criteria for the Auditing Firms:**

- The firm must be approved by the Ministry of Finance and the State  
Securities Commission of Vietnam to audit public-interest entities in 2026.
- The firm must have a reputable track record and high audit quality.
- The firm must have experience in auditing entities in industries and  
business sectors similar to Vietnam National Construction Consultant  
Corporation - JSC.
- The firm should meet the specific requirements of Vietnam National  
Construction Consultant Corporation - JSC regarding the scope and schedule of  
the audit engagement and must not have any conflict of interest in providing  
audit services to the Corporation.
- The audit fee must be reasonable and commensurate with the quality and  
scope of audit services provided.

### **2. List of Proposed Auditing Firms:**



- Vietnam Auditing and Valuation Company Limited (VAE)
- MOORE AISC Auditing and Informatics Services Company Limited.
- VACO Auditing Company Limited (VACO)

### **3. Proposal:**

The Board of Supervisors respectfully submits to the General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC for consideration and approval of the following matters:

- Approval of the selection criteria for the auditing firm set out in Section 1 of this Proposal and the list of three (03) proposed Auditing Firms presented in Section 2 of this Proposal.

- Authorization for the Board of Directors of Vietnam National Construction Consultant Corporation - JSC to select one of the auditing firms proposed in this Proposal and of the General Director to execute the contract for the provision of audit and financial statement review services for the fiscal year 2026 in accordance with applicable laws and regulations.

We respectfully submit this Proposal to the 2026 General Meeting of Shareholders for consideration and approval.

We sincerely thank you!

**ON BEHALF OF BOARD OF SUPERVISORS  
HEAD OF BOARD**

**NGUYEN VAN PHUC**

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



**CHARTER**  
**of**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT**  
**CORPORATION - JSC**

**Hanoi, (date) ..... / ...../ 2026**

## TABLE OF CONTENTS

<b>I. DEFINITIONS.....</b>	<b>6</b>
Article 1.Terminology .....	6
 <b>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, LEGAL REPRESENTATIVE OF THE CORPORATION AND AUTHORIZED REPRESENTATIVE OF THE ORGANIZATIONAL SHAREHOLDERS.....</b>	 <b>9</b>
Article 2.Name, form, headquarters, branches, representative offices and operating period of the Corporation .....	9
Article 3.Legal Representative of the Corporation .....	10
Article 4.Authorized Representative of the organizational shareholder .....	11
Authorized Representative of the organizational shareholders: An organization who is a shareholder of the Corporation and owns at least ten percent (10%) of the total number of ordinary shares of the Corporation may appoint up to five (05) authorized representatives.....	11
Article 5.Political and Socio-Political Organizations in the Corporation .....	11
 <b>III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION .....</b>	 <b>12</b>
Article 6.Operational objectives of the Corporation .....	12
Article 7.Scope of Business and Operation.....	15
 <b>IV. CHARTER CAPITAL, SHARES .....</b>	 <b>15</b>
Article 8.Charter capital, shares .....	15
Article 9.Share Certificate .....	16
Article 10. Shareholder register .....	17
Article 11. Other stock certificates.....	17
Article 12. Offering of shares.....	17
Article 13. Transferring, inheriting and gifting shares.....	18
Article 14. Repurchase of Shares upon Shareholders' Request .....	19
Article 15. Repurchase of shares under the Corporation's decision .....	19
Article 16. Conditions for payment and treatment of repurchased shares .....	20
 <b>V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL</b>	 <b>21</b>
Article 17. Organizational Structure, Governance and Control.....	21
 <b>VI. SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS .</b>	 <b>21</b>
Article 18. Shareholder's rights .....	21
Article 19. Shareholder's obligations.....	23
Article 20. General Meeting of Shareholders .....	24

Article 21. Authority and obligations of the General Meeting of Shareholders	26
Article 22. Authorization to Attend the General Meeting of Shareholders .....	28
Article 23. Changing the rights .....	29
Article 24. Convening, agenda and notice of the General Meeting of Shareholders .....	29
Article 25. Conditions for Holding the General Meeting of Shareholders .....	31
Article 26. Procedures for conducting meetings and voting at the General Meeting of Shareholders .....	32
Article 27. Forms of adoption of resolutions of the General Meeting of Shareholders .....	34
Article 28. Conditions for the adoption of a General Meeting of Shareholders' Resolution.....	34
Article 29. Authority and Procedures for Obtaining Written Shareholder Opinions for the Adoption of Resolutions of the General Meeting of Shareholders .....	35
Article 30. Resolutions and Minutes of the General Meeting of Shareholders .	37
Article 31. Request for Annulment of Resolutions of the General Meeting of Shareholders .....	38

## **VII. BOARD OF DIRECTORS.....39**

Article 32. Nomination and election of BOD members.....	39
Article 33. Composition and term of office of BOD members.....	40
Article 34. Rights and obligations of the Board of Directors .....	40
Article 35. Rights and Obligations of BOD members .....	42
Article 36. Qualifications and Conditions for BOD members.....	43
Article 37. Remuneration, bonuses and other benefits of BOD members.....	43
Article 38. Chairman of Board of Directors .....	44
Article 39. Meetings of the Board of Directors .....	45
Article 40. Committees under the Board of Directors .....	48
Article 41. Person in charge of corporate governance .....	49

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES.....49**

Article 42. Organization of the management structure .....	49
Article 43. Executives of the Corporation .....	50
Article 44. Appointment, dismissal, rights and obligations of the General Director.....	50
Article 45. Deputy General Directors, Chief Accountant and Support system .	52

## **IX. BOARD OF SUPERVISORS .....52**

Article 46. Nomination and Election of The Board of Supervisors members ...	52
---	----

Article 47. Composition, Qualifications of Supervisors and Term of Office of the Board of Supervisors .....	53
Article 48. Head of Board of Supervisors .....	54
Article 49. Rights and Obligations of the Board of Supervisors .....	54
Article 50. Meetings of the Board of Supervisors .....	55
Article 51. Salaries, remuneration, bonuses and other benefits of the Board of Supervisors members .....	55
<b>X. RESPONSIBILITIES OF BOD MEMBERS, CONTROLLER, GENERAL DIRECTOR AND OTHER EXECUTIVES .....</b>	<b>56</b>
Article 52. Duty of Honesty and Avoidance of Conflicts of Interest .....	56
Article 53. Liability for Damages and Indemnification .....	57
<b>XI. SUBSIDIARY UNITS AND AFFILIATED COMPANIES OF THE CORPORATION .....</b>	<b>57</b>
Article 54. Relationship between the Corporation and its branches and representative offices.....	58
Article 55. Relationship between the Corporation and its subsidiaries .....	58
Article 56. Relationship between the Corporation and its affiliated companies .....	59
Article 57. Companies Voluntarily Participating in Associations with the Corporation.....	60
<b>XII. RIGHT TO EXAMINE THE CORPORATION'S ACCOUNTING RECORDS AND DOCUMENTS .....</b>	<b>60</b>
Article 58. Right to examine records and documents .....	60
Article 59. Right to Initiate Legal Proceedings against BOD members and the General Director .....	61
<b>XIII. PROFIT DISTRIBUTION .....</b>	<b>61</b>
Article 60. Profit distribution .....	61
Article 61. Dividend payment .....	62
<b>XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM .....</b>	<b>63</b>
Article 62. Bank accounts .....	63
Article 63. Financial year .....	64
Article 64. Accounting system .....	64
<b>XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS .....</b>	<b>64</b>
Article 65. Annual and Semi-Annual Financial Statements .....	64

Article 66. Annual Report .....	65
<b>XVI. AUDIT OF THE CORPORATION .....</b>	<b>65</b>
Article 67. Audit.....	65
<b>XVII. CORPORATE SEAL.....</b>	<b>66</b>
Article 68. Corporate Seal.....	66
<b>XVIII. DISSOLUTION OF THE CORPORATION.....</b>	<b>66</b>
Article 69. Dissolution of the Corporation.....	66
a. Pursuant to a resolution or decision of the General Meeting of Shareholders;.....	66
b. Upon revocation of its Business Registration Certificate, except where otherwise provided by the Law on Tax Administration; .....	66
c. Other cases as prescribed by the applicable laws.....	66
Article 70. Liquidation .....	66
<b>XIX. RESOLUTION OF INTERNAL DISPUTES .....</b>	<b>67</b>
Article 71. Resolution of internal disputes.....	67
<b>XX. SUPPLEMENTS AND ADEMDEMENTS TO THE CHARTER .....</b>	<b>68</b>
Article 72. Supplements and Amendments to the Charter.....	68
<b>XXI. EFFECTIVENESS .....</b>	<b>68</b>
Article 73. Effective Date .....	68

## PREAMBLE

This Charter was approved according to the Resolutions of the General Meeting of Shareholders No. .... on (date) ...../...../2026, in pursuance of:

- Law on Enterprises No. 59/2020/QH14.
- Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Enterprises.
- Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises.

## I. DEFINITIONS

### Article 1. Terminology

1. In this Charter, the following terms will be understood as follows::
  - a. *The Corporation* means Vietnam Construction Consultants Corporation - JSC.
  - b. *Shareholders* are individuals or organizations owning at least one share of the Corporation.
  - c. *Major Shareholders* are shareholders owning five percent (05%) or more of the total voting shares of the Corporation.
  - d. *Share* means the unit into which the charter capital of the Corporation is divided.
  - e. *Voting share* means the share that confer upon its holder the right to vote on matters falling within the authority of the General Meeting of Shareholders.
  - f. *Charter capital* means the total par value of all shares sold, as specified in Article **Article 8** herein below;
  - g. *Sold share* means the authorized share that has been fully paid for by shareholders to the Corporation. Upon registration of the Corporation, Sold Shares shall be the total number of shares of all classes subscribed for by shareholders.
  - h. *Authorized share* means the total number of shares of all classes approved by the General Meeting of Shareholders for offering to raise its capital. The authorized shares of the Corporation comprise the total number of shares of all classes that the Corporation is entitled to offer for sale, including both subscribed and unsubscribed shares.
  - i. *Unsold share* means the Corporation's authorized share that has not been paid to the Corporation. Unsold shares comprise the total number of shares of all classes that have not yet been subscribed for.
  - j. *Dividend* means the after-tax profits payable in cash or other assets for each share.
  - k. *Parent Company* means Vietnam Construction Consultants Corporation - JSC, which falls within one of the following cases:

- (i). Owning more than fifty percent (50%) of the charter capital or the total number of ordinary shares of another enterprise;
  - (ii). Having the direct or indirect authority to decide on the appointment of a majority or all members of Board of Directors, Director, or General Director of another enterprise;
  - (iii). Having the authority to decide on amendments to or supplements of the Charter of such enterprise..
- l. *Subsidiary* is an enterprise in which the Corporation: (i) owns more than fifty percent (50%) of the charter capital or the total number of ordinary shares; (ii) has the authority, directly or indirectly, to decide on the appointment of a majority or all members of Board of Directors, the Director, or the General Director; or (iii) has the authority to decide on any amendment or supplement to the Charter of such enterprise.
- m. *Affiliated company* is an enterprise in which the Corporation holds number of shares or capital contributions representing fifty percent (50%) or less of the charter capital or the total number of shares of such enterprise.
- n. *Other enterprises* refer to those in which the Corporation holds shares or capital contributions.
- o. *Member unit* refers to a dependent-accounting unit of the Corporation, including branch, representative office ...
- p. *Authorized representative of the Corporation's capital contribution in another enterprise* means a person authorized in writing by the Corporation to exercise the rights and perform the responsibilities and obligations of the Corporation in such enterprise in accordance with applicable law and this Charter, hereinafter referred to as the Representative.
- q. *Manager of the Corporation* refers to Chairman of Board of Directors, Members of Board of Directors, General Director, Deputy General Directors, Chief Accountant, and other equivalent managerial positions elected by the General Meeting of Shareholders or appointed by Board of Directors.
- r. *Related parties* refer to individuals or organizations having a relationship with each other in any of the following cases:
- (i). Enterprises and their insiders; public funds, public securities investment companies, and their insiders;
  - (ii). Enterprises and organizations or individuals owning more than ten percent (10%) of the voting shares or capital contributions of such enterprises;
  - (iii). Organizations or individuals that, in relation to other organizations or individuals, directly or indirectly control, are controlled by, or are under common control with such organizations or individuals;



(iv). Individuals and their biological parents, adoptive parents, parents-in-law, spouses, biological children, adopted children, sons-in-law, daughters-in-law, siblings, brothers-in-law, and sisters-in-law;

(v). Securities investment fund management companies and securities investment funds or securities investment companies managed by such securities investment fund management companies;

(vi). Contractual relationships under which one organization or individual acts as the representative of another organization or individual;

(vii). Other organizations or individuals deemed to be Related Parties in accordance with the Law on Enterprises..

s. *Operating period* means the length of time during which the Corporation operates, as specified in Article **Article 2** of this Charter and any extension thereof approved by the General Meeting of Shareholders;

t. *Law on Enterprises* means the 2020 Law on Enterprises; the Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises.

u. *Law on Securities* means the 2019 Law on Securities; the Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities.

v. *Vietnam* means the Socialist Republic of Vietnam.

w. “*Stock*” refer to the securities evidencing the lawful rights and interests of their holders in a portion of the charter capital of the Corporation.

x. “*Right to nominate*” (including self-nomination) means the right to introduce candidates for inclusion in the list of nominees for election to Board of Directors and the Board of Supervisors by the General Meeting of Shareholders.

y. “*Voting*” means the exercise by a shareholder of the right to vote for or against resolutions and decisions of the General Meeting of Shareholders on matters falling within its authority. Each ordinary share shall carry one (01) vote.

z. *Legal paper of an individual* mean one of the following papers: Identity Card, Citizen Identity Card, National Identity Card, Passport, any other legally valid personal identification document.

aa. *Legal document of an organization* mean one of the following documents: Establishment Decision, Business Registration Certificate, or other equivalent legal documents.

bb. *Establishment date* means the date on which the Corporation was first granted its Business Registration Certificate.

cc. *Stock Exchange* means Vietnam Stock Exchange.

dd. *Family members* include a spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child,

adopted child, son-in-law, daughter-in-law, biological brother, biological sister, brother-in-law, sister-in-law, and other family members as prescribed by the applicable law.

ee. *Beneficial Owner of the Corporation (hereinafter referred to as the “Beneficial Owner”)*: is an individual who ultimately owns the charter capital of, or exercises control over the Corporation, excluding the authorized representative of the owner in a wholly state-owned enterprise or the representative of state capital in a joint-stock company as prescribed by the laws governing the management and investment of state capital in the enterprises.

ff. *Market Price of the Corporation’s share*: means the average price in thirty (30) consecutive days immediately preceding the valuation date, or the price agreed upon between the seller and the purchaser, or the price determined by a qualified valuation organization.

2. Other words and phrases used in this Charter that are defined in applicable laws and regulations shall have the same meanings as ascribed to them under such laws and regulations.

3. References in this Charter to any laws, regulations, or other legal documents shall include any amendments, supplements, or replacements thereof. Words and terms defined in the Civil Code, the Law on Enterprises, the Law on Securities, and other applicable laws and regulations shall have the same meanings as ascribed to them under such laws and regulations.

4. Words and terms defined in the Law on Securities and the Law on Enterprises shall have the same meanings when being used in this Charter, unless otherwise required by the context or subject matter.

5. The headings (the Articles of this Charter) are included for convenience of reference only and shall not affect the interpretation or construction of any provision of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, LEGAL REPRESENTATIVE OF THE CORPORATION AND AUTHORIZED REPRESENTATIVE OF THE ORGANIZATIONAL SHAREHOLDERS**

### **Article 2. Name, form, headquarters, branches, representative offices and operating period of the Corporation**

1. Company name:

Vietnamese name: **TỔNG CÔNG TY TƯ VẤN XÂY DỰNG VIỆT NAM - CTCP**

English name: **VIETNAM NATIONAL CONSTRUCTION  
CONSULTANT CORPORATION- JSC**

Short name : **VNCC**

Logo:



2. The Corporation is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Registered office of the Corporation:

- Address: No. 183 Huynh Thuc Khang street, Lang Ward, Hanoi City, Vietnam.
- Tel.: (84-24) 37667463.
- Fax: (84-24) 37667464.
- Website: [www.vncc.vn](http://www.vncc.vn)

4. The Corporation may establish branches and representative offices in Vietnam and overseas for the purpose of carrying out its business objectives in accordance with resolutions of Board of Directors and within the scope permitted by the applicable law.

5. The Operating Period of the Corporation shall commence on the Establishment Date and shall continue for an indefinite term, unless the Corporation is dissolved or otherwise terminates its operations according to Clause 2 of **Điều 69** of this Charter.

### **Article 3. Legal Representative of the Corporation**

1. General Director shall be the Legal Representative of the Corporation.

2. Legal Representative of the Corporation is an individual who represents the Corporation in exercising the rights and performing the obligations arising from the Corporation's transactions; represents the Corporation as the petitioner in civil matters, the plaintiff, the defendant, or a person with related rights and obligations before arbitral tribunals, courts, and other competent authorities; and exercises other rights and performs other obligations as prescribed by the law.

3. Legal Representative of the Corporation must reside in Vietnam and shall authorize another person in writing to exercise the rights and perform the obligations of the Legal Representative during his or her absence from Vietnam. In such case, the Legal Representative shall remain responsible for the exercise of the delegated rights and performance of the delegated obligations.

4. Upon the expiry of the authorization period as specified in Clause 3 of this Article, if the Legal Representative of the Corporation has not returned to Vietnam and no further authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the Legal Representative within the scope of the authorization until the Legal Representative resumes his or her duties in the Corporation or until Board of Directors appoints another person as the Legal Representative of the Corporation.

5. In the event that the Legal Representative is absent from Vietnam for more than thirty (30) consecutive days without authorizing another person to exercise the rights and perform the obligations of the Legal Representative of the Corporation, or dies, is declared missing, is subject to criminal prosecution, is detained, is serving a prison sentence, is subject to compulsory rehabilitation or compulsory education measures, loses civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, Board of Directors shall appoint another person to serve as the Legal Representative of the Corporation.

6. The Legal Representative of the Corporation shall have the following responsibilities:

a. To perform the assigned rights and obligations honestly, prudently, and diligently in the best interests of the Corporation and to safeguard its lawful rights and interests;

b. To act loyally in the interests of the Corporation; not to abuse his or her position, title, or authority, or use information, know-how, business opportunities, or other assets of the Corporation for personal gain or for the benefit of any other organization or individual;

c. To promptly, fully, and accurately disclose to the Corporation information regarding enterprises in which he or she or his or her Related Parties own shares or hold capital contributions, in accordance with the Law on Enterprises.

7. The Legal Representative of the Corporation shall be personally liable for any damage suffered by the Corporation arising from breach of his/her obligations specified in Clause 6 of this Article herein.

#### **Article 4. Authorized Representative of the organizational shareholder**

Authorized Representative of the organizational shareholders: An organization who is a shareholder of the Corporation and owns at least ten percent (10%) of the total number of ordinary shares of the Corporation may appoint up to five (05) authorized representatives.

#### **Article 5. Political and Socio-Political Organizations in the Corporation**

1. Communist Party of Vietnam, Trade Union, and other political and socio-political organizations operating in the Corporation shall work in accordance with the Constitution, applicable laws, and the Charter of their respective organizations.

2. The Corporation shall respect and facilitate the establishment and operation of the Communist Party of Vietnam organization, the Trade Union organization, and other political and socio-political organizations in the Corporation, as well as the voluntary participation of employees in such organizations as prescribed by the law.

3. The Corporation shall provide favorable conditions in terms of facilities, time, and other necessary resources to enable members of the Communist Party of Vietnam,

the Trade Union, and other political and socio-political organizations in the Corporation to fulfill their duties and responsibilities in accordance with the regulations and rules of their respective organizations.

### **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION**

#### **Article 6. Operational objectives of the Corporation**

##### **1. Operational Objectives of the Corporation**

a. To conduct business efficiently and profitably; to preserve and develop shareholders' capital; to contribute to the sustainable development of Vietnam's construction consulting industry; to provide advices and propose solutions to the state management authorities in the fields of construction planning and architecture; and to create value for society through innovation and professional excellence.

b. To develop the Corporation into a leading organization with advanced technological capabilities, management systems, and professional expertise, closely integrating business operations with scientific and technological development.

c. To enhance management quality and investment efficiency; to expand joint ventures, partnerships, and business cooperation; and to strengthen the Corporation's reputation and competitiveness in both domestic and international markets.

d. To improve the welfare and living standards of employees and to promote the Corporation's culture and core values.

e. To maintain effective cooperation and to sustainable development between the Parent Company and its Subsidiaries.

##### **2. Business lines of the Corporation.**

###### **a. Architectural services and related technical consultancy:**

###### *Details:*

Investment and construction consultancy services; general consultancy contracting; EPC (Engineering, Procurement and Construction) contracting and participation in EPC tenders (planning, design, procurement of equipment and materials, and construction) of civil, industrial, rural, transportation, irrigation, urban infrastructure, technical infrastructure, industrial park, water supply and drainage, environmental sanitation, port, wharf, power generation, and nuclear power projects, including:

- Preparation and verification of economic-technical reports, investment reports, and feasibility study reports;
- Urban and rural planning design;
- Preparation, design and verification of technical design, construction drawing, unit price norms, construction estimates, and technical infrastructure systems;
- Bidding consultancy service and construction project management service;
- Construction supervision and supervision of equipment supply and installation;

- Design consultancy for and verification of power transmission lines and substations of up to 220 kV; electrical systems; audio systems; information and communication systems; telephone systems; building management and control systems; ventilation, heating and air-conditioning systems; environmental treatment systems; lightning protection systems; and gas supply systems;
- Design consultancy for and verification of public buildings and facilities (educational, training, research, healthcare, religious, and belief-related facilities);
- Design consultancy for and verification of railway works, including high-speed railways, urban railways (elevated railways and metro systems), national railways, specialized railways, local railways, passenger terminals, freight terminals, depots, barriers, and railway signaling systems; ...)
- Design consultancy for and verification of aviation works (airfields, including flight safety facilities, passenger terminals, flight operation facilities, cargo terminals and warehouses, airports, runways, and parking apron, ...);
- Design consultancy for and verification of nuclear power projects, transportation works, irrigation works, water supply systems, ports, wharves, and seaports;
- Design consultancy for and verification of oil and gas facilities;
- Design consultancy for and verification of fire detection and fighting system and protection equipment, and interior and exterior architectural works;
- Design consultancy for termite prevention and control system of construction projects;
- Design of information and communication system for communication, telecommunication and postal projects;
- Design consultancy for indoor and outdoor water supply and drainage systems, wastewater treatment plants, and solid waste treatment facilities;
- Design consultancy for and verification of cultural and sports facilities;
- Preparation and verification of total construction investment costs; project risk analysis; and investment efficiency assessments;
- Preparation and verification of pre-feasibility study reports for construction investment projects;
- Preparation and verification of feasibility study reports and economic-technical reports for construction investment projects;
- Determination and verification of construction cost estimates;
- Construction cost control;
- Construction investment cost management;
- Determination of investment capital indicators, construction norms, construction costs, and construction price indices;
- Consultancy for design appraisal and construction cost estimates following the basic design stage;
- Supervision of fire prevention and firefighting systems.

b. Business management consultancy and other management consultancy activities:

*Details:*

- Organization of architectural design competitions and selection processes;
- Consultancy services for quality management systems in compliance with the standard ISO 9001;
- Social survey and assessment services relating to urban development and construction projects.

c. Technical inspection and analysis:

*Details:*

- Quality testing and inspection for construction projects; testing soil, rock, water, foundations, piles of all types, building foundations, and construction materials;
- Construction survey; geodetic surveying, mapping, and topographic surveying; measurement of settlement, inclination, displacement, and structural positioning;
- Inspection and certification of quality conformity of construction project;
- Environmental impact assessment.

d. Other specialized construction activities:

*Details:* Foundation treatment for construction projects; Interior and exterior finish and decoration.

e. Water collection, treatment and supply activities:

*Details:* Groundwater exploitation.

f. Real estate business and trading of land use rights owned, used, or leased:

*Details:* Investment in and operation of office leasing services; trading in real estate, urban technical infrastructure, industrial parks and environmental sanitation.

g. Other civil engineering works:

*Details:* Construction and installation of civil engineering works.

h. Intermediate-level vocational training:

*Details:* Training and human resource development in the field of construction consultancy; issuance of training certificate in construction consultancy disciplines.

i. Installation of water supply and drainage systems, heating systems and air-conditioning systems:

*Details:* Construction and installation of water supply and drainage pipeline systems.

j. Scientific research and technological development:

*Details:* Scientific research and technology development in the field of planning, architecture and construction.

k. Other business activities as permitted by the applicable law.

1. The Corporation may engage in additional business lines as permitted by the applicable law.

#### **Article 7. Scope of Business and Operation**

1. The Corporation shall plan and conduct all business activities in accordance with its Business Registration Certificate and this Charter, in compliance with applicable laws and regulations and shall implement appropriate measures to achieve its business objectives.

2. The Corporation may engage in other business lines not prohibited by the law, subject to approval by the General Meeting of Shareholders.

### **IV. CHARTER CAPITAL, SHARES**

#### **Article 8. Charter capital, shares**

3. Charter capital:

a. As of the date of adoption of this Charter, the charter capital of the Corporation is **VND 357,744,480,000** (in words: Three hundred fifty-seven billion, seven hundred forty-four million, four hundred eighty thousand Vietnamese dong);

b. The charter capital of the Corporation is divided into 35,774,448 shares at par value of VND 10,000 (in words: ten thousand dong);

4. The Corporation may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and according to the laws.

In the event of any change in the charter capital pursuant to the Resolution of the General Meeting of Shareholders, Clause 1 of this Article shall be automatically amended according to such Resolution.

5. As of the date of adoption of this Charter, the shares of the Corporation are ordinary shares. Rights and obligations attached to such shares are set out in Article **Article 18** and Article **Article 19** of this Charter.

6. The Corporation may issue other classes of preference shares upon approval by the General Meeting of Shareholders and according to the laws.

7. The Corporation may repurchase its own issued shares by the ways as prescribed in this Charter and the applicable law. The shares repurchased by the Corporation shall constitute treasury shares and the Board of Directors may reissue or dispose of such shares in accordance with this Charter, the Law on Securities and relevant guidance documents.

8. The Corporation may issue other types of securities upon approval by the General Meeting of Shareholders and according to the laws.

9. Ordinary shares shall be offered to existing shareholders in proportion to their fractional ownership of ordinary shares in the Corporation, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be disposed of by Board of Directors. The Board of Directors may



distribute such shares to other persons with conditions and in a manner it considers appropriate, provided that such shares are not offered with conditions more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

#### **Article 9. Share Certificate**

1. Shareholders of the Corporation shall be granted share certificates corresponding to the number and class of shares they own.

2. A share certificate is a security evidencing the lawful rights and interests of its holder in respect of a portion of the charter capital of the Corporation. A share certificate shall contain all information prescribed in Clause 1, Article 121 of the Law on Enterprises, including:

- a. Name, company number and head office address of the Corporation;
- b. Number and class of shares;
- c. Par value of each share and the total par value of the shares stated in the share certificate;
- d. Full name, contact address, nationality and number of the legal identification document of an individual shareholder; or the name, company number or legal document number and head office address of an organizational shareholder;
- e. Signature of the legal representative and the seal of the Corporation;
- f. Registration number in the shareholder register of the Corporation and the date of issuance of the share certificate;

3. Within thirty (30) days from the date of receipt of a complete application for registration of a share transfer in accordance with the Corporation's regulations, or within sixty (60) days from the date of full payment for the subscribed shares in accordance with the share issuance plan of the Corporation, the shareholder shall be issued a share certificate. The shareholder shall not be required to bear the cost of printing such share certificate.

4. In the event of any error in the contents or form of a share certificate issued by the Corporation, the rights and interests of the shareholder shall not be affected. The legal representative of the Corporation shall be liable for any loss or damage arising from such error.

5. In the event that a share certificate is lost, damaged, or otherwise destroyed, the Corporation shall reissue the share certificate at the request of the shareholder, provided that satisfactory evidence of ownership is furnished and all related expenses are paid to the Corporation.

The shareholder's request must cover the following information:

- a. Information relating to the share certificate that has been lost, damaged, or otherwise destroyed;
- b. A written undertaking to assume responsibility for any dispute arising from the reissuance of the share certificate.

## **Article 10. Shareholder register**

1. The Corporation shall establish and maintain a shareholder register from the date of issuance of its Business Registration Certificate. The shareholder register may be maintained in hard-copy form, electronic form, or both.

2. The shareholder register shall contain the following principal particulars:

a. Name and head office address of the Corporation;

b. Total number of shares authorized for issuance, the classes of shares authorized for issuance and the number of shares authorized for issuance for each class;

c. Total number of issued shares of each class and the total value of contributed capital;

d. Full name, contact address, nationality and legal identification paper number of individual shareholders; and the name, company number or legal document number and head office address of organizational shareholders;

e. Number of shares of each class held by each shareholder and the date of registration of such shares;

f. List of beneficial owners of the Corporation (if any), including: full name, date of birth, nationality, ethnicity, gender, contact address, ownership ratio or controlling interest and details of the legal identification paper of each beneficial owner.

3. The shareholder register shall be kept at the Corporation's head office or at the securities depository institution. Shareholders shall have the right to inspect, search, extract and obtain copies of the names and contact addresses of shareholders recorded in the shareholder register of the Corporation.

4. In the event of any change to a shareholder's contact address, such shareholder shall promptly notify the Corporation so that the shareholder register may be updated accordingly. The Corporation shall not be liable for any failure to communicate with a shareholder resulting from the shareholder's failure to notify the Corporation of such change.

5. The Corporation shall collect, update and maintain information relating to its beneficial owners and shall provide such information to competent state authorities for the purpose of identifying the beneficial owners of the Corporation upon request.

## **Article 11. Other stock certificates**

Bond certificates or other securities certificates issued by the Corporation bear signature of the legal representative and official seal of the Corporation..

## **Article 12. Offering of shares**

1. Share offering is the issuance and sale by the Corporation of additional shares authorized for issuance in order to increase its charter capital.

2. Share offering may be conducted in the following forms:

a. Offering the shares to existing shareholders;

b. Public offering of shares;

c. Private placement of shares.

3. An offering of shares to existing shareholders is the issuance by the Corporation of additional shares of the classes authorized for issuance and the offering of such shares to all existing shareholders in proportion to their respective shareholdings in the Corporation, in accordance with Article 124 of the Law on Enterprises.

If the shares offered are not fully subscribed for by existing shareholders and transferees of subscription rights, Board of Directors shall have the right to distribute the remaining shares to shareholders of the Corporation or other persons in an appropriate manner and on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or where such shares are sold through a Stock Exchange.

4. Public offerings and private placements of shares shall be conducted in accordance with the law on securities.

5. The Corporation shall register any change in its charter capital within ten (10) days from the completion date of the share offering.

6. Board of Directors shall determine the time, method and offering price of shares. The offering price shall not be lower than the market price at the offering time or the book value per share as determined at the nearest time, except for the following circumstances:

- a. An initial offering of shares to persons other than founding shareholders;
- b. Shares offered to all existing shareholders in proportion to their respective shareholdings in the Corporation;
- c. Shares offered to brokers or underwriters. In such case, the specific discount or discount rate should obtain the approval of the General Meeting of Shareholders;
- d. Other cases and the applicable discount rates as approved by the General Meeting of Shareholders.

### **Article 13. Transferring, inheriting and gifting shares**

1. Ordinary shares of the Corporation shall be freely transferable. The transfer of shares may be effected by contract or through transactions on the stock market. In the case of a transfer by contract, the transfer documents must be executed by the transferor and the transferee or their duly authorized representatives. In the case of transactions conducted on the stock market, transfer procedures shall be carried out in accordance with the law on securities.

2. In the event that an individual shareholder dies, his or her heir(s) under a will or by law shall become shareholder(s) of the Corporation.

3. In the event that an individual shareholder dies without an heir, the heir refuses to accept the inheritance, or is disqualified from inheriting, the shares shall be dealt with in accordance with the civil law.

4. Shareholders shall have the right to donate or gift all or part of their shares in the Corporation to other individuals or organizations and to use such shares for the

settlement of debts. Individuals or organizations receiving shares by way of gift, donation, or debt settlement shall become shareholders of the Corporation.

5. In the event that a shareholder transfers a portion of his or her shares, the existing share certificate shall be cancelled and the Corporation shall issue a new share certificate reflecting the transferred shares and the remaining shares.

6. Individuals and organizations acquiring shares in the circumstances specified in this Article shall become shareholders of the Corporation only upon the full registration of their information in the shareholder register.

7. Upon the request of the relevant shareholder, the Corporation shall record any change of shareholder information in the shareholder register within twenty-four (24) hours from receipt of a valid request, in accordance with this Charter.

#### **Article 14. Repurchase of Shares upon Shareholders' Request**

1. Shareholders who vote against a resolution concerning the reorganization of the Corporation or any change to their rights and obligations as provided in this Charter shall have the right to require the Corporation to repurchase their shares. Such request must be made in writing and shall specify name and address of the shareholder, the number and class of shares to be repurchased, the proposed repurchase price and the reasons for requesting the repurchase. The request must be delivered to the Corporation within ten (10) days since the General Meeting of Shareholders adopts the relevant resolution.

2. The Corporation shall repurchase the shares at the request of the shareholder according to Clause 1 of this Article at market price or at a price determined in accordance with the principles prescribed by Board of Directors within ninety (90) days from the date of receipt of the request. If the parties are unable to reach agreement on the repurchase price, the shareholder may transfer the shares to another person, or the parties may request an independent professional valuation organization to determine the value of the shares. The Corporation shall introduce at least three (3) professional valuation organizations for the shareholder to select from and the shareholder's selection shall be final.

#### **Article 15. Repurchase of shares under the Corporation's decision**

The Corporation shall have the right to repurchase no more than thirty percent (30%) of the total number of issued ordinary shares, or part or all of the issued dividend preference shares, in accordance with the following provisions:

1. Board of Directors shall have the authority to decide on the repurchase of no more than ten percent (10%) of the total number of shares of each class issued within a period of twelve (12) months. Any repurchase exceeding such threshold shall be subject to approval by the General Meeting of Shareholders.

2. Board of Directors shall determine the repurchase price of the shares. For ordinary shares, the repurchase price shall not exceed the market price at the time of

repurchase, except as provided in Clause 3 of this Article. For other classes of shares, unless otherwise provided in this Charter or agreed between the Corporation and the relevant shareholders, the repurchase price shall not be lower than the market price.

3. The Corporation may repurchase shares from shareholders in proportion to their respective shareholdings in the Corporation. In such case, the decision on share repurchase must be notified to all shareholders by a secure method within thirty (30) days from the date of such decision. The notice must include the name and head office address of the Corporation; the total number and class of shares to be repurchased; the repurchase price or the principles for determining the repurchase price; the procedures and time limit for payment; and the procedures and time limit for shareholders to offer their shares for repurchase by the Corporation.

4. Shareholders who agree to sell their shares to the Corporation must submit a written offer by a secure method within thirty (30) days from the date of receipt of the notice. Such offer must include full name, contact address and legal identification document of the individual shareholder; name, company number or legal document number and head office address of the organizational shareholder; the number and class of shares currently held and the number of shares offered for sale; the proposed method of payment; and signature of the shareholder or the shareholder's duly authorized representative. The Corporation shall only repurchase shares offered within the aforesaid period.

#### **Article 16. Conditions for payment and treatment of repurchased shares**

1. The Corporation shall only be permitted to make payment for repurchased shares pursuant to Article Error! Reference source not found. and Article Error! Reference source not found. of this Charter if, immediately after such payment is made, the Corporation remains able to satisfy all debts and other financial obligations as they fall due.

2. Shares repurchased pursuant to Article Error! Reference source not found. and Article Error! Reference source not found. of this Charter shall be deemed authorized but unissued shares according to Clause 4, Article 112 of the Law on Enterprises. The Corporation shall register a reduction of its charter capital corresponding to the aggregate par value of the repurchased shares within ten (10) days from the completion date of the payment for such shares, unless otherwise provided by the law on securities.

3. Share certificates evidencing ownership of repurchased shares shall be destroyed immediately after full payment for the corresponding shares has been made. The Chairman of Board of Directors and the General Director shall be jointly liable for any loss or damage caused to the Corporation as a result of any failure or delay in destroying such share certificates.

4. If, following full payment for the repurchased shares, the total asset value recorded in the accounting books of the Corporation decreases by more than ten percent (10%), the

Corporation shall notify all creditors within fifteen (15) days from the date on which full payment for the repurchased shares is completed.

## **V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

### **Article 17. Organizational Structure, Governance and Control**

The organizational structure for management, governance and control of the Corporation shall comprise the following bodies:

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

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

### **Article 18. Shareholder's rights**

1. Shareholders are the owners of the Corporation and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall be liable for the debts and other financial obligations of the Corporation only to the extent of the capital they have contributed.

2. Ordinary shareholders shall have the following rights:

a. To attend and vote at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or other lawful forms as provided in this Charter and applicable law. Each ordinary share shall carry one (1) vote;

b. To receive dividends as determined by the General Meeting of Shareholders;

c. To freely transfer fully paid shares in accordance with this Charter and applicable law;

d. To be given priority to subscribe for newly issued shares in proportion to their existing holdings of ordinary shares;

e. To inspect, search and extract information relating to shareholders and to request correction of inaccurate information recorded in the shareholder register;

f. To access the list of shareholders entitled to attend the General Meeting of Shareholders;

g. To inspect, search, extract, or obtain copies of this Charter, minutes and resolutions of the General Meeting of Shareholders and resolutions/decisions of the Board of Directors;

h. In the event of dissolution or bankruptcy of the Corporation, to receive a portion of the remaining assets corresponding to their shareholding ratio after the Corporation has discharged all debts and obligations (including tax obligations, fees and other financial obligations) to the State and other shareholders as prescribed by the law;

i. To request the Corporation to repurchase shares in the cases specified in Article Error! Reference source not found. of this Charter.

j. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits. For preference shares, the rights and obligations attached to such shares shall be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k. To access periodic and extraordinary information disclosed by the Corporation in accordance with applicable law;

l. To have their lawful rights and interests protected; and to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

3. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of ordinary shares shall have the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders according to Clause 3, Article 115 and Article 140 of the Law on Enterprises in the following cases:

(i) Board of Directors seriously violates shareholders' rights or the obligations of managers, or issues resolutions or decisions exceeding its authority;

(ii) Term of office of Board of Directors shall exceed six (06) months but a new Board of Directors has not been duly elected to replace the outgoing Board;

b. The request to convene a General Meeting of Shareholders must be made in writing and shall include: full name, contact address, nationality and legal identification paper number of individual shareholders; name, company number or legal document number and head office address of organizational shareholders; number of shares held by and registration date of each shareholder; total number of shares held by the group of shareholders and their ownership percentage in the Corporation; and the grounds and reasons of the request. Such request must be accompanied by relevant documents and evidence of alleged violations of the Board of Directors, the extent of such violations, or decisions issued beyond authority. Shareholders or group of shareholders shall be fully responsible to the law for accuracy, truthfulness and legality of all documents and evidence submitted to the competent authorities when they request to convene a General Meeting of Shareholders;

c. To request the convening of a General Meeting of Shareholders according to Clause 4, Article 140 of the Law on Enterprises where the Board of Directors or the Board of Supervisors fails to convene the General Meeting of Shareholders as required by the law;

d. To inspect, examine and extract minutes and resolutions of the General Meeting of Shareholders, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and

transactions requiring approval by the Board of Directors, except for documents containing the Corporation's trade secrets or business secrets;

e. To request the Board of Supervisors to examine specific matters relating to the management and operation of the Corporation when necessary. Such request must be made in writing and shall include: full name, contact address, nationality and legal identification paper number of individual shareholders; name, company number or legal document number and head office address of organizational shareholders; number of shares held and registration date of each shareholder; total number of shares held by the group and ownership percentage in the Corporation; the subject matter of the review; and the purpose of the review;

f. To submit proposals for inclusion in the agenda of the General Meeting of Shareholders in writing and to the Corporation no later than three (03) working days before the opening date of the meeting. Such proposal must clearly state the shareholder's name, the number and class of shares held and the matters proposed for inclusion in the agenda;

4. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors and the Board of Supervisors.

a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of BOD members and the Board of Supervisors members, the shareholder or group of shareholders specified in this Clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholder or group of shareholders is less 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.

5. Other rights as stipulated in this Charter and the law.

#### **Article 19. Shareholder's obligations**

1. Comply with the Corporation's Charter and regulations; abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of the Corporation;

2. Attend the General Meeting of Shareholders and to exercise voting rights through the following forms:

a. Attend and vote directly at the meeting;

b. Authorize another person to attend and vote at the meeting;



- c. Attend and vote through online meetings, electronic voting, or other electronic forms;
  - d. Send voting ballots to the meeting via mail, fax, or email.
3. Pay in full and on time the number of shares committed to purchase.

Shareholders are not allowed to withdraw contributed capital in the form of ordinary shares from the Corporation in any form, except in the case where the shares are repurchased by the Corporation or another party. In the event that a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Corporation shall be jointly and severally liable for the Corporation's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages;

4. Provide an accurate address when registering to purchase shares and promptly notify of any changes in address and personal identification.

5. Be personally liable when acting on behalf of the Corporation in any form to perform any of the following acts:

- a. Violating the law;
- b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c. Paying debts before they are due in anticipation of potential financial risks to the Corporation.

6. Maintain confidentiality of information provided by the Corporation as stipulated in the Corporation's Charter and the law; Shareholders shall only use the information provided to exercise and protect their legitimate rights and interests; disseminating, copying, or sending information provided by the Corporation to other organizations or individuals is strictly prohibited.

7. Fulfill other obligations as prescribed by current law.

8. Shareholders are obligated to provide timely and accurate information to the Corporation to fulfill its obligation to collect, update and report information on beneficial owners as prescribed by the law.

## **Article 20. General Meeting of Shareholders**

1. The General Meeting of Shareholders ("GMS") comprises all shareholders with voting rights and is the highest decision-making body of the Corporation. The annual GMS shall be held once every year within four (04) months from the end of the financial year. The Board of Directors may extend the time for holding the annual GMS where necessary, provided that such extension does not exceed six (06) months from the end of the financial year. In addition to the annual meeting, the GMS may be convened as an extraordinary meeting when required. The venue of the GMS shall be the location where the Chairperson presides over the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall be responsible for convening the annual GMS and determining its venue. The annual GMS shall resolve matters within its competence as prescribed by the law and this Charter, including, in particular, approval of the audited annual financial statements.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:

a. Where the Board of Directors considers such convening necessary in the interest of the Corporation;

b. Where the audited semi-annual or annual financial statements reflect that the equity of the Corporation has decreased by one-half (1/2) compared to the beginning of the relevant period;

c. Where the number of remaining BOD members or the Board of Supervisors members falls below the minimum number as prescribed by the law;

d. Upon a written request of a shareholder or group of shareholders as specified in Clause 3, Article **Article 18** of this Charter. Such request shall state clearly the purpose and grounds for convening the meeting and shall be signed by all relevant shareholders; alternatively, it may be submitted in multiple copies bearing the signatures of all relevant shareholders;

e. Upon request of the Board of Supervisors where there is reasonable evidence that BOD members or other managers have seriously breached their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;

f. If BOD members, the General Director, or other managers:

(i) Fail to properly perform their rights and obligations as prescribed by the law, this Charter, or resolutions of the GMS;

(ii) Fail to perform their duties honestly, prudently and in the best interests of the Corporation;

(iii) Fail to act in a manner loyal to the interests of the Corporation and its shareholders;

(iv) Misuse information, know-how, business opportunities, position, or assets of the Corporation for personal benefit or for the benefit of other organizations or individuals;

(v) Fail to promptly, fully and accurately disclose to the Corporation information regarding enterprises in which they or their related persons own, control, or hold capital contributions or shares; such disclosure shall be recorded and made available at the head office and branches of the Corporation;

(vi) Violate any provision of Article Error! Reference source not found. of this Article.

g. Other cases as provided by the law and this Charter

#### 4. Convening an extraordinary GMS

a. The Board of Directors shall convene a GMS within thirty (30) days from the date on which the number of remaining BOD members, independent BOD members, or the Board of Supervisors members falls below the minimum number prescribed by the law, or upon receipt of a valid request under Points (d) and (e) of Clause 3 of this Article. The Board of Directors shall also convene a GMS within sixty (60) days from the date the number of BOD members is reduced by more than one-third (1/3). Failure by the Board of Directors to convene the GMS in accordance with this provision shall render the Chairman of Board of Directors and the BOD members jointly liable for any resulting damage to the Corporation;

b. Where the Board of Directors fails to convene the GMS as prescribed in Point (a) of this Clause, the Board of Supervisors shall convene the GMS within the following thirty (30) days. Failure by the Board of Supervisors to do so shall render the Board of Supervisors liable for any resulting damage to the Corporation.

c. Where the Board of Supervisors fails to convene the GMS as prescribed in Point (b) of this Clause, within the following thirty (30) days, a shareholder or group of shareholders specified in Clause 3, Article **Article 18** of this Charter shall have the right to convene the GMS on behalf of the Corporation;.

d. Costs of convening and conducting the GMS shall be borne by the Corporation. Such costs shall not include personal expenses incurred by shareholders for attending the meeting, including travel and accommodation.

#### **Article 21. Authority and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following rights and obligations:

a. To approve the strategic development orientation of the Corporation;

b. To decide on the types of shares and the total number of shares of each class authorized for issuance; to decide on the annual dividend rate for each class of shares;

c. To elect, dismiss and remove BOD members and the Board of Supervisors members;

d. To decide on the investment or disposal of assets with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the Corporation's most recent financial statements;

e. To decide on amendments and supplements to the Corporation's Charter;

f. To approve the annual financial statements;

g. To decide on the share repurchase exceeding ten percent (10%) of the total number of issued shares of each class;

h. To review and handle violations committed by BOD members and the Board of Supervisors members that cause damage to the Corporation and its shareholders;

- i. To decide on the reorganization or dissolution of the Corporation;
- j. To approve the Internal Regulations on Corporate Governance; the Regulations on the Organization and Operation of the Board of Directors and the Board of Supervisors;
- k. To approve the list of approved auditing firms; to appoint the independent audit firm to conduct audits of the Corporation's operations and to dismiss auditors when deemed necessary;
- l. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- m. Other rights and obligations as prescribed by the law;
- 2. The General Meeting of Shareholders shall discuss and approve the following matters:
  - a. The Corporation's annual business plan;
  - b. Audited annual financial statements;
  - c. Report of the Board of Directors on corporate governance and on the performance of the Board of Directors and its members;
  - d. Report of the Board of Supervisors on the Corporation's business results and on the performance of the Board of Directors and the General Director;
  - e. Self-assessment report on the performance of the Board of Supervisors and its members;
  - f. Dividend rate for each class of shares;
  - g. Number of BOD members and the Board of Supervisors members;
  - h. Election, dismissal and removal of BOD members and the Board of Supervisors members;
  - 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 firms; decision on the appointment of the audit firm to conduct inspections of the Corporation's operations when deemed necessary;
  - k. Amendments and supplements to the Corporation's Charter;
  - l. Types of shares and the number of new shares to be issued for each class;
  - m. Division, separation, merger, consolidation, or conversion of the Corporation;
  - n. Reorganization or dissolution of the Corporation and appointment of a liquidator;
  - o. Decision on investment in or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the Corporation's most recent financial statements;

p. Decision on the share repurchase exceeding ten percent (10%) of the total number of issued shares of each class;

q. Approval of contracts or transactions between the Corporation and entities specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or greater than thirty-five percent (35%) of the total asset value recorded in the Corporation's most recent financial statements;

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

s. Approval of the Internal Regulations on Corporate Governance; the Regulations on the Organization and Operation of the Board of Directors; and the Regulations on the Organization and Operation of the Board of Supervisors;

t. Other matters as prescribed by the law and this Charter.

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

## **Article 22. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of organizational shareholders, may directly attend the meeting or authorize one or more individuals or organizations to attend, or attend the meeting by one of the forms specified in Clause 3, Article 144 of the Law on Enterprises as follows:

a. Attending and voting directly at the meeting;

b. Authorizing another individual or organization to attend and vote at the meeting;

c. Attending and voting via online meetings, electronic voting, or other electronic means;

d. Submitting voting ballots to the meeting by post, fax, or email;

2. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders must be made in writing in accordance with the civil law and shall clearly specify name of the authorizing shareholder, name of the authorized individual or organization, number of authorized shares, contents and scope of authorization, authorization period and signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must present the authorization letter upon registration for attendance. In case of sub-authorization, the attendee must also present the original authorization letter granted by the shareholder or by the shareholder's authorized representative (if not previously registered with the Corporation).

3. Where a lawyer signs the authorization letter on behalf of the authorizing party, such authorization shall only be valid if the authorization letter is accompanied by the power of attorney granted to the lawyer, or a duly certified copy thereof (if not previously registered with the Corporation).

4. The voting ballot of an authorized representative attending the meeting within the scope of authorization shall remain valid in the following cases:

- a. The authorizing shareholder has died, has lost civil act capacity, or has been restricted in civil act capacity;
- b. The authorizing shareholder has revoked the authorization;
- c. The authorized person has revoked the authorization granted to them.

This Clause shall not apply where the Corporation receives notice of any of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvening of the meeting.

### **Article 23. Changing the rights**

1. Any amendment, modification, or cancellation of special rights attached to a class of preference shares shall take effect only upon approval by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on any adverse change to the rights and obligations of preference shareholders shall be adopted only if approved by preference shareholders of the same class attending the meeting holding at least seventy-five percent (75%) of the total preference shares of that class, or, in the case of approval by written ballot, by preference shareholders of the same class holding at least seventy-five percent (75%) of the total preference shares of that class.

2. A meeting of preference shareholders of a particular class to approve the above change of rights shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of issued shares of that class. Where such quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter and shareholders of that class (regardless of the number of attendees or the number of shares held) present in person or through authorized representatives shall be deemed to constitute a valid quorum. At such meetings of preference shareholders, shareholders of that class present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with Article Error! Reference source not found. and Article Error! Reference source not found. of this Charter.

4. Unless otherwise provided in the terms of the share issuance, the special rights attached to shares conferring preferential rights in respect of all or part of the

distribution of profits or assets of the Corporation shall not be modified upon the issuance of additional shares of the same class.

**Article 24. Convening, agenda and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article Error! Reference source not found. of this Charter. The Board of Supervisors, shareholders, or groups of shareholders as provided in Clause 3, Article **Article 18** of this Charter shall have the right to request the convening of an extraordinary General Meeting of Shareholders in the cases specified in Clause 4, Article Error! Reference source not found. of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following duties:

a. To prepare the list of shareholders entitled to attend the General Meeting of Shareholders based on the shareholder register and stock owner register of the Corporation. The list of eligible shareholders shall be prepared no later than ten (10) days before sending the invitation. The Corporation shall disclose information on the list of eligible shareholders at least twenty (20) days before the final registration date;

b. To prepare the agenda and content of the meeting;

c. To prepare meeting documents;

d. To draft resolutions of the General Meeting of Shareholders corresponding to the expected agenda items; and to prepare the list and detailed information of candidates in case of election of BOD members and the Board of Supervisors members;

e. To determine the time and venue of the meeting;

f. To send invitation notices to all shareholders entitled to attend the meeting in accordance with the Law on Enterprises and this Charter;

g. Other tasks necessary for the organization of the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by methods ensuring its delivery to the shareholders' registered contact addresses and shall also be published on the Corporation's website, the State Securities Commission's website and the stock exchange where the Corporation's shares are listed or registered for trading. The convening party shall send the meeting notice to all shareholders in the list of eligible attendees no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent, transmitted, paid for, or deposited in the postal system). The meeting agenda and documents relating to matters to be voted on shall be sent to shareholders and/or published on the Corporation's website. Where documents are not enclosed with

the meeting notice, the notice must clearly indicate the link to all meeting materials for shareholder access, including:

- a. Meeting agenda, supporting documents and draft resolutions for each agenda item;
- b. List and detailed information of candidates in the case of election of BOD members and the Board of Supervisors members;
- c. Voting ballot;
- d. Form of proxy appointment for attendance at the meeting.

4. Shareholders or groups of shareholders as referred to in Clause 3, Article **Article 18** of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Corporation at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and class of shares held and the proposed content for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders may refuse a proposal under Clause 4 of this Article in the following cases:

- a. The proposal is not submitted in accordance with the timing and content requirements set out in Clause 4 of this Article;
- b. At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as provided in Clause 3, Article **Article 18** of this Charter;
- c. The proposed matter falls outside the authority of the General Meeting of Shareholders;

6. The person convening the General Meeting of Shareholders shall accept and include the proposals specified in Clause 4 of this Article in the draft agenda and meeting contents, except in the cases specified in Clause 5 of this Article; such proposals shall be officially added to the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.

#### **Article 25. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be duly convened when the attending shareholders represent more than fifty percent (50%) of the total voting shares.

2. Where the required quorum is not met within thirty (30) minutes from the scheduled opening time of the General Meeting of Shareholders, the meeting shall be reconvened within thirty (30) days from the date of the initially scheduled meeting. The reconvened General Meeting of Shareholders shall be valid only when the attending shareholders and their authorized representatives represent at least thirty-three percent (33%) of the total voting shares.



3. Where the second meeting is not held according to Clause 2 of this Article, a third General Meeting of Shareholders may be convened within twenty (20) days from the date of the scheduled second meeting. In such case, the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders.

4. Only the General Meeting of Shareholders shall have the authority to decide on any amendment or change to the meeting agenda that has been sent together with the invitation notice to the General Meeting of Shareholders.

## **Article 26. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Registration of shareholders for attendance and voting at the General Meeting of Shareholders shall be conducted as follows:

a. Prior to the opening of the meeting, the Corporation shall carry out shareholder registration and shall continue the registration process until all shareholders entitled to attend the meeting have been registered;

b. Upon registration, the Corporation shall issue each shareholder or authorized representative with voting rights a voting card, which shall contain the registration number, full name of the shareholder, full name of the authorized representative (if any) and the number of votes corresponding to such shareholder;

c. The General Meeting of Shareholders shall deliberate and vote on each item in the agenda. Voting shall be conducted by votes of approval, disapproval and abstention. Votes in favor shall be collected first, followed by votes against and finally abstentions, to determine the final result. The vote counting results shall be announced by the Chairperson immediately after completion of voting on each item or before the meeting is adjourned. The General Meeting of Shareholders shall elect the vote counting or supervising committee upon proposal by the Chairperson. The number of members of the vote counting committee shall be determined by the General Meeting of Shareholders upon proposal of the Chairperson of the meeting;

d. Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has commenced shall be entitled to register and, upon registration, may immediately participate and vote. The Chairperson shall not be required to suspend the meeting to allow late registration and resolutions adopted prior to such registration shall remain valid and effective.

2. The election of the Chairperson, Secretary and Vote Counting Committee shall be conducted as follows:

a. The Chairperson of the Board of Directors shall preside over the General Meeting of Shareholders convened by the Board of Directors or may authorize another BOD member to preside. In case the Chairperson is absent or temporarily unable to perform duties, the remaining BOD members shall elect one among them to preside by majority vote; if no member is elected, the Head of the Board of Supervisors shall

organize the election of the Chairperson of the meeting and the person receiving the highest number of votes shall preside over the meeting;

b. Except as provided in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall direct the election of the Chairperson of the meeting and the person receiving the highest number of votes shall preside over the meeting;

c. The Chairperson shall appoint one or more persons to act as the Secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to form the Vote Counting Committee upon nomination by the Chairperson;

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the time allocation for each item.

4. The Chairperson shall have the right to take necessary and reasonable measures to maintain order and ensure that the meeting is conducted in accordance with the approved agenda and reflects the will of the majority of participants:

a. Arranging seating at the meeting venue;

b. Ensuring safety and order for all participants at the meeting venue;

c. Facilitating the participation or continued participation of shareholders in the meeting.

The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and apply additional necessary measures, including issuance of entry cards or other appropriate methods of control.

5. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a. To require all attendees to undergo security screening or other lawful and reasonable security measures;

b. To request competent authorities to maintain order at the meeting; and to remove any person who fails to comply with the authority of the Chairperson, intentionally disrupts order, obstructs the orderly conduct of the meeting, or refuses to comply with security requirements;

6. The Chairperson shall have the right to adjourn the General Meeting of Shareholders, even where quorum has been satisfied, for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn or change the meeting venue in the following cases:

a. The meeting venue does not have sufficient seating capacity for all participants;

b. Communication or technical facilities at the venue are insufficient to ensure shareholders' participation, discussion and voting;

c. Participants obstruct or disrupt order, thereby risking the fair and lawful conduct of the meeting.

7. If the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and continue the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and legally enforceable.

8. Where the Corporation applies modern technology to organize the General Meeting of Shareholders in the form of an online meeting, the Corporation shall be responsible for ensuring that shareholders are able to attend and vote via electronic ballots or other electronic means, in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated 31 December 2020, detailing implementation of certain provisions of the Law on Securities.

**Article 27. Forms of adoption of resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt resolutions within its competence by voting at meetings or by obtaining written opinions from shareholders.

2. The following matters shall be adopted by voting at the General Meeting of Shareholders:

- b. Amendments and additions to the content of the General Corporation's Charter
  - a. Development orientation of the General Corporation;
  - b. Types of shares and the total number of shares of each type;
  - c. Election, dismissal and removal of BOD members and the Board of Supervisors members;
  - d. Decisions on investment or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, unless the Corporation's Charter stipulates a different percentage or value;
  - e. Approval of the annual financial statement;
  - f. Reorganization and dissolution of the General Corporation.

**Article 28. Conditions for the adoption of a General Meeting of Shareholders' Resolution**

1. A resolution on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 2, 3 and 5 of this Article:

- a. Types of shares and the total number of shares of each class;
- b. Changes in business lines, professions and business sectors;
- c. Changes in the organizational structure of the Corporation;

d. Investment projects or disposal of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Corporation's most recent financial statements;

e. Reorganization or dissolution of the Corporation;

2. Resolutions shall be adopted when approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 1, 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Voting for BOD members and the Board of Supervisors members shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders shall have the right to allocate all or part of their total votes to one or more candidates. The elected BOD members or the Board of Supervisors shall be determined based on the number of votes received, from highest to lowest, until the number of members specified in the Corporation's Charter is reached. If two or more candidates receive the same number of votes for the last remaining position, re-election shall be conducted among such candidates, or selection shall be made in accordance with the criteria set out in the election regulations or the Corporation's Charter.

4. In the case of adoption of resolutions by written ballot, the resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares shall remain valid and effective even if the procedures for convening the meeting or adopting such resolution violate the provisions of the Law on Enterprises and the Corporation's Charter.

6. Resolutions of the General Meeting of Shareholders must be published on the Corporation's website within fifteen (15) days from the date of adoption.

#### **Article 29. Authority and Procedures for Obtaining Written Shareholder Opinions for the Adoption of Resolutions of the General Meeting of Shareholders**

1. The Board of Directors shall have the authority to obtain shareholders' opinions in writing for the purpose of adopting resolutions of the General Meeting of Shareholders at any time when deemed necessary in the interests of the Corporation, except in the cases specified in Clause 2, Article **Điều 27** of this Charter;

2. The Board of Directors shall prepare the voting ballot, the draft resolution of the General Meeting of Shareholders and explanatory documents relating to the draft resolution and shall send such documents to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the voting ballots.

3. The voting ballot must contain the following principal contents:

- a. Name, head office address and company number of the Corporation;
- b. Purpose of obtaining shareholders' opinions;
- c. Full name, correspondence address, nationality and legal identification paper number of an individual shareholder; name, enterprise registration number or legal document number of an organizational shareholder; full name, correspondence address, nationality and legal identification paper number of the authorized representative of such organizational shareholder; number of shares of each class held and corresponding voting rights of the shareholder;
- d. Matters submitted for shareholders' consideration and approval;
- e. Voting options, including "Approve", "Disapprove" and "No Opinion", for each matter submitted for voting;
- f. Deadline for submission of completed voting ballots to the Corporation;
- g. Full name and signature of the Chairman of Board of Directors;

4. Shareholders may submit completed voting ballots to the Corporation in one of the following methods:

- a. By postal service: The completed voting ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Voting ballots submitted to the Corporation must be placed in sealed envelopes and shall not be opened prior to the vote counting process.

- b. By facsimile or email: Voting ballots submitted to the Corporation by facsimile or email must be kept confidential until the vote counting process.

- c. Voting ballots received by the Corporation after the deadline specified in the ballot, or ballots that have been opened in the case of postal submission or disclosed in the case of facsimile or email submission, shall be deemed invalid. Ballots not submitted shall be deemed abstentions;

5. The Board of Directors shall organize the vote counting process and prepare the vote counting report in the presence of the Board of Supervisors or shareholders who do not hold managerial positions within the Corporation. The vote counting report must contain the following principal contents:

- a. Name, head office address and company number of the Corporation;
- b. Purpose of obtaining shareholders' opinions and matters submitted for approval through the resolution;
- c. Number of shareholders participating in the voting process, total number of voting rights represented, classification of valid and invalid ballots, method of submission of voting ballots and an appendix listing the shareholders participating in the voting process;
- d. Total number of votes in favour, against and abstentions for each matter submitted for voting;

e. Matters approved and the corresponding percentage of votes in favour;

f. Full name and signature of the Chairman of Board of Directors, the vote counting supervisor and the vote counter.

The BOD members, the vote counter and the vote counting supervisor shall be jointly responsible for the accuracy and truthfulness of the vote counting report and shall be jointly liable for any damage arising from resolutions adopted on the basis of inaccurate or dishonest vote counting results;

6. The vote counting report shall be sent to shareholders within fifteen (15) days from the date of completion of the vote counting process. Where the Corporation maintains a website, the obligation to send the vote counting report may be satisfied by posting such report on the Corporation's website within twenty-four (24) hours from the completion of the vote counting process.

7. The completed voting ballots, vote counting report, full text of the adopted resolution and all documents accompanying the voting ballots shall be retained and archived at the Corporation's head office;

8. A resolution adopted by way of shareholder's written consultation shall be valid if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same legal validity and effect as the resolution adopted at a meeting of the General Meeting of Shareholders.

### **Article 30. Resolutions and Minutes of the General Meeting of Shareholders**

1. The proceedings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language and shall contain the following principal contents:

a. Name, head office address and company number of the Corporation;

b. Time and venue of the General Meeting of Shareholders;

c. Agenda and contents of the meeting;

d. Full names of the Chairperson and the Secretary of the meeting;

e. Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders in respect of each item on the agenda;

f. Number of shareholders and total voting rights of shareholders attending the meeting; an appendix containing the list of registered shareholders and shareholder representatives attending the meeting, together with the corresponding number of shares and voting rights held by each attendee;

g. Total number of votes cast for each matter submitted for voting, clearly specifying the voting method, the total number of valid and invalid votes, votes in

favour, votes against and abstentions and the corresponding percentage of the total voting rights represented by shareholders attending the meeting;

h. Matters approved and the corresponding percentage of votes in favour;

i. Full names and signatures of the Chairperson and the Secretary of the meeting.

If the Chairperson or the Secretary of the meeting refuses to sign the minutes, such minutes shall remain valid if signed by all other BOD members attending the meeting and containing all contents prescribed in this Clause. The minutes must clearly state the reason for the refusal of the Chairperson or the Secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting.

3. The Chairperson and the Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting. The obligation to send the minutes may be satisfied by posting such minutes on the Corporation's website.

5. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any inconsistency between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

6. Resolutions and minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting bearing the signatures of the attending shareholders, powers of attorney for attendance, all documents attached to the minutes (if any) and all documents accompanying the notice of meeting must be disclosed in accordance with the law on information disclosure in the stock market and retained at the Corporation's head office.

### **Article 31. Request for Annulment of Resolutions of the General Meeting of Shareholders**

1. Where a shareholder or a group of shareholders requests a Court or Arbitral Tribunal to annul a resolution of the General Meeting of Shareholders in accordance with this Article, such resolution shall remain valid and effective until a decision of the Court or Arbitral Tribunal annulling such resolution becomes legally effective, except where temporary emergency measures are applied pursuant to a decision of a competent authority.

2. Request for Annulment of Resolutions 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 vote counting report of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 3, Article **Article 18** of this Charter shall have the right to request a Court or Arbitral Tribunal to

review and annul a resolution, or any part thereof, of the General Meeting of Shareholders in the following cases:

a. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders are not conducted in accordance with the Law on Enterprises and this Charter, except as provided in Clause 6, Article **Article 24** of this Charter;

b. The order and procedures for adopting resolutions, or the contents of such resolutions, violate the law or this Charter;

c. c. In the event that a resolution of the General Meeting of Shareholders is annulled pursuant to a legally effective decision of a Court, the person convening the General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 32. Nomination and election of BOD members**

1. Where candidates to the Board of Directors have been identified, the Corporation must disclose information relating to such candidates on the Corporation's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently and in the best interests of the Corporation if elected as BOD members. Information relating to candidates for the Board of Directors to be disclosed shall include:

a. Full name and date of birth;

b. Professional qualifications;

c. Work experience;

d. Other managerial positions held (including memberships on the boards of directors of other companies);

e. Interests related to the Corporation and its related persons;

f. An assessment report on the candidate's contributions to the Corporation, where the candidate is currently a BOD member of the Corporation;

g. The Corporation shall be responsible for disclosing information regarding companies in which the candidate serves as a BOD member or holds other managerial positions and any interests related to such positions (if any).

2. Shareholders or groups of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates for election to the Board of Directors and to aggregate their voting rights for such nomination.



Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall have the right to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), a maximum of two (02) candidates; from thirty percent (30%) to less than fifty percent (50%), a maximum of three (03) candidates; from fifty percent (50%) to less than seventy percent (70%), a maximum of four (04) candidates; from seventy percent (70%) to less than eighty percent (80%), a maximum of five (05) candidates; from eighty percent (80%) to less than ninety percent (90%), a maximum of six (06) candidates; and from ninety percent (90%) or more, a maximum of seven (07) candidates..

3. In the event that the number of candidates nominated by shareholders remains insufficient to satisfy the requirements prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize the nomination process in accordance with this Charter, the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced prior to the election of BOD members by the General Meeting of Shareholders in accordance with applicable law.

4. The election of BOD members shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of BOD members to be elected and each shareholder may allocate all or part of such votes to one or more candidates.

5. Elected BOD members shall be determined based on the number of votes received, in descending order from the candidate receiving the highest number of votes until the number of members determined by the General Meeting of Shareholders has been filled. In the event that two or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates.

6. A BOD member shall cease to hold office if he or she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises;

7. The appointment of a BOD member must be disclosed in accordance with the law on information disclosure in the stock market.

8. BOD members are not required to be shareholders of the Corporation.

### **Article 33. Composition and term of office of BOD members.**

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a BOD member shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.

3. The composition of the Board of Directors of the Corporation must ensure that at least one (01) BOD member is a non-executive member.

**Article 34. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Corporation and shall have full authority to act on behalf of the Corporation in deciding and exercising the rights and obligations of the Corporation, except for matters falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by the law, this Charter and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:

a. Deciding on the Corporation's strategic development plan, medium-term development plan and annual business plan;

b. Proposing the classes of shares and the total number of shares of each class authorized for offering;

c. Deciding on the offering of unissued shares within the number of shares authorized for offering for each class and deciding on additional capital raising through other forms;

d. Deciding on the offering price of shares and bonds of the Corporation;

e. Deciding on the repurchase of shares according to Clauses 1 and 2, Article 133 of the Law on Enterprises;

f. Deciding on investment plans and investment projects within its authority and in accordance with applicable law;

g. Deciding on solutions for market development, marketing and technology;

h. Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions having a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the Corporation's most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i. Elect, remove and dismiss the Chairman of the Board of Directors; appoint, remove, enter into and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, heads of committees and subcommittees under the Board of Directors, the Person in Charge of Corporate Governance and the Company Secretary; approve the appointment and removal of heads of functional departments (or persons in charge thereof) of the Corporation; determine the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council, Board of Directors or General Meeting of Shareholders of other companies;

j. Supervising and directing the General Director and other managers in the day-to-day management and operation of the Corporation;

k. Deciding on the organizational structure and internal management regulations of the Corporation; deciding on the establishment, merger, consolidation, dissolution and reorganization of subsidiaries, branches, representative offices, departments and other units; and deciding on capital contributions to or acquisition of shares in other enterprises;

l. Approving the agenda and contents of documents for meetings of the General Meeting of Shareholders; convening meetings of the General Meeting of Shareholders or obtaining shareholders' written opinions for the adoption of resolutions;

m. Submitting the audited annual financial statements to the General Meeting of Shareholders;

n. Proposing dividend rates; deciding on the timing and procedures for dividend payment or the handling of losses arising from business operations;

o. Proposing the reorganization or dissolution of the Corporation and requesting the initiation of bankruptcy procedures for the Corporation;

p. Issuing the Operating Regulations of the Board of Directors and the Internal Corporate Governance Regulations following approval by the General Meeting of Shareholders; and issuing regulations on information disclosure of the General Meeting of Shareholders;

q. Exercising other rights and performing other obligations as prescribed by the Law on Enterprises, the Law on Securities and other applicable laws;

r. Paying dividends to shareholders as prescribed by the law after the Annual General Meeting of Shareholders approves.

3. The Board of Directors shall report to the General Meeting of Shareholders on its performance results in accordance with the Law on Enterprises and the Law on Securities.

4. Support for the Board of Directors: The Board of Directors shall utilize the administrative apparatus and seal of the Corporation for the performance of its duties. In addition, the Board of Directors may establish supporting units, the structure and personnel of which shall be determined by the Board of Directors.

5. Secretary of the Corporation:

If it is deemed necessary, the Board of Directors may appoint a Corporation secretary. The Corporation secretary shall have the following rights and obligations:

a. Assisting in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors and preparing meeting minutes;

b. Assisting BOD members in exercising their assigned rights and performing their obligations;

c. Assisting the Board of Directors in applying and implementing corporate governance principles;

d. Assisting the Corporation in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations

relating to information provision, information disclosure and administrative procedures;

6. Organizing training programs and workshops on corporate governance and necessary skills for BOD members, the General Director, the person in charge of corporate governance and other managers of the Corporation elected by the General Meeting of Shareholders or appointed by the Board of Directors.

### **Article 35. Rights and Obligations of BOD members**

BOD members shall have the following rights and obligations:

1. BOD members shall have the right to request the General Director, Deputy General Directors and other managers of the Corporation to provide information and documents relating to the financial position and business operations of the Corporation and its affiliated units.

2. The requested managers shall promptly, fully and accurately provide the information and documents requested by BOD members.

3. Performing their duties honestly, prudently and in the best interests of the shareholders and the Corporation;

4. Attending all meetings of the Board of Directors and expressing opinions on matters discussed at such meetings;

5. Promptly and fully reporting to the Board of Directors any remuneration, benefits, or other interests received from subsidiaries, affiliated companies and other organizations;

6. Reporting and disclosing information when conducting transactions in shares of the Corporation in accordance with applicable law;

7. Exercising other rights and performing other obligations as prescribed by the law and this Charter.

### **Article 36. Qualifications and Conditions for BOD members**

BOD members must satisfy the qualifications and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter. Specifically:

a. Not being subject to any prohibition on establishing or managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Possessing professional qualifications and experience in business administration or in the business sectors and industries of the Corporation;

c. The BOD member of the Corporation may concurrently serve as a BOD member or Board of Members of no more than five (05) other companies;

d. Satisfying other standards and conditions as prescribed by the law and this Charter.

### **Article 37. Remuneration, bonuses and other benefits of BOD members**

1. BOD members shall be entitled to remuneration and bonuses. Remuneration shall be determined based on the number of working days required to perform the duties

of each member and the applicable daily remuneration rate. The Board of Directors shall determine the remuneration payable to each member by mutual agreement. The aggregate remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

2. BOD members holding executive positions, serving on committees or subcommittees of the Board of Directors, or performing duties which, in the opinion of the Board of Directors, fall outside the ordinary scope of responsibilities of a BOD member, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing percentage, or other forms as determined by the Board of Directors;

3. BOD members shall be entitled to remuneration and bonuses. Remuneration shall be determined based on the number of working days required to perform the duties of each member and the applicable daily remuneration rate. The Board of Directors shall determine the remuneration payable to each member by mutual agreement. The aggregate remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

4. BOD members shall be reimbursed for all reasonable travel, accommodation and other expenses incurred in the performance of their duties as BOD members, including expenses incurred in attending meetings of the Board of Directors, committees or subcommittees of the Board of Directors and meetings of the General Meeting of Shareholders;

5. Expenses relating to the operation of the Board of Directors (including remuneration and other expenses) shall be included in the Corporation's operating expenses and implemented in accordance with the annual budget approved by the General Meeting of Shareholders. Actual expenses shall be reported and settled at the Annual General Meeting of Shareholders.

6. BOD members may be covered by directors' and staff' liability insurance purchased by the Corporation, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or this Charter committed by BOD members.

7. In performing its functions, rights and obligations, the Board of Directors shall comply with the provisions of law, this Charter and resolutions of the General Meeting of Shareholders. Where a resolution adopted by the Board of Directors is contrary to law or this Charter and causes damage to the Corporation, those members voting in favour of such resolution shall be jointly and severally liable for the consequences thereof and shall compensate the Corporation for the damage incurred; members voting against such resolution shall be exempt from liability. In such case, shareholders of the Corporation shall have the right to request a competent Court to suspend the implementation of or annul such resolution.

## **Article 38. Chairman of Board of Directors**

1. The Board of Directors shall elect the Chairman of Board of Directors from among its members. The Chairman of Board of Directors shall not concurrently hold the position of General Director of the Corporation.

2. The Chairman of Board of Directors shall have the following rights and obligations:

- a. To prepare the work plan of the Board of Directors;
- b. To prepare the agenda, contents and documents for meetings of the Board of Directors; to convene and chair meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To chair meetings of the General Meeting of Shareholders;
- f. To exercise other rights and perform other obligations as prescribed by the law.
- g. In the absence of the Chairman of Board of Directors or where the Chairman is unable to perform his or her duties, the Chairman shall authorize another BOM member in writing to exercise the rights and perform the obligations of the Chairman in accordance with the provisions of this Charter. If the authorized person is not available, or where the Chairman of Board of Directors dies, is declared missing, is detained, is serving a prison sentence, is subject to an administrative measure at a compulsory drug rehabilitation establishment or compulsory education institution, absconds from his or her place of residence, has limited legal capacity or has lost legal capacity, experiences difficulties in cognition or behavioural control, or is prohibited by a Court from holding a position, practising a profession, or performing a specific job, the remaining BOD members shall elect one of them to act as Chairman of Board of Directors by majority vote until the Board of Directors makes a new decision.

3. The Chairman of Board of Directors may be dismissed or removed from office by a resolution of the Board of Directors. In the event that the Chairman submits a resignation letter or is dismissed or removed from office, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of such dismissal or removal.

### **Article 39. Meetings of the Board of Directors**

1. The Chairman of Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. In the event that more than one member receives the same highest number of votes or voting percentage, the members shall elect one (01) among themselves by majority vote to convene the meeting of the Board of Directors.

2. Meetings of the Board of Directors shall be held at the registered office of the Corporation or at another location in Vietnam or abroad as decided by the Chairman of Board of Directors and approved by the Board of Directors.

3. The Chairman of Board of Directors shall convene meetings of the Board of Directors and prepare the agenda, meeting materials, time and venue of the meeting at least seven (07) days prior to the scheduled meeting date. The Board of Directors shall meet at least once every quarter.

4. The Chairman of Board of Directors shall convene extraordinary meetings whenever deemed necessary in the interests of the Corporation. In addition, the Chairman shall convene a meeting of the Board of Directors without undue delay upon receipt of a written request stating the purpose of the meeting and the matters to be discussed from any of the following persons:

- a. The General Director or at least five (05) other managers of the Corporation;
- b. At least two (02) BOD members;
- c. The Board of Supervisors or an independent BOD member;
- d. A request specified in Clause 4 of this Article must be made in writing and clearly state the purpose of the meeting, the matters to be discussed and the decisions falling within the authority of the Board of Directors.

5. The Chairman of Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request specified in Clause 4 of this Article. If the Chairman fails to convene such a meeting, he or she shall be liable for any damage incurred by the Corporation. The requesting person shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

6. Notice of a meeting of the Board of Directors must be sent to all BOD members and the Board of Supervisors members at least seven (07) days prior to the meeting date. The notice shall specify the time and venue of the meeting, the agenda and the matters to be discussed and decided. The notice shall be accompanied by relevant meeting documents and voting forms for members. The Board of Supervisors members shall have the right to attend meetings of the Board of Directors, to participate in discussions, but shall not have voting rights. Notice may be sent by post, facsimile, email, or other means, provided that it is delivered to the address registered by each BOD member with the Corporation.

7. The Chairman of Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the the Board of Supervisors members in the same manner as to BOD members.

8. A meeting of the Board of Directors shall be validly convened when at least three-quarters (3/4) of the total number of BOD members are present in person or represented by an authorized representative. If the required quorum is not met, the meeting shall be reconvened within seven (07) days from the date of the first scheduled

meeting. The reconvened meeting shall be valid if attended by more than one-half (1/2) of the total number of BOD members.

9. A BOD member shall be deemed present and participating in voting at a meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote on his or her behalf according to Clause 11 of this Article;
- c. Attending and voting through an online conference or other similar means;
- d. Submitting a vote by post, facsimile, or email.

10. Where a vote is submitted by post, the voting form must be enclosed in a sealed envelope and delivered to the Chairman of Board of Directors no later than one (01) hour before the commencement of the meeting. Such voting form shall only be opened in the presence of all attendees.

11. BOD members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his or her behalf if approved by a majority of the BOD members.

#### 12. Voting

a. Except as provided in Point b of this Clause, each BOD member, or a duly authorized representative attending the meeting on behalf of such member, shall have one (01) vote;

b. A BOD member shall not vote on any contract, transaction, or proposal in which such member or a related person has an interest that conflicts or may conflict with the interests of the Corporation. Such member shall not be counted toward the quorum required for adopting resolutions relating to matters in which he or she is not entitled to vote;

c. If a question arises at a meeting of the Board of Directors concerning the nature or extent of a member's interest or concerning that member's voting rights and such question cannot be resolved by the voluntary abstention of the interested member, the matter shall be referred to the chairperson of the meeting. The chairperson's decision shall be final and binding on all other members, unless the nature or extent of the interest of the relevant member has not been fully disclosed;

d. A BOD member who derives benefits from a contract referred to in Points a and b, Clause 6, Error! Reference source not found. of this Charter shall be deemed to have a material interest in such contract.

13. A BOD member who directly or indirectly has an interest in a contract or transaction already entered into or proposed to be entered into with the Corporation and who is aware of such interest, shall disclose the nature and content of that interest at the first meeting of the Board of Directors considering the relevant contract or transaction. Alternatively, such disclosure may be made at the first meeting of the



Board of Directors held after the member becomes aware of the existence of such interest.

14. The Board of Directors shall adopt resolutions and decisions by majority vote of the members present and entitled to vote. In the event of an equality of votes, the vote of the Chairman shall be the casting vote.

15. A meeting of the Board of Directors may be conducted through discussions among members located in different places, provided that each participating member is able to:

- a. Hear every other participating member speak during the meeting;
- b. Speak simultaneously to all other participating members if he or she so wishes.

Communication among members may take place directly by telephone or through other means of communication (whether existing at the time of adoption of this Charter or introduced thereafter), or by any combination of such means. For the purposes of this Charter, a member participating in such a meeting shall be deemed to be present at the meeting. The venue of the meeting shall be deemed to be the location where the largest group of participating members is gathered or, if no such group exists, the location where the chairperson of the meeting is present.

Decisions adopted in a formally held and conducted telephone meeting shall take effect immediately upon the conclusion of the meeting but shall be confirmed by the signatures in the minutes of all Board members present at the meeting.

16. Resolutions adopted by written ballots shall be approved by a majority of the BOD members entitled to vote. Such resolutions shall have the same validity and effect as resolutions adopted at a duly convened and conducted meeting of the Board of Directors.

17. The Chairman of Board of Directors shall be responsible for forwarding the minutes of meetings of the Board of Directors to its members. Such minutes shall constitute prima facie evidence of the matters recorded therein unless an objection to their contents is raised within ten (10) days from the date of circulation. Minutes of meetings of the Board of Directors shall be prepared in Vietnamese and signed by all members attending the meeting. The minutes and all documents used at the meeting shall be retained at the head office of the Corporation. If the chairperson of the meeting or the person recording the minutes refuses to sign the minutes, the minutes shall remain valid provided that they are signed by all other members attending the meeting and contain all information prescribed in Points a, b, c, d, e, g and h of Clause 15 of this Article.

#### **Article 40. Committees under the Board of Directors**

1. The Board of Directors may establish committees responsible for development strategy, human resources, remuneration, internal audit and risk management. The number of members of each committee shall be determined by the Board of Directors

and shall consist of at least three (03) members, including BOD members and external members. Independent BOD members and/or non-executive BOD members shall constitute the majority of the committee and one of such members shall be appointed by the Board of Directors as the Chairperson of the committee. The operation of each committee shall comply with the regulations of the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of the members attending and voting at a committee meeting.

2. The implementation of resolutions and decisions of the Board of Directors and its committees must comply with applicable laws, this Charter and the Corporation's Internal Regulations on Corporate Governance.

#### **Article 41. Person in charge of corporate governance**

1. The Board of Directors shall appoint at least one person in charge of corporate governance to assist in the Corporation's corporate governance activities. The person in charge of corporate governance may concurrently serve as the Corporation Secretary.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing firm that is auditing the Corporation's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a. Advising the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Corporation and its shareholders;

b. Preparing for meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c. Advising on meeting procedures;

d. Attending the meetings;

e. Advising on the procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

f. Providing BOD members and the Board of Supervisors members with financial information, copies of minutes of meetings of the Board of Directors and other relevant information;

g. Monitoring and reporting to the Board of Directors on the Corporation's information disclosure activities;

h. Acting as the focal point for communication with relevant stakeholders;

i. Maintaining the confidentiality of information in accordance with applicable laws and this Charter;

j. Performing other rights and obligations as prescribed by the law and this Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 42. Organization of the management structure**

The Corporation's management structure shall ensure accountability to the Board of Directors and shall be subject to supervision and direction of the Board of Directors in the conduct of the Corporation's day-to-day business operations. The Corporation shall have a General Director, Deputy General Directors and a Chief Accountant. Appointment, dismissal and removal of the foregoing positions shall be subject to approval by resolution of the Board of Directors.

### **Article 43. Executives of the Corporation**

1. The Corporation's executives shall include the General Director, Deputy General Directors and the Chief Accountant.

2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Corporation may recruit additional executives in such number and with such qualifications as are appropriate to the Corporation's organizational structure and management regulations as determined by the Board of Directors. The executives shall be responsible for supporting the Corporation in achieving its operational and organizational objectives.

3. Remuneration of the Executives shall be recorded as operating expenses of the Corporation in accordance with the law on corporate income tax, which shall be separately disclosed in the Corporation's annual financial statements and shall be reported to the General Meeting of Shareholders at its annual meeting. Salaries, remuneration and other benefits of Deputy General Directors and Chief Accountant shall be governed by the Corporation's labor and remuneration regulations.

### **Article 44. Appointment, dismissal, rights and obligations of the General Director**

1. The Board of Directors shall appoint a BOD member or enter into an employment contract with another individual to serve as the General Director, specifying the salary, remuneration, benefits and other related terms and conditions. Information regarding the salary, allowances and benefits of the General Director shall be reported to the Annual General Meeting of Shareholders and disclosed in the Corporation's annual report.

2. The term of office of the General Director shall be five (05) years and may be renewed for an unlimited number of terms. The appointment may terminate in accordance with the appointment decision or the provisions of the employment contract.

3. The General Director of the Corporation shall satisfy the following standards and conditions:

- a. Having full legal capacity and not being subject to any of the circumstances specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possessing professional qualifications and experience in business administration in the Corporation's principal business sectors, or satisfying other standards and conditions as determined by the Board of Directors in accordance with applicable laws and the Corporation's specific circumstances;
  - c. Not being a related person of the Corporation's managers, the Corporation's auditors, representatives of state capital, or representatives of the Corporation's capital in parent companies and subsidiaries.
4. The General Director shall have the following rights and obligations:
- a. Deciding on matters relating to the Corporation's day-to-day business operations that are not within the authority of the Board of Directors;
  - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
  - c. Organizing the implementation of the Corporation's business plans and investment plans;
  - d. Deciding on salaries, remuneration and other benefits for staff, employees and workers of the Corporation, including the managers appointed by the General Director, in compliance with applicable laws and the Corporation's labor and remuneration regulations;
  - e. Recruiting employees;
  - f. Proposing plans for dividend distribution and the handling of business losses;
  - g. During the fourth quarter of each year, submitting to the Board of Directors for approval a detailed business plan for the following fiscal year in accordance with the Corporation's five-year financial plan;
  - h. Proposing plans regarding the organizational structure and internal management regulations of the Corporation;
  - i. Appointing, dismissing and removing Heads (or Managers) of functional departments of the Corporation upon approval by the Board of Directors; Deputy Heads of functional departments; Directors and Deputy Directors of units, branches and representative offices; equivalent positions and subordinate personnel (except for positions under the appointment and dismissal authority of the Board of Directors). The General Director shall also have the authority to decide on rewards and disciplinary measures applicable to the foregoing positions;
  - j. Developing and submitting to the Board of Directors for approval plans relating to the Corporation's relationship with trade unions in accordance with sound corporate governance principles and practices, this Charter, the Corporation's internal regulations and applicable laws;

k. Deciding on measures beyond his/her authority in emergency situations, including natural disasters, fires, wars, epidemics and other force majeure events and being responsible for such decisions while promptly reporting them to the Board of Directors;

5. The Board of Directors may dismiss the General Director when such dismissal is approved by a majority of the voting BOD members attending the meeting and may appoint a replacement General Director;

**Article 45. Deputy General Directors, Chief Accountant and Support system**

1. The General Director shall be assisted by Deputy General Directors, the Chief Accountant and support system. The appointment, dismissal, commendation and disciplinary actions relating to the Deputy General Directors and the Chief Accountant shall be decided by the Board of Directors.

2. Departments, divisions, representative offices, units and other positions may be established and appointed in accordance with applicable regulations to assist the Board of Directors and the General Director in managing and developing the Corporation's production and business activities. The functions and duties of the support system shall be determined for each department, division and unit as appropriate from time to time.

**IX. BOARD OF SUPERVISORS**

**Article 46. Nomination and Election of The Board of Supervisors members**

1. Shareholders or groups of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates for election to the Board of Supervisors and may aggregate their voting rights for such nominations as follows:

a. Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates; from thirty percent (30%) to less than fifty percent (50%) may nominate a maximum of three (03) candidates; from fifty percent (50%) to less than seventy percent (70%) may nominate a maximum of four (04) candidates; from seventy percent (70%) to less than eighty percent (80%) may nominate a maximum of five (05) candidates; from eighty percent (80%) to less than ninety percent (90%) may nominate a maximum of six (06) candidates; and from ninety percent (90%) or more may nominate a maximum of seven (07) candidates.

b. Shareholders forming a group for the purpose of nominating candidates to the Board of Supervisors shall notify the shareholders attending the General Meeting of Shareholders of the formation of such group before the opening of the meeting;

2. If the number of candidates nominated for election to the Board of Supervisors is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize further nominations in accordance with this Charter, the Corporation's Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. Any additional candidates nominated by the incumbent Board of Supervisors must be announced before the General Meeting of Shareholders conducts the election of the Board of Supervisors members in accordance with applicable lawst.

**Article 47. Composition, Qualifications of Supervisors and Term of Office of the Board of Supervisors**

1. The Board of Supervisors is a body elected by the General Meeting of Shareholders to independently, objectively and honestly supervise and evaluate the financial position and all production, business, management and operational activities of the Corporation on behalf of the shareholders. The Board of Supervisors shall be accountable to the law and the General Meeting of Shareholders for the performance of its assigned duties.

2. The Board of Supervisors shall consist of three (03) to five (05) members, of whom more than one-half must reside in Vietnam. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. The specific number of members for each term shall be determined by the General Meeting of Shareholders, taking into account the management requirements, development strategy and specific production and business activities of the Corporation in each period.

3. A Supervisor shall satisfy the following qualifications and conditions:

a. Not falling within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises;

b. Not being a family member of the Corporation's managers, the Corporation's capital representatives, or the representatives of State capital in the Corporation;

c. Having professional training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Corporation's business activities;

d. Not being a manager of the Corporation and not necessarily being a shareholder or employee of the Corporation;

e. Not working in the accounting or finance department of the Corporation;

f. Not being a member or employee of an independent auditing firm that audited the Corporation's financial statements during the three (03) consecutive years immediately preceding the appointment;

g. Satisfying other qualifications and conditions as prescribed by the applicable laws.

4. The Board of Supervisors members shall be dismissed in the following cases:

a. No longer satisfying the qualifications and conditions for membership of the Board of Supervisors as prescribed in Clause 3 of this Article;

b. Submitting a resignation letter and having such resignation accepted;

5. The Board of Supervisors members shall be removed from office in the following cases:

a. Failing to perform their assigned duties and responsibilities;

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

c. Repeatedly and seriously violating the duties of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Corporation's Charter;

d. Pursuant to a resolution of the General Meeting of Shareholders;

#### **Article 48. Head of Board of Supervisors**

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

2. The Head of Board of Supervisors shall have the following rights and obligations:

a. Convening and presiding over meetings of the Board of Supervisors;

b. Preparing and signing reports of the Board of Supervisors, after consultation with the Board of Directors, for submission to the General Meeting of Shareholders;

c. Authorizing a Supervisor to perform his/her duties during his/her absence;

d. Requesting the Board of Directors, the General Director and other managers to provide relevant information for reporting to the Board of Supervisors;

e. Working on a full-time basis at the Corporation.

#### **Article 49. Rights and Obligations of the Board of Supervisors**

The Board of Supervisors shall have the following rights and obligations:

1. Exercising the rights and performing the obligations prescribed in Article 170 of the Law on Enterprises.

2. Proposing and recommending to the General Meeting of Shareholders the approval of the list of audit firms authorized to audit the Corporation's financial statements; selecting the approved audit firm to conduct the audit of the Corporation's activities and dismissing such audit firm when deemed necessary.

3. Being accountable to the shareholders for its supervisory activities.

4. Supervising the financial position of the Corporation and the compliance with applicable laws by BOD members, the General Director and other managers in the performance of their duties.

5. Ensuring coordination among the Board of Supervisors, the Board of Directors, the General Director and the shareholders.

6. In the event of discovering any violation of applicable laws or this Charter by a BOD member, the General Director, or another manager of the Corporation, notifying the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and implement remedial measures.

7. Developing the Operating Regulations of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.

8. Reporting at the General Meeting of Shareholders in accordance with the Law on Enterprises and the Law on Securities.

9. Accessing the Corporation's books, records and documents maintained at the head office, branches and other locations; and visiting the workplaces of the Corporation's managers and employees during working hours.

10. Requesting the Board of Directors, BOD members, the General Director and other managers to provide complete, accurate and timely information and documents relating to the management, administration and business activities of the Corporation.

11. Developing the Operating Regulations of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.

12. Exercising other rights and performing other obligations as prescribed by the applicable laws and this Charter.

#### **Article 50. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall meet at least twice each year, with the attendance of at least two-thirds (2/3) of its members. Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The person recording the minutes and the attending the Board of Supervisors members shall sign the minutes of the meeting. Such minutes shall be retained as a basis for determining the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors shall have the right to request BOD members, the General Director and representatives of approved audit firms to attend meetings and provide explanations on matters requiring clarification.

#### **Article 51. Salaries, remuneration, bonuses and other benefits of the Board of Supervisors members**

Salary, remuneration, bonuses and other benefits of the Board of Supervisors members shall be determined in accordance with the following provisions:



1. The Board of Supervisors members shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. The Board of Supervisors members shall be reimbursed for reasonable expenses incurred for meals, accommodation, travel and the use of independent consulting services. The total amount of remuneration and reimbursable expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Supervisors shall be included in the operating expenses of the Corporation in accordance with the law on corporate income tax and other applicable laws and shall be separately disclosed in the Corporation's annual financial statements.

## **X. RESPONSIBILITIES OF BOD MEMBERS, CONTROLLER, GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 52. Duty of Honesty and Avoidance of Conflicts of Interest**

1. BOD members, the Board of Supervisors members, the General Director and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and other applicable legal regulations.

2. BOD members, the Board of Supervisors members, the General Director, other managers and their related persons may use information obtained through their positions solely for the benefit of the Corporation.

3. BOD members, the Board of Supervisors members, the General Director and other managers shall notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Corporation, its subsidiaries and other companies in which the Corporation holds more than fifty percent (50%) of the charter capital and such persons or their related persons, in accordance with applicable laws. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation shall disclose information relating to such resolutions in accordance with the law on securities and information disclosure.

4. BOD members shall not vote on any transaction in which such member or his/her related persons have an interest, as prescribed by the Law on Enterprises and this Charter.

5. BOD members, the Board of Supervisors members, the General Director, other managers and their related persons shall not use or disclose inside information to any other person for the purpose of conducting related transactions.

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

a. For transactions with a value not exceeding twenty percent (20%) of the total asset value recorded in the most recent financial statements, the material terms and conditions of the contract or transaction, together with the relationships and interests of the relevant BOD members, the Board of Supervisors members, the General Director and other managers, have been disclosed to the Board of Directors and approved by a majority of the BOD members having no related interest in such transaction;

b. For transactions with a value equal to or exceeding thirty-five percent (35%), or transactions resulting in an aggregate transaction value arising within twelve (12) months from the date of the first transaction equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the material terms and conditions of the transactions, as well as relationships and interests of BOD members, the Board of Supervisors members, the General Director and other executives, shall be disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote of shareholders having no related interest in such transactions.

### **Article 53. Liability for Damages and Indemnification**

1. BOD members, the General Director and other managers who violate the provisions governing the responsibilities of managers as prescribed by the applicable laws and this Charter shall be personally or jointly liable for compensating for lost benefits, returning improperly obtained benefits and fully compensating the Corporation and third parties for any damages incurred.

2. The Corporation shall indemnify any person who has been, is, or may become a party to any complaint, claim, lawsuit, or legal proceeding (including civil and administrative proceedings, but excluding cases in which the Corporation is the plaintiff) by reason of the fact that such person is or was a BOD member, a manager, an employee, or an authorized representative of the Corporation, or acted or is acting at the request of the Corporation in such capacity. In performing their functions, duties, or tasks authorized by the Corporation, BOD members, the Board of Supervisors members, managers, employees and authorized representatives of the Corporation shall be entitled to indemnification by the Corporation when they become involved in complaints, claims, lawsuits, or legal proceedings (except for proceedings initiated by the Corporation), provided that:

a. They have acted honestly, prudently and diligently in the best interests of the Corporation and without any conflict of interest with the Corporation;

b. They have complied with applicable laws and there is no evidence demonstrating that they have failed to perform their responsibilities.

3. Indemnification expenses shall include actual expenses incurred (including legal fees), court costs, fines and amounts payable pursuant to judgments, decisions, settlements, or other reasonable obligations arising in connection with the resolution of such matters in accordance with applicable laws. The Corporation may purchase insurance for such persons against the indemnification liabilities referred to hereinabove.

## **XI. SUBSIDIARY UNITS AND AFFILIATED COMPANIES OF THE CORPORATION**

### **Article 54. Relationship between the Corporation and its branches and representative offices**

1. Branches are dependent-accounting units of the Corporation and shall be centrally accounted for by the Corporation. Branches shall operate without separate capital or assets.

2. The Corporation may establish subsidiaries, dependent units, branches and representative offices both domestically and internationally to support its business operations in accordance with resolutions approved by the General Meeting of Shareholders or the Board of Directors and in compliance with applicable laws.

3. The Corporation's branches may enter into consultancy contracts and conduct business operations, financial activities and personnel management in accordance with the Corporation's delegation framework and separate regulations and policies.

### **Article 55. Relationship between the Corporation and its subsidiaries**

1. The Corporation shall decide on capital contributions to and transfers of capital invested in, its subsidiaries; exercise the rights of shareholders and capital contributors in accordance with applicable laws and the charter of each subsidiary; and be liable for the debts and other financial obligations of a subsidiary only to the extent of the capital contributed by the Corporation to such subsidiary.

2. The Corporation shall appoint representatives to exercise the rights of shareholders and capital contributors; dismiss, commend and discipline such representatives; determine the framework for salaries, bonuses, allowances and other benefits applicable to such representatives; evaluate their performance; and inspect and supervise subsidiaries in accordance with applicable laws.

3. The Corporation shall require its representatives to perform the duties assigned under Clause 4 of this Article and to submit periodic and ad hoc reports on the Corporation's investment, the financial position of the subsidiary, the efficiency of the use of the Corporation's invested capital and the subsidiary's business performance.

4. Upon receipt of a report from the Representative and approval by the Board of Directors of the Corporation, the Corporation shall authorize the Representative to vote

at meetings of the General Meeting of Shareholders or the Board of Directors on the following matters relating to the subsidiary:

a. Business objectives, duties and business lines; reorganization, dissolution and bankruptcy proceedings of the enterprise;

b. The company charter and any amendments or supplements thereto;

c. Increases or decreases in charter capital; the timing and methods of capital mobilization; classes of shares and the total number of shares of each class authorized for issuance; and the repurchase of more than ten percent (10%) of the total number of issued shares of each class;

d. Nomination for election, recommendation for dismissal, removal, commendation and disciplinary action in respect of BOD members, the Chairperson of the Board of Directors or Board of Members and the Board of Supervisors members; nomination for appointment, recommendation for dismissal, execution and termination of employment contracts for the General Director (Director), Deputy General Director (Deputy Director) and Chief Accountant of the enterprise; and determination of salary frameworks, remuneration, bonuses and other benefits applicable to the foregoing positions;

e. The company's five-year production, business and investment development strategy and plan;

f. Policies on capital contributions to, ownership of, increases and decreases in the Corporation's investment capital in other companies; the establishment, reorganization and dissolution of branches, representative offices and other dependent-accounting units; and the company's acceptance of voluntarily participating as subsidiaries or affiliated companies;

g. Policies on investment; acquisition and disposal of assets; borrowing and lending agreements in accordance with the regulations governing the management of the Corporation's representatives in other enterprises; and policies relating to the company's foreign borrowings;

h. Financial statements; profit distribution; establishment and utilization of funds; and annual dividend rates;

i. Recruitment policies; and remuneration, salary and bonus schemes of the enterprise.

5. The Corporation shall conduct regular and periodic supervision and inspection in accordance with applicable laws and the Corporation's regulations regarding the management, utilization, preservation and development of the Corporation's invested capital in the enterprise; the implementation of strategies and plans; and the evaluation of the achievement of assigned objectives and tasks, operational results and production and business efficiency.

6. Other matters as prescribed in the Regulations on management of the Corporation's representatives in other companies.

**Article 56. Relationship between the Corporation and its affiliated companies**

1. The Corporation shall decide on capital contributions to and transfers of capital invested in, affiliated companies; exercise the rights of shareholders and capital contributors in accordance with applicable laws and the charter of the affiliated company; and be liable for the debts and other financial obligations of the affiliated company only to the extent of the capital contributed by the Corporation to such affiliated company.

2. The Corporation shall appoint a Representative to exercise the rights of shareholders and capital contributors; dismiss, commend and discipline the Representative at the affiliated company; determine the Representative's salary, bonuses, allowances and other benefits; and evaluate the Representative's performance.

3. The Corporation shall require the Representative to perform his/her duties in accordance with Regulations on management of the Corporation's representatives in other companies.

**Article 57. Companies Voluntarily Participating in Associations with the Corporation**

Companies voluntarily participating in associations with the Corporation shall be established, organized and operated in accordance with applicable laws and shall be bound by rights and obligations toward the Corporation in accordance with the contract or association agreement entered into between such company and the Corporation.

**XII. RIGHT TO EXAMINE THE CORPORATION'S ACCOUNTING RECORDS AND DOCUMENTS**

**Article 58. Right to examine records and documents**

1. Ordinary shareholders shall have the right to examine records and documents as follows:

a. Ordinary shareholders shall have the right to inspect, review and extract information relating to their names and contact addresses in the list of voting shareholders; request the correction of inaccurate information relating to themselves; and inspect, review, extract, or obtain copies of the Corporation's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the right to inspect, review and extract minutes, resolutions and decisions of the Board of Directors; interim and annual financial statements; reports of the Board of Supervisors; contracts and transactions subject to approval by the Board of Directors; and other documents, except for documents relating to the Corporation's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such representative must present a power of attorney issued by the shareholder or group of shareholders, or a notarized copy thereof.

3. BOD members, the Board of Supervisors members, the General Director and other managers shall have the right to access the Corporation's register of shareholders, shareholder lists, books and other records for purposes related to the performance of their duties, provided that such information is kept confidential.

4. The Corporation shall maintain this Charter and any amendments thereto, the Business Registration Certificate, internal regulations, documents evidencing 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 Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by the law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are maintained.

5. The Corporation's Charter shall be published on the Corporation website.

**Article 59. Right to Initiate Legal Proceedings against BOD members and the General Director**

1. Shareholders or groups of shareholders holding at least one percent (1%) of the total number of ordinary shares shall have the right, in their own name or on behalf of the Corporation, to initiate legal proceedings against BOD members and the General Director to seek the recovery of benefits or compensation for damages suffered by the Corporation or other persons in the following cases:

a. Violating any responsibilities of managers as prescribed in Article 165 of the Law on Enterprises;

b. Failing to perform, improperly performing, performing incompletely, or performing in a manner inconsistent with applicable laws, this Charter, or resolutions and decisions of the Board of Directors with respect to their assigned rights and obligations;

2. Performing assigned rights and obligations in violation of applicable laws, this Charter, or resolutions of the General Meeting of Shareholders or the Board of Directors.

3. Using the Corporation's information, know-how, or business opportunities for personal benefit or for the benefit of other organizations or individuals.

4. Using the Corporation's position, title, or assets for personal benefit or for the benefit of other organizations or individuals.

5. Other cases as prescribed by the applicable laws.

6. Legal proceedings shall be initiated in accordance with the law on civil procedure. Litigation costs in cases where a shareholder or group of shareholders initiates legal proceedings on behalf of the Corporation shall be borne by the Corporation, except where the plaintiff's claim is rejected.

7. Shareholders or groups of shareholders specified in this Article shall have the right to inspect, review and extract necessary information as determined by a court or arbitral tribunal before or during the course of legal proceedings.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 60. Profit distribution**

1. Annually, the Corporation shall allocate funds from its after-tax profits (net profits). The allocation and percentage of such funds shall be determined by the Board of Directors in compliance with applicable laws and submitted to the General Meeting of Shareholders for approval.

2. The Board of Directors shall be responsible for submitting to the General Meeting of Shareholders:

a. Profit distribution plan for the fiscal year and the plan for profits, profit distribution and fund allocation for the following fiscal year;

b. Plan and purposes for the utilization of allocated funds in accordance with applicable laws.

#### **Article 61. Dividend payment**

1. Annual dividend payments for each class of shares shall comply with the Law on Enterprises and the rights attached to such class of shares. Dividends may be paid in cash, by shares of the Corporation, or by other assets as decided by the General Meeting of Shareholders.

2. The Board of Directors may decide to pay interim dividends if it determines that such payment is consistent with the profitability and financial condition of the Corporation.

3. The Corporation shall not pay interest on dividends or on any amounts payable in connection with a particular class of shares.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of a dividend in shares and the Board of Directors shall implement such resolution.

5. Dividends payable on ordinary shares shall be determined on the basis of realized after-tax profits and shall be deducted from the Corporation's retained earnings. The Corporation may pay dividends to shareholders only after it has fulfilled all tax obligations and other financial obligations as prescribed by the law, allocated to all required funds of the Corporation (if any), and fully offset the accumulated losses in accordance with applicable laws and this Charter. Immediately after all declared

dividends are paid, the Corporation must remain capable of fully discharging all due debts and other financial obligations.

6. In the case of dividend payments in shares, the Corporation shall not be required to carry out the share offering procedures prescribed in Article **Article 12** of this Charter. The Corporation shall register an increase in charter capital corresponding to the total par value of the shares used for dividend payment within ten (10) days from the date of completion of such dividend payment.

7. Where dividends or other amounts relating to a class of shares are paid in cash, such payments shall be made in Vietnamese Dong. Payment may be made directly or through a bank based on the banking details provided by the shareholder. If the Corporation has transferred the relevant amount in accordance with the banking details provided by the shareholder but the shareholder fails to receive such amount, the Corporation shall not be liable for the amount transferred to the beneficiary shareholder. Dividend payments for shares listed on a stock exchange may be made through a securities company or the Vietnam Securities Depository.

8. Dividends must be paid in full within six (06) months from the date of conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends and determine the dividend amount payable for each share, the payment date and the method of payment no later than thirty (30) days prior to the dividend payment date. Notice of dividend payment shall be sent by a method ensuring delivery to shareholders at their registered addresses recorded in the register of shareholders no later than fifteen (15) days prior to the dividend payment date. Such notice must contain the following information:

- a. Name of the Corporation and the address of its head office;
- b. Full name, contact address, nationality and number of the legal identification document of an individual shareholder;
- c. Name, enterprise registration number or legal document number and head office address of an organizational shareholder;
- d. Number of shares of each class held by the shareholder, the dividend rate applicable to each share and the total dividend amount payable to such shareholder;
- e. Time and method of dividend payment;
- f. Full name and signature of the Chairperson of the Board of Directors and the legal representative of the Corporation.

9. Where a shareholder transfers shares during the period between the record date for determining the list of shareholders entitled to receive dividends and the dividend payment date, the transferor shall remain entitled to receive the dividend from the Corporation.

10. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision specifying a record date for



determining the list of shareholders. Based on such record date, persons registered as shareholders or owners of other securities shall be entitled to receive cash dividends, share dividends, notices, or other documents in accordance with applicable laws and the Corporation's regulations.

#### **XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

##### **Article 62. Bank accounts**

1. The Corporation shall open and maintain bank accounts with banks in Vietnam or foreign banks licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authority, the Corporation may, where necessary, open and maintain bank accounts abroad in accordance with applicable laws.

3. The Corporation shall conduct all payment transactions and accounting operations through Vietnamese Dong accounts or foreign currency accounts maintained with the banks at which the Corporation has opened accounts.

##### **Article 63. Financial year**

The financial year of the Corporation shall commence on the first (1st) day of January and end on the thirty-first (31st) day of December of the same calendar year.

##### **Article 64. Accounting system**

1. The Corporation shall apply the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Corporation shall prepare and maintain its accounting books and records in the Vietnamese language.

3. The Corporation shall maintain accounting records appropriate to the nature of its business activities. Such records shall be accurate, current, systematic and sufficient to substantiate and explain the Corporation's transactions.

4. The Corporation shall use Vietnamese Dong as its accounting currency, or a freely convertible foreign currency where approved by the competent State authority in accordance with applicable laws.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS**

##### **Article 65. Annual and Semi-Annual Financial Statements**

1. The Corporation shall prepare annual financial statements, which must be audited in accordance with applicable laws. The Corporation shall disclose its audited annual financial statements in accordance with the regulations on information disclosure in the stock market and submit them to the competent State authorities.

2. The annual financial statements shall include a statement of profit or loss and business results that truthfully and fairly reflects the Corporation's profit and loss for

the fiscal year; a balance sheet that truthfully and fairly reflects the Corporation's financial position as of the reporting date; a cash flow statement; and notes to the financial statements. Where the Corporation is a parent company, in addition to its annual financial statements, it shall prepare a consolidated balance sheet reflecting the operations of the parent company and its subsidiaries as of the end of each fiscal year.

3. The parent company shall prepare and disclose audited semi-annual financial statements and quarterly financial reports in accordance with the regulations on information disclosure in the stock market and submit them to the competent State authorities.

4. At the end of each fiscal year, in addition to the reports and documents required by the law, the parent company shall also prepare the following reports:

a. Consolidated financial statements of the Corporation group in accordance with accounting regulations;

b. Consolidated annual report on the business performance of the Corporation group;

c. Consolidated report on the management and operations of the Corporation group;

d. The person responsible for preparing the reports specified in Clause 5 of this Article shall not prepare or submit such reports until complete financial statements of the subsidiaries have been received.

5. Upon request of the legal representative of the parent company, the legal representative of a subsidiary shall provide all reports, documents and information required for the preparation of the consolidated financial statements in accordance with applicable regulations.

6. The annual financial statements and supporting documents of the parent company and its subsidiaries, together with the consolidated financial statements and summary reports of the Corporation group, shall be maintained at the head office of the parent company. Copies of the reports and documents specified in this Clause shall be made available at the branches of the parent company throughout Vietnam.

7. In addition to the reports and documents required by the law, each subsidiary shall prepare and submit a summary report on purchases, sales and other transactions conducted with the parent company.

8. The Corporation's audited annual financial statements (including the independent auditor's report), semi-annual financial statements and quarterly reports shall be published on the Corporation's website.

9. Organizations and individuals shall be entitled to inspect or obtain copies of the audited annual financial statements, semi-annual financial statements and quarterly reports during the Corporation's working hours at its head office and shall pay a reasonable fee for copying.

## **Article 66. Annual Report**

The Corporation shall prepare and publish its Annual Report in accordance with the provisions of the law on securities and the stock market.

## **XVI. AUDIT OF THE CORPORATION**

### **Article 67. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to conduct the audit of the Corporation for the following fiscal year, based on the terms and conditions agreed upon with the Board of Directors. The Corporation shall prepare and submit its annual financial statements to the selected independent auditing firm after the end of the fiscal year.

2. The independent auditing firm shall examine, verify and report on the annual financial statements reflecting the Corporation's revenues and expenses, prepare an audit report and submit such report to the Board of Directors within three (03) months from the end of the fiscal year.

3. A copy of the audit report shall be attached to the Corporation's annual financial statements.

4. The independent auditor conducting the audit of the Corporation shall be entitled to attend all General Meetings of Shareholders and shall have the right to receive notices and other information relating to the General Meeting of Shareholders that shareholders are entitled to receive. The independent auditor shall also have the right to express opinions at such meetings on matters relating to the audit of the Corporation's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 68. Corporate Seal**

1. The Corporation's seal may consist of a physical seal produced by an authorized seal engraving service provider or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall determine the type, quantity, form and contents of the seals of the Corporation, its branches and its representative offices.

3. The Board of Directors and the General Director shall use and manage the Corporation's seals in accordance with applicable laws.

## **XVIII. DISSOLUTION OF THE CORPORATION**

### **Article 69. Dissolution of the Corporation**

1. The Corporation may be dissolved in the following cases:

a. Pursuant to a resolution or decision of the General Meeting of Shareholders;

b. Upon revocation of its Business Registration Certificate, except where otherwise provided by the Law on Tax Administration;

c. Other cases as prescribed by the applicable laws.

2. The dissolution of the Corporation prior to the expiry of its operating term (including any extension thereof) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority, where required by the applicable laws.

#### **Article 70. Liquidation**

1. At least six (06) months prior to the expiry of the Corporation's operating term, or promptly following a decision to dissolve the Corporation, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Corporation's employees or independent experts. All expenses relating to the liquidation process shall be given priority for payment before any other liabilities of the Corporation.

2. The Liquidation Committee shall be responsible for notifying the business registration authority of its establishment and commencement of operations. From the date of commencement of its operations, the Liquidation Committee shall represent the Corporation in all matters relating to the liquidation process before courts and competent administrative authorities.

3. Proceeds from the liquidation of the Corporation shall be applied in the following order of priority:

a. Liquidation expenses;

b. Salaries, severance allowances, social insurance contributions and other employee benefits provided under collective bargaining agreements and employment contracts;

c. Taxes and other financial obligations payable to the State;

d. Loans and borrowings (if any);

e. Other liabilities of the Corporation;

f. Any remaining balance after payment of all amounts specified in points (a) through (e) above shall be distributed to shareholders. Holders of preference shares (if any) shall be entitled to priority in receiving such distributions in accordance with the rights attached to their shares.

## **XIX. RESOLUTION OF INTERNAL DISPUTES**

### **Article 71. Resolution of internal disputes**

1. In the event of any dispute or claim arising in connection with the operations of the Corporation or the rights of shareholders under this Charter or pursuant to the Law on Enterprises, other applicable laws, or administrative regulations, between:

- a. Shareholders and the Corporation; or
- b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other managers,

the parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution process and request each party to present the facts and circumstances relating to the dispute within seven (07) working days since the dispute arises.

2. If no settlement is reached within six (06) weeks from the commencement of the settlement process, or if the settlement outcome is not accepted by the parties, either party may submit the dispute to a competent court for resolution.

3. Each party shall bear its own costs incurred in connection with the negotiation and settlement process. Court costs shall be borne in accordance with the judgment or decision of the competent court.

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

### **Article 72. Supplements and Amendments to the Charter**

1. Any supplement to or amendment of this Charter shall be considered and approved by the General Meeting of Shareholders.

2. Where applicable laws contain provisions relating to the operations of the Corporation that are not provided for in this Charter, or where newly enacted legal provisions differ from those set out in this Charter, such legal provisions shall prevail and govern the Corporation's operations. Any provision of this Charter that is inconsistent with applicable laws or results in unlawful implementation shall cease to be effective and shall be amended accordingly.

## **XXI. EFFECTIVENESS**

### **Article 73. Effective Date**

1. This Charter was duly approved by the General Meeting of Shareholders of the Corporation and shall take effect from [day] [month] 2026, approving the full force and effect of this Charter.

2. This Charter is executed in ten (10) originals of equal legal validity and shall be kept at the Corporation's head office.

3. This Charter is the sole and official Charter of the Corporation.

4. Copies or extracts of this Charter shall be valid only if signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total number of BOD members.

5. This Charter was adopted and promulgated in Hanoi, Vietnam./.

**Name and Signature of the Legal Representative of the Corporation**

No.: /TTr-VNCC

*Hanoi, ..... May 2026*

**PROPOSAL**  
**Amendment, supplement to the Charter of VNCC (3<sup>rd</sup> time)**

**To: Board of Directors - Vietnam National Construction Consultant  
Corporation - JSC**

**I. LEGAL BASIS**

1. Law on Enterprises No. 59/2020/QH14.
2. Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Enterprises.
3. Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises (effective from 01/07/2025);
4. Law on State Capital Management and Investment in Enterprises No. 68/2025/QH15 dated June 14, 2025;
5. The Government's Decree No. 245/2025/ND-CP: Amending and supplementing a number of articles of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing a number of articles of the Law on Securities.
6. Business Registration Certificate No. 0100105278, amended for the 6th time on September 5, 2025;
7. Charter of the Corporation approved by the General Meeting of Shareholders on October 15, 2021.
8. Based on the actual management situation of the Corporation..

**II. DETAILS OF THE PROPOSED AMENDMENTS AND SUPPLEMENTS**

It is to propose amendments and supplements to the current Charter, with detailed comparisons in the attached summary sheet.

**III. RECOMMENDATION**

We would like to submit to the Board of Directors for consideration and approval the draft amendments and additions to the aforesaid Charter and the draft of the new Charter for submission to the General Meeting of Shareholders within the prescribed timeframe.

*Please, find the draft of the amended Charter attached herein.*

**Recipient:**

- As above;
- BOS:
- Archived: Administration Office, P&I Dept.

**GENERAL DIRECTOR**

**Tran Duc Toan**

**SUMMARY ADEMDMENTS, SUPPLEMENTS  
TO  
CHARTER OF VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**  
(Attached to the Proposal No.     /TTr-VNCC dated     /05/2026)

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	<b>PREAMBLE</b>	<b>PREAMBLE</b>		
	This Charter was approved according to the Resolutions of the General Meeting of Shareholders No. .... on 15 October 2021	This Charter was approved according to the Resolutions of the General Meeting of Shareholders No. .... on (date) ...../...../2026, in pursuance of: • Law on Enterprises No. 59/2020/QH14. • Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Enterprises. • Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises.		Supplement
	<b>I. DEFINITIONS</b>	<b>I. DEFINITIONS</b>		
	<b>Article 1. Terminology</b>	<b>Article 1. Terminology</b>		
	i. <i>Dividends</i> means the net profit payable in cash or other assets in respect of each share	i. <i>Dividends</i> means the after-tax profits payable in cash or other assets in respect of each share;	Point a, Clause 1, Article 1 of the Law on Enterprises No. 76/2025 amending and supplementing Article 4, Clause 5 of the Law on Enterprises No. 59/2020	Amending
	t. <i>Law on Enterprises</i> means the 2020 Law on Enterprises;	t. <i>Law on Enterprises</i> means the 2020 Law on Enterprises; the Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises		Supplement
	u. <i>Law on Securities</i> means the 2019 Law on Securities;	u. <i>Law on Securities</i> means the 2019 Law on Securities; the		Supplement



No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
		Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities		
	<i>z. Legal Documents of an individual</i> mean one of the following papers: Citizen Identity Card, National Identity Card, Passport, any other legally valid personal identification document	<i>z. Legal Documents of an individual</i> mean one of the following papers: Identity Card, Citizen Identity Card, National Identity Card, Passport, any other legally valid personal identification document	Point c, clause 1, article 1 of the law 76/2025 amending, supplementing clause 16 article 4 of the law on enterprises 59/2020	Supplement: “Identity Card”, Remove: “National Identity Card”
		<i>ee. Beneficial Owner of the Corporation (hereinafter referred to as the “Beneficial Owner”):</i> is an individual who ultimately owns the charter capital of, or exercises control over the Corporation, excluding the authorized representative of the owner in a wholly state-owned enterprise or the representative of state capital in a joint-stock company as prescribed by the laws governing the management and investment of state capital in the enterprises	Point d clause 1, article 1 of the law 76/2025 amending, supplementing the law on enterprises 59/2020	Supplement
		ff. ff. Market Price of the Corporation’s Shares: means the average price in thirty (30) consecutive days immediately preceding the valuation date, or the price agreed upon between the seller and the purchaser, or the price determined by a qualified valuation organization.	Point b clause 1 Article 1 of the law 76 (amending Clause 14 Article 4 of the law on enterprises 59/2020	Supplement
	<b>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, LEGAL REPRESENTATIVE OF THE CORPORATION AND AUTHORIZED REPRESENTATIVE OF THE INSTITUTIONAL SHAREHOLDERS</b>	<b>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, LEGAL REPRESENTATIVE OF THE CORPORATION AND AUTHORIZED REPRESENTATIVE OF THE INSTITUTIONAL SHAREHOLDERS</b>		
	<b>Article 2. Name, form, headquarters, branches, representative offices and operating period of the</b>	<b>Article 2. Name, form, headquarters, branches, representative offices and operating period of the</b>		

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	<b>Corporation</b>	<b>Corporation</b>		
	3. Registered office of the Corporation: - Address: 243 De La Thanh, Lang Thuong ward, Dong Da district, Hanoi city, Vietnam.	3. Registered office of the Corporation: - Address: No. 183 Huynh Thuc Khang street, Lang Ward, Hanoi City, Vietnam.		Amending
	<b>Article 3. Legal Representative of the Corporation</b>	<b>Article 3. Legal Representative of the Corporation</b>		
	7. Legal Representative of the Corporation shall be personally liable for any damage suffered by the Corporation arising from breach of his/her obligations specified in Clause 6 of this Article herein	7. Legal Representative of the Corporation shall be personally liable for any damage suffered by the Corporation arising from breach of his/her obligations specified in Clause 6 of this Article herein.	Clause 4 Article 1 of the law 76/2025 amending, supplementing clause 2 article 13 of the law on enterprises 59/2020	Supplement
	<b>Article 6. Operational objectives of the Corporation</b>	<b>Article 6. Operational objectives of the Corporation</b>		
	<p>2. Business lines of the Corporation</p> <p>a. Investment and construction consultancy services; general consultancy contracting; EPC (Engineering, Procurement and Construction) contracting and participation in EPC tenders (planning, design, procurement of equipment and materials, and construction) of civil, industrial, rural, transportation, irrigation, urban infrastructure, technical infrastructure, industrial park, water supply and drainage, environmental sanitation, port, wharf, power generation, and nuclear power projects.</p> <p>b. Execution of civil engineering works and other industrial works;</p> <p>c. Installation of water supply and drainage systems;</p> <p>d. Foundation treatment for construction projects;</p> <p>e. Interior and exterior finish and decoration;</p> <p>f. Groundwater exploitation;</p> <p>g. Investment in and operation of office leasing services, trading in real estate</p>	<p>2. Business lines of the Corporation</p> <p>a. Architectural services and related technical consultancy: Details: Investment and construction consultancy services; general consultancy contracting; EPC (Engineering, Procurement and Construction) contracting and participation in EPC tenders (planning, design, procurement of equipment and materials, and construction) of civil, industrial, rural, transportation, irrigation, urban infrastructure, technical infrastructure, industrial park, water supply and drainage, environmental sanitation, port, wharf, power generation, and nuclear power projects, including:</p> <ul style="list-style-type: none"> <li>- Preparation and verification of economic-technical reports, investment reports, and feasibility study reports;</li> <li>- Urban and rural planning design;</li> <li>- Preparation, design and verification of technical design, construction drawing, unit price norms, construction estimates, and technical infrastructure systems;</li> </ul>	Updated according to the Corporation's Business Registration Certificate, updated with description of business lines according to the Decision No. 36/2025/QĐ-TTg promulgating Vietnamese economic sector system	Supplement

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	<ul style="list-style-type: none"> <li>h. Training and human resource development in the field of construction consultancy; issuance of training certificate in construction consultancy disciplines.</li> <li>i. Scientific research and technology development in the field of planning, architecture and construction;</li> <li>j. Other business activities as permitted by the applicable law.</li> <li>k. The Corporation may engage in additional business lines as permitted by the applicable law.</li> </ul>	<ul style="list-style-type: none"> <li>- Bidding consultancy service and construction project management service;</li> <li>- Construction supervision and supervision of equipment supply and installation;</li> <li>- Design consultancy for and verification of power transmission lines and substations of up to 220 kV; electrical systems; audio systems; information and communication systems; telephone systems; building management and control systems; ventilation, heating and air-conditioning systems; environmental treatment systems; lightning protection systems; and gas supply systems;</li> <li>- Design consultancy for and verification of public buildings and facilities ( educational, training, research, healthcare, religious, and belief-related facilities);</li> <li>- Design consultancy for and verification of railway works, including high-speed railways, urban railways (elevated railways and metro systems), national railways, specialized railways, local railways, passenger terminals, freight terminals, depots, barriers, and railway signaling systems; ...)</li> <li>- Design consultancy for and verification of aviation works (airfields, including flight safety facilities, passenger terminals, flight operation facilities, cargo terminals and warehouses, airports, runways, and parking apron, ...);</li> <li>- Design consultancy for and verification of nuclear power projects, transportation works, irrigation works, water supply systems, ports, wharves, and seaports;</li> <li>- Design consultancy for and verification of oil and gas facilities;</li> <li>- Design consultancy for and verification of fire detection and fighting system and protection equipment, and interior and exterior architectural works;</li> <li>- Design consultancy for termite prevention and control</li> </ul>		

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
		<p>system of construction projects;</p> <ul style="list-style-type: none"> <li>- Design of information and communication system for communication, telecommunication and postal projects;</li> <li>- Design consultancy for indoor and outdoor water supply and drainage systems, wastewater treatment plants, and solid waste treatment facilities;</li> <li>- Design consultancy for and verification of cultural and sports facilities;</li> <li>- Preparation and verification of total construction investment costs; project risk analysis; and investment efficiency assessments;</li> <li>- Preparation and verification of pre-feasibility study reports for construction investment projects;</li> <li>- Preparation and verification of feasibility study reports and economic-technical reports for construction investment projects;</li> <li>- Determination and verification of construction cost estimates;</li> <li>- Construction cost control;</li> <li>- Construction investment cost management;</li> <li>- Determination of investment capital indicators, construction norms, construction costs, and construction price indices;</li> <li>- Consultancy for design appraisal and construction cost estimates following the basic design stage;</li> <li>- Supervision of fire prevention and firefighting systems.</li> </ul> <p>b. Business management consultancy and other management consultancy activities:</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Organization of architectural design competitions and selection processes;</li> </ul>		

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
		<ul style="list-style-type: none"> <li>- Consultancy services for quality management systems in compliance with the standard ISO 9001;</li> <li>- Social survey and assessment services relating to urban development and construction projects.</li> <li>c. Technical inspection and analysis: Details: <ul style="list-style-type: none"> <li>- Quality testing and inspection for construction projects; testing soil, rock, water, foundations, piles of all types, building foundations, and construction materials;</li> <li>- Construction survey; geodetic surveying, mapping, and topographic surveying; measurement of settlement, inclination, displacement, and structural positioning;</li> <li>- Inspection and certification of quality conformity of construction project;</li> <li>- Environmental impact assessment.</li> </ul> </li> <li>d. Other specialized construction activities: Details: Foundation treatment for construction projects; Interior and exterior finish and decoration.</li> <li>e. Water collection, treatment and supply activities: Details: Groundwater exploitation.</li> <li>f. Real estate business and trading of land use rights owned, used, or leased: Details: Investment in and operation of office leasing services; trading in real estate, urban technical infrastructure, industrial parks and environmental sanitation.</li> <li>g. Other civil engineering works: Details: Construction and installation of civil engineering works.</li> <li>h. Intermediate-level vocational training: Details: Training and human resource development in the field of construction consultancy; issuance of training certificate in</li> </ul>		

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
		<p>construction consultancy disciplines.</p> <p>i. Installation of water supply and drainage systems, heating systems and air-conditioning systems: Details: Construction and installation of water supply and drainage pipeline systems.</p> <p>j. Scientific research and technological development: Details: Scientific research and technology development in the field of planning, architecture and construction.</p> <p>k. Other business activities as permitted by the applicable law.</p> <p>l. The Corporation may engage in additional business lines as permitted by the applicable law.</p>		
	<b>IV. CHARTER CAPITAL, SHARES</b>	<b>IV. CHARTER CAPITAL, SHARES</b>		
	<b>Article 10.Shareholder register</b>	<b>Article 10.Shareholder register</b>		
	2. The shareholder register shall contain the following principal particulars:	2. The shareholder register shall contain the following principal particulars:		
		f. List of beneficial owners of the Corporation (if any), including: full name, date of birth, nationality, ethnicity, gender, contact address, ownership ratio or controlling interest and details of the legal identification paper of each beneficial owner	Point c clause Clause 11 Article 1 of the law 76/2025 amending, supplementing Article 25 of the law on enterprises 59/2020	Supplement
		5. The Corporation shall collect, update and maintain information relating to its beneficial owners and shall provide such information to competent state authorities for the purpose of identifying the beneficial owners of the Corporation upon request.	Clause 2 Article 1 of the law 76/2025 (supplementing Clause 5a Article 8 of the law on enterprises 59/2020).	Supplement
	<b>VI. SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS</b>	<b>VI. SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS</b>		

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	<b>Article 18.Shareholder’s rights</b>	<b>Article 18.Shareholder’s rights</b>		
	3. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of ordinary shares shall have the following rights:	3. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of ordinary shares shall have the following rights:		
	b. The request to convene a General Meeting of Shareholders must be made in writing and shall include: full name, contact address, nationality and legal identification paper number of individual shareholders; name, company number or legal document number and head office address of organizational shareholders; number of shares held by and registration date of each shareholder; total number of shares held by the group of shareholders and their ownership percentage in the Corporation; and the grounds and reasons of the request. Such request must be accompanied by relevant documents and evidence of alleged violations of the Board of Directors, the extent of such violations, or decisions issued beyond authority.	b. The request to convene a General Meeting of Shareholders must be made in writing and shall include: full name, contact address, nationality and legal identification paper number of individual shareholders; name, company number or legal document number and head office address of organizational shareholders; number of shares held by and registration date of each shareholder; total number of shares held by the group of shareholders and their ownership percentage in the Corporation; and the grounds and reasons of the request. Such request must be accompanied by relevant documents and evidence of alleged violations of the Board of Directors, the extent of such violations, or decisions issued beyond authority. Shareholders or group of shareholders shall be fully responsible to the law for accuracy, truthfulness and legality of all documents and evidence submitted to the competent authorities when they request to convene a General Meeting of Shareholders	Clause 18 Article 1 of the law 76/2025 amending, supplementing clause 4 Article 115 of the law on enterprises 59/2020	Supplement
	<b>Article 19.Shareholder’s obligations</b>	<b>Article 19.Shareholder’s obligations</b>		
		8. Shareholders are obligated to provide timely and accurate information to the Corporation to fulfill its obligation to collect, update and report information on beneficial owners as prescribed by the law.		Supplement
	<b>Article 24.Convening, agenda and notice of the General Meeting of Shareholders</b>	<b>Article 24.Convening, agenda and notice of the General Meeting of Shareholders</b>		
	2. The person convening the General Meeting of Shareholders shall perform the following duties	2. The person convening the General Meeting of Shareholders shall perform the following duties:		
	a. To prepare the list of shareholders entitled to attend the	a. To prepare the list of shareholders entitled to attend the	Clause 21 Article 1 of	Amending

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	General Meeting of Shareholders based on the shareholder register of the Corporation. The list of eligible shareholders shall be prepared no later than ten (10) days before sending the invitation. The Corporation shall disclose information on the list of eligible shareholders at least twenty (20) days before the final registration date	General Meeting of Shareholders based on the shareholder register and securities ownership register of the Corporation. The list of eligible shareholders shall be prepared no later than ten (10) days before sending the invitation. The Corporation shall disclose information on the list of eligible shareholders at least twenty (20) days before the final registration date.	the law 76/2025 amending clause 1 Article 141 of the law on enterprises 59/2020	
	<b>Article 33. Composition and term of office of BOD members</b> 3. The composition of the Board of Directors of the Corporation must ensure that at least one (1/3) third of total number of BOD members are non-executive members.	<b>Article 33. Composition and term of office of BOD members</b> 3. 3. The composition of the Board of Directors of the Corporation must ensure that at least one (01) BOM member is a non-executive member.	Clause 79 Article 1 of the Decree 245/2025 amending provisions of clause 2 Article 276 of the Decree 155/2020;	Amendment of Clause 3 and supplementing Clause 4
	<b>Article 34. Rights and obligations of the Board of Directors</b>	<b>Article 34. Rights and obligations of the Board of Directors</b>		
	i. Electing, dismissing and removing the Chairman of Board of Directors; appointing, dismissing, entering into employment contracts with, terminating employment contracts of General Director and other important managers; deciding on their salary, remuneration, bonuses and other benefits; appointing authorized representatives to join in the Board of Members or General Meeting of Shareholders of other companies, deciding on their remuneration and other benefits;	i. Elect, remove and dismiss the Chairman of the Board of Directors; appoint, remove, enter into and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, heads of committees and subcommittees under the Board of Directors, the Person in Charge of Corporate Governance and the Company Secretary; approve the appointment and removal of heads of functional departments (or persons in charge thereof) of the Corporation; determine the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council, Board of Directors or General Meeting of Shareholders of other companies.	In line with business management practices.	Amendment
		r. Paying dividends to shareholders as prescribed by the law after the Annual General Meeting of Shareholders approves	Point b clause 81 Article 1 of the Decree 245/2025 supplementing clause 10 article 278 of the Decree 155/2020	Supplement



No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	3. The Board of Directors shall report to the General Meeting of Shareholders on its performance results in accordance with Article 280 of the Government's Decree No. 155/2020/NĐ-CP dated 31/12/2020 detailing a number of articles of the Law on Securities.	3. The Board of Directors shall report to the General Meeting of Shareholders on performance results in accordance with the Law on Enterprises and the Law on Securities.	The specific provisions of the decree are not cited so that if the decree is changed, the regulations will not need to be amended	Amendment
		6. Organizing training programs and workshops on corporate governance and necessary skills for BOD members, the General Director, the person in charge of corporate governance and other managers of the Corporation elected by the General Meeting of Shareholders or appointed by the Board of Directors	Article a clause 81 article 1 of the Decree 245/2025 supplementing clause 8 article 278 of the Decree 155/2020	Supplement
	<b>Article 36. Qualifications and Conditions for BOD members</b> c. The BOM member of the Corporation cannot concurrently serve as a BOM member of any other company.	<b>Article 36. Qualifications and Conditions for BOD members</b> c. The BOM member of the Corporation may concurrently serve as a BOM member or Board of Members of no more than five (05) other companies.	Clause 78 article 1 of the Decree 245/2025 amending, supplementing clause 3 article 275 of the Decree 155/2020	Amendment
	<b>Article 38. Chairman of Board of Directors</b>			
	3. In the absence of the Chairman of Board of Directors or where the Chairman is unable to perform his or her duties, the Chairman shall authorize another BOM member in writing to exercise the rights and perform the obligations of the Chairman in accordance with the provisions of this Charter. If the authorized person is not available, or where the Chairman of Board of Directors dies, is declared missing, is detained, is serving a prison sentence, is subject to an administrative measure at a compulsory drug rehabilitation establishment or compulsory education institution, absconds from his or her place of residence, has limited legal capacity or has lost legal capacity, experiences difficulties in cognition or behavioural control, or is prohibited by a Court from holding a position,	3. In the absence of the Chairman of Board of Directors or where the Chairman is unable to perform his or her duties, the Chairman shall authorize another BOM member in writing to exercise the rights and perform the obligations of the Chairman in accordance with the provisions of this Charter. If the authorized person is not available, or where the Chairman of Board of Directors dies, is declared missing, is detained, is serving a prison sentence, is subject to an administrative measure at a compulsory drug rehabilitation establishment or compulsory education institution, absconds from his or her place of residence, has limited legal capacity or has lost legal capacity, experiences difficulties in cognition or behavioural control, or is prohibited by a Court from holding a position,	Clause 4 Article 156 of the law on enterprises 2020	Amendment

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	practising a profession, or performing a specific job, the remaining BOD members shall elect one of them to act as Chairman of Board of Directors by majority vote.	practising a profession, or performing a specific job, the remaining BOD members shall elect one of them to act as Chairman of Board of Directors by majority vote until the Board of Directors makes a new decision.		
	<b>VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	<b>VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES</b>		
	<b>Article 42.Organization of the management structure</b> The Corporation's management structure shall ensure accountability to the Board of Directors and shall be subject to supervision and direction of the Board of Directors in the conduct of the Corporation's day-to-day business operations. The Corporation shall have a General Director, Deputy General Directors and a Chief Accountant and a Corporate Manager appointed by the Board of Directors. Appointment, dismissal and removal of the foregoing positions shall be subject to approval by resolution of the Board of Directors	<b>Article 42.Organization of the management structure</b> The Corporation's management structure shall ensure accountability to the Board of Directors and shall be subject to supervision and direction of the Board of Directors in the conduct of the Corporation's day-to-day business operations. The Corporation shall have a General Director, Deputy General Directors and a Chief Accountant. Appointment, dismissal and removal of the foregoing positions shall be subject to approval by resolution of the Board of Directors.	The manager is specifically defined in point q, Article 1 of this Charter.	Amendment
	<b>Article 43.Executives of the Corporation</b> 3. Remuneration of the Executives shall be recorded as operating expenses of the Corporation in accordance with the law on corporate income tax, which shall be separately disclosed in the Corporation's annual financial statements and shall be reported to the General Meeting of Shareholders at its annual meeting.	<b>Article 43.Executives of the Corporation</b> 3. Remuneration of the Executives shall be recorded as operating expenses of the Corporation in accordance with the law on corporate income tax, which shall be separately disclosed in the Corporation's annual financial statements and shall be reported to the General Meeting of Shareholders at its annual meeting. Salaries, remuneration and other benefits of Deputy General Directors and Chief Accountant shall be governed by the Corporation's labor and remuneration regulations.	Move clause 3 Article 45 into clause 3 Article 43 for proper arrangement	Amendment
	<b>Article 44.Appointment, Dismissal, Rights and Obligations of the General Director</b> 4. The General Director shall have the following rights and obligations:	<b>Article 44.Appointment, Dismissal, Rights and Obligations of the General Director</b> 4. The General Director shall have the following rights and obligations:		

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	d. Deciding on salaries, remuneration and other benefits for staff, employees and workers of the Corporation, including the managers appointed by the General Director;	d. Deciding on salaries, remuneration and other benefits for staff, employees and workers of the Corporation, including the managers appointed by the General Director, in compliance with applicable laws and the Corporation's labor and remuneration regulations.	In line with business management practices	Supplement
		i. Appointing, dismissing and removing Heads (or Managers) of functional departments of the Corporation upon approval by the Board of Directors; Deputy Heads of functional departments; Directors and Deputy Directors of units, branches and representative offices; equivalent positions and subordinate personnel (except for positions under the appointment and dismissal authority of the Board of Directors). The General Director shall also have the authority to decide on rewards and disciplinary measures applicable to the foregoing positions.	In line with business management practices	Supplement
	<b>Article 45. Deputy General Directors, Chief Accountant and Support system</b>	<b>Article 45. Deputy General Directors, Chief Accountant and Support system</b>		
	<p>1. The General Director shall be assisted by Deputy General Directors, the Chief Accountant and support system. The appointment, dismissal, commendation and disciplinary actions relating to the Deputy General Directors and the Chief Accountant shall be decided by the Board of Directors.</p> <p>a. Departments, divisions, representative offices, units and other positions may be established and appointed in accordance with applicable regulations to assist the Board of Directors and the General Director in managing and developing the Corporation's production and business activities. The functions and duties of the support system shall be determined for each department, division and unit as appropriate from time to time. Including Heads, Deputy Heads of departments under the Corporation.</p>	<p>1. The General Director shall be assisted by Deputy General Directors, the Chief Accountant and support system. The appointment, dismissal, commendation and disciplinary actions relating to the Deputy General Directors and the Chief Accountant shall be decided by the Board of Directors.</p> <p>2. Departments, divisions, representative offices, units and other positions may be established and appointed in accordance with applicable regulations to assist the Board of Directors and the General Director in managing and developing the Corporation's production and business activities. The functions and duties of the support system shall be determined for each department, division and unit as appropriate from time to time.</p>	In line with business management practices	Amendment

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	b. Directors, Deputy Directors of branches/representative offices and similar; 2. Salary, remuneration, and other benefits of the Deputy General Director, Chief Accountant, and staff, employees, and workers shall be stipulated in the Corporation's labor and salary regulations			
	<b>IX. BOARD OF SUPERVISORS</b>	<b>IX. BOARD OF SUPERVISORS</b>		
	<b>Article 49. Rights and Obligations of the Board of Supervisors</b>	<b>Article 49. Rights and Obligations of the Board of Supervisors</b>		
	8. Reporting at the General Meeting of Shareholders in accordance with the Government's Decree No. 155/2020/NĐ-CP dated 31/12/2020 detailing a number of articles of the Law on Securities	8. Reporting at the General Meeting of Shareholders in accordance with the Law on Enterprises and the Law on Securities.		Amendment
	<b>X. RESPONSIBILITIES OF BOD MEMBERS, CONTROLLER, GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	<b>X. RESPONSIBILITIES OF BOD MEMBERS, CONTROLLER, GENERAL DIRECTOR AND OTHER EXECUTIVES</b>		
	<b>Article 52. Duty of Honesty and Avoidance of Conflicts of Interest</b>	<b>Article 52. Duty of Honesty and Avoidance of Conflicts of Interest</b>		
	6. Transactions between the Corporation and one or more members of the Board of Directors, the BOARD OF SUPERVISORS members, the General Director, other executives, and individuals or organizations related to these entities <b>shall not be invalidated</b> in the following cases:			Explanation of "not be invalidated"
	b) For transactions with a value <b>exceeding 20%</b> , or transactions resulting in an aggregate transaction value arising within twelve (12) months from the date of the first transaction <b>equal to 10% and more</b> of the total asset value recorded in the most recent financial statements, the material terms and conditions of the transactions, as well as relationships and interests of BOD members, the BOARD OF SUPERVISORS members, the General Director and other executives, shall be	b) For transactions with a value equal to or exceeding thirty-five percent (35%), or transactions resulting in an aggregate transaction value arising within twelve (12) months from the date of the first transaction equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the material terms and conditions of the transactions, as well as relationships and interests of BOD members, the BOARD OF SUPERVISORS members,	Clause 84 Article 1 of the Decree 245/2025 amending, supplementing clause 4 article 293 of the Decree 155/2020	Amendment

No.	Description in the current Charter	Description in the new Charter	Reason	Remarks
	disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote of shareholders having no related interest in such transactions	the General Director and other executives, shall be disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote of shareholders having no related interest in such transactions.		
	<b>XIII. PROFIT DISTRIBUTION</b>	<b>XIII. PROFIT DISTRIBUTION</b>		
	<b>Article 61.Dividend payment</b>	<b>Article 61.Dividend payment</b>		
	1. Annual dividend payments for each class of shares shall comply with the Law on Enterprises and the rights attached to such class of shares. Dividends and payment method shall be decided by the General Meeting of Shareholders	1. Annual dividend payments for each class of shares shall comply with the Law on Enterprises and the rights attached to such class of shares. Dividends may be paid in cash, by shares of the Corporation, or by other assets as decided by the General Meeting of Shareholders.	Clause 1 Article 1 of the law 76/2025 (synchronize terminology at Clause 5 Article 4).	Amendment
	5. Dividends payable on ordinary shares shall be determined on the basis of realized net profits and shall be deducted from the Corporation's retained earnings. The Corporation may pay dividends to shareholders only after it has fulfilled all tax obligations and other financial obligations as prescribed by the law, allocated to all required funds of the Corporation (if any), and fully offset the accumulated losses in accordance with applicable laws and this Charter. Immediately after all declared dividends are paid, the Corporation must remain capable of fully discharging all due debts and other financial obligations	5. Dividends payable on ordinary shares shall be determined on the basis of realized after-tax profits and shall be deducted from the Corporation's retained earnings. The Corporation may pay dividends to shareholders only after it has fulfilled all tax obligations and other financial obligations as prescribed by the law, allocated to all required funds of the Corporation (if any), and fully offset the accumulated losses in accordance with applicable laws and this Charter. Immediately after all declared dividends are paid, the Corporation must remain capable of fully discharging all due debts and other financial obligations.	Point a, clause 1 Article 1 of the law 76/2025 amending, supplementing clause 5 article 4 of the law on enterprises 59/2020	Amendment
	<b>XXI. EFFECTIVENESS</b>	<b>XXI. EFFECTIVENESS</b>		
	<b>Article 73. Effective date</b>	<b>Article 73. Effective date</b>		
	1. This Charter was duly approved by the General Meeting of Shareholders of the Corporation and shall take effect from 15 October 2021, approving the full force and effect of this Charter.	1. 1. This Charter was duly approved by the General Meeting of Shareholders of the Corporation and shall take effect from [day] [month] 2026, approving the full force and effect of this Charter.		Amendment



**DRAFT**

**PROPOSAL**

Regarding the Approval of the Charter on Organization and Operation of the Corporation, the Regulations on the Operation of the Board of Directors, the Internal Governance Regulations, and the Regulations on the Operation of the Board of Supervisors of the Corporation

**To: Annual General Meeting of Shareholders 2026**

1. Pursuant to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

2. Pursuant to the Law on Securities No. 54/2019/QH14; Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities;

3. Pursuant to the Charter on Organization and Operation of Vietnam National Construction Consultants Corporation – Joint Stock Company, approved by the General Meeting of Shareholders on October 15, 2021;

4. Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government detailing a number of articles of the Law on Securities;

5. Pursuant to Circular No. 96/2020/TT-BTC guiding information disclosure on the securities market, as amended and supplemented by Circular No. 68/2024/TT-BTC, Circular No. 18/2025/TT-BTC, and Circular No. 08/2026/TT-BTC.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following regulations:

1. Approval of the Charter on Organization and Operation of the Corporation.
2. Approval of the Regulations on the Operation of the Board of Directors of the Corporation.
3. Approval of the Internal Governance Regulations of the Corporation.
4. Approval of the Regulations on the Operation of the Board of Supervisors of the Corporation.

Attached documents:

- *Draft Charter on Organization and Operation of the Corporation*
- *Draft Regulations on the Operation of the Board of Directors of the Corporation*
- *Draft Internal Governance Regulations of the Corporation*
- *Draft Regulations on the Operation of the Supervisory Board of the Corporation*

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

***Recipients:***

- As above;
- Archived: Administration Office;

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

**Than Hong Linh**



**DRAFT**

## **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**

*Pursuant to the Law on Enterprises dated November 26, 2019; and Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Enterprises;*

*Pursuant to the Law on Enterprises dated June 17, 2020; and Law No. 76/2025/QH15 amending a number of articles of the Law on Enterprises;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of provisions of the Law on Enterprises;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Enterprises;*

*Pursuant to the Charter of Vietnam National Construction Consultant Corporation – JSC;*

*Pursuant to the Shareholders' General Meeting Resolution No. dated June 29, 2026;*

*The Board of Directors issues the Regulations on the Operation of the Board of Directors of Vietnam National Construction Consultant Corporation – JSC. The Regulations on the Operation of the Board of Directors of Vietnam National Construction Consultant Corporation – JSC include the following contents:*

### **Chapter I GENERAL PROVISIONS**

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

1. Scope of adjustment: The Board of Directors' operating regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Law on Enterprises, the Corporation's Charter, and other relevant legal provisions.

2. Applied scope: This regulation applies to the Board of Directors and members.

### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the development of the Corporation.

2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have all the rights stipulated in the Law on Enterprises, relevant laws, and the Corporation's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Corporation and its subsidiaries.

2. Members of the Board of Directors have obligations as stipulated in the Corporation's Charter and the following obligations:

a) To perform their duties honestly and diligently for the best interests of shareholders and the Corporation;

b) Attend all meetings of the Board of Directors and provide input on the issues discussed;

c) To promptly and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the next meeting on transactions between the Corporation, its subsidiaries, and other companies in which the Corporation holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Corporation and companies in which a member of the Board of Directors is a founding member or a business manager during the three years preceding the transaction;

e) Disclose information when conducting share transactions of the Corporation in accordance with the law.

#### **Article 4. Rights to access the information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General

Director, Deputy General Director, and other managers within the Corporation to provide information and documents on the financial situation and business operations of the Corporation and units.

2. Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated in the Corporation's Charter.

#### **Article 5. Term and number of members of the Board of Directors**

1. The Board of Directors has 05 members.

2. The term for a member of the Board of Directors shall not exceed 05 years and they 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 02 consecutive terms.

3. If all members of the Board of Directors complete their terms simultaneously, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the duties.

4. The structure of the Corporation's Board of Directors must ensure that at least one member of the Board of Directors is a non-executive member.

#### **Article 6. Standards and conditions to be a member of the Board of Directors**

Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Law on Enterprises and the Corporation's Charter. Specifically:

1. Not subject to the provisions of Clause 2, Article 17 of Law on Enterprises;

2. Have professional qualifications and experience in business administration or in the business field, industry, or profession of the Corporation, and are not necessarily shareholders of the Corporation, unless otherwise stipulated in the Corporation's Charter;

3. Members of the General Corporation's Board of Directors may only simultaneously be members of the Board of Directors or Board of Members in a maximum of 5 other companies;

4. For state-owned enterprises as stipulated in point b, clause 1, Article 88 of the Law on Enterprises, and subsidiaries of state-owned enterprises as stipulated in clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors shall not be related to the General Director and other managers of the parent company; or to the managers or persons authorized to appoint managers of the parent company;

5. Other standards as prescribed by law and the Corporation's Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among members.

2. The Chairman of the Board of Directors of the Corporation shall not also hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Make the program and activity plan of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Preside over the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated in the Law on Enterprises and the Corporation's Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days of receiving the resignation or dismissal. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Corporation's Charter. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

5. If necessary, the Board of Directors shall appoint a company secretary. The company secretary shall have the following rights and obligations:

- a) Support in organizing and convening the General Meeting of Shareholders and the Board of Directors; recording 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 corporate governance principles;
- d) Support the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with

information provision obligations, information disclosure, and administrative procedures;

e) Other rights and obligations as stipulated in the Corporation's Charter.

#### **Article 8. Dismissal, removal, replacement, and appointment of members of the Board of Directors**

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

a) Not meet the qualifications and conditions stipulated in Article 155 of Law on Enterprises;

b) Submitted the resignation letter and accepted;

c) Other cases as stipulated in the Corporation's Charter.

2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

a) Not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases as stipulated in the Corporation's Charter.

3. If necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Corporation's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Law on Enterprises;

c) Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

#### **Article 9. Methods for electing, dismissing, and removing members of the Board of Directors**

1. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate or be nominated to the Board of Directors, and common shareholders have the right to form groups to nominate individuals to the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 50% are entitled

to nominate a maximum of three (03) candidates; from 50% to less than 70% are entitled to nominate a maximum of four (04) candidates; from 70% to less than 80% are entitled to nominate a maximum of five (05) candidates; from 80% to less than 90% are entitled to nominate a maximum of six (06) candidates; from 90% or more are entitled to nominate a maximum of seven (07) candidates.

a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Pursuant to the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors and other shareholders.

2. If the number of candidates for the Board of Directors nominated through candidacy and application is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the General Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors, as required by law.

3. The voting for members of the Board of Directors must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members as stipulated in Clause 1, Article 5 of these Regulations is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors, a re-election will be held among those candidates, or a selection will be made according to the election regulations or the Corporation's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the principle of voting.

**Article 10. Announcement on the election, dismissal, and removal of members of the Board of Directors**

1. When candidates for the Board of Directors have been identified, the Corporation must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Corporation if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors that must be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working period;
- d) Other management positions (including positions of the Board of Directors of other Corporations);
- e) Interests related to the Corporation and its related parties;
- f) Evaluation report on the candidate's contributions to the Corporation, in case the candidate is currently a member of the Corporation's Board of Directors;
- g) The Corporation shall be responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the Corporation held by the candidate for the Board of Directors (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations and guidelines on information disclosure.

## **Chapter III**

### **THE BOARD OF DIRECTORS**

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

1. The Board of Directors is the governing body of the Corporation, having full authority to act on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Corporation's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) To decide on the Corporation's strategic plan, medium-term development plans, and annual business plans;

b) To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c) To propose the types of shares and the total number of shares authorized for sale for each type;

d) To decide on the sale of unissued shares within the number of shares authorized for issuance for each class and to decide on other methods of raising additional capital;

e) To decide on the offering price of shares and bonds of the Corporation;

f) To decide on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Law on Enterprises;

g) To decide on investment plans and investment projects within the authority and limits prescribed by law;

h) To decide on solutions for market development, marketing, and technology;

i) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions having a value equal to or exceeding thirty-five percent (35%) of the total assets of the Corporation as recorded in its most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

j) To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of the General Director, Deputy General Directors, Chief Accountant, heads of committees and subcommittees of the Board of Directors, the Corporate Governance Officer, and the Company Secretary; approve the appointment and dismissal of heads of functional departments (or persons in charge thereof) of the Corporation; determine the salaries, remuneration, bonuses, and other benefits of such persons; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and determine the remuneration and other benefits of such representatives;

k) To supervise and direct the General Director and other managers in the day-to-day management and operation of the Corporation;

l) To decide on the organizational structure and internal management regulations of the Corporation; to decide on the establishment, merger, dissolution of subsidiaries, branches, representative offices, departments, and other units; and to decide on capital contributions to, or acquisition of shares in, other enterprises;

m) To approve the agenda and documents for meetings of the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders, or conduct written opinion polling for the adoption of resolutions by the General Meeting of Shareholders;



n) To submit the audited annual financial statements to the General Meeting of Shareholders;

o) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

p) To recommend dividend rates; and to decide on the timing and procedures for dividend payments or the handling of losses arising from business operations;

q) To issue the Operational Regulations of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; and to issue the Corporation's Information Disclosure Regulations;

r) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, other legal regulations, and the company's charter.

s) To arrange for dividend payments to shareholders in accordance with law after approval by the General Meeting of Shareholders;

t) To organize training programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers elected by the General Meeting of Shareholders or appointed by the Board of Directors,

3. The Board of Directors approves resolutions and decisions by voting at meetings, obtaining opinions in writing, or through other forms as stipulated in the company's charter. Each member of the Board of Directors has one vote.

4. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the Corporation's Charter, and causes damage to the Corporation, the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Corporation for the damage; members who opposed the resolution or decision shall be exempt from liability. In this case, the Corporation's shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.

#### **Article 12. The duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors approves contracts and transactions with a value less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statement, or a smaller percentage or value as stipulated in the Corporation's Charter, between the Corporation and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related parties of these subjects;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;
- Businesses related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Corporation signing the contract or transaction must notify the members of the Board of Directors and the members of the Board of Supervisors about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Corporation's Charter stipulates a different period; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

### **Article 13. The Board of Directors' responsibility in convening an extraordinary general meeting of shareholders**

1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Corporation;

b) The audited six-month or annual financial statements reflecting that equity has been reduced by half compared to the beginning of the period;

c) The remaining number of members of the Board of Directors and Board of Supervisors is less than the minimum number of members required by law;

d) According to the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with the signatures of all relevant shareholders, or the request must be made in multiple copies and include the signatures of all relevant shareholders;

e) The Board of Supervisors may request a meeting if it has reason to believe that members of the Board of Directors or other executives have seriously violated their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act outside the scope of its authority;

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

2. Convene an extraordinary general meeting of shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, and members of the Board of Supervisors is less than the minimum number of members prescribed by law, or upon receiving the request specified in points c and d of Clause 1 of this Article. The Board of Directors must convene a General Meeting of Shareholders

within 60 days from the date the number of Board members is reduced by more than one-third. If the Board of Directors fails to convene a General Meeting of Shareholders as required, the Chairman of the Board of Directors and the Board members must compensate the Corporation for any resulting damages.

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors must replace the Board of Directors in convening the General Meeting of Shareholders. If the Board of Supervisors fails to convene a General Meeting of Shareholders as required, the Board of Supervisors must compensate the Corporation for any resulting damages.

c) If the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 2 of this Article, then within the next 30 days, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises has the right to represent the Corporation in convening a General Meeting of Shareholders as prescribed.

d) The costs of convening and conducting the General Meeting of Shareholders will be reimbursed by the Corporation. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

a) Prepare a list of shareholders entitled to attend the General Meeting of Shareholders in the shareholder register and the securities holder register of the Corporation. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice inviting shareholders to the General Meeting of Shareholders. The Corporation must disclose information regarding the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Provide information and resolve complaints related to the shareholder list;

c) Prepare the agenda and content of the meeting;

d) Prepare documents for the meeting;

e) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;

f) Determine the time and location of the meeting;

g) Send meeting notices to each shareholder entitled to attend the meeting as stipulated in Law on Enterprises;

h) Other tasks related to the meeting.

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

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors and shall be at least three, 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 constitute a majority in the subcommittee, and one of these members shall be appointed as the Subcommittee Chairman by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members present and vote on them at the subcommittee meeting are present and approved.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the Corporation's Charter and the Internal Regulations on Corporate Governance.

### **Chapter IV**

#### **MEETING OF THE BOARD OF DIRECTORS**

#### **Article 15. Meeting of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by members with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a) Have proposal from the Board of Supervisors or an independent member of the Board of Directors;
- b) Have proposal from the General Director or at least 05 other managers;
- c) Have the recommendation of at least two members of the Board of Directors;
- d) Other cases as stipulated in the company's charter.

4. Proposals stipulated in Clause 3 of this Article must be in writing, clearly

stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Corporation; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. Notices of the Board of Directors meetings must be sent to Board members and Board of Supervisors members at least 7 days before the meeting. The meeting notice must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The meeting notice must be accompanied by the meeting materials and the members' voting ballots.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the address of each Board member registered with the Corporation.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

8. The Board of Directors meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote on their behalf as stipulated in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Submit ballots to the meeting via mail, fax, or email ;
- e) Submit ballots by other means as prescribed in the company's charter.

10. In the case of sending ballots to the meeting by mail, the ballots must be

enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

13. Members of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been concluded or is being considered for conclusion with the Corporation, and who is aware that they have an interest in it, shall disclose the nature and content of that interest at the first meeting of the Board of Directors that considers the conclusion of such a contract or transaction. In addition, this member may disclose this at the first meeting of the Board of Directors held after the member becomes aware that they have an interest or will have an interest in the transaction or contract in question.

14. The meeting of the Board of Directors may be held in the form of a deliberative session among the members of the Board of Directors when all or some of the members are in different locations, provided that each member participating in the meeting is able to attend:

a) Listen to each of the other Board members who are participating in the meeting;

b) If desired, that person may speak to all other attendees simultaneously.

Communication between members may take place directly by telephone or by other means of communication (including the use of such means at the time of adopting the Bylaws or later), or a combination of all these methods. A Board member participating in such a meeting is deemed to be “present” at that meeting. The meeting place, as stipulated in this regulation, is the place where the largest group of Board members gathers, or, if no such group exists, the place where the Chairman of the meeting is present.

Decisions made during a formally organized and conducted telephone meeting will take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

15. Resolutions adopted by written ballot are those approved by a majority vote of the Board of Directors. Such resolutions have the same effect and value as resolutions adopted by the Board members at a meeting convened and held in accordance with established practice.

## **Article 16. Minutes of the Board of Directors meeting**

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

- a) Name, registered office address, and business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending the meeting or authorized representative, and the manner of attendance; full names of members absent from the meeting and the reasons for absence;
- e) Issues discussed and voted on at the meeting;
- f) Summarize the statements of each meeting participant in chronological order of the meeting's proceedings;
- g) The voting results clearly indicate which members approved, disapproved, and abstained;
- h) Issues that have been approved and the corresponding percentage of votes in favor;
- i) The minutes of the Board of Directors meeting must be signed by all members of the Board of Directors who attended the meeting.

2. In the event that the Chairperson and the recorder refuse to sign the minutes of the meeting, such minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all contents prescribed in Points a, b, c, d, e, f, h and i of Clause 27 of this Article.

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

4. The minutes of the Board of Directors meeting and all documents used at the meeting shall be kept and archived at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

6. The Chairman of the Board of Directors shall be responsible for distributing the minutes of the Board of Directors meeting to the members. Such minutes shall be deemed conclusive evidence of the matters conducted at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of distribution.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of Annual Reports**

1. At the end of each fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

- a) Report on the Corporation's business performance;
- b) Financial statements;
- c) Report on the assessment of the Corporation's management and administration;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be submitted to the Board of Supervisors for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Corporation's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, together with the appraisal report of the Board of Supervisors and the audit report, must be kept at the Corporation's head office no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders, unless the Corporation's Charter stipulates a longer period. Shareholders who have continuously held shares in the Corporation for at least one (01) year shall have the right to personally, or jointly with a licensed lawyer, accountant, or auditor, directly inspect the reports specified in this Article.

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

1. The Corporation is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and operational efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform the duties of each Board member and the remuneration rate per day. The Board of Directors shall determine the remuneration for each member on the basis of unanimous agreement. The total remuneration and bonuses payable to the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. Expenses incurred for the activities of the Board of Directors (including remuneration and other expenses) shall be recorded as operating expenses and implemented in accordance with the plan approved annually by the General Meeting of Shareholders. Actual expenses shall be subject to settlement and reporting at each Annual General Meeting of Shareholders.

4. A member of the Board of Directors holding an executive position, serving



on committees of the Board of Directors, or performing duties beyond the normal scope of responsibilities of a Board member may be paid additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, percentage of profits, or other forms as determined by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, meal expenses, and other reasonable expenses actually incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the Board of Directors, its committees, or the General Meeting of Shareholders;

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Corporation, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter by members of the Board of Directors.

7. In performing its functions, rights, and obligations, the Board of Directors shall comply with the law, the Corporation's Charter, and resolutions of the General Meeting of Shareholders. Where a resolution adopted by the Board of Directors is contrary to the law or the Corporation's Charter and causes damage to the Corporation, those members voting in favor of such resolution shall be jointly and severally liable for the resolution and shall compensate the Corporation for any resulting losses. Members who voted against the adoption of such resolution shall be exempt from liability. In such cases, shareholders holding shares in the Corporation shall have the right to petition the Court to suspend the implementation of or invalidate such resolution.

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

Unless the Corporation's Charter provides for stricter requirements, the disclosure of interests and related persons of the Corporation shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors of the Corporation must disclose to the Corporation their related interests, including:

a) The name, enterprise registration number, head office address, and business lines of any enterprise in which they own contributed capital or shares; the ownership ratio and the date on which such ownership was acquired;

b) The name, enterprise registration number, head office address, and business lines of any enterprise in which their related persons jointly own or separately own contributed capital or shares representing more than ten percent (10%) of the charter capital.

2. The disclosure specified in Clause 1 of this Article must be made within seven (7) working days from the date the related interest arises. Any amendment or supplementation thereto must be notified to the Corporation within seven (7) working days from the date of such amendment or supplementation.

3. Any member of the Board of Directors who, in his or her own name or on

behalf of another person, conducts any activity in any form within the scope of the Corporation's business activities must disclose the nature and contents of such activity to the Board of Directors and may only proceed with the activity upon approval by a majority of the remaining members of the Board of Directors. If such activity is carried out without disclosure or without the approval of the Board of Directors, all income derived from such activity shall belong to the Corporation.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship among Members of the Board of Directors**

1. The relationship among members of the Board of Directors shall be one of coordination. Members of the Board of Directors are responsible for keeping one another informed of matters related to the performance of their assigned duties.

2. In the course of performing assigned duties, the Board member primarily responsible for a matter shall proactively coordinate with other Board members where the matter relates to areas under their responsibility. In the event of differing opinions among Board members, the member primarily responsible shall report the matter to the Chairman of the Board of Directors for consideration and decision within his or her authority, or for the organization of a meeting or solicitation of opinions from Board members in accordance with applicable laws, the Company's Charter, and these Regulations.

3. In the event of a reassignment of responsibilities among members of the Board of Directors, the relevant members shall hand over all work, files, and related documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

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

In its governance role, the Board of Directors shall issue resolutions for implementation by the General Director and the executive management apparatus. The Board of Directors shall also inspect and supervise the implementation of such resolutions.

#### **Article 22. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors shall be one of coordination. The working relationship between the Board of Directors and the Board of Supervisors shall be based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their respective duties.

2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing such documents and directing the relevant departments to formulate and implement timely

corrective action plans.

## **Chapter VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 23. Effectiveness**

1. These Regulations on the Organization and Operation of the Board of Directors of the Corporation consist of seven (7) Chapters and twenty-three (23) Articles and shall take effect from \_\_\_\_\_, 2026 upon approval by the General Meeting of Shareholders.

2. The Board of Directors, the General Director, and all relevant units and individuals shall be responsible for organizing, implementing, and ensuring compliance with these Regulations.

**ON BEHALF OF Board of Directors**  
**CHAIRMAN**

**Than Hong Linh**

## SUMMARY OF KEY AMENDMENTS TO THE REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS OF THE CORPORATION

Existing Regulations	Revised Regulations	Reason	Remarks
23 Articles	Retains 23 Articles; amendments made to 4 Articles: Article 5 Clause 4; Article 6 Clause 3; Article 11 Clause 2 (Points j, s, t); Article 13 Clause 3 Point a	Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of certain provisions of the Law on Securities	To ensure compliance with regulations and align with corporate governance practices
<b>Article 5. Term of Office and Number of Members of the Board of Directors</b>	<b>Article 5. Term of Office and Number of Members of the Board of Directors</b>		
Clause 4: The structure of the Board of Directors of the Corporation must ensure that at least one-third (1/3) of the total number of Board members are non-executive members.	Clause 4: The structure of the Board of Directors of the Corporation must ensure that at least one member of the Board of Directors is a non-executive member.	Pursuant to Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP amending Clause 2, Article 276 of Decree No. 155/2020/NĐ-CP.	Amendment
<b>Article 6. Qualifications and Conditions for Members of the Board of Directors</b>	<b>Article 6. Qualifications and Conditions for Members of the Board of Directors</b>		
Clause 3: A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors of another company.	Clause 3: A member of the Board of Directors of the Corporation may concurrently serve as a member of the <b>Board of Directors or Members' Council of no more than five (05) other companies.</b>	Pursuant to Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP amending Clause 3, Article 275 of Decree No. 155/2020/NĐ-CP.	Amendment
<b>Article 11. Rights and Obligations of the Board of Directors</b>	<b>Điều 11. Quyền và nghĩa vụ của Hội đồng quản trị</b>		
j) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, enter into or terminate contracts with the General Director and	j) To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of	Revised in accordance with the Charter and Internal Corporate Governance Regulations.	

other key managers; determine the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and determine their remuneration and other benefits.	the General Director, <b>Deputy General Directors, Chief Accountant, heads of committees and subcommittees of the Board of Directors, the Corporate Governance Officer, and the Company Secretary</b> ; approve the appointment and dismissal of heads of functional departments (or persons in charge thereof) of the Corporation; determine the salaries, remuneration, bonuses, and other benefits of such persons; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and determine the remuneration and other benefits of such representatives;		
	<b>s. Implement dividend payments to shareholders in accordance with applicable laws after approval by the General Meeting of Shareholders.</b>	Pursuant to Point b, Clause 81, Article 1 of Decree No. 245/2025/NĐ-CP amending Clause 10, Article 278 of Decree No. 155/2020/NĐ-CP.	Added
	<b>t. Organize training programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers elected by the General Meeting of Shareholders or appointed by the Board of Directors.</b>	Pursuant to Point a, Clause 81, Article 1 of Decree No. 245/2025/NĐ-CP supplementing Clause 8, Article 278 of Decree No. 155/2020/NĐ-CP.	Added
<b>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary</b>	<b>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</b>		

General Meetings of Shareholders			
<p>a) Prepare the list of shareholders entitled to attend the General Meeting of Shareholders based on the Corporation's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the meeting invitation. The Corporation must disclose information regarding the preparation of such list at least twenty (20) days before the record date.</p>	<p>a) Prepare the list of shareholders entitled to attend the General Meeting of Shareholders based on the Corporation's <b>shareholder register and securities holders register</b>. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the meeting invitation. The Corporation must disclose information regarding the preparation of such list at least twenty (20) days before the record date.</p>	<p>Pursuant to Clause 1, Article 21 of Law No. 76/2025/QH15 amending and supplementing Clause 1, Article 141 of the Law on Enterprises.</p>	<p>Amendment</p>

**DRAFT 1**

**CORPORATE GOVERNANCE REGULATIONS**

*(Issued together with Resolution No. \_\_\_\_/NQ-GMS dated \_\_\_\_ June 2026 of the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC)*

**Chapter I**

**GENERAL PROVISIONS**

**Article 1. Scope of Regulation**

This Regulation prescribes the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, members of the Board of Supervisors, and the General Director; and other matters as provided in the Corporation's Charter and applicable laws.

**Article 2. Applicable Subjects**

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

**Chapter II**

**GENERAL MEETING OF SHAREHOLDERS**

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

**1. Role of the General Meeting of Shareholders:**

The General Meeting of Shareholders is the highest decision-making authority of the Corporation and has the power to decide on matters within its duties and powers as prescribed by law and the Corporation's Charter.

**2. Rights and Obligations of the General Meeting of Shareholders:**

- a) To approve the development strategy of the Corporation;

b) To decide on the classes of shares and the total number of shares of each class authorized for offering; and to determine the annual dividend rate for each class of shares;

c) To elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;

d) To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Corporation as recorded in the most recent financial statements;

đ) To decide on amendments and supplements to the Corporation's Charter;

e) To approve the annual financial statements;

g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;

h) To consider and deal with violations committed by members of the Board of Directors or the Board of Supervisors that cause damage to the Corporation and its shareholders;

i) To decide on the reorganization or dissolution of the Corporation;

k) To determine the budget or the aggregate remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

l) To approve the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors and the Board of Supervisors;

m) To approve the list of accepted audit firms; to appoint an accepted audit firm to audit the Corporation's operations and to dismiss an accepted auditor when deemed necessary;

n) To exercise other rights and perform other obligations as prescribed by law.

3. Matters to be Discussed and Approved by the General Meeting of Shareholders:

a) The Corporation's annual business plan;

b) The audited annual financial statements;

c) Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and each individual Board member;

d) Appraisal reports of the Board of Supervisors;

đ) Self-assessment reports on the performance of the Board of Supervisors and each Board of Supervisors member;

e) The dividend rate applicable to each share of each class;

g) The number of members of the Board of Directors and the Board of Supervisors;



- h) The election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors;
- i) The budget or aggregate remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approval of the list of accepted audit firms and appointment of an accepted audit firm to audit the Corporation's operations when deemed necessary;
- l) Amendments and supplements to the Corporation's Charter;
- m) The classes and number of newly issued shares of each class;
- n) The division, separation, consolidation, merger, or conversion of the Corporation;
- o) The reorganization and dissolution of the Corporation and the appointment of liquidators;
- p) Investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Corporation as recorded in its most recent financial statements.
- q) The repurchase of more than ten percent (10%) of the total issued shares of each class;
- r) Approval of contracts and transactions entered into by the Corporation with persons specified in Clause 1 of Article 167 of the Law on Enterprises, where the transaction value is equal to or exceeds thirty-five percent (35%) of the total assets of the Corporation as recorded in its most recent financial statements;
- s) Approval of transactions in accordance with the Law on Enterprises and the Law on Securities
- t) Approval of the Internal Corporate Governance Regulations, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
- u) Other matters as prescribed by law and the Corporation's Charter.

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

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and determine an appropriate venue for the meeting.

The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the cases specified in Clauses 1 and 2 of Article 140 of the Law on Enterprises.

The Board of Supervisors shall convene a General Meeting of Shareholders in accordance with Clause 3 of Article 140 of the Law on Enterprises.

Shareholders or groups of shareholders specified in Clause 2 of Article 115 of the Law on Enterprises may convene a General Meeting of Shareholders in accordance with Clause 4 of Article 140 of the Law on Enterprises.

## **Article 5. Circumstances Requiring the Board of Directors to Convene an Extraordinary General Meeting of Shareholders**

1. When the Board of Directors considers it necessary for the interests of the Corporation;

2. When the six-month financial statements or audited annual financial statements show that the Corporation's equity has decreased by one-half (1/2) or more compared to the beginning of the period;

3. When the number of remaining members of the Board of Directors or the Board of Supervisors falls below the minimum number required by law;

4. Upon request by a shareholder or group of shareholders specified in Clause 3 of Article 18 of the Corporation's Charter through a written petition. Such petition must clearly state the reasons for and purposes of the meeting and bear the signatures of the relevant shareholders. The petition may consist of multiple documents collectively containing the required signatures of the relevant shareholders;

5. Upon request of the Board of Supervisors if it has reasonable grounds to believe that members of the Board of Directors or other managers have seriously breached their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;

6. Where a member of the Board of Directors, the General Director, or another manager:

a. Fails to perform the rights and obligations assigned to him or her in accordance with the law, the Company's Charter, or resolutions of the General Meeting of Shareholders;

b. Fails to perform assigned rights and obligations honestly, prudently, and in the best interests of the Corporation;

c. Fails to remain loyal to the interests of the Corporation and its shareholders; uses information, know-how, business opportunities, position, authority, or assets of the Corporation for personal gain or for the benefit of other organizations or individuals;

d. Fails to provide timely, complete, and accurate disclosure to the Corporation regarding enterprises in which he or she or related persons hold controlling ownership interests or controlling shares; such disclosure must be publicly posted at the Corporation's head office and branches;

e. Violates the provisions of Article 52 of the Corporation's Charter.

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

## **Article 6. Procedures for Convening an Extraordinary General Meeting of Shareholders:**

1. The Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the minimum number required by law, or from the date of receipt of a request specified in Clauses 4 and 5 of Article 5 of these Article.

2. The Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of Board members is reduced by more than one-third (1/3).

3. If the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairman of the Board of Directors and the members of the Board of Directors shall be liable for any losses incurred by the Corporation as a result.

4. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Clause 1 of this Article, the Board of Supervisors shall, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders.

5. If the Board of Supervisors fails to convene the General Meeting of Shareholders as required, it shall be liable for any losses incurred by the Corporation as a result.

6. If the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Clause 4 of this Article, then within the following thirty (30) days, the shareholder or group of shareholders specified in Clause 3 of Article 18 of the Corporation's Charter shall have the right to represent the Corporation in convening the General Meeting of Shareholders in accordance with applicable regulations.

7. All expenses incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Corporation. Such expenses shall not include costs incurred by shareholders in attending the meeting, including accommodation, meal, and travel expenses.

## **Article 7. Duties of the Convener of the General Meeting of Shareholders**

1. To prepare the list of shareholders entitled to attend the General Meeting of Shareholders based on the Corporation's shareholder register and securities holder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date on which the notice of meeting is sent. The Corporation must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

2. To prepare the agenda and contents of the meeting;

3. To prepare documents for the meeting;

3. To prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items of the meeting;
4. To prepare a draft list and detailed information of candidates in cases where members of the Board of Directors or members of the Board of Supervisors are to be elected;
5. To determine the time and venue of the meeting;
6. To send notices of invitation to all shareholders entitled to attend the meeting in accordance with the Law on Enterprises and the Corporation's Charter;
7. To perform other tasks necessary for the organization of the meeting.

#### **Article 8. Notice of Preparation of the List of Shareholders Entitled to Attend the General Meeting of Shareholders**

The Corporation must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

#### **Article 9. Notice of Convocation of the General Meeting of Shareholders**

1. Notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' registered contact addresses, and shall simultaneously be published on the Corporation's website and disclosed to the State Securities Commission and the Stock Exchange on which the Corporation's shares are listed or registered for trading.

2. The convener of the General Meeting of Shareholders must send the notice of meeting to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent, postage prepaid, or deposited in the mail).

3. The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Corporation's website.

4. If the meeting documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly specify the link to all meeting documents so that shareholders may access them, including:

- a) The meeting agenda, documents to be used at the meeting, and draft resolutions for each agenda item;
- b) The list and detailed information of candidates in cases involving the election of members of the Board of Directors or Supervisors;
- c) Voting ballots;

#### **Article 10. Agenda and Contents of the General Meeting of Shareholders**

1. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session.

2. The agenda must clearly and specifically allocate time for each matter included in the meeting agenda.

3. Shareholders or groups of shareholders referred to in Clause 3 of Article 18 of the Corporation's Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Corporation at least three (3) working days before the opening date of the General Meeting of Shareholders. The proposal must include the name of the shareholder, the number and class of shares held, and the content proposed for inclusion in the agenda.

4. The convener of the General Meeting of Shareholders has the right to reject a proposal in the following circumstances:

a) The proposal is not submitted in accordance with the requirements on timing and content set out in Clause 3 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 3 of Article 18 of the Corporation's Charter;

c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

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

đ) The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 3 of this Article in the proposed agenda and meeting contents, except in the cases specified in Clause 4 of this Article. Such proposal shall be officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

5. Only the General Meeting of Shareholders has the authority to decide on amendments to the agenda that has been sent together with the notice convening the General Meeting of Shareholders.

## **Article 11. Authorization to Attend the General Meeting of Shareholders**

1. A shareholder or the authorized representative of an organizational shareholder may attend the meeting in person, authorize one or more individuals or organizations to attend on his/her/its behalf, or participate through one of the methods specified in Clause 3 of Article 144 of the Law on Enterprises, including:

a) Attending and voting directly at the meeting;

b) Authorizing another individual or organization to attend and vote at the meeting;

c) Attending and voting through an online conference, electronic voting system, or other electronic means;

d) Sending voting ballots to the meeting by mail, fax, or email;

2. The authorization of an individual or organization to attend the General Meeting of Shareholders must be made in writing in accordance with the Civil Code and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares represented, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing and authorized parties.

3. The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the case of re-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the organizational shareholder (unless such document has already been registered with the Corporation).

4. Voting ballots cast by an authorized representative within the scope of authorization shall remain valid even if one of the following events occurs:

a) The authorizing person dies, has limited legal capacity, or loses legal capacity;

b) The authorizing person revokes the appointment of the authorized representative;

c) The authorizing person revokes the authority granted to the authorized representative.

d) This provision shall not apply if the Corporation receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting is held.

## **Article 12. Registration for Attendance at the General Meeting of Shareholders**

1. Before the opening of the General Meeting of Shareholders, the Corporation must conduct shareholder registration procedures and continue such registration until all shareholders entitled to attend the meeting have completed registration.

2. During the registration process, the Corporation shall issue to each voting shareholder or authorized representative a voting card indicating the registration number, the name of the shareholder, the name of the authorized representative (if any), and the number of votes attached to such shareholder's shares.

3. A shareholder or authorized representative arriving after the meeting has commenced may still register and shall have the right to participate in voting immediately after registration. In such case, the validity of matters voted on prior to his or her registration shall remain unaffected;

### **Article 13. Conditions for Holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall proceed when shareholders attending the meeting represent more than fifty percent (50%) of the total voting rights.

2. If the required quorum is not present within thirty (30) minutes from the scheduled opening time of the General Meeting of Shareholders, the meeting must be reconvened within thirty (30) days from the date originally scheduled for the first meeting. The reconvened General Meeting of Shareholders may proceed only if the attending shareholders and their authorized representatives represent at least thirty-three percent (33%) of the voting shares.

3. If the second meeting cannot be held in accordance with Clause 2 of this Article, a third General Meeting of Shareholders may be convened within twenty (20) days from the date scheduled for the second meeting. In such case, the meeting shall proceed regardless of the total number of voting shares represented by the attending shareholders

### **Article 14. Methods of Adopting Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt matters within its authority either by voting at a meeting or by obtaining written opinions.

2. Resolutions of the General Meeting of Shareholders concerning the following matters must be adopted by voting at a meeting of the General Meeting of Shareholders:

- a) Amendments and supplements to the Corporation's Charter;
- b) The development orientation and strategic direction of the Corporation;
- c) Classes of shares and the total number of shares of each class;
- d) Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
- đ) Decisions on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Corporation as recorded in its most recent financial statements;
- e) Approval of the annual financial statements;
- g) Reorganization or dissolution of the Corporation.

### **Article 15. Voting, Vote Counting, and Announcement of Voting Results**

1. In the case of voting by voting cards:

a) The General Meeting of Shareholders shall discuss and vote separately on each matter included in the agenda.

b) Voting shall be conducted by indicating approval, disapproval, or abstention.

c) At the General Meeting of Shareholders, voting cards indicating approval of a resolution shall be collected first, followed by voting cards indicating disapproval. The total number of votes for and against shall then be counted to determine the outcome.

d) The voting results shall be announced by the Chairperson immediately before the closing of the meeting.

đ) The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting process upon the proposal of the Chairperson.

e) The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

2. In the case of election by ballot:

a) The Vote Counting Committee shall inspect the ballot box before voting begins.

b) Voting shall commence after ballot papers have been fully distributed and shall end when the last shareholder casts his or her ballot into the ballot box.

c) Vote counting shall be conducted immediately after voting closes

d) The vote-counting results shall be recorded in a vote-counting report signed by all members of the Vote Counting Committee

đ) After counting, all ballots shall be retained at the Corporation's head office in accordance with applicable law.

e) The Head of the Vote Counting Committee shall publicly announce to the General Meeting the vote-counting results and the elected members of the Board of Directors and the Board of Supervisors of the Corporation.

g) Any complaints relating to the election or vote-counting process shall be resolved by the Chairperson of the meeting and recorded in the minutes of the General Meeting.

h) The vote-counting results shall be recorded in the Resolution of the General Meeting of Shareholders.

## **Article 16. Conditions for Adoption of Resolutions**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

a) Classes of shares and the total number of shares of each class;



- b) Changes to business sectors, trades, and lines of business;
- c) Changes to the Corporation's management and organizational structure;
- d) Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Corporation as recorded in its most recent financial statements;
- đ) Reorganization or dissolution of the Corporation;
- e) Amendments and supplements to the Corporation's Charter.

2. Other resolutions shall be adopted if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clauses 1, 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by shareholders representing one hundred percent (100%) of the voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in compliance with the Law on Enterprises or the Corporation's Charter

## **Article 17. Objections to Resolutions of the General Meeting of Shareholders**

1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting report relating to the collection of shareholders' written opinions, a shareholder or group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the right to request a Court or Arbitration Tribunal to review and annul a resolution, or part of a resolution, of the General Meeting of Shareholders in the following cases:

- a) The procedures for convening the General Meeting of Shareholders were not carried out in accordance with the Law on Enterprises and the Corporation's Charter, except in the case specified in Article 11.4 of these Article;

- b) The procedures for adopting the resolution or the contents of the resolution violate the law or the Corporation's Charter;

2. Where a shareholder or group of shareholders requests a Court or Arbitration Tribunal to annul a resolution of the General Meeting of Shareholders in accordance with this Article, such resolution shall remain valid and enforceable until a decision annulling the resolution issued by the Court or Arbitration Tribunal becomes legally effective, except where interim emergency measures are applied by a competent authority.

3. Where a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a Court, the convener of the General Meeting of Shareholders may consider reconvening the meeting within thirty (30) days in accordance with the procedures prescribed by the Law on Enterprises and the Corporation's Charter.

## **Article 18. Minutes of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms.

2. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language.

3. The minutes must contain the following principal contents:

a) Name, head office address, and enterprise registration number of the Corporation;

b) Time and venue of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full names of the Chairperson and the Secretary of the meeting;

đ) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each agenda item;

e) Number of shareholders attending the meeting and the total voting rights represented by attending shareholders; an appendix containing the list of registered shareholders and shareholder representatives attending the meeting, together with the number of shares and corresponding voting rights held by each;

g) Total number of votes cast for each matter submitted for voting, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentages based on the total voting rights represented at the meeting.

h) Matters approved and the corresponding approval percentages;

i) Full names and signatures of the Chairperson and the Secretary.

4. If the Chairperson and the Secretary refuse to sign the minutes, the minutes shall nevertheless remain valid provided that they are signed by all other members of the Board of Directors attending the meeting and contain all information required under Clause 3 of this Article. The minutes must clearly state that the Chairperson and/or the Secretary refused to sign.

5. The minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting. The Chairperson and the Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

6. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

## **Article 19. Disclosure of Information Relating to the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders, minutes of the meeting, the appendix containing the list of shareholders registered to attend the meeting together with powers of attorney, all documents attached to the minutes (if any), and other documents enclosed with the notice of meeting must be disclosed in accordance with the laws governing information disclosure in the securities market and must be retained at the Corporation's head office.

## **Article 20. Adoption of Resolutions by Written Opinion Polling**

The Board of Directors shall have the right to obtain shareholders' opinions in writing for the purpose of adopting resolutions of the General Meeting of Shareholders at any time when deemed necessary for the interests of the Corporation, except in the cases specified in Clause 2 of Article 147 of the Law on Enterprises;

## **Article 21. Procedures for Adopting Resolutions by Written Opinion Polling**

1. The Board of Directors shall prepare opinion polling forms, draft resolutions of the General Meeting of Shareholders, explanatory documents relating to the draft resolutions, and send them to all shareholders entitled to vote no later than fifteen (15) days before the deadline for submission of written opinions (the submission date shall be determined based on the postmark date or the date the document is received by the Corporation, whichever occurs first). The preparation of the list of shareholders to whom opinion polling forms are sent shall comply with Article 7 of these Article. The requirements and methods for sending opinion polling forms and accompanying documents shall comply with Article 9 of these Article (except for the deadline for collecting opinions).

2. An opinion polling form must contain the following principal information:

a) Name, head office address, and enterprise registration number of the Corporation;

b) Purpose of the opinion polling;

c) Full name, contact address, nationality, and legal identification document number of an individual shareholder; name, enterprise registration number or legal document number of an organizational shareholder; or full name, contact address, nationality, and legal identification document number of the representative of an organizational shareholder; together with the number of shares of each class and the corresponding voting rights of the shareholder;

d) Matters submitted for approval or decision;

đ) Voting options, including approval, disapproval, and abstention for each matter submitted for opinion;

e) Deadline for returning the completed opinion polling form to the Corporation;

g) Full name and signature of the Chairman of the Board of Directors;

## **Article 22. Methods for Returning Completed Opinion Polling Forms to the Corporation**

1. A completed opinion polling form bearing the signature of an individual shareholder, or of the authorized representative or legal representative of an organizational shareholder, may be returned to the Corporation by post. In such case, the form must be enclosed in a sealed envelope, and no person may open the envelope before the vote counting process.

2. Completed opinion polling forms returned by fax or email must be kept confidential until the vote counting takes place.

3. Opinion polling forms returned after the deadline specified in the form, forms that have been opened prior to vote counting in the case of postal submission, or forms whose contents have been disclosed prior to vote counting in the case of fax or email submission, shall be deemed invalid.

4. Opinion polling forms that are not returned to the Corporation shall be deemed non-participating votes;

## **Article 23. Vote Counting and Preparation of the Vote-Counting Report for Written Opinion Polling**

1. The Board of Directors shall conduct the vote counting and prepare the vote-counting report under the supervision of the Board of Supervisors or of a shareholder who does not hold a managerial position in the Corporation.

2. The vote-counting report must contain the following principal contents:

a) Name, head office address, and enterprise registration number of the Corporation;

b) Purpose of the opinion polling and the matters submitted for approval by resolution;

c) Number of shareholders participating in the voting and the total number of voting rights represented, specifying the number of valid votes, invalid votes, and the method by which voting forms were submitted, together with an appendix listing the shareholders participating in the voting;

d) Total number of votes in favor, against, and abstentions for each matter;

đ) Matters approved and the corresponding approval percentages;

e) Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and the vote counters.

3. Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the

vote-counting report and shall be jointly liable for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote-counting results;

4. The vote-counting report and the Resolution shall be sent to shareholders within fifteen (15) days from the date the vote counting is completed.

5. Where the Corporation maintains a website, the obligation to send the vote-counting report may be fulfilled by posting it on the Corporation's website within twenty-four (24) hours after the completion of the vote counting.

6. Completed opinion polling forms, the vote-counting report, the full text of the adopted resolution, and all documents accompanying the opinion polling forms must be retained at the Corporation's head office;

7. Where a resolution is adopted by written opinion polling, the resolution of the General Meeting of Shareholders shall be deemed adopted if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### **Article 24. Procedures for Holding a General Meeting of Shareholders and Adopting Resolutions Through an Online Meeting**

Where the Corporation applies modern technology to organize a General Meeting of Shareholders through an online meeting, the Corporation shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with applicable laws and the Corporation's Charter

#### **Article 25. Procedures for Holding a General Meeting of Shareholders and Adopting Resolutions Through a Hybrid Meeting with In-Person and Online.**

Where the Corporation applies modern technology to organize a General Meeting of Shareholders through a hybrid format combining in-person and online participation, the Corporation shall ensure that shareholders are able to attend and vote by electronic voting, other electronic means, or in-person voting in accordance with applicable laws and the Corporation's Charter

### **Chapter III BOARD OF DIRECTORS**

#### **Article 26. Role of the Board of Directors**

The Board of Directors is the governing body of the Corporation and has full authority, on behalf of the Corporation, to decide upon and exercise the rights and perform the obligations of the Corporation, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

## **Article 27. Rights and Obligations of the Board of Directors**

1. The rights and obligations of the Board of Directors shall be prescribed by law, the Corporation's Charter, and resolutions of the General Meeting of Shareholders.

2. The Board of Directors shall have the following rights and obligations:

a) To decide on the Corporation's strategy, medium-term development plans, and annual business plans;

b) To propose the classes of shares and the total number of shares authorized for issuance for each class;

c) To decide on the sale of unissued shares within the number of shares authorized for issuance for each class and to decide on other methods of raising additional capital;

d) To determine the offering price of shares and bonds of the Corporation

đ) To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;

g) To decide on market development, marketing, and technology solutions;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions having a value equal to or exceeding thirty-five percent (35%) of the total assets of the Corporation as recorded in its most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders under Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of the General Director, Deputy General Directors, Chief Accountant, heads of committees and subcommittees of the Board of Directors, the Corporate Governance Officer, and the Company Secretary; approve the appointment and dismissal of heads of functional departments (or persons in charge thereof) of the Corporation; determine the salaries, remuneration, bonuses, and other benefits of such persons; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and determine the remuneration and other benefits of such representatives;

k) To supervise and direct the General Director and other managers in the day-to-day management and operation of the Corporation;

l) To decide on the organizational structure and internal management regulations of the Corporation; to decide on the establishment, merger, dissolution of subsidiaries, branches, representative offices, departments, and other units; and to decide on capital contributions to, or acquisition of shares in, other enterprises;

m) To approve the agenda and documents for meetings of the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders, or conduct written opinion polling for the adoption of resolutions by the General Meeting of Shareholders;

n) To submit the audited annual financial statements to the General Meeting of Shareholders;

o) To recommend dividend rates; and to decide on the timing and procedures for dividend payments or the handling of losses arising from business operations;

p) To propose the reorganization or dissolution of the Corporation and to petition for the Corporation's bankruptcy;

q) To issue the Operational Regulations of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; and to issue the Corporation's Information Disclosure Regulations;

r) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, and other applicable laws;

s) To arrange for dividend payments to shareholders in accordance with law after approval by the General Meeting of Shareholders;

t) To organize training programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers elected by the General Meeting of Shareholders or appointed by the Board of Directors.

3. In exercising its functions, rights, and obligations, the Board of Directors shall comply with applicable laws, the Corporation's Charter, and resolutions of the General Meeting of Shareholders.

4. Where a resolution adopted by the Board of Directors violates the law or the Corporation's Charter and causes damage to the Corporation, those members voting in favor of such resolution shall be jointly and severally liable for the resolution and shall compensate the Corporation for the damage suffered. Members voting against such resolution shall be exempt from liability. In such case, shareholders of the Corporation shall have the right to request a court to suspend the implementation of, or annul, such resolution.

## **Article 28. Rights and Responsibilities of Members of the Board of Directors**

1. Members of the Board of Directors shall enjoy all rights provided under the Law on Enterprises, the Law on Securities, other relevant laws, and the Corporation's Charter, including the right to be provided with information and documents concerning the financial condition and business operations of the Corporation and its affiliated units.

2. Members of the Board of Directors shall perform the obligations prescribed in the Corporation's Charter, including:

- a) Performing their duties honestly and prudently in the best interests of the shareholders and the Corporation;
- b) Attending all meetings of the Board of Directors and expressing opinions on matters submitted for discussion;
- c) Promptly and fully reporting to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;
- d) Reporting at the nearest meeting of the Board of Directors any transactions between the Corporation, its subsidiaries, or companies in which the Corporation holds more than fifty percent (50%) of the charter capital, and such Board member and his/her related persons; and any transactions between the Corporation and a company in which such Board member has been a founding member or enterprise manager during the three (3) years preceding the transaction;
- d) Complying with information disclosure obligations when conducting transactions involving shares of the Corporation in accordance with applicable laws.
- e) Having the right to request the General Director, Deputy General Directors, and other managers of the Corporation to provide information and documents regarding the financial condition and business operations of the Corporation and its affiliated units.
- g) Managers receiving such requests must provide complete, accurate, and timely information and documents as requested by members of the Board of Directors.

## **Article 29. Term and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of five (05) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
3. An individual may serve as an Independent Member of the Board of Directors of the Corporation for no more than two (02) consecutive terms.
4. In the event that the terms of office of all members of the Board of Directors expire simultaneously, such members shall continue to serve until new members are elected and assume their duties.

## **Article 30. Structure, Qualifications, and Eligibility Requirements of Members of the Board of Directors**

1. The Board of Directors of the Corporation must include at least one non-executive member. The Corporation shall minimize the number of Board members concurrently holding executive positions in order to ensure the independence of the Board of Directors.
2. Qualifications and eligibility requirements for members of the Board of Directors:



Members of the Board of Directors must satisfy the qualifications and eligibility requirements prescribed in Clauses 1 and 2 of Article 155 of the Law on Enterprises and the Charter of the Corporation, specifically:

a) Not falling within the categories of persons prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Possessing professional qualifications and experience in business administration or in the Corporation's business sectors or industries, and not necessarily being a shareholder of the Corporation;

c) A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies;

d) Meeting other qualifications and requirements as prescribed by law and the Charter of the Corporation.

### **Article 31. Nomination and Self-Nomination of Candidates for the Board of Directors**

1. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify shareholders attending the General Meeting of Shareholders of such grouping before the opening of the meeting;

2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates or stand for election to the Board of Directors. Ordinary shareholders may combine to form a group for the purpose of nominating candidates to the Board of Directors.

3. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate;

4. A shareholder or group of shareholders holding from twenty percent (20%) to less than thirty percent (30%) of the total voting shares may nominate up to two (02) candidates;

5. A shareholder or group of shareholders holding from thirty percent (30%) to less than fifty percent (50%) of the total voting shares may nominate up to three (03) candidates;

6. A shareholder or group of shareholders holding from fifty percent (50%) to less than seventy percent (70%) of the total voting shares may nominate up to four (04) candidates;

7. A shareholder or group of shareholders holding from seventy percent (70%) to less than eighty percent (80%) of the total voting shares may nominate up to five (05) candidates;

8. A shareholder or group of shareholders holding from eighty percent (80%) to less than ninety percent (90%) of the total voting shares may nominate up to six (06) candidates;

9. A shareholder or group of shareholders holding ninety percent (90%) or more of the total voting shares may nominate up to seven (07) candidates.

### **Article 32. Method of Electing Members of the Board of Directors**

1. The election of members of the Board of Directors shall be conducted using the cumulative voting method.

2. Each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected and may allocate all or part of such votes to one or more candidates.

3. Elected members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, beginning with the candidate receiving the highest number of votes until the required number of Board members as prescribed in the Charter of the Corporation has been filled.

4. In the event that two or more candidates receive the same number of votes for the final available seat on the Board of Directors, a re-election shall be conducted among those tied candidates, or selection shall be made according to the criteria set out in the election regulations or the Charter of the Corporation.

5. The election of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

### **Article 33. Dismissal and Removal of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) The member no longer satisfies the qualifications and eligibility requirements prescribed in Article 155 of the Law on Enterprises;
- b) The member submits a resignation letter and such resignation is accepted;
- c) Other cases as prescribed by the Charter of the Corporation.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a) The member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) Other cases as prescribed by the Charter of the Corporation.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors in circumstances other than those specified in Clauses 1 and 2 of this Article.

## **Article 34. Notification of the Election, Dismissal, and Removal of Members of the Board of Directors**

1. Where candidates for the Board of Directors have been identified, the Corporation shall disclose information relating to such candidates on the Corporation's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting.

2. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently, and in the best interests of the Corporation if elected.

3. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name and date of birth;
- b) Educational and professional qualifications;
- c) Employment and professional history;
- d) Other managerial positions held, including directorships in other companies;
- đ) Interests related to the Corporation and its related parties;
- e) An assessment report on the candidate's contributions to the Corporation, where the candidate is currently serving as a member of the Board of Directors of the Corporation;
- g) Information on companies in which the candidate currently serves as a member of the Board of Directors, holds other managerial positions, and any interests related to such companies, if any.

4. Notification of the results of the election, dismissal, or removal of members of the Board of Directors shall be made in accordance with applicable regulations on information disclosure.

## **Article 35. Introduction of Candidates for the Board of Directors**

1. Where the number of candidates for the Board of Directors nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Charter of the Corporation, the Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Directors.

2. Any additional candidates introduced by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts the election of members of the Board of Directors in accordance with applicable laws.

### **Article 36. Election, Dismissal, and Removal of the Chairman of the Board of Directors**

1. The Board of Directors shall elect the Chairman of the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Corporation.

3. The Chairman of the Board of Directors may be removed pursuant to a resolution of the Board of Directors.

4. In the event that the Chairman of the Board of Directors resigns, is dismissed, or is removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the effective date of such dismissal or removal.

### **Article 37. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Corporation shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and operating efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform the duties of a Board member and the applicable daily remuneration rate. The Board of Directors shall determine the remuneration for each member by unanimous agreement. The total remuneration and bonuses payable to the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. Expenses incurred for the operation of the Board of Directors shall be treated as operating expenses of the Corporation in accordance with regulations on corporate income tax, separately disclosed in the Corporation's annual financial statements, and reported to the General Meeting of Shareholders at its annual meetings.

4. A member of the Board of Directors who holds an executive position, serves on committees or subcommittees of the Board of Directors, or performs duties which, in the opinion of the Board of Directors, fall outside the ordinary scope of responsibilities of a Board member, may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, percentage of profits, or another form of compensation as determined by the Board of Directors;

5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, meal, and other reasonable expenses actually incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the Board of Directors, its committees or subcommittees, or the General Meeting of Shareholders;

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Corporation, subject to the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Charter of the Corporation.

7. Remuneration and other benefits of members of the Board of Directors shall be provided in accordance with applicable laws and the Charter of the Corporation

### **Article 38. Procedures for Meetings of the Board of Directors**

#### **1. Regular Meetings of the Board of Directors:**

The Chairman of the Board of Directors shall convene meetings of the Board of Directors and prepare the agenda, time, and venue of the meeting at least seven (07) days prior to the scheduled meeting date. The Chairman may convene a meeting whenever deemed necessary; however, the Board of Directors shall meet at least once every quarter.

#### **2. Extraordinary Meetings of the Board of Directors:**

The Chairman of the Board of Directors shall convene extraordinary meetings whenever deemed necessary in the interests of the Corporation. In addition, the Chairman must convene a meeting of the Board of Directors without undue delay and for no unjustifiable reason when requested in writing by any of the following persons, specifying the purpose of the meeting and the matters to be discussed:

- a) The General Director of the Corporation or at least five (05) other managers;
- b) At least two (02) members of the Board of Directors;
- c) The Board of Supervisors or an Independent Member of the Board of Directors;
- d) Other cases as prescribed by the Charter of the Corporation.

3. A request specified in Clause 2 of this Article must be made in writing and clearly state the purpose of the meeting, the matters to be discussed, and the issues to be decided within the authority 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 a request specified in Clause 2 of this Article.

5. If the Chairman fails to convene a meeting as requested, the Chairman shall be liable for any damages incurred by the Corporation, and the requesting party shall have the right to convene the meeting on behalf of the Board of Directors;

### **Article 39. Notice of Meetings of the Board of Directors**

#### **1. Notice of a meeting of the Board of Directors must be sent to all members**

of the Board of Directors and the Board of Supervisors at least seven (07) days before the date of the meeting.

2. The notice of meeting must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided.

3. Documents to be used at the meeting and voting forms for members shall accompany the notice of meeting.

4. The notice of meeting may be sent by post, facsimile, email, or other means, provided that it is delivered to the address registered with the Corporation by each member of the Board of Directors.

#### **Article 40. Right of Members of the Board of Supervisors to Attend Meetings of the Board of Directors**

1. The Chairman of the Board of Directors or the convening person shall send notices of meetings and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.

2. Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

#### **Article 41. Conditions for Holding Meetings of the Board of Directors**

1. Meetings of the Board of Directors shall be validly held when at least three-quarters (3/4) of the members of the Board of Directors are present either in person or through an authorized representative.

2. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the date of the first scheduled meeting.

3. The reconvened meeting shall be validly held if more than one-half (1/2) of the members of the Board of Directors attend the meeting.

#### **Article 42. Voting at Meetings of the Board of Directors**

1. A member of the Board of Directors shall be deemed to be present and voting at a meeting in the following circumstances:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 4.7 of these Article;

c) Attending and voting through an online conference, electronic voting system, or other electronic means;

d) Sending a voting form to the meeting by mail, facsimile, or email;

đ) Sending a voting form by other means as prescribed in the Charter of the Corporation.

2. Where a voting form is sent by mail, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting form may only be opened in the presence of all attendees at the meeting.

3. Each member of the Board of Directors, or his/her duly authorized representative attending the meeting in person, shall have one (01) vote.

4. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or his/her related person has an interest that conflicts or may potentially conflict with the interests of the Corporation.

5. A Board member who is not entitled to vote on a particular matter shall not be counted toward the minimum quorum required for a meeting concerning that matter;

6. Where the Board of Directors conducts a written opinion poll of its members, the opinion collection period shall be determined based on either the postmark date or the incoming correspondence stamp date at the Corporation, whichever occurs first.

#### **Article 43. Authorization to Attend Meetings of the Board of Directors**

Members of the Board of Directors shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by a majority of the members of the Board of Directors. The authorization procedures shall be carried out in accordance with the provisions of civil law.

#### **Article 44. Adoption of Resolutions of the Board of Directors**

1. The Board of Directors shall adopt resolutions and make decisions based on the approval of a majority of the attending members of the Board of Directors (more than 50%).

2. In the event of an equal number of votes for and against, the vote of the Chairman shall be the deciding vote.

3. A resolution adopted by written consultation shall be approved based on the affirmative votes of a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted at a duly convened and conducted meeting of the Board of Directors.

#### **Article 45. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors shall be recorded in minutes and may also be audio-recorded, electronically recorded, or stored in other electronic forms. The minutes shall be prepared in Vietnamese and shall contain the following principal contents:

- a) Name, head office address, and enterprise registration number of the Corporation;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full names of each attending member or authorized representative and the method of attendance; full names of absent members and the reasons for absence;
- dd) Matters discussed and voted on at the meeting;
- e) Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;
- g) Voting results, clearly stating the members voting in favor, against, and abstaining;
- h) Matters approved and the corresponding voting ratios;
- i) The minutes of the meeting of the Board of Directors must bear the signatures of all members attending the meeting.
- k) In the event that the chairperson of the meeting or the minute-taker refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all information specified in Points a, b, c, d, dd, e, g, h and i of Clause 1 of this Article.

2. The chairperson of the meeting, the minute-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes of meetings of the Board of Directors and documents used during such meetings shall be kept at the head office of the Corporation.

#### **Article 46. Notification of Resolutions and Decisions of the Board of Directors**

1. Resolutions and decisions of the Board of Directors shall be notified or sent to all members of the Board of Directors after being signed by the Chairman of the Board of Directors.

2. The Corporation shall be responsible for disclosing information regarding resolutions of the Board of Directors within the Corporation and to relevant authorities (where required), and/or through mass media and on the Corporation's website in accordance with applicable laws and regulations.

#### **Article 47. Committees under the Board of Directors**

The Board of Directors may establish committees under its authority to be responsible for development policies, personnel matters, remuneration, internal audit, risk management, and other matters where necessary based on the Corporation's actual operational requirements



## **Article 48. Corporate Governance Officer**

1. The Board of Directors of the Corporation shall appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the Corporation. The Corporate Governance Officer may concurrently serve as the Corporate Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer shall not concurrently work for an approved auditing organization that is conducting audits of the Corporation's financial statements.

### **3. Qualifications of the Corporate Governance Officer**

The Corporate Governance Officer must satisfy the following requirements:

- a) Possess knowledge of relevant laws and regulations;
- b) Not concurrently work for an independent auditing firm that is auditing the Corporation's financial statements;
- c) Meet other standards and requirements as prescribed by law, the Charter of the Corporation, and resolutions of the Board of Directors.

4. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that such dismissal does not violate applicable labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

5. The Corporate Governance Officer shall have the following rights and obligations:

- a) Advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Corporation and its shareholders;
- b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c) Advise on meeting procedures;
- d) Attend meetings;
- đ) Advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
- e) Provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Monitor and report to the Board of Directors on the Corporation's information disclosure activities;
- h) Act as the liaison point with stakeholders and other interested parties;

i) Maintain confidentiality of information in accordance with applicable laws and the Charter of the Corporation;

k) Perform other rights and obligations as prescribed by law and the Charter of the Corporation

## **Chapter IV**

### **BOARD OF SUPERVISORS**

#### **Article 49. Rights and Obligations of the Board of Supervisors**

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Corporation.

2. To examine the reasonableness, legality, truthfulness, and prudence in the management and operation of business activities; and the systematic, consistent, and appropriate implementation of accounting, statistical, and financial reporting work.

3. To appraise the completeness, legality, and truthfulness of the Corporation's business performance reports, annual and semi-annual financial statements, and reports on the management activities of the Board of Directors, and submit appraisal reports to the Annual General Meeting of Shareholders. To review contracts and transactions with related persons that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring such approvals.

4. To review, inspect, and evaluate the effectiveness and efficiency of the Corporation's internal control, internal audit, risk management, and early warning systems.

5. To examine accounting books, accounting records, and other documents of the Corporation, as well as the management and operation of the Corporation, whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders holding at least 5% of the total ordinary shares.

6. Upon request by a shareholder or group of shareholders holding at least 5% of the total ordinary shares, the Board of Supervisors shall conduct an inspection within seven (07) working days from receipt of the request. Within fifteen (15) days from completion of the inspection, the Board of Supervisors shall report the matters inspected to the Board of Directors and the requesting shareholder(s). Such inspection shall not interfere with the normal activities of the Board of Directors or disrupt the Corporation's business operations.

7. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and business operations of the Corporation.

8. Upon discovering that a member of the Board of Directors or the General Director has violated Article 165 of the Law on Enterprises, to immediately notify

the Board of Directors in writing, request the violator to cease the violation, and take remedial actions.

9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Corporation.

10. To engage independent consultants and the Corporation's internal audit department to perform assigned duties.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. To inspect specific matters relating to the management and operation of the Corporation at the request of shareholders.

13. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. To replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days if the Board of Directors fails to do so in accordance with Clause 3, Article 140 of the Law on Enterprises.

15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

16. To review, extract, and copy part or all of the declarations regarding related persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

17. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms to audit the Corporation's financial statements and appoint an approved audit firm to examine the Corporation's activities when deemed necessary.

18. To be accountable to shareholders for its supervisory activities.

19. To supervise the Corporation's financial condition and the compliance with law by members of the Board of Directors, the General Director, and other managers in the performance of their duties.

20. To ensure coordination with the Board of Directors, the General Director, and shareholders.

21. Upon discovering any violation of law or the Corporation's Charter by a member of the Board of Directors, the General Director, or another executive officer, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and take remedial actions.

22. To develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

23. To witness the vote-counting process and the preparation of vote-counting minutes by the Board of Directors, if requested, in cases where

shareholders' written opinions are sought to adopt resolutions of the General Meeting of Shareholders.

24. The Head of the Board of Supervisors shall preside over the election of the chairperson of the meeting by the General Meeting of Shareholders in cases where the Chairman of the Board of Directors is absent or temporarily unable to perform his/her duties and the remaining members of the Board of Directors fail to elect a chairperson. In such case, the person receiving the highest number of votes shall act as chairperson of the meeting.

25. To exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Corporation's Charter, and resolutions of the General Meeting of Shareholders.

26. The Board of Supervisors shall have the right to access information in accordance with Article 171 of the Law on Enterprises

#### **Article 50. Responsibilities of Members of the Board of Supervisors**

1. To comply with the law, the Corporation's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.

2. To exercise assigned rights and obligations honestly, prudently, and to the best of their ability in order to ensure the maximum legitimate interests of the Corporation.

3. To remain loyal to the interests of the Corporation and its shareholders; not to abuse their position, authority, information, trade secrets, business opportunities, or other assets of the Corporation for personal gain or for the benefit of other organizations or individuals.

4. To perform other obligations as prescribed by the Law on Enterprises and the Corporation's Charter.

5. If a member of the Board of Supervisors violates Clauses 1, 2, 3, or 4 of this Article and causes damage to the Corporation or others, such member shall be personally or jointly liable for compensation. Any income or benefits obtained from such violation must be returned to the Corporation.

6. If a member of the Board of Supervisors is found to have violated his/her assigned rights and obligations, a written notice shall be submitted to the Board of Supervisors requesting the violator to cease the violation and remedy its consequences.

#### **Article 51. Term, Number, Composition, and Structure of the Board of Supervisors**

1. The Board of Supervisors shall consist of from three (03) to five (05) members. The term of office of a member of the Board of Supervisors shall not

exceed five (05) years and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors are not required to be shareholders of the Corporation.

3. More than half of the members of the Board of Supervisors must reside in Vietnam.

4. Where the term of office of all members of the Board of Supervisors expires simultaneously and the new Board of Supervisors has not yet been elected, the incumbent members shall continue to exercise their rights and perform their obligations until the new members are elected and assume their duties.

## **Article 52. Qualifications and Conditions for Members of the Board of Supervisors**

1. A member of the Board of Supervisors must satisfy the following qualifications and conditions:

a) Not belong to the subjects prohibited under Clause 2, Article 17 of the Law on Enterprises;

b) Have received training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Corporation's business activities;

c) Not be a family member of a manager of the Corporation, a representative of the Corporation's contributed capital, or a representative of state-owned capital in the Corporation;

d) Not be a manager of the Corporation and is not required to be a shareholder or employee of the Corporation;

đ) Not work in the accounting or finance department of the Corporation;

e) Not be a member or employee of the approved auditing organization that has audited the Corporation's financial statements during the preceding three (03) consecutive years;

g) Satisfy other qualifications and conditions as prescribed by applicable laws and the Corporation's Charter.

2. In addition to the qualifications and conditions specified in Clause 1 of this Article, a member of the Board of Supervisors of the Corporation must not be a family member of a manager of the Corporation or its parent company, a representative of contributed capital of an enterprise, or a representative of state-owned capital in the parent company or the Corporation.

## **Article 53. Nomination and Self-Nomination of Candidates for the Board of Supervisors**

1. Ordinary shareholders forming a group to nominate candidates to the Board of Supervisors must notify the attending shareholders of such grouping before the opening of the General Meeting of Shareholders;

2. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates or stand for election to the Board of Supervisors. Ordinary shareholders may combine into groups to nominate candidates to the Board of Supervisors.

3. Shareholders holding voting shares may aggregate their voting rights to nominate candidates to the Board of Supervisors.

4. The nomination rights of shareholders or groups of shareholders are as follows:

a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate;

b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total voting shares may nominate up to two (02) candidates;

c) Shareholders or groups of shareholders holding from 30% to less than 50% of the total voting shares may nominate up to three (03) candidates;

d) Shareholders or groups of shareholders holding from 50% to less than 70% of the total voting shares may nominate up to four (04) candidates;

đ) Shareholders or groups of shareholders holding from 70% to less than 80% of the total voting shares may nominate up to five (05) candidates;

e) Shareholders or groups of shareholders holding from 80% to less than 90% of the total voting shares may nominate up to six (06) candidates;

g) Shareholders or groups of shareholders holding 90% or more of the total voting shares may nominate up to seven (07) candidates.

3. The nomination of candidates to the Board of Supervisors shall be carried out as follows:

a) Based on the number of members of the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Supervisors.

b) If the number of candidates nominated by shareholders or groups of shareholders is fewer than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates may be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

c) If the total number of candidates for the Board of Supervisors nominated or self-nominated is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors may introduce additional candidates or organize nominations in accordance with the Corporation's Charter,

Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Supervisors.

d) Any additional candidates introduced by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

#### **Article 54. Method of Electing Members of the Board of Supervisors**

a) The election, dismissal, and removal of members of the Board of Supervisors shall fall under the authority of the General Meeting of Shareholders.

b) The election of members of the Board of Supervisors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. Shareholders may allocate all or part of their votes to one or more candidates.

c) Elected members of the Board of Supervisors shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members prescribed in these Regulations is filled.

d) If two (02) or more candidates receive the same number of votes for the final position on the Board of Supervisors, a re-election shall be conducted among those tied candidates or selection shall be made according to the criteria specified in the election regulations or the Company's Charter.

#### **Article 55. Dismissal and Removal of Members of the Board of Supervisors**

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

a) No longer satisfying the qualifications and conditions for serving as a member of the Board of Supervisors as prescribed in Article 52 of these Regulations;

b) Submitting a resignation letter that is accepted;

c) Other cases as stipulated in the Corporation's Charter.

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

a) Failure to fulfill assigned duties and responsibilities;

b) Failure to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;

c) Repeated violations or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Corporation's Charter;

- d) Other cases as resolved by the General Meeting of Shareholders.

### **Article 56. Announcement of the Election, Dismissal, and Removal of Members of the Board of Supervisors**

1. Where candidates for the Board of Supervisors have been identified, the Corporation must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Corporation's website, so that shareholders may review the candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Corporation if elected as members of the Board of Supervisors.

2. Information relating to candidates for the Board of Supervisors to be disclosed shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions held;
- đ) Interests related to the Corporation and its related parties;
- e) Other information (if any) as prescribed in the Corporation's Charter;

3. The Corporation shall be responsible for disclosing information regarding companies in which the candidate holds managerial positions and any interests related to the Corporation held by the candidate for the Board of Supervisors (if any).

4. The announcement of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be made in accordance with regulations on information disclosure.

### **Article 57. Remuneration and Other Benefits of Members of the Board of Supervisors**

The salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders.

2. The General Meeting of Shareholders shall determine the total annual salaries, remuneration, bonuses, other benefits, and operating budget of the Board of Supervisors.

3. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel, and meal expenses, as well as expenses for engaging



independent consulting services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

4. The salaries and operating expenses of the Board of Supervisors shall be recognized as business expenses of the Corporation in accordance with regulations on corporate income tax and other applicable laws, and shall be presented as a separate item in the Company's annual financial statements.

## **Chapter V**

### **GENERAL DIRECTOR**

#### **Article 58. Responsibilities, Rights, and Duties of the General Director**

The General Director shall have the following responsibilities, rights, and duties:

1. To decide matters relating to the Corporation's day-to-day business operations that are not within the authority of the Board of Directors;
2. To organize the implementation of resolutions and decisions of the Board of Directors;
3. To organize the implementation of the Corporation's business plans and investment projects;
4. To organize the implementation of the Corporation's business plans and investment projects;
5. To determine salary scales, salary rates, total payroll funds, and allowances (if any) for employees of the Corporation, including managers appointed by the General Director;
6. To recruit employees;
7. To recommend dividend payment plans or loss recovery measures;
8. During the fourth quarter of each year, to submit to the Board of Directors for approval a detailed business plan for the following fiscal year consistent with the Corporation's five-year financial plan;
9. To propose the organizational structure and internal management regulations of the Corporation;
10. To appoint, dismiss, remove, reward, and discipline heads (or acting heads) of functional departments after approval by the Board of Directors, deputy heads of departments, directors and deputy directors of units, branches, representative offices, equivalent positions, and subordinate employees, except for positions appointed or dismissed by the Board of Directors;

11. To formulate plans for the Board of Directors' approval concerning the Corporation's relations with labor unions in accordance with best management practices, the Charter, internal regulations, and applicable laws;

12. To take measures beyond his/her authority in emergencies such as natural disasters, fires, wars, epidemics, etc., and be responsible for such decisions while immediately reporting them to the Board of Directors;

### **Article 59. Term, Qualifications, and Conditions of the General Director**

#### **1. Term of Office**

a) The term of office of the General Director shall be five (05) years and may be renewed for an unlimited number of terms.

b) The appointment may terminate in accordance with the appointment decision or the provisions of the labor contract.

#### **2. Qualifications and Conditions**

a) Having full civil act capacity and not belonging to the categories prohibited under Clause 2, Article 17 of the Law on Enterprises;

b) Possessing professional qualifications and practical experience in corporate management in the Corporation's principal business sectors, or other qualifications and conditions as determined by the Board of Directors in accordance with law and the Corporation's circumstances;

c) Not being a family member of managers of the Corporation, Supervisors of the Corporation, representatives of state capital, or representatives of the Corporation's capital in subsidiaries and the parent company.

d) Meeting other conditions prescribed by the Law on Enterprises.

### **Article 60. Appointment and Employment Contract of the General Director**

1. The Board of Directors shall appoint a member of the Board of Directors or enter into an employment contract with another individual to serve as General Director, specifying salary, remuneration, benefits, and other related terms.

2. Information regarding the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Corporation's annual report.

### **Article 61. Dismissal and Removal of the General Director**

The Board of Directors may dismiss or remove the General Director upon approval by a majority of the attending members of the Board of Directors who are entitled to vote, and appoint a new General Director as a replacement;

## **Article 62. Notification of Appointment, Dismissal, Removal, and Execution of Employment Contract with the General Director**

The appointment, dismissal, removal, and execution of an employment contract with the General Director shall be notified to the competent authorities in accordance with applicable laws.

## **Article 63. Salary and Other Benefits of the General Director**

1. The Corporation shall be entitled to pay salary and bonuses to the General Director based on business performance and operating efficiency.

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

3. The salary of the General Director shall be recorded as a business expense of the Corporation in accordance with the laws on corporate income tax, separately disclosed in the Corporation's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

## **Chapter VI**

### **OTHER ACTIVITIES**

## **Article 64. Procedures for Convening Meetings, Issuing Meeting Notices, Invitations, and Communicating Meeting Results among the Board of Directors, the Board of Supervisors, and the General Director**

1. The Chairman of the Board of Directors shall notify the Head of the Board of Supervisors and members of the Board of Supervisors of the agenda and contents of meetings of the Board of Directors so that they may be informed and attend such meetings if they wish.

2. Depending on the meeting agenda, the Chairman of the Board of Directors may invite the General Director, Deputy General Directors, or managers responsible for relevant areas to attend the meeting and provide comments (if any).

3. Based on the agenda of a meeting of the Board of Supervisors, the Head of the Board of Supervisors may invite the Chairman of the Board of Directors, relevant members of the Board of Directors, the General Director, Deputy General Directors, or other managers to attend and provide comments (if any). Meeting invitations must be made in writing and delivered to the invitees no later than one (01) day prior to the scheduled meeting date, except in cases of emergency meetings.

4. The contents of each meeting must be recorded in minutes and sent to the participants within seven (07) days from the date of the meeting.

## **Article 65. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors**

1. Resolutions and decisions of the Board of Directors shall be forwarded to the Head of the Board of Supervisors within two (02) days from the conclusion of the meeting.

2. Such resolutions and decisions may be delivered to the Board of Supervisors directly or indirectly via email, fax, or other online means through which the Board of Supervisors can receive them.

## **Article 66. Notification of Resolutions and Decisions of the Board of Directors to the General Director**

1. Resolutions and decisions of the Board of Directors shall be forwarded to the General Director within two (02) days from the conclusion of the meeting.

2. Such resolutions and decisions may be delivered to the General Director directly or indirectly via email, fax, or other online means through which the General Director can receive them.

## **Article 67. Cases in Which the General Director and the Board of Supervisors May Request the Convening of a Board of Directors Meeting and Matters Requiring the Opinion of the Board of Directors**

1. Matters relating to business operations, adjustments to business plans, major investment projects, or approval of significant projects of the Corporation;

2. Appointment of Department Heads, Directors of business units, and equivalent positions

3. Emergency situations affecting the Corporation, including natural disasters, enemy attacks, fires, or serious incidents;

4. The Corporation's bank accounts being frozen or reactivated after a freeze, except where the freeze was requested by the Corporation itself;

5. The Corporation engaging in activities in violation of applicable laws;

6. The Corporation being suspended from business operations or having its Enterprise Registration Certificate or operating license revoked;

7. Criminal proceedings being initiated against a member of the Board of Directors, a Deputy General Director, the Chief Accountant, or other equivalent officers of the Corporation;

8. Court judgments or decisions relating to the Corporation's operations;

9. Significant losses or disputes concerning the Corporation's assets;

10. Discovery that the Corporation has deviated from the objectives and strategic direction established by the General Meeting of Shareholders or the Board of Directors.

11. Cases where the General Director or the Board of Supervisors cannot clearly determine whether a matter falls within their authority, the authority of the Board of Directors, or that of the General Meeting of Shareholders.

12. Cases where, during the implementation of resolutions or decisions of the Board of Directors, the General Director encounters difficulties or finds that implementation is impracticable, or where the General Director believes that implementation would be detrimental to the Corporation or inconsistent with applicable laws.

#### **Article 68. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

1. If the General Director identifies any contents of a resolution or decision of the Board of Directors that are not beneficial to the Corporation, he/she shall propose that the Board of Directors review and revise such resolution or decision accordingly.

2. If the Board of Directors does not revise the resolution or decision, the General Director must still implement it but shall have the right to reserve his/her opinion and submit recommendations to the General Meeting of Shareholders or other competent authorities.

3. The General Director shall submit written reports to the Board of Directors periodically or upon request regarding the performance of assigned duties and powers.

#### **Article 69. Review of the Implementation of Board of Directors' Resolutions and Other Delegated Matters by the General Director**

If the General Director's implementation of resolutions of the Board of Directors fails to meet the Board's requirements or is inconsistent with the Charter of the Corporation, the Board of Directors may require the General Director to provide explanations as a basis for reviewing his/her performance or taking appropriate remedial measures.

#### **Article 70. Matters That the General Director Must Report or Provide Information on to the Board of Directors and the Board of Supervisors, and Methods of Reporting**

1. The General Director shall periodically report to the Board of Directors and the Board of Supervisors on the Corporation's production and business performance during regular management meetings.

2. The General Director shall provide reports or information to the Board of Directors and the Board of Supervisors upon request, according to the specific contents required at each particular time.

3. Transactions that the General Director is required to report to the Board of Directors and the Board of Supervisors under the Law on Enterprises, the Law on Securities, and guiding regulations.

4. Reporting methods:

a) Notifications from the General Director to the Board of Directors and the Board of Supervisors;

b) Direct reports at meetings of the Board of Directors;

c) Written reports. In the case of written reports, the reporting deadlines and response deadlines shall be specified in the request issued by the Board of Directors.

### **Article 71. Coordination in Control, Management, and Supervision Activities among Members of the Board of Directors, Members of the Board of Supervisors, and the General Director**

1. Members of the Board of Directors, Supervisors, and the General Director shall regularly exchange information and cooperate in their work, providing mutual support and facilitating one another's duties in accordance with the Charter of the Corporation, working regulations, and common operational plans.

2. In urgent cases, members of the Board of Directors, Supervisors, and the General Director may immediately notify the Chairman of the Board of Directors, the Head of the Board of Supervisors, the General Director, or all three parties (through meetings, telephone calls, or email addresses registered with the Corporation) to ensure effective handling of the matter.

3. Upon identifying any risk that may adversely affect the Corporation's reputation or business operations, the General Director shall promptly notify the Chairman of the Board of Directors of such risk.

4. Members of the Board of Directors, the Board of Supervisors, and the General Director shall not interfere with the management functions and responsibilities assigned to different departments or organizational units.

### **Article 72. Rewards for Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and Other Managers**

1. Members of the Board of Directors, the Board of Supervisors, and managers who achieve outstanding results in corporate governance, management, and other assigned duties shall be considered for rewards in accordance with applicable laws and the Corporation's regulations.

2. Forms of rewards, specific reward criteria, and procedures for granting rewards shall be implemented in accordance with the Corporation's regulations and applicable laws.

**Article 73. Disciplinary Actions Against Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and Other Managers**

1. Members of the Board of Directors, the Board of Supervisors, and managers who violate laws, the Charter of the Corporation, or other relevant regulations of the Corporation while performing their duties shall, depending on the nature, severity, and consequences of the violation, be subject to disciplinary actions and compensation obligations as prescribed.

2. The Board of Directors shall have the authority to impose disciplinary measures on positions under its management. The General Director shall have the authority to impose disciplinary measures on positions under his/her management.

3. Principles, forms, procedures, and processes for handling disciplinary violations shall be implemented in accordance with applicable laws and the Corporation's regulations.

**Chapter VII**  
**IMPLEMENTATION PROVISIONS**

**Article 74.** The Internal Regulations on Corporate Governance of Vietnam National Construction Consultant Corporation - JSC consist of 07 Chapters and 74 Articles and shall take effect from 29 June 2026.

**ON BEHALF OF Board of Directors**  
**CHAIRMAN**

**Than Hong Linh**

## SUMMARY OF INTERNAL CORPORATE GOVERNANCE REGULATIONS

**DRAFT  
INDEX 2**

Existing regulation	Revised regulation	Reason for Amendment	Remarks
74 Articles	74 Articles retained, with amendments to 4 Articles: - Article 3, Clause 3, Point (s); - Article 27, Clause 2, Points (i), (s), d (t); - Article 30, Clause 1 and Clause 2(c); - Article 58, Clause 10	To comply with Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing a number of provisions of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities.	
<b>Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders</b>	<b>Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders</b>		
s. To approve 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 certain articles of the Law on Securities.	s. To approve transactions in accordance with the Law on Enterprises and the Law on Securities.	To avoid specific cross-references to provisions of a Decree, thereby eliminating the need to amend the Regulations whenever such Decree is amended.	Amendment
<b>Article 27. Rights and Obligations of the Board of Directors</b>	<b>Article 27. Rights and Obligations of the Board of Directors</b>		
i. To elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, or terminate contracts with the General Director and other key managers; determine salaries, remuneration, bonuses and other benefits of such managers; appoint authorized	i. To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of the General Director, <b>Deputy General Directors, Chief Accountant, heads of committees and subcommittees of the Board of Directors, the Corporate Governance Officer, and the</b>	To align with the Corporation's actual governance practices.	Amendment



representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and determine their remuneration and other benefits.;	<b>Company Secretary;</b> approve the appointment and dismissal of heads of functional departments (or persons in charge thereof) of the Corporation; determine the salaries, remuneration, bonuses, and other benefits of such persons; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and determine the remuneration and other benefits of such representatives.		
	<b>s. To organize dividend payments to shareholders in accordance with applicable laws after approval by the General Meeting of Shareholders.</b>	Clause 81(b), Article 1 of Decree No. 245/2025/NĐ-CP, supplementing Clause 10, Article 278 of Decree No. 155/2020/NĐ-CP.	Addition
	<b>t. To organize training programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, the Person in Charge of Corporate Governance, and other managers elected by the General Meeting of Shareholders or appointed by the Board of Directors.</b>	Clause 81(a), Article 1 of Decree No. 245/2025/NĐ-CP, supplementing Clause 8, Article 278 of Decree No. 155/2020/NĐ-CP.	
<b>Article 30. Structure, Qualifications and Conditions of Members of the Board of Directors</b>	<b>Article 30. Structure, Qualifications and Conditions of Members of the Board of Directors</b>		
1. The Board of Directors of the Corporation must ensure that at least one-third (1/3) of the total number of Board members are non-executive directors.	1. The Board of Directors of the Corporation must ensure that at least one <b>(01)</b> member is a non-executive director.	Pursuant to Clause 79(a), Article 1 of Decree No. 245/2025/NĐ-CP amending Clause 2, Article 276 of Decree No. 155/2020/NĐ-CP.	Amendment
<b>Article 30, Clause 2(c)</b>			

c. A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors of another company.	c. A member of the Board of Directors of the Corporation may concurrently serve as <b>a member of the Board of Directors or Members' Council of no more than five (05) other companies.</b>	Pursuant to Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP amending Clause 3, Article 275 of Decree No. 155/2020/NĐ-CP.	Amendment
<b>Article 58. Responsibilities, Rights and Obligations of the General Director</b>	<b>Article 58. Responsibilities, Rights and Obligations of the General Director</b>		
10. To decide on the appointment, dismissal, removal, reward, or disciplinary action for heads and deputy heads of departments, directors and deputy directors of subsidiaries, branches and representative offices, equivalent positions, and employees under his/her authority (except for positions appointed or dismissed by the Board of Directors).	10. To decide on the appointment, dismissal, removal, reward, or disciplinary action for <b>Heads of functional departments (or persons in charge of departments) after approval by the Board of Directors</b> , deputy heads of functional departments, directors and deputy directors of subsidiaries, branches and representative offices, equivalent positions, and employees under his/her authority (except for positions appointed or dismissed by the Board of Directors).		Addition

Hanoi, date    month    2026

**DRAFT**

## **REGULATION ON THE OPERATION OF THE BOARD OF SUPERVISORS**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; and Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14, as previously amended and supplemented by Law No. 03/2022/QH15;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations;*

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

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter of Vietnam National Construction Consultant Corporation – JSC;*

*Pursuant to Resolution No. ..... of the General Meeting of Shareholders date month    , 2026;*

*The Board of Supervisors hereby promulgates the Regulation on the Operation of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC.*

*The Regulation on the Operation of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC consists of the following contents:*

## **Chapter I**

### **GENERAL PROVISIONS**

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

1. Scope of regulation: These Regulations on the Operation of the Board of Supervisors prescribe the organizational structure, personnel composition, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Charter of the Corporation, and other relevant regulations.

2. Subjects of application: These Regulations on the Operation of the Board of Supervisors shall apply to the Board of Supervisors and all members of the Board of Supervisors.

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

The Board of Supervisors shall operate on the principle of collective responsibility. Members of the Board of Supervisors shall be individually responsible for their assigned duties and jointly responsible before the General Meeting of Shareholders and before the law for the activities and decisions of the Board of Supervisors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISOR)**

#### **Article 3. Rights, Obligations, and Responsibilities of Members of the Board of Supervisors**

1. To comply with the law, the Charter of the Corporation, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.

2. To perform assigned rights and obligations honestly, prudently, and to the best of their ability in order to ensure the maximum lawful interests of the Corporation.

3. To be loyal to the interests of the Corporation and its shareholders; not to abuse their position, authority, or use information, know-how, business opportunities, or other assets of the Corporation for personal gain or for the benefit of other organizations or individuals.

4. To perform other obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.

5. In the event of a violation of Clauses 1, 2, 3, or 4 of this Article causing damage to the Corporation or other parties, the member of the Board of Supervisors shall bear personal liability or joint liability for compensation of such damage. Any income or benefits obtained by the member as a result of such violation must be returned to the Corporation.

6. Upon discovering that a member of the Board of Supervisors has committed a violation in the performance of assigned rights and obligations, such matter must be reported in writing to the Board of Supervisors, requesting the violator to cease the violation and remedy its consequences.

#### **Article 4. Term of Office and Number of Members of the Board of Supervisors**

1. The Board of Supervisors shall consist of from three (03) to five (05) members. The term of office of a member of the Board of Supervisors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors are not necessarily required to be shareholders of the Corporation.

3. More than half of the members of the Board of Supervisors must reside permanently in Vietnam.

4. In the event that the terms of office of members of the Board of Supervisors expire at the same time and new members have not yet been elected, the outgoing members shall continue to exercise their rights and perform their duties until the new Board of Supervisors members are elected and assume office.

#### **Article 5. Standards and Conditions for Members of the Board of Supervisors**

1. A member of the Board of Supervisors must satisfy the following standards and conditions:

a. Not falling within the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b. Having been educated in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Corporation's business activities;

c. Not being a family member of a manager of the Corporation, a representative of the Corporation's capital contribution, or a representative of state capital in the Corporation;

d. Not being a manager of the Corporation and not necessarily being a shareholder or employee of the Corporation;

đ. Not working in the accounting or finance department of the Corporation;

e. Not being a member or employee of an auditing organization approved to audit the Corporation's financial statements during the preceding three (03) consecutive years;

g. Meeting other standards and conditions as prescribed by relevant laws and the Charter of the Corporation.

2. In addition to the standards and conditions specified in Clause 1 of this Article, a member of the Board of Supervisors of the Corporation must not be a family member of a manager of the Corporation or its parent company, a representative of enterprise capital, or a representative of state capital in the parent company or the Corporation.

#### **Article 6. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or another discipline related to the Corporation's business activities.

2. The Head of the Board of Supervisors shall work on a full-time basis at the Corporation.

3. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members. Election, dismissal, and removal shall be decided by majority vote.

4. Rights and obligations of the Head of the Board of Supervisors:

a. To formulate plans and assign tasks to members of the Board of Supervisors;

b. To convene meetings of the Board of Supervisors;

c. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;

d. To authorize a Supervisor to perform his/her duties during his/her absence;

e. To prepare and sign reports of the Board of Supervisors, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 7. Nomination and Self-Nomination of Candidates for the Board of Supervisors**

1. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 50% may nominate up to three (03) candidates; from 50% to less than 70% may nominate up to four (04) candidates; from 70% to less than 80% may nominate up to five (05) candidates; from 80% to less than 90% may nominate up to six (06) candidates; and from 90% or more may nominate up to seven (07) candidates. The nomination of candidates for the Board of Supervisors shall be conducted as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Supervisors must notify the attending shareholders of such grouping prior to the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more candidates as determined by the General Meeting of Shareholders. Where the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates may be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

2. In the event that the number of candidates nominated and self-nominated for the Board of Supervisors remains insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Charter of the Corporation, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Supervisors. Any additional candidates nominated by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with applicable laws.

#### **Article 8. Method of Election, Dismissal and Removal of Members of the Board of Supervisors**

1. The election, dismissal, and removal of members of the Board of Supervisors shall fall within the authority of the General Meeting of Shareholders.

2. The election of members of the Board of Supervisors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Board of Supervisors members to be elected. Shareholders may allocate all or part of their votes to one or more candidates. Elected members of the Board of Supervisors shall be determined based on the number of votes received, ranked from highest to lowest, beginning with the candidate receiving the highest number of votes until the required number of members as stipulated in the Charter of the Corporation is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Supervisors, a re-election shall be conducted among those candidates, or selection shall be made in accordance with the criteria specified in the election regulations or the Charter of the Corporation.

#### **Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors**

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

a. No longer satisfying the standards and conditions for serving as a member of the Board of Supervisors as prescribed in Article 5 of these Regulations;

b. Submission of a resignation letter that has been accepted.

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

a. Failure to fulfill assigned duties and responsibilities;

b. Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure;

c. Repeated or serious violations of the obligations of a Board of Supervisors member as prescribed by the Law on Enterprises and the Charter of the Corporation;

d. Other cases as determined by a resolution of the General Meeting of Shareholders.

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

1. Once candidates for the Board of Supervisors have been identified, the Corporation must disclose information relating to such candidates on its website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Corporation if elected. The information to be disclosed shall include:

a. Full name, date of birth;

b. Professional qualifications;

c. Employment history;

d. Other managerial positions held;

đ. Interests related to the Corporation and its related parties;

e. Other information (if any) as prescribed by the Charter of the Corporation;

g. The Corporation shall be responsible for disclosing information regarding companies in which the candidate holds managerial positions and any interests of the candidate related to the Corporation (if any).

2. The announcement of the results of the election, dismissal, or removal of members of the Board of Supervisors shall be made in accordance with applicable regulations on information disclosure.



## **Chapter III**

### **THE BOARD OF SUPERVISORS**

#### **Article 11. Rights, Obligations and Responsibilities of the Board of Supervisors**

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Corporation.

2. To examine the reasonableness, legality, honesty, and prudence in the management and operation of business activities; and the systematicity, consistency, and appropriateness of accounting, statistical work, and financial reporting.

3. To review the completeness, legality, and accuracy of the Corporation's business performance reports, annual and semi-annual financial statements, and reports assessing the management activities of the Board of Directors, and to submit appraisal reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions requiring such approval.

4. To review, inspect, and evaluate the effectiveness and efficiency of the Corporation's internal control system, internal audit function, risk management system, and early warning mechanisms.

5. To examine accounting books, accounting records, and other documents of the Corporation, as well as management and operational activities of the Corporation whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders, or at the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. Upon request from shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from receipt of the request. Within fifteen (15) days from completion of the inspection, the Board of Supervisors shall report on the matters requested for inspection to the Board of Directors and the requesting shareholders or shareholder group. Such inspections shall not interfere with the normal operations of the Board of Directors or disrupt the Corporation's business activities.

7. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the Corporation's management, supervision, and operational structure.

8. Upon detecting that a member of the Board of Directors or the General Director has violated Article 165 of the Law on Enterprises, to immediately notify the Board of Directors in writing, request the violator to cease the violation, and propose remedial measures.

9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Corporation.

10. To engage independent consultants or utilize the Corporation's internal audit department to perform assigned duties.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. To inspect specific matters relating to the management and operation of the Corporation at the request of shareholders.

13. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. To replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days if the Board of Directors fails to do so in accordance with Clause 3, Article 140 of the Law on Enterprises.

15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

16. To review, extract, and copy part or all of the declarations concerning related persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

17. To propose and recommend that the General Meeting of Shareholders approve the list of eligible auditing firms to audit the Corporation's financial statements and auditing firms to inspect the Corporation's activities when deemed necessary.

18. To be accountable to shareholders for its supervisory activities.

19. To supervise the Corporation's financial status and the compliance with laws by members of the Board of Directors, the General Director, and other managers in the performance of their duties.

20. To ensure coordination with the Board of Directors, the General Director, and shareholders.

21. Upon detecting that a member of the Board of Directors or the General Director has violated Article 165 of the Law on Enterprises, to immediately notify the Board of Directors in writing, request the violator to cease the violation, and implement remedial measures.

22. To formulate the Regulations on the Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

23. To witness the vote-counting process organized by the Board of Directors and prepare vote-counting minutes if requested by the Board of Directors in cases

where shareholders' opinions are collected in writing for the adoption of resolutions of the General Meeting of Shareholders.

24. The Head of the Board of Supervisors shall preside over the election of the chairperson of the General Meeting of Shareholders in cases where the Chairman of the Board of Directors is absent or temporarily unable to perform his/her duties and the remaining members of the Board of Directors fail to elect a chairperson. In such case, the person receiving the highest number of votes shall chair the meeting.

25. To exercise other rights and perform other obligations in accordance with the Law on Enterprises, the Charter of the Corporation, and resolutions of the General Meeting of Shareholders.

### **Article 12. Right of the Board of Supervisors to Access Information**

1. Documents and information must be provided to members of the Board of Supervisors at the same time and in the same manner as they are provided to members of the Board of Directors, including:

- a. Notices of meetings, voting forms for members of the Board of Directors, and accompanying documents;
- b. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c. Reports submitted by the General Director to the Board of Directors and other documents issued by the Corporation.

2. Members of the Board of Supervisors shall have the right to access records and documents kept at the Corporation's head office, branches, and other locations; and to visit the workplaces of managers and employees of the Corporation during working hours.

3. The Board of Directors, its members, the General Director, and other managers must provide complete, accurate, and timely information and documents concerning the management, operation, and business activities of the Corporation upon request of any member of the Board of Supervisors or the Board of Supervisors.

### **Article 13. Responsibility of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Supervisors shall be responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days if the Board of Directors fails to do so in the following cases:

- a. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
- b. Upon request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

c. When the Board of Supervisors requests the convening of an extraordinary General Meeting of Shareholders but the Board of Directors fails to comply.

2. If the Board of Supervisors fails to convene the General Meeting of Shareholders as required, it shall compensate the Corporation for any resulting damages.

3. Expenses incurred for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Corporation.

## **Chapter IV**

### **MEETINGS OF THE BOARD OF SUPERVISORS**

#### **Article 14. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall convene at least two (02) meetings per year. The number of members attending a meeting must be at least two-thirds (2/3) of the total number of members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and provide explanations on matters requiring clarification.

#### **Article 15. Minutes of Meetings of the Board of Supervisors**

Minutes of meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The recorder and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. All minutes of meetings of the Board of Supervisors shall be retained in order to determine the responsibilities of each member of the Board of Supervisors.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 16. Submission of Annual Reports**

Reports of the Board of Supervisors submitted at the Annual General Meeting of Shareholders shall include the following contents:

1. A report on the Company's business performance and on the operational results of the Board of Directors and the General Director, to be submitted to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.

2. A self-assessment report on the performance of the Board of Supervisors and each member of the Board of Supervisors.

3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member thereof.

4. A summary of meetings of the Board of Supervisors and its conclusions and recommendations; results of supervision over the Company's operations and financial situation.

5. A report evaluating transactions between the Company, its subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, and their related persons; and transactions between the Company and enterprises in which members of the Board of Directors have served as founding members or enterprise managers during the three (03) years preceding the transaction.

6. Results of supervision over the Board of Directors, the General Director, and other executive managers.

7. Results of evaluating the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders.

8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of approved auditing organizations to audit the Company's financial statements, and auditing organizations to inspect the Company's operations when necessary.

#### **Article 17. Salary and Other Benefits**

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual salaries, remuneration, bonuses, other benefits, and operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses relating to accommodation, meals, transportation, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Corporation in accordance with regulations on corporate income tax and other relevant laws and shall be separately presented in the Corporation's annual financial statements.

#### **Article 18. Disclosure of Related Interests**

1. Members of the Board of Supervisors shall declare to the Company their related interests, including:

a. Name, enterprise code, head office address, business lines, and details of enterprises in which they are owners or hold contributed capital or shares; together with the ownership ratio and date of acquisition;

b. Name, enterprise code, head office address, business lines, and details of enterprises in which their related persons are owners, co-owners, or sole owners of contributed capital or shares representing more than ten percent (10%) of the charter capital.

2. Such declarations must be made within seven (07) working days from the date the related interest arises. Any amendment or supplementation must also be notified to the Company within seven (07) working days from the date of such amendment or supplementation.

3. Members of the Board of Supervisors and their related persons may only use information obtained through their positions for the benefit of the Company.

4. Members of the Board of Supervisors shall notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, and such members or their related persons, in accordance with law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information regarding such resolutions in accordance with securities law.

5. Members of the Board of Supervisors and their related persons shall not use or disclose internal information to others for the purpose of conducting related transactions.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF SUPERVISORS**

#### **Article 19. Relationship among Members of the Board of Supervisors**

Members of the Board of Supervisors shall maintain independent relationships with one another and shall not be subordinate to one another. However, they shall coordinate and cooperate in performing their common duties to ensure the effective fulfillment of the responsibilities, rights, and duties of the Board of Supervisors in accordance with law and the Company's Charter. The Head of the Board of Supervisors coordinates the common activities of the Board but has no authority to dominate other members.

#### **Article 20. Relationship with the Executive Board**

The Board of Supervisors shall maintain an independent relationship with the Company's Executive Board and shall perform the function of supervising its activities.

**Article 21. Relationship with the Board of Directors**

The Board of Supervisors shall maintain an independent relationship with the Company's Board of Directors and shall perform the function of supervising its activities.

**Chapter VII  
IMPLEMENTATION PROVISIONS**

**Article 22. Effectiveness**

The Regulation on the Operation of the Board of Supervisors of Vietnam National Construction Consultant Corporation – Joint Stock Company consists of seven (07) Chapters and twenty-two (22) Articles and shall take effect from \_\_\_\_\_ 2026.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD**

## **TABLE OF CONTENTS**

<b>Chapter I</b>	<b>GENERAL PROVISIONS</b>	<b>1</b>
Article 1.	Scope of Regulation and Subjects of Application	1
Article 2.	Principles of Operation of the Board of Supervisors	1
<b>Chapter II</b>	<b>MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISORS)</b>	<b>2</b>
Article 3.	Rights, Obligations and Responsibilities of Members of the Board of Supervisors	2
Article 4.	Term of Office and Number of Members of the Board of Supervisors	2
Article 5.	Qualifications and Conditions of Members of the Board of Supervisors	2
Article 6.	Head of the Board of Supervisors	3
Article 7.	Nomination and Self-Nomination of Candidates for the Board of Supervisors	3
Article 8.	Election, Dismissal and Removal of Members of the Board of Supervisors	4
Article 9.	Cases of Dismissal and Removal of Members of the Board of Supervisors	4
Article 10.	Notification of the Election, Dismissal and Removal of Members of the Board of Supervisors	5
<b>Chapter III</b>	<b>BOARD OF SUPERVISORS</b>	<b>6</b>
Article 11.	Rights, Obligations and Responsibilities of the Board of Supervisors	6
Article 12.	Right of the Board of Supervisors to Access Information	8
Article 13.	Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders	8
<b>Chapter IV</b>	<b>MEETINGS OF THE BOARD OF SUPERVISORS</b>	<b>9</b>
Article 14.	Meetings of the Board of Supervisors	9
Article 15.	Minutes of Meetings of the Board of Supervisors	9
<b>Chapter V</b>	<b>REPORTING AND DISCLOSURE OF INTERESTS</b>	<b>9</b>
Article 16.	Submission of Annual Reports	9
Article 17.	Remuneration and Other Benefits	10
Article 18.	Disclosure of Related Interests	10
<b>Chapter IV</b>	<b>RELATIONSHIPS OF THE BOARD OF SUPERVISORS</b>	<b>11</b>
Article 19.	Relationship among Members of the Board of Supervisors	11



Article 20.	Relationship with the Executive Board	11
Article 21.	Relationship with the Board of Directors	11
Chapter VII	IMPLEMENTATION PROVISIONS	11
Article 22.	Effectiveness	11

## SUMMARY OF PROPOSED AMENDMENTS TO THE REGULATIONS ON THE BOARD OF SUPERVISORS

Provision	Current Regulations (2021)	Proposed Amendments (2026)	Basis for Amendment
Preamble	<ul style="list-style-type: none"> <li>- Pursuant to the Law on Securities dated 26 November 019</li> <li>- Pursuant to the Law on Enterprises dated 17 June 2020;</li> <li>- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;</li> <li>- .....</li> </ul>	<ul style="list-style-type: none"> <li>- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and Law No. 76/2025/QH15 dated 17 June 2025 amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15;</li> <li>- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations;</li> <li>- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;</li> <li>- .....</li> </ul>	<ul style="list-style-type: none"> <li>- Law No. 03/2022/QH15 and Law No. 76/2025/QH15;</li> <li>- Consolidated Law on Securities under Document No. 24/VBHN-VPQH dated 26 February 2025;</li> <li>- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations;</li> <li>- Decree No. 245/2025/ND-CP amending and supplementing Decree No. 155/2020/ND-CP.</li> </ul>
Line 2, Clause 3, Article 17	... of the corporation...	.... Of the Corporation...	Correction of typographical error
Clause 21 – Article 11	- In the event of discovering any violation of law or the Charter of the Corporation by a member of the Board of Directors, the General Director, or other executives, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, request the violating person to cease the violation and take remedial measures.	- Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, the Board of Supervisors shall immediately notify the Board of Directors in writing, request the violating person to cease the violation, and take remedial measures.	- Amended to align with Clause 8, Article 170 of the Law on Enterprises No. 59/2020/QH14.

Table of Contents	<ul style="list-style-type: none"> <li>- <i>Article 1 ..... application</i></li> <li>- <i>Article 9 Cases of dismissal and removal of members of the Board of Supervisors</i></li> <li>- <i>Article 18 Disclosure of interests</i></li> </ul>	<ul style="list-style-type: none"> <li>- <i>..... application</i></li> <li>- <i>Article 9 Cases for dismissal and removal of members of the Board of Supervisors</i></li> <li>- <i>Article 18 Disclosure of related interests</i></li> </ul>	<ul style="list-style-type: none"> <li>- Correction of typographical errors.</li> <li>- Alignment with the title of Article 9 in the Regulations.</li> <li>- Alignment with the title of Article 18 in the Regulations.</li> </ul>
-------------------	---	--	--

No.: /TTr-HĐQT

*Hanoi, May ,2026*

## **PROPOSAL**

### **On the Amendment and Supplementation of the Registered Business Lines of Vietnam National Construction Consultant Corporation - JSC**

#### **To: The General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC**

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification;

Pursuant to Decree No. 168/2025/ND-CP dated June 30, 2025 on enterprise registration and Circular No. 68/2025/TT-BTC dated July 1, 2025 of the Ministry of Finance promulgating forms for enterprise registration and household business registration;

Pursuant to the Charter of Vietnam National Construction Consultant Corporation – JSC approved by the General Meeting of Shareholders on October 15, 2021;

Pursuant to the practical requirements of the Corporation's business operations.

To ensure that the Corporation's registered business lines comply with the latest legal regulations and meet the practical requirements of its business operations, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendment, supplementation, and removal of certain registered business lines as follows:

#### **1. Amendment to the Corporation's registered business lines:**

##### ***Removal of the following business line:***

No,	Business Line to be Removed	Code
-----	-----------------------------	------

1	Market Research and Public Opinion Polling	7320
---	--	------

***Amendment to the following business line:***

No	Business Line to be Amended	Code	Principal Business Line
1	<p>Architectural and Engineering Activities and Related Technical Consultancy</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Investment and construction consultancy; consultancy general contracting; EPC general contracting and participation in EPC projects (planning, design, equipment and material supply, and construction) for civil, industrial, transportation, irrigation, urban infrastructure, technical infrastructure, industrial park, water supply and drainage, environmental sanitation, port and harbor, power and nuclear power projects, including:</li> <li>- Preparation and appraisal of techno-economic reports, investment reports, and feasibility studies;</li> <li>- Urban and rural planning design;</li> <li>- Preparation, design and appraisal of technical designs, construction drawing designs, construction norms and unit prices, project cost estimates, and technical infrastructure systems;</li> <li>- Bidding consultancy and construction project management;</li> <li>- Construction supervision and supervision of equipment supply and installation;</li> <li>- Design consultancy and appraisal of transmission lines and substations up to 220kV; electrical, audio, communication, telephone, building automation, ventilation, heating and air-conditioning systems; environmental treatment systems; lightning protection systems; and gas systems;</li> </ul>	7110	x

	<ul style="list-style-type: none"> <li>- Design consultancy and appraisal for public facilities (educational, healthcare, religious and belief-related facilities, etc.);</li> <li>- Design consultancy and appraisal for railway projects (high-speed railways, urban railways including elevated railways and metro systems, national railways, dedicated railways and local railways; passenger stations, freight stations, depots, traffic barriers, signage, etc.);</li> <li>- Design consultancy and appraisal for aviation projects (airside facilities including flight operation facilities, passenger terminals, air operation areas, cargo warehouses, airports, runways, aprons, etc.);</li> <li>- Design consultancy and appraisal for nuclear power projects, transportation works, irrigation works, water treatment plants, ports and harbors, and seaports;</li> <li>- Design consultancy and appraisal for oil and gas projects;</li> <li>- Design consultancy and appraisal of fire detection and firefighting systems, protective systems, and interior/exterior decoration works;</li> <li>- Termite prevention consultancy for construction works;</li> <li>- Design of information systems for telecommunications and postal projects;</li> <li>- Design consultancy for internal and external water supply and drainage systems, wastewater treatment plants and solid waste treatment plants;</li> <li>- Design consultancy and appraisal for cultural and sports facilities;</li> <li>- Preparation and appraisal of total construction investment costs; project risk analysis and investment efficiency assessment;</li> <li>- Preparation and appraisal consultancy for pre-feasibility study reports;</li> <li>- Preparation and appraisal consultancy for feasibility study reports and techno-economic reports;</li> </ul>		
--	--	--	--

	<ul style="list-style-type: none"> <li>- Determination and appraisal of construction estimates;</li> <li>- Construction cost control;</li> <li>- Construction investment cost management;</li> <li>- Determination of capital expenditure indicators, construction norms, construction prices, and construction price indices;</li> <li>- Design and cost estimate appraisal after the basic design stage;</li> <li>- Fire prevention and firefighting supervision consultancy</li> </ul>		
--	---	--	--

***Update of business line classification:***

<b>Information before Amendment</b>		<b>Information updated under Decision No. 36/2025/QĐ-TTg</b>	
Business Line	Code	Business Line	Code
<b>Management Consultancy Activities</b>  <b>Details:</b> <ul style="list-style-type: none"> <li>- Organization of architectural design competitions and selection processes;</li> <li>- Consultancy on quality management systems in accordance with ISO 9001 standards;</li> <li>- Social surveys relating to urban development and construction works.</li> </ul>	7020	<b>Business and Other Management Consultancy Activities</b>  <b>Details:</b> <ul style="list-style-type: none"> <li>- Organization of architectural design competitions and architectural scheme selection;</li> <li>- Consultancy on quality management systems in accordance with ISO 9001 standards;</li> <li>- Social survey services for urban development and construction projects.</li> </ul>	7020

**2.** The General Meeting of Shareholders authorizes the General Director to decide on the removal, supplementation, or amendment of detailed business lines as required by competent authorities. Should competent authorities require changes different from those proposed herein, the General Director shall be authorized to make such adjustments as necessary for compliance.

**3.** The General Meeting of Shareholders authorizes the General Director to carry out procedures for notifying changes to the Corporation's registered business

lines and to amend and supplement the Charter of Vietnam National Construction Consultant Corporation – JSC in accordance with the contents approved under this Proposal. The General Director may further delegate such authority.

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

Respectfully submitted!

***Recipients:***

- General Meeting of Shareholders;
- BOD, Executive Board;
- Company Governance Officer;
- Archived: Administration Office, P&I Dept.

**FOR AND ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIR MAN**

**Than Hong Linh**



**RESOLUTION**  
**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**

**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH 14, as amended and supplemented by Law No. 03/2022/QG15 and Law No. 76/2025/QH15;

- Pursuant to the Charter of Vietnam National Construction Consultant Corporation - JSC dated 15 October 2021;

The Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC has discussed, voted on, and approved the following resolutions:

**RESOLVES:**

**Article 1:** Approval of the report on the 2025 Business Performance Results and the 2026 Business Plan with the following key points:

\*2025 Business Performance Results:

- Revenue: VND 432.0 billion;

- Profit after tax: VND 37.7 billion;

- Cash Dividend: 8.0% of charter capital;

\* Key tasks, major solutions, and the 2026 Business Plan:

- Revenue: VND 475.5 billion;

- Profit after tax: VND 41.5 billion;

- Cash Dividend: minimum 8% of charter capital;

- The General Meeting of Shareholders authorizes the Board of Directors to direct the Executive Board of VNCC to:

(i) implement effective and flexible solutions to achieve the approved business targets and ensure a minimum cash dividend of 8% for shareholders;

(ii) proactively review, restructure, reorganize, and establish departments and business units as necessary to ensure operational efficiency and timely support for business.

**Article 2:** Approval of the Report on the Performance of the Board of Directors for the 2021-2026 Term and the Strategic Orientation for the 2026-2031 Term.

**Article 3:** Approval of the report on the Performance of the Board of Supervisors for the 2021-2026 Term and the Strategic Orientation for the 2026-2031 Term.

**Article 4:** Approval of the Audited Financial Statements and the Resolution of the Qualified Opinions in the 2025 Financial Statements; Approval of the 2025 Profit Distribution Plan and Appropriation of Funds, as follows:

- Profit after tax: VND 43,457,414,996

- Cash dividend payment (8.0% of charter capital): VND 28,619,558,400 (75.89%)
- Appropriation to the Reward, Welfare and Management Incentive Funds (\*): VND 9,093,386,340 (24.11%)

(\*) Of which, the Management Incentive Fund shall not exceed 1.5 months' salary and shall be finalized in accordance with applicable regulations.

**Article 5:** Approval of the Amendments and Supplements to the 2026 Charter on Organization and Operation of Vietnam National Construction Consultant Corporation – JSC.

**Article 6:** Approval of the Amendments and Supplements to the Business Lines of Vietnam National Construction Consultant Corporation – JSC.

**Article 7:** Approval of the Amendments and Supplements to the 2026 Corporate Governance Regulations of Vietnam National Construction Consultant Corporation – JSC.

**Article 8:** Approval of the Amendments and Supplements to the 2026 Regulations on the Operation of the Board of Directors of Vietnam National Construction Consultant Corporation – JSC.

**Article 9:** Approval of the Amendments and Supplements to the 2026 Regulations on the Organization and Operation of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC.

**Article 10:** Approval of the Election Results of Members of the Board of Directors and the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC for the 2026-2031 Term, as follows:

10.1 Members of the Board of Directors:

1. Mr. Nguyen Van A
- 2.....
- 3.....
- 4.....
- 5.....

10.2 Members of the Board of Supervisors

1. Mr. Nguyen Van A
- 2.....
- 3.....

**Article 11:** Total Salaries and Remuneration of the Board of Directors and the Board of Supervisors for 2025 and the Plan for 2026. The General Meeting of Shareholders authorizes the Board of Directors of VNCC to consider and determine the specific salary and remuneration levels for members of the Board of Directors and the Board of Supervisors in compliance with applicable laws and regulations.

In the event that the actual profit achieved in 2026 exceeds the planned profit, the salaries and remuneration of the Board of Directors and the Board of Supervisors may be increased. For every 1% by which actual profit exceeds the planned profit, salaries and remuneration may be increased by 2%, provided that the total increase shall not exceed 20% of the planned salary level.

**Article 12:** Approval of the Selection of the Auditing Firm for Fiscal Year 2026

The General Meeting of Shareholders authorizes the Board of Directors to select an auditing firm to conduct the audit and review of the Corporation's 2026 Financial Statements in accordance with applicable laws and regulations.

**Article 13: Implementation Provisions**

1. This Resolution shall take effect from the date of its approval by the General Meeting of Shareholders.

2. Members of the Board of Directors, the Board of Supervisors, the Executive Board, shareholders, and all relevant organizations and individuals shall be responsible for the implementation of this Resolution.

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

***Receivers:***

- As per Article 7;
- HNX; SCIC;
- Chief Accountant; Functional Departments;
- Internal Audit Committee; Corporate Governance Officer;
- Archives.

**Than Hong Linh**

*Hanoi, 29 June 2026*

No.: /BBH-DHĐCĐ

**MINUTES  
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VIETNAM NATIONAL CONSTRUCTION CONSULTANT  
CORPORATION - JSC (VNCC)**

Pursuant to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

Pursuant to the Charter of Vietnam National Construction Consultant Corporation – JSC dated 15 October 2021;

The 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation – JSC was convened as follows:

**1. Enterprise Name:** Vietnam National Construction Consultant Corporation – JSC.

**2. Enterprise Registration Number:** 0100105278, initially registered on December 31, 2010, and amended for the second time on October 7, 2016.

**3. Head Office Address:** 183 Huynh Thuc Khang Street, Lang Ward, Hanoi city, Vietnam

**4. Time and Venue of the General Meeting:**

**Time:** 08:00 AM, June 29, 2026.

**Venue:** 8<sup>th</sup> Floor Auditorium, Vietnam National Construction Consultant Corporation - JSC.

**5. Attendees:**

**5.1 Board of Directors (BOD) and Board of Supervisors (BOS):**

- |                       |                                  |
|-----------------------|----------------------------------|
| - Mr. Than Hong Linh  | Chairman of BOD                  |
| - Mr. Tran Duc Toan   | Member of BOD – General Director |
| - Mr. Nguyen Ba Minh  | Member of BOD                    |
| - Mrs. Kieu Bich Hoa  | Member of BOD                    |
| - Mr. Tong Van Toan   | Member of BOD                    |
| - Mr. Nguyen Van Phuc | Head of BOS                      |
| - Mr. Pham Vu Thanh   | Member of BOS                    |
| - Mr. Hoang Khanh Duy | Member of BOS                    |

## **5.2 Representative of the State Capital Investment Corporation (SCIC):**

- Mr. ....

## **5.3 Attending Shareholders:**

On behalf of the Shareholder Eligibility Verification Committee, Mr. Bui Xuan Phuoc, Head of the Committee, presented the report on the verification of shareholder eligibility and attendance at the 2026 Annual General Meeting of Shareholders, as follows:

- Total number of shareholders: shareholders, holding 35,774,448 shares.
- Total number of voting shares: 35,774,448 shares.
- Total number of shareholders invited to attend the General Meeting: shareholders, representing 100% of the total voting shares.
- Number of shareholders attending in person and by proxy: shareholders, representing ..... shares, accounting for % of the total voting shares.

Pursuant to the Law on Enterprises and the Charter of Vietnam National Construction Consultant Corporation – JSC, the 2026 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation – JSC was duly convened and satisfied all conditions required to proceed.

## **6. Presidium, Secretariat and Supporting Committees**

### **6.1 Presidium of the General Meeting:**

- |                      |  |
|----------------------|--|
| - Mr. Than Hong Linh | Chairman of BOD - Chair of the Meeting |
| - Mr. Tran Duc Toan  | Member of BOD – General Director       |
| - Mr. Nguyen Ba Minh | Member of BOD                          |
| - Mrs. Kieu Bich Hoa | Member of BOD                          |
| - Mr. Tong Van Toan  | Member of BOD                          |

### **6.2 Secretariat:**

- |                         |                     |
|-------------------------|---------------------|
| - Mrs. Dinh Thi Thuy    | Head of Secretariat |
| - Mrs. Tran Hai Yen Chi | Member              |
| - Mr. Bui Thanh Tung    | Member              |

### **6.3. Shareholder Eligibility Verification Committee:**

- |                         |                       |
|-------------------------|-----------------------|
| - Mr. Bui Xuan Phuoc    | Head of the Committee |
| - Mr. Nguyen Cong Trung | Member                |
| - Mrs. Ngo Hoai An      | Member                |
| - Mr. Pham Vu Thanh     | Member                |

- Mr. Trinh Tuan Anh                      Member
- Mrs. Dao Thu Thuy                      Member
- Mrs. Nguyen Chau Giang              Member
- Mrs. To Thuy Linh                      Member
- Mr. Bui Thanh Tung                    Member

#### **6.4 Vote Counting Committee:**

To assist the Presidium in conducting the vote-counting activities for the General Meeting, after hearing the list of nominees introduced by the Presidium, 100% of the voting shareholders present at the General Meeting approved the composition of the Vote Counting Committee as follows:

- Mrs. Dao Thi Tuyet Thanh              Head of the Committee
- Mr. Nguyen Cong Trung                Member
- Mr. Pham Vu Thanh                      Member
- Mr. Trinh Tuan Anh                      Member
- Mrs. Do Thi Thanh Hoa                Member
- Mrs. Nguyen Ngoc Bich                Member
- Mrs. Dao Thu Thuy                      Member
- Mr. Bui Thanh Tung                    Member
- Mr. Nguyen Ngoc Tan                    Member

#### **7. Adoption of the Meeting Agenda and the Working Regulations**

After hearing the Organizing Committee present the Meeting Agenda and the Working Regulations of the General Meeting, 100% of the voting shareholders present at the General Meeting voted in favor of the Meeting Agenda and the Working Regulations.

#### **8. Main Contents of the General Meeting:**

##### **8.1. Reports and Proposals presented to the General Meeting of Shareholders**

- The General Meeting heard Mr. Than Hong Linh, Chairman of the BOD, present the Report on the Performance Results for the 2021-2026 Term and the Strategic Orientation for the 2026-2031 Term of the Board of Directors;

- The General Meeting heard Mr. Tran Duc Toan, Member of the BOD and General Director, present the Report on the 2025 Business Performance and the 2026 Business Plan;

- The General Meeting heard Mr. Nguyen Van Phuc, Head of the Board of Supervisors, present the Report on the Performance Results for the 2021-2026 Term and the Strategic Orientation for the 2026-2031 Term of the Board of Supervisors;

- The General Meeting heard Mrs. Kieu Bich Hoa, Member of the BOD, present the Proposal for the Approval of the 2025 Audited Separate and Consolidated Financial Statements; the Proposal on Profit Distribution and Appropriation of Funds for 2025, and Expected Profit Distribution Plan for 2026;

The General Meeting heard Mr. Tong Van Toan, Member of the BOD, present the Proposal on the Total Salaries and Remuneration for the Board of Directors and the Board of Supervisors in 2025, and the Planned Total Salaries and Remuneration for 2026.

The General Meeting heard Mr. Nguyen Ba Minh, Member of the Board of Directors, present the Proposal on the Charter on Organization and Operation of Vietnam National Construction Consultant Corporation – JSC (2026 Edition); the Amendments and Supplements to the Business Lines; the Internal Corporate Governance Regulations; the Regulations on the Operation of the Board of Directors; and the Regulations on the Organization and Operation of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC for the 2026–2031 Term.

**8.2 Election of Members of the Board of Directors and Members of the Board of Supervisors for the 2026-2031 Term**

The General Meeting heard Mrs. Dao Thi Tuyet Thanh, Head of the Vote Counting Committee, present the Election Regulations for Members of the Board of Directors and Members of the Board of Supervisors for the 2026-2031 Term.

- The Board of Directors for the 2026-2031 Term shall comprise five (05) members, including one (01) Chairman and four (04) Members of the Board of Directors.

- The Board of Supervisors for the 2026-2031 Term shall comprise three (03) members, including one (01) Head of the Board of Supervisors and two (02) Members of the Board of Supervisors.

- The General Meeting approved the list of nominees and candidates for the Board of Directors and the Board of Supervisors as follows:

- + Board of Directors:
- 1.....
- 2.....

3.....

4.....

5.....

+ Board of Supervisors:

1.....

2.....

3.....

- The General Meeting proceeded with the election.

- Election results: Approved by 100% of the voting shareholders present at the General Meeting.

### **8.3 Discussion, Comments and Approval of the Reports and Proposals submitted to the General Meeting**

The General Meeting discussed the Reports and Proposals presented at the meeting and expressed a high level of consensus on all matters submitted for consideration.

**The General Meeting heard comments and opinions from the following shareholder(s):**

Mr.

-> On behalf of the Corporation's Management, the Chairman acknowledged and accepted the comments and opinions raised by the shareholder(s).

### **9. Approval of Reports and Proposals submitted to the General Meeting**

Based on the Reports and Proposals presented at the General Meeting, the shareholders voted by Voting Cards. One hundred percent (100%) of the voting shareholders present at the General Meeting voted in favor of approving the following matters:

9.1 Approval of the Report on the Performance Results for the 2021-2026 Term and the Strategic Orientation for the 2026-2031 Term of the Board of Directors.

9.2. Approval of the Report on the 2025 Business Performance and the 2026 Business Plan.

\* 2025 Business Performance.

- Revenue: VND 432.0 billion;

- Profit after tax: VND 37.7 billion;

- Cash Dividend: 8.0% of charter capital;

\* Key tasks and major solutions for implementation of the 2026 Business Plan are as follows:



- Revenue: VND 475.5 billion;
- Profit after tax: VND 41.5 billion;
- Cash Dividend: minimum 8.0% of charter capital;

The General Meeting of Shareholders authorizes the Board of Directors to direct the Executive Board of the Corporation to:

- (i) Implement effective and flexible solutions to achieve the business targets, ensuring the minimum cash dividend of 8.0% for shareholders;
- (ii) Proactively review, restructure, reorganize, and establish new departments and operating units to ensure efficiency and timely support for business operations;

9.3 Approval of the Report on the Performance Results for the 2021-2026 Term and the Strategic Orientation for the 2026-2031 Term of the Board of Supervisors.

9.4 Approval of the 2025 Audited Separate Financial Statements and Consolidated Financial Statements; and Approval of the 2025 Profit Distribution Plan and Appropriation of Funds, including the following key figures:

- Total assets (Parent company): VND 669,334,912,550.
- Profit after tax (Parent company): VND 43,457,414,998.
- Distributed profit (Parent company), including:
  - + Cash dividend (8.0%): VND 28,619,558,400 (75.89%)
  - + Appropriation to the Reward and Welfare Fund and the Management Incentive Fund (\*): VND 9,093,386,340 (24.11%)

(\*) The Management Incentive Fund shall not exceed the equivalent of 1.5 months' salary and shall be finalized in accordance with applicable regulations.

- The General Meeting of Shareholders authorizes the Board of Directors to determine the record date for shareholders and the timing of profit distribution.

9.5. Approval of the Amendments and Supplements to the Charter on Organization and Operation of Vietnam National Construction Consultant Corporation – JSC (2026 Edition).

9.6. Approval of the Amendments and Supplements to the Business Registration Contents of Vietnam National Construction Consultant Corporation – JSC.

9.7. Approval of the Amendments and Supplements to the Corporate Governance Regulations of Vietnam National Construction Consultant Corporation – JSC (2026 Edition).

9.8. Approval of the Amendments and Supplements to the Regulations on the Operation of the Board of Directors of Vietnam National Construction Consultant Corporation – JSC (2026 Edition).

9.9. Approval of the Amendments and Supplements to the Regulations on the Organization and Operation of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC (2026 Edition).

9.10. Approval of the Total Salary and Remuneration Paid in 2025 and the Salary and Remuneration Plan for 2026 for the Board of Directors and the Board of Supervisors, as follows:

a. Total salary for 2025 of the Board of Directors and the full-time members of the Board of Supervisors: VND 2,525,760,000.

b. Total remuneration paid in 2025 to non-executive members of the Board of Directors and the Board of Supervisors: VND 216,000,000.

c. Planned total salary for 2026 for the Board of Directors (including the Chairman of the Board of Directors, the Member of the Board concurrently serving as General Director, full-time Members of the BOD), and full-time members of the Board of Supervisors): VND 2,688,000,000.

d. Planned total remuneration for 2026 for the non-executive Members of the Board of Directors and the Board of Supervisors: VND 216,000,000.

Where actual profit achieved in 2026 exceeds the planned profit, the salaries and remuneration of the Board of Directors and the Board of Supervisors may be adjusted upward. For every 1% increase above the planned profit, salaries and remuneration may be increased by 2%, provided that the total increase shall not exceed 20% of the planned salary amount.

The General Meeting of Shareholders authorizes the Board of Directors of VNCC to determine the specific salary and remuneration levels for the Board of Directors and the Board of Supervisors in compliance with applicable laws and regulations.

9.11 Approval of the Selection of the Auditing Firm for the 2026 Financial Statements.

The General Meeting of Shareholders authorizes the Board of Directors to select the auditing firm to conduct the audit and review of the 2026 Financial Statements of the Corporation in accordance with applicable laws and regulations.

## **10. Adoption of the Resolution of the 2026 Annual General Meeting of Shareholders**

The General Meeting of Shareholders proceeded to adopt the Resolution of the 2026 Annual General Meeting of Shareholders. The resolution was approved by 100% of the voting shareholders present at the General Meeting.

These Minutes was read before the entire General Meeting of Shareholders.

These Minutes are made in two (02) copies of equal legal validity, of which one (01) original shall be submitted to the Hanoi Stock Exchange (HNX) and one (01) original shall be retained at Vietnam National Construction Consultant Corporation – JSC.

**ON BEHALF OF THE  
GENERAL MEETING  
SECRETARIAT**

**ON BEHALF OF THE  
GENERAL MEETING  
PRESIDIUM**

**Dinh Thi Thuy**

**Than Hong Linh**