

SOCIALIST REPUBLIC OF VIETNAM

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**MINUTES OF INSPECTION OF SHAREHOLDERS' STATUS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Today, on April 19, 2025, at Room 406, 4th Floor, Nam Cuong Building, Nguyen Thanh Binh Street, Duong Noi Urban Area, Ha Dong District, Hanoi, the Shareholder Qualification Inspection Committee includes:

- 1 - Mr. Vu Quoc Hoa – Head of Qualification Inspection Committee
- 2 - Mr. Le Tung Lam – Member of Qualification Inspection Committee

After checking status of the shareholders attending the Annual General Meeting of Shareholders in 2025, we would like to report the following results:

- + The total number of shareholders at the time of closing the list on March 18, 2025 to conduct the General Meeting is: **165 Shareholders**, representing **21,525,000** voting shares;
- + At 9:00 AM on April 19, 2025, the total number of shareholders and authorized representatives attending the General Meeting is **122** shareholders, representing **21,457,609** voting shares, accounting for **99.69%** of the total voting shares of the Company.

Pursuant to Clause 1, Article 145 of the Law on Enterprises in 2020 "*The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the voting shares*"; Pursuant to the Articles of Association of Vietnam Machine Investment Development Joint Stock Company; the Annual General Meeting of Shareholders in 2025 of Vietnam Machine Investment Development Joint Stock Company is eligible to proceed.

This Minutes was made at 09:00 on April 19, 2025.

The Shareholder Qualification Inspection Committee would like to report to the General Meeting of Shareholders as above.

**On behalf of Shareholder Qualification Inspection Committee
Committee Head**

Vu Quoc Hoa



**VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK
COMPANY**

BT1-07 An Hung Urban Area, Duong Noi, Hanoi

**AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS IN 2025
VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK
COMPANY**

1. Time: From 8:00, on April 19, 2025

2. Location: Room 406, 4th Floor, Nam Cuong Building, Nguyen Thanh Binh Street, Duong Noi Urban Area, La Khe Ward, Ha Dong District, Hanoi City, Hanoi.

3. Specific contents:

No.	Time	Content
I. OPENING PROCEDURES OF THE GENERAL MEETING.		
1	8h00 – 9h00	Welcome delegates and shareholders; check shareholder status.
2	9h00 – 9h10	Opening of the General Meeting; <ul style="list-style-type: none">- Declare the reason.- Report on checking the status of shareholders.- Introduce and vote for the personnel of the General Meeting: Chairperson, Secretary, Vote Counting Committee.- Approve the agenda of the General Meeting.- Approve the working regulations of the General Meeting.
II. CONTENT OF THE GENERAL MEETING		
1	9h10 – 9h20	Report of the Company's Director on production and business results in 2024
2	9h20 - 9h30	Report of the Board of Directors
3	9h30– 9h40	Report of the BOD Independent member in the Audit Committee
3	9h40 – 9h55	Summary of Audited Financial Statements in 2024
4	9h55 – 10h35	Statements for opinions of the General Meeting on the following contents: <ul style="list-style-type: none">• Production and business plan in 2025;• Report on profit distribution in 2024 and profit distribution plan in 2025;• Selection of an independent auditing company to audit the Company's financial statements in 2025;• Payment of remuneration to the Board of Directors in 2024 and remuneration payment plan for the Board of Directors and Corporate governance officers in 2025;• Dividend payment plan in 2024;• Amendment and supplement to the Charter of the Company in accordance with applicable laws;

		<ul style="list-style-type: none"> • Proposal of investment policy for the Truck Production and Assembly Project; • Continuing to transfer registration of shares of Vietnam Machine Investment Development Joint Stock Company – VVS from UPCOM to list on Ho Chi Minh City Stock Exchange. • Amendment and supplement to the Internal Regulations on Corporate Governance and the Operation Regulations of the Board of Directors; • Other contents approved at the General Meeting under the authority of the General Meeting of Shareholders.
5	10h35 – 11h10	The General Meeting discusses the matters presented above.
6	11h10 – 11h25	Voting to approve the above reports and statements
7	11h15 – 11h35	Break, the Vote Counting Committee works and prints reports
8	11h35 – 11h40	Announcement on vote counting results on issues to seek opinions of the General Meeting of Shareholders
III. CONCLUSION AND CLOSING OF THE GENERAL MEETING		
1	11h40 – 11h55	Secretary of the General Meeting approves the Minutes of the Meeting and Resolutions of the Annual General Meeting of Shareholders
2	11h55 – 12h00	The Chairperson declares the closing of the General Meeting.

Note: *The above agenda of the General Meeting may change according to the actual situation during the organization of the Annual General Meeting of Shareholders in 2025.*

**ORGANIZING COMMITTEE OF
THE GENERAL MEETING
Vietnam Machine Investment
Development Joint Stock Company**

No.: 01/2025/QC-DHDCDTN-VIMID

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, April 19, 2025

REGULATIONS ON ORGANIZING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

I. GENERAL PROVISIONS

Article 1. Scope of regulation

The Regulations specify conditions for holding the Annual General Meeting of Shareholders in 2025 ("General Meeting") of Vietnam Machine Investment Development Joint Stock Company, the rights and obligations of the parties participating in the General Meeting and the method of carrying out the General Meeting.

Article 2. Subject of application

Shareholders and parties participating in the Annual General Meeting of Shareholders in 2025 of Vietnam Machine Investment Development Joint Stock Company are responsible for complying with the provisions of the Regulations.

Article 3. Validity

The Regulations apply to the organization of Annual General Meeting of Shareholders in 2025 of Vietnam Machine Investment Development Joint Stock Company.

II. CONDITIONS FOR CONDUCTING THE GENERAL MEETING

Article 4. Conditions

The Annual General Meeting of Shareholders when the number of shareholders attending the meeting represents at least 51% of the shares with voting rights according to the list of shareholders closed on March 18, 2025 of Vietnam Machine Investment Development Joint Stock Company.

III. RIGHTS AND OBLIGATIONS OF THE PARTIES PARTICIPATING IN THE GENERAL MEETING

Article 5. Conditions for attending the General Meeting

All shareholders owning shares of Vietnam Machine Investment Development Joint Stock Company according to the list of shareholders finalized on March 18, 2025 by Vietnam Machine Investment Development Joint Stock Company and/or those duly authorized to attend.



Article 6. Provisions on authorization

6.1. Authorization for representatives to attend the meeting: The General Meeting of Shareholders shall be made in writing in the form of the Company and shall be signed in accordance with the following provisions:

- a. In case the individual shareholder is the principal, the power of attorney shall have:
 - Signature of that shareholder and the individual authorized to attend the meeting; or
 - Signature of the shareholder and the legal representative of the organization authorized to attend the meeting. The organization authorized to attend the meeting shall have a letter of recommendation for employees to attend the General Meeting of Shareholders.
- b. In case the institutional shareholder is the principal, the power of attorney shall be signed by the legal representative of the institutional shareholder and the individual authorized to attend the meeting; or by the legal representative of the institutional shareholder and the legal representative of the organization authorized to attend the meeting. The organization authorized to attend the meeting shall have a letter of recommendation for employees to attend the General Meeting of Shareholders.

6.2. Other cases: The power of attorney made in writing not in the form of the Company shall be decided by the Chairperson of the General Meeting at its sole discretion on the validity of such power of attorney.

6.3. A person may act as an authorized representative for one or more shareholders.

6.4. The person authorized to attend the General Meeting of Shareholders shall submit the authorization instrument upon entering the meeting room.

Article 7. Rights and obligations of the shareholders attending the meeting

7.1. Rights of the shareholders attending the meeting:

- Directly attend or authorize another person to attend the general meeting by written authorization in the form issued by the Company;
- Upon attending the Annual General Meeting of Shareholders, each shareholder/shareholder representative attending the General Meeting of Shareholders receives voting cards recording with the number of shares corresponding to the number of votes held on the issues discussed at the meeting;
- Discuss and vote on all matters under the authority of the General Meeting in accordance with the Law on Enterprises, other relevant legal documents, and the Charter of the Company;
- Be notified of the contents and agenda of the General Meeting by the Organizing Committee;
- Be distributed with the attached contents and agenda of the General Meeting;
- Shareholders arriving late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the General Meeting, but the Chairperson is not responsible for adjourning the

General Meeting for shareholders to register and the validity of the votes already conducted will not be invalidated.

7.2. Obligations of ordinary shareholders upon attending the General Meeting:

- Comply with the provisions of the Law on Enterprises, the Charter of the Company and the Regulations;
- When a shareholder or an attorney-in-fact comes to attend the General Meeting, he/she shall complete the procedures for registering to attend the General Meeting with the Organizing Committee of the General Meeting and present the following documents:
 - o Invitation to attend the General Meeting (if any).
 - o ID card, Citizen Identity card or a certified copy of the Enterprise Registration Certificate.
 - o Valid power of attorney (in case of authorization to attend the General Meeting)
- Strictly abide by the rules at the General Meeting of Shareholders, respect the working results at the General Meeting;
- Speak under the direction of the Chairperson of the meeting and vote in line with the instructions of the Organizing Committee and respect the conduct of the General Meeting by the Chairperson;
- Recording and filming of the General Meeting shall be publicly announced and approved by the Chairperson of the General Meeting;
- Be self-sufficient in expenses to attend the general meeting (such as transportation, food, rest...).

Article 8. Rights and Obligations of the Chairperson of the General Meeting and the Secretariat

8.1. Rights and Obligations of the Chairperson:

- The General Meeting of Shareholders shall be chaired by the Chairperson of the Board of Directors or Representative of the group of shareholders in accordance with Law on Enterprises 2020;
- The Chairperson's decision on order, procedures, or any unexpected matters arising outside the General Meeting of Shareholders shall be of the highest judgment;
- The Chairperson of the General Meeting may take necessary actions to conduct the General Meeting of Shareholders properly and orderly or to ensure that the meeting reflects the will of the majority of attendees.
- The Chairperson has the right to not respond or only recognize the proposals of shareholders if the contributions and proposals are not included in the content of the General Meeting's request for opinions;
- The Chairperson shall have the right to nominate and appoint the Secretary of the General Meeting;
- Without consulting the General Meeting, at any time the Chairperson of the General Meeting of Shareholders may adjourn the General Meeting to another

time (in accordance with the Law on Enterprises and the Charter of the Company) and at another location decided by the Chairperson if it is found that:

- The conduct of those present interferes with or is likely to interfere with the orderly conduct of the meeting.
- The adjourn is necessary for the work of the General Meeting to be properly conducted.

8.2. Rights and Obligations of the Secretariat of the General Meeting

The Secretariat has the function of preparing the Minutes of the General Meeting, drafting the Resolution of the General Meeting and performing supporting tasks as assigned by the Chairperson.

Article 9. Vote Counting Committee

- Including 01 Head and members nominated by the Chairperson of the General Meeting and approved by the General Meeting of Shareholders by raising voting cards to vote directly at the General Meeting.
- A member of the Vote Counting Committee may not be a Shareholder of the Company.
- Have the task of checking and supervising the voting of shareholders and organizing the vote counting;
- Be responsible for making minutes of vote counting results and announcing before the General Meeting; hand over the minutes and all votes to the Chairperson of the General Meeting;
- Upon checking, making minutes and announcing vote counting results, the Vote Counting Committee shall be honest, accurate and responsible for such results.

IV. CONDUCTING THE GENERAL MEETING

Article 10. Contents of the General Meeting

The General Meeting shall in turn discuss and approve the following contents:

- Report of the Board of Directors;
- Report of Independent Members of the Board of Directors in the Audit Committee;
- Report of the Company's Director on production and business results in 2024;
- Financial statements in 2024 audited by the auditing company;
- Production and business plan in 2025;
- Report on profit distribution in 2024 and profit distribution plan in 2025;
- Selection of an independent auditing company to audit the Company's financial statements in 2025;

- Payment of remuneration to the Board of Directors in 2024 and remuneration payment plan for the Board of Directors and Corporate governance officers in 2025;
- Dividend payment plan in 2024;
- Amendment and supplement to the Charter of the Company in accordance with applicable laws;
- Proposal of investment policy for the Truck Production and Assembly Project;
- Continuing to transfer registration of shares of Vietnam Machine Investment Development Joint Stock Company – VVS from UPCOM to list on Ho Chi Minh City Stock Exchange.
- Amendment and supplement to the Internal Regulations on Corporate Governance and the Operation Regulations of the Board of Directors;
- Other contents approved at the General Meeting under the authority of the General Meeting of Shareholders.

Article 11. Voting procedures for approval of decisions at the General Meeting

The voting on matters at the General Meeting shall be carried out in the following form:

11.1. Voting by ballot

- Voting of the meeting contents: shall be conducted on the principle that one voting share corresponds to one voting card and shall be conducted in the form of poll. The voting content stated in the voting card shall be voted for by the Shareholder/Authorized Person of the Shareholder by selecting one (01) of the three (03) options: For, Against or Blank.
- Shareholders vote according to the following principle: Voting begins upon the order of the Chairperson of the meeting or Head of the Vote Counting Committee and ends when the last shareholder votes in the ballot box or after 30 minutes from the start of voting, whichever comes first. At the conclusion of the voting, the ballot box shall be sealed, and non-voting shareholders shall be deemed to have blank votes. Vote counting shall be conducted as soon as the voting is completed, and the ballot box is sealed.
- Invalid votes will not be counted including Votes not in the form issued by the Organizing Committee and without the seal of the Company; torn, crossed out, erased, or modified; Votes with additional information or symbols; Votes with different opinions in the same voting content, then that voting part is invalid.
- The voting for each content to be approved in the voting card is independent of each other and the validity of the voting portion of this content does not affect the validity of other voting contents.
- In case of shareholders in the process of recording: Vote card is mistakenly cast and has not been put into the ballot box; the shareholder has the right to directly meet with the Head of the Vote Counting Committee to request a replacement to ensure the shareholder's rights.

11.2. Direct voting:

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Direct voting is applicable in cases where the voting form specified in Article 11.1 above is not applicable. In case of direct voting at the meeting, the shareholder/authorized representative of the shareholder shall vote on the matter to be consulted by raising his/her voting card or by other means under the control of the Chairperson. The Vote Counting Committee shall record the number of votes for, against, and blank to announce the voting results before the General Meeting.

11.3. Application of information technology in vote counting:

Ensure accuracy and timeliness in recording and synthesizing information and data and facilitating the Shareholders, the recording of attendance registration, recording of voting opinions and collection of information and data will be carried out through a computer system and software designed in line with voting principles.

Article 12. Regulations on vote counting in the form of poll

12.1. Vote counting organization:

The vote counting shall be conducted by the Vote Counting Committee in a closed room immediately after the vote is completed. The Vote Counting Committee shall not cross out or correct any votes.

The Vote Counting Committee shall record the voting results in the minutes of the General Meeting, including:

- Number of votes "For; Against; Blank; Invalid."
- The percentage (%) corresponding to the number of "For; Against; Blank; Invalid" votes on the total number of votes collected.

In case the representative Shareholders raise questions about the voting results, the Chairperson shall consider and decide at the General Meeting.

12.2 Announcement of vote counting results:

After the vote counting procedure is completed, the Vote Counting Committee shall prepare a minutes of vote counting signed by all members of the Vote Counting Committee. The head of the Vote Counting Committee shall read the minutes of vote counting on behalf of the Vote Counting Committee in the presence of the General Meeting.

Article 13. Speaking at the General Meeting

13.1. Shareholders or authorized representatives attending the meeting have the right to contribute their opinions in the discussion section of the General Meeting; upon expressing their opinions, they shall hold up their voting cards and obtain the approval of the Chairperson of the General Meeting.

13.2. Shareholders or authorized representatives attending the meeting may register the contents of the speech at the General Meeting with the Presidium via the Secretary of the General Meeting by the questionnaire. When the Chairman designates a person to speak,

the Chairperson has the right to interrupt the presentation of the Shareholder's opinion if deemed necessary.

13.3. The content of the speech should be brief, and consistent with the content being discussed at the General Meeting and should not propose issues under the authority of the Board of Directors. Shareholders shall not restate opinions expressed by other Shareholders, and only opinions expressed in line with the agenda of the General Meeting shall be recorded in the Minutes of Meeting.

Article 14. Approval of decision at the General Meeting

14.1. The issues at the General Meeting shall be adopted with the approval of the voting shareholders present in person or via authorized representatives present at the General Meeting at the ratio specified in the Charter of the Company and the Law on Enterprises. Issues adopted at the General Meeting shall be approved by the number of shareholders representing 51% of the total number of votes of all voting shareholders present in person or via authorized representatives attending the General Meeting, except for the content specified in Clause 14.2 of this Article.

14.2. Shareholders or authorized representatives attending the General Meeting shall vote to agree, disagree or have no opinion on the matters to be approved in the General Meeting as prescribed in Article 11 of the Regulations. In the content of the voting card, not marking any content shall be deemed as blank vote.

V. CLOSING THE GENERAL MEETING

Article 15. Minutes of the General Meeting of Shareholders

All contents at the General Meeting of Shareholders shall be recorded by the Secretary of the General Meeting. The minutes of the meeting shall be read and approved before the closing of the meeting and shall be kept in the documents of the General Meeting of Shareholders of the Company.

Article 16. Resolutions of the General Meeting of Shareholders

Based on the results at the General Meeting, the Chairperson shall issue Resolutions of the General Meeting of Shareholders on the matters approved by the General Meeting. Shareholders, members of the Board of Directors, and Directors have the right to request a Court or Arbitration to consider and cancel part or all the decisions of the General Meeting of Shareholders in accordance with provisions of the Law on Enterprises.

VI. MISCELLANEOUS

Article 17. Failure to organize the General Meeting of Shareholders

17.1. If the first meeting is not eligible to be conducted as specified in Article 4 of the Regulations, it shall be convened for the second time within (30) thirty (30) days from the date the first meeting is scheduled.

17.2. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the voting shares.



17.3. If the second meeting convened is not eligible to proceed as prescribed in Clause 1 of this Article, the third meeting may be convened within (20) twenty (20) days from the scheduled date of the second meeting. In this case, the first General Meeting of Shareholders shall proceed regardless of the number of attending shareholders and shall have the authority to decide on all matters which may be approved by the first General Meeting of Shareholders.

Article 18. Miscellaneous

After the meeting, the Chairperson of the Board of Directors commits to well implement the production and business plan and the issues approved at the General Meeting as well as declare the closing of the General Meeting.

VII. EXECUTION PROVISIONS

Article 19. Validity

The Regulations consist of 7 (seven) parts, 19 Articles, take effect as soon as being approved at the Annual General Meeting of Shareholders on April 19, 2025.

HEAD OF ORGANIZING COMMITTEE OF THE GENERAL MEETING OF SHAREHOLDERS



Nguyen Vu Tru

**VIETNAM MACHINE
INVESTMENT DEVELOPMENT
JOINT STOCK COMPANY**

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No.: 01/2025/BC-BGD-VIMID

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Hanoi, April 19, 2025

**REPORT
PRODUCTION AND BUSINESS RESULTS IN 2024
AND BUSINESS PLAN IN 2025**

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Director of Vietnam Machine Investment Development Joint Stock Company herein reports to the General Meeting of Shareholders on the implementation of business activities in 2024 and main indicators of the business plan in 2025 as follows:

I. Business results in 2024

1. Financial indicators achieved in 2024

Unit: VND

Quota	Year 2023	Year 2024	% Increase/ (Decrease)
Total Assets	1.870.801.077.377	2.315.625.696.887	23,78
Owner's Equity	284.095.269.934	352.531.433.608	24,09
Net Revenue	2.265.032.292.937	3.891.109.720.791	71,79
Profit from business activities	22.281.459.501	91.285.456.876	309,69
Profit before tax	21.777.602.290	88.361.114.179	305,74
Profit after tax	17.271.947.190	68.436.163.674	296,23

(Source: Audited Financial Statements in 2024 of Vietnam Machine Investment Development Joint Stock Company)

2. Evaluation of production and business results in 2024

VIMID's business results in 2024 recorded outstanding growth compared to 2023, profit after tax increased 3 times from VND 17 billion in 2023 to VND 68 billion in 2024; while net revenue increased by 71.79% from VND 2,265 billion to VND 3,891 billion.

The Company's total assets in 2024 were VND 2,315 billion, an increase of nearly VND 445 billion compared to 2023. The Company maintains the Debt/Total Assets Ratio at 0.85 times, showing that the Company flexibly uses part of its equity to ensure the fulfillment of debt obligations, and at the same time effectively operates the use of financial leverage for production and business.

ROA in 2024 increased by 2.04% (from 0.92% to 2.96%) compared to 2023. This growth rate demonstrates the competence of the Board of Directors in business management as well as the assurance of the safety of the Company.

II. Production and business plan in 2025

Based on the objectives, strategic development orientation and market potential assessment in 2025 of Vietnam Machinery Development Investment Joint Stock Company, the Board of Directors sets the Company's expected revenue and profit plan as follows:

The Company's business plan in 2025

Unit: VND

STT	Item	Plan for 2025
1	Revenue	4,200,000,000,000
2	Profit before tax	90,000,000,000

Respectfully report and submit to the General Meeting of Shareholders.

Best regards.



DIRECTOR

Nguyen Vu Tru

Hanoi, April 19, 2025

REPORT OF THE BOARD OF DIRECTORS

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Vietnam Machine Investment Development Joint Stock Company would like to report to the Annual General Meeting of Shareholders on activities of the Board of Directors in 2024 and the plan for 2025 as follows:

I. Activities of the Board of Directors in 2024

1. Organizational structure of the Board of Directors

Structure of the Board of Directors of the Company currently consists of 05 members as follows:

- Ms. Nguyen Thi Thu Huyen – Chairperson of the Board of Directors
- Mr. Nguyen Vu Tru – Vice Chairperson of the Board of Directors
- Ms. Hoang Thi Van – Member of the Board of Directors
- Mr. Nguyen Thanh Binh – Member of the Board of Directors
- Mr. Chu Quang Huy – Member of the Board of Directors

2. General evaluation of activities of the Board of Directors

- In 2024, the Board of Directors ("BOD") seriously implemented contents approved by the Annual General Meeting of Shareholders in 2024 in Resolution No. 01/2024/NQ-DHDCDTN-VIMID dated April 20, 2024.
- The Board of Directors in 2024 has selected SSI Securities Corporation (hereinafter referred to as SSI) as the consultant to transfer the stock registration from the trading registration market i.e. UPCOM to listed market i.e. Hochiminh Stock Exchange (HSX). Accordingly, the Company and SSI have developed an action plan, timeframe and started implementing initial steps related to such transfer. The process of stock registration transfer and stock listing of the Company on HSX has been currently carrying out and is expected to prolong in 2025. The Board of Directors will report and update the listing status in the coming time to the Company's Shareholders.
- The members of the Board of Directors have actively coordinated and supported the Board of Management of the Company in the corporate governance process and provided directions for the Company's business activities, responding to exchange rate



difficulties and new regulations on registration, directly affecting the Company's business activities in 2024.

- In terms of management, the Board of Directors has supervised the activities of the Board of Management via periodic and extraordinary meetings to evaluate business results as well as the performance of the Board of Management in line with the objectives approved by the General Meeting of Shareholders. In 2024, the Board of Directors held a total of 15 meetings on various issues related to the Company's management and business activities. Meetings of the Board of Directors have been held and conducted in accordance with the applicable law and the Company Charter. Minutes and resolutions after each meeting have been 100% approved and unanimously passed by the members of the Board of Directors. Specifically, contents of the meetings of the Company's Board of Directors are as follows:

No.	Resolution/Decision No.	Date of signature	Description	Approval Rate
1	01/2024/QD-HDQT-VIMID	January 3, 2024	Decision on approval of transactions at Vietnam Technological and Commercial Joint Stock Bank (Techcombank)	100%
2	02/2024/QD-HDQT-VIMID	February 23, 2024	Decision on holding the Annual General Meeting of Shareholders in 2024	100%
3	03/2024/QD-HDQT-VIMID	February 27, 2024	Decision on changes in branch registration contents	100%
4	04/2024/QD-HDQT-VIMID	February 29, 2024	Decision on receipt of credit extension at Vietnam Prosperity Joint-Stock Commercial Bank	100%
5	05/2024/QD-HDQT-VIMID	March 13, 2024	Decision on election of Head of the Organization Committee and Chairperson of the Annual General Meeting of Shareholders in 2024	100%
6	06/2024/QD-HDQT-VIMID	March 14, 2024	Decision on establishment of the Shareholder Eligibility Inspection Committee for the	100%

				Annual General Meeting of Shareholders in 2024	
7	07/2024/QD-HDQT-VIMID	April 24, 2024		Decision on line of credit, LC issuance at Military Commercial Joint Stock Bank-Hoai Duc Branch	100%
8	08/2024/QD-HDQT-VIMID	May 10, 2024		Decision on line of credit extension at Military Commercial Joint Stock Bank - Hoai Duc Branch	100%
9	09/2024/QD-HDQT-VIMID	May 29, 2024		Decision on promulgating Organization Chart of the Company	100%
10	10/2024/QD-HDQT-VIMID	June 03, 2024		Decision on line of credit, LC issuance at Joint Stock Commercial Bank for Foreign Trade of Vietnam – Tay Ho Branch	100%
11	11/2024/QD-HDQT-VIMID	July 09, 2024		Decision on credit extension at Vietnam Maritime Commercial Joint Stock Bank– Hanoi Branch	100%
12	12/2024/QD-HDQT-VIMID	September 05, 2024		Decision on credit extension at Vietnam International Commercial Joint Stock Bank	100%
13	12a/2024/QD-HDQT-VIMID	November 7, 2024		Decision on selection of the consultant listing shares of the Company at Ho Chi Minh Stock Exchange.	100%
14	13/2024/QD-HDQT-VIMID	November 14, 2024		Decision on credit extension at Saigon Joint Stock Commercial Bank– Hanoi	100%
15	14/2024/QD-HDQT-VIMID	December 23, 2024		Decision on receipt of credit extension at TPbank	100%

3. Remuneration, operating expenses, and other benefits of the Board of Directors and each Board member

Salaries, remuneration, allowances and operating expenses of the Board of Directors shall comply with the provisions of the Company's Articles of Association, Resolutions of the Annual General Meeting of Shareholders in 2024 and relevant provisions of applicable laws. Details of salary, remuneration, allowances and operating expenses of the Board of Directors are explained in the table below:

No.	Full Name	Position	Salary, remuneration, allowance (VND)	Bonuses and other monetary benefits, if any (VND)	Total income before tax (VND)
1	Nguyen Thi Thu Huyen	BOD Chairperson	120.000.000	465.170.000	685.170.000
2	Nguyen Vu Tru	BOD Vice Chairperson	120.000.000	675.270.000	795.270.000
3	Nguyen Thanh Binh	BOD Member	60.000.000		60.000.000
4	Hoang Thi Van	BOD Member	60.000.000		60.000.000
5	Chu Quang Huy	BOD Member	60.000.000		60.000.000

4. Activities of members of the Board of Directors and evaluation results of independent member on activities of the Board of Directors

Independent member of the Board of Directors, together with members of the Board of Directors, actively discussed and gave opinions in the process of reviewing decisions on issues within their authority, ensuring compliance with current regulations; monitoring and supervising the implementation and compliance with corporate governance standards; monitoring and evaluating risk management, approving and supervising business activities throughout the Company's system, more specifically:

- The Board of Directors has well implemented the supervision of the company's business activities, ensured strict control according to the approved strategic orientation and adjusted timely decisions according to actual requirements;
- Executive Member of the Board of Directors always attend all periodic and extraordinary meetings of the Board of Management. The decisions and policies of the Board of Management are analyzed, reviewed and consulted by the Board of Directors to provide optimal solutions for the benefit of the Company. Thereby, the

Board of Directors is always fully aware of the Company's operation situation, as well as is updated as quickly as possible on the requirements from the actual production and business;

- Members of the Board of Directors have always actively supported the Board of Management in the direction and administration; many sessions have been held to share administrative experience with intermediate managers;
- The Board of Directors has focused on risk management measures, supported the Board of Management to identify potential risks early, and helped the company maintain sustainability and stability in operations, protected the interests of shareholders;
- The Board of Directors has led and managed the Company to exceed the business and profit indicators of 2024, perform well its obligations to the State Budget, bring high efficiency to shareholders and stable income to employees.

5. Activities of the Audit Committee under the Board of Directors;

In 2024, the Audit Committee under the Board of Directors (Audit Committee) has fully completed the tasks assigned by the Board of Directors in accordance with the provisions of the Company's Articles of Association based on ensuring the highest benefits for the Company. At the same time, the Audit Committee has strengthened the inspection and supervision of the Company's key activities, promoted its responsibilities to continue to perform its obligations and fulfill the objectives of the Audit Committee in line with the Operation Regulations of the Committee. Accordingly, the activities and results of the Audit Committee are summarized as follows:

a) Summary of activities of the Audit Committee

In 2024, the Audit Committee held four meetings with the full participation of its members. The attending members discussed and agreed with the voting results for 100% of the issues in the meeting. In particular, the meetings of the Audit Committee have been convened and implemented with a specific schedule, carefully prepared, in line with the Company's procedures and regulations. The contents of the meetings were fully and carefully discussed, reviewed and evaluated by the members of the Board of Directors to provide the best directions and solutions for the Company's operations.

b) Evaluation of the Company's internal control system and risk management

The Company's risk management document system has been developed in accordance with law provisions, complied with the Company's governance requirements and principles, communicated and trained to all employees of the Company to master and perform risk identification, assessment & analysis of the Company. Accordingly, the Audit Committee and the Internal Audit Department have performed the role of monitoring and controlling compliance, focusing on monitoring financial and accounting

activities in particular and managing production and business activities of the whole Company in general.

c) Supervisory activities of the Board of Directors and Director of the Company

The Board of Directors has well implemented the supervision of the company's business activities, ensured strict control according to the approved strategic orientation and adjusted timely decisions according to actual demands. In addition, the Board of Directors has worked closely with the Board of Management in evaluating and selecting the securities consultant listed on Ho Chi Minh City Stock Exchange (HSX), ensuring that the steps are taken in line with the Evaluation Process, ensuring suitability according to the approval of the Annual General Meeting of Shareholders in 2024. At the same time, the members of the Board of Directors have always actively supported the Board of Management in direction and administration; many sessions have been held to share administrative experience with intermediate managers; the Board of Management has been supported to identify potential risks early and helped the company maintain sustainability and stability in operations, as well as protect the interests of shareholders.

6. Supervisory results over the Board of Management

In 2024, the Board of Directors continued to strengthen supervision to ensure that the Board of Management operated in line with the principles of management, and production and business operations were organized in accordance with the plan. The Board of Directors has directed and supervised the activities of the Board of Management on the following contents:

- The Board of Directors has conducted periodic meetings with the Board of Management to evaluate the deployment of business strategies, financial plans, and risk management activities. Monthly and quarterly reports on financial status and corporate performance continue to be closely monitored to ensure transparency, accuracy, and honesty. As a result, the Company's business results have grown strongly, reaching 216% of the plan approved by the Annual General Meeting of Shareholders in 2024.
- Regarding the issue of compliance management for the Board of Management, the Board of Directors has performed the following tasks:
 - + Supervise and direct the disclosure of information to ensure transparency and timeliness in compliance with law provisions;
 - + Review and agree on the contents of the report submitted to the Annual General Meeting of Shareholders 2025 held on April 19, 2025;
 - + Inspect the observance and compliance with the provisions of the Law on Enterprises, the Articles of Association, internal regulations on corporate governance and current regulations of the State;

- + Supervise the implementation of resolutions issued by the General Meeting of Shareholders and the Board of Directors;

7. Results of monitoring and evaluating the activities of the Board of Management

- In 2024, the Board of Management actively negotiated with partners as well as related parties such as banks, suppliers, promptly and drastically advised the Board of Directors on adjustment of business targets at each time of the year; at the same time, made quite close assessments of the domestic and foreign economic situation to serve as a basis to propose the Board of Directors to adjust the objectives and limits to achieve the business plan of the year in line with and exceed the objectives approved by the Annual General Meeting of Shareholders in 2024.
- Board of Management coordinated and supervised the Board of Directors in evaluating and selecting the securities consultant listed on Ho Chi Minh City Stock Exchange (HSX). Accordingly, the Company selected SSI as the consultant in the stock registration transfer and listing activities of the Company's shares;
- For the management in general, the Board of Management has successfully fulfilled the role of operating the company in line with the orientations of the General Meeting of Shareholders and the direction of the Board of Directors, complied with the decentralization of governance in the Charter and Governance Regulations of the Company.

8. Report on transactions between the Company, subsidiaries, companies controlled by VIMID over 50% or more of registered capital with the members of the Board of Directors and related persons of such members; transactions between VIMID and the Company in which the BOD member is a founding member or a corporate manager in the last 03 years before the transaction: in 2024, the Company did not carry out these transactions.

In 2024, the Company did not incur related transactions in this section.

II. Operational plan of the Board of Directors in 2025

- In 2025, the Board of Directors will continue to focus on directing and supervising the Board of Management to implement the production and business plan and financial plan in 2025 approved by the Annual General Meeting of Shareholders in 2025. The Board of Directors will work more closely with the Board of Management on monthly and quarterly business objectives and action plans to focus maximum resources to achieve the approved business plan.
- Improve and comprehensively promote the maintenance and development of the Company's main business areas, promote market share in the traditional business segment, seek and expand into new business areas in line with the Company's

operational capacity, therefore helping to create value and increase sustainability for the Company.

- The Board of Directors continues to direct the Board of Management in building and perfecting the corporate culture, professionalizing the working style throughout the Company's system to achieve high productivity and work efficiency, improve and perfect welfare policies for employees, improve the quality of internal training programs, and perfect the recruitment system.
- The Board of Directors will continue to commit to developing business in parallel with environmental protection and social responsibility, ensuring benefits for the Company's shareholders as well as contributing to the community and society.

Above is the Report on business performance in 2024 and Plan in 2025 of the Board of Directors.

The Board of Directors respectfully reports to the General Meeting of Shareholders.

Best regards,

ON BEHALF OF BOARD OF DIRECTORS

CHAIRPERSON



[Signature]
Nguyễn Thi Thu Huyen



**VIETNAM MACHINE
INVESTMENT DEVELOPMENT
JOINT STOCK COMPANY**

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No. 01/2025/BC-UBKT-VIMID

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Hanoi, April 19, 2025

**EVALUATION REPORT OF INDEPENDENT MEMBERS OF THE
BOARD OF DIRECTORS IN THE AUDIT COMMITTEE**

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

In 2024, independent members of the Board of Directors of Vietnam Machine Investment Development Joint Stock Company participated in planning, compliance control, and business strategy review of the Company, ensuring compliance with legal regulations and corporate governance practices. As Chairperson of the Audit Committee, an independent member of the Board of Directors, I would like to report on evaluation results of the Audit Committee of Vietnam Machine Investment Development Joint Stock Company as follows:

**I. REMUNERATION, OPERATING EXPENSES, AND OTHER BENEFITS OF
THE BOARD OF DIRECTORS AND EACH BOARD MEMBER**

- Members of the Audit Committee are entitled to remuneration and other benefits as BOD members; no additional remuneration shall be made to members of the Audit Committee.

II. SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

During the year, the Audit Committee held 04 meetings with the full participation of its members. The attending members discussed and agreed with the voting results of 100% approval on the issues in the meetings, specifically as follows:

1. Approve the work plan of the Audit Committee in 2024;
2. Approve issues and results of internal audit;
3. Approve the working mechanism of the Audit Committee and the Internal Audit Department, the Internal Audit Plan and Program in 2024;
4. Approve quarterly and interim financial statements, and annual audit reports of the Company in 2024;

III. SUMMARY OF THE AUDIT COMMITTEE MEETINGS

- Members of the Audit Committee fully participated in the meetings of the Board of Directors, promptly reported on the activities of the Audit Committee, and discovered issues and related recommendations of the Audit Committee.



- At the same time, members of the Audit Committee advised the Board of Directors on strategic direction, business strategy of the Company, risk management policies, and solutions to handle risks arising in the Company's daily operations.
- The meetings of the Board of Directors with the Audit Committee were convened and implemented with a carefully prepared schedule, in compliance with the Company's procedures and regulations. The contents of the meetings were fully and carefully discussed, reviewed and evaluated by the members of the Board of Directors to provide the best directions and solutions for the Company's activities. Members of the Audit Committee participated in meetings with the Board of Management to provide comments on the planning and objectives, evaluate the Company's business results in the year, thereby, formulating and contributing opinions on the organization and implementation of training for managers, employees and branches on risk management, internal control systems, internal audits in compliance with the Company's laws and regulations.
- Issues related to business strategy, financial strategy, corporate culture, building a synchronous and unified management system...were discussed in detail between the Board of Directors, members of the Audit Committee and the Board of Management of the company.
- The process of implementing production and business activities of the Company complies with the regulations and rules promulgated by the Board of Directors and the Board of Management for clear decentralization; risks are always analyzed and identified in a timely manner to ensure stability, safety and compliance with law provisions; and at the same time ensuring completion of the production and business plan set forth by the Board of Directors and the General Meeting of Shareholders.

IV. SUPERVISORY RESULTS OF FINANCIAL STATEMENTS, OPERATIONAL AND FINANCIAL SITUATION OF THE COMPANY

- The audited financial statements of Vietnam Machine Investment Development Joint Stock Company for the fiscal year ended December 31, 2024, are independently audited by AASC Auditing Firm Company Limited (AASC): There is no qualified opinion or recommendation of the independent auditor.
- In terms of material aspects: The audited financial statements have fairly and reasonably reflected the financial position of the Company as of December 31, 2024, as well as the business performance and cash flows for the fiscal year ending on the same date, in accordance with Vietnamese accounting standards and corporate accounting regime.
- In addition, for semi-annual and annual financial statements in 2024: there is no error in these financial statements. The Audit Committee agrees with the independent auditor's assessments of the reviewed semi-annual financial statements and the audited annual financial statements.

Some basic financial indicators in the audited financial statements in 2024:

(Unit: Million VND)

Indicator (VND)	December 31, 2024	December 31, 2023	Growth (%)
Current assets	2.278.075	1.817.615	25,33
Non-current assets	37.551	53.186	-29,40
Total assets	2.315.626	1.870.801	23,78
Equity	352.531	284.095	24,09
Registered capital	215.250	215.250	0,00
Net Revenue	3.891.110	2.265.032	71,79
Profit after tax	68.436	17.272	296,23

- Although the market was affected by issues of monetary policy, government policy & political situation in the world in 2024, the Company carefully prepared business plans, so it still achieved profitable business results, and maintained good financial health.

V. REPORT ON TRANSACTIONS BETWEEN THE COMPANY, SUBSIDIARIES, COMPANIES CONTROLLED BY VIMID OVER 50% OR MORE OF REGISTERED CAPITAL WITH THE MEMBERS OF THE BOARD OF DIRECTORS AND RELATED PERSONS OF SUCH MEMBERS; TRANSACTIONS BETWEEN VIMID AND THE COMPANY IN WHICH THE BOD MEMBER IS A FOUNDING MEMBER OR A CORPORATE MANAGER IN THE LAST 03 YEARS BEFORE THE TRANSACTION: IN 2024, THE COMPANY DID NOT CARRY OUT THESE TRANSACTIONS.

In 2024, the Company did not incur related transactions in this section.

VI. RESULTS OF EVALUATION OF THE COMPANY'S INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

In 2024, the Company developed and implemented many risk management activities as well as tightened internal control systems to cope with factors affecting the internal governance and business operations of the Company, including:

- Search, identify, describe and assess risks in order to clearly identify possible factors or situations that may affect the achievement of the objectives set by the Leadership, from which effective response plans/options can be devised to optimize business activities across all branches of the Company;
- Continue to support business through the implementation of consistent processes, regulations, tools and risk management techniques throughout the system;
- Clearly delineate risk management responsibilities, develop periodic and continuous risk management monitoring and reporting mechanisms throughout the Company;

- Continuously review the system of documents to develop projects to improve internal processes and documents to suit the business and management activities of the Company;

Evaluation results:

- The Company's Risk Management documentation system has been developed in accordance with law provisions, complied with the Company's governance requirements and principles, communicated and trained to all Company employees to master and perform risk identification, evaluation & analysis of the Company;
- Accordingly, the Audit Committee performed the role of monitoring and controlling compliance, focusing on supervising financial and accounting activities in particular and managing production and business activities of the whole Company in general. In addition, the Internal Audit Department assessed and implemented risk management activities in departments and branches under the company through internal audits in 2024.

VII. SUPERVISORY RESULTS OVER THE BOARD OF DIRECTORS, the DIRECTOR OF THE COMPANY AND OTHER EXECUTIVES OF THE COMPANY.

- The Board of Directors has well implemented the supervision of the company's business activities, ensured strict control according to the approved strategic orientation and adjusted timely decisions according to actual requirements;
- Members of the Board of Directors concurrently holding executive positions in the Board of Management always attend all periodic and extraordinary meetings of the Board of Management. The decisions and policies of the Board of Management are analyzed, reviewed and consulted by the Board of Directors to provide optimal solutions for the benefit of the Company. Thereby, the Board of Directors is always fully aware of the Company's operation situation, as well as is updated as quickly as possible on the requirements from the actual production and business.
- The Board of Management was supervised in evaluating and selecting the securities consultant listed on Ho Chi Minh City Stock Exchange (HSX), ensuring that the steps are taken in line with the Evaluation Process, ensuring suitability according to the approval of the Annual General Meeting of Shareholders in 2024.
- Members of the Board of Directors have always actively supported the Board of Management in the direction and administration; many sessions have been held to share administrative experience with intermediate managers;
- The Board of Directors has focused on risk management measures, supported the Board of Management to identify potential risks early, and helped the company maintain sustainability and stability in operations, protected the interests of shareholders.

**VIII. RESULTS OF EVALUATION OF COORDINATION ACTIVITIES
BETWEEN THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS,
THE DIRECTOR OF THE COMPANY AND SHAREHOLDERS.**

- 1) The Board of Directors promptly issued decisions and instructions to the Audit Committee.
- 2) The Audit Committee regularly reported the results of auditing activities and recommendations to the Board of Directors. The Director facilitated the Audit Committee to access information, documents, records, reports and the IAD to implement the approved internal audit plan.
- 3) Through direct participation in meetings of the Board of Management and based on the reports of the IAD, the Audit Committee promptly proposed to the Board of Management improvement measures to enhance the Company's operational efficiency and control.

**INDEPENDENT MEMBER OF THE
BOARD OF DIRECTORS
CHAIRPERSON OF THE AUDIT
COMMITTEE**



Chu Quang Huy



No.: 01/2025/BC-HDQT-VIMID

Hanoi, April 19, 2025

AUDITED FINANCIAL STATEMENTS IN 2024

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Vietnam Machine Investment Development Joint Stock Company hereby submits to the General Meeting of Shareholders a summary of the Audited Financial Statements in 2024 as follows:

1. **Auditor:** AASC Auditing Firm Company Limited (AASC)

2. **Audited separate financial statements in 2024**

The audited financial statements in 2024 include 06 main components:

- 1) Report of the Board of Management;
- 2) Independent Auditor's Report;
- 3) Balance sheet as of December 31, 2024;
- 4) Income statement of 2024;
- 5) Cash flow statement;
- 6) Notes to the financial statements.


Several key indicators in the audited financial statements in 2024

Indicator (VND)	2024	Indicator (VND)	2024
Current assets	2.278.074.602.365	Total revenue	3.891.124.661.120
Non-current assets	37.551.094.522	Net Revenue	3.891.109.720.791
Total assets	2.315.625.696.887	Net operating profit	91.285.456.876
Liabilities	1.963.094.263.279	Other profits	-2.924.342.697
Equity	352.531.433.608	Profit before tax	88.361.114.179
Registered capital	215.250.000.000	Profit after tax	68.436.163.674

Contents mentioned above is a summary of the Company's audited financial statements in 2024.

We hereby submit to the General Meeting of Shareholders for review and approval.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON


Nguyen Thi Thu Huyen

**VIETNAM MACHINE
INVESTMENT
DEVELOPMENT JOINT
STOCK COMPANY**

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No.: 01/2025/TTr-HDQT-VIMID

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Hanoi, April 19, 2025

PROPOSAL

(Re: Business plan in 2025)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Articles of Association of Vietnam Machine Investment Development Joint Stock Company;*

The Board of Directors of Vietnam Machine Investment Development Joint Stock Company hereby submits to the General Meeting of Shareholders the following issues:

1. Approve the Business Plan in 2025 as follows:

No.	Indicator	Plan in 2025 (VND)
1	Revenue	4,200,000,000,000
2	Profit before tax	90,000,000,000

2. Authorize the Board of Directors, based on the actual business situation in 2025, to proactively make decisions on adjustment of the business plan.

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

Recipients:

- *Annual General Meeting of Shareholder in 2025;*
- *BOD, BOM;*
- *Filing: Archived*

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRPERSON**



Nguyễn Thi Thu Huyen

**VIETNAM MACHINE
INVESTMENT
DEVELOPMENT JOINT
STOCK COMPANY**

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No.: 02/2025/TTr-HDQT-VIMID

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, April 19, 2025

PROPOSAL

(Re: Profit distribution in 2024 and Profit distribution plan in 2025)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Articles of Association of Vietnam Machine Investment Development Joint Stock Company;
- Audited financial statements in 2024 of Vietnam Machine Investment Development Joint Stock Company;

The Board of Directors of Vietnam Machine Investment Development Joint Stock Company hereby submits to the General Meeting of Shareholders for approval of the Profit Distribution in 2024 and the Profit Distribution Plan in 2025, as follows:

1. Profit distribution in 2024

	Description	Accumulated Profit After Tax
		(VND)
1	Undistributed profit after tax:	132,956,433,608
2	Proposed profit distribution:	21,525,000,000
	Cash Dividend with payout ratio of 10% <i>(VND 1,000 per share)</i>	21,525,000,000
3	Remaining profit after distribution:	111,431,433,608

2. Profit distribution plan in 2025

Based on the implementation of the business plan in 2025, the Board of Directors will submit to the General Meeting of Shareholders the fund provision plan at the Annual General Meeting of Shareholders in 2026.

Above is the Profit Distribution Plan in 2024 and the Profit Distribution Plan in 2025 of the Company.

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

Recipients:

- Annual General Meeting of Shareholders in 2025;
- BOD, BOM;
- Filing: Archived

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRPERSON**



Nguyễn Thi Thu Huyen
Nguyễn Thi Thu Huyen

**VIETNAM MACHINE
INVESTMENT
DEVELOPMENT JOINT
STOCK COMPANY**

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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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No.: 03/2025/TTr-HDQT-VIMID

Hanoi, April 19, 2025

PROPOSAL

(Re: Selection of Auditing Company for Financial Statements in 2025)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Company Charter of Vietnam Machine Investment Development Joint Stock Company;

The Board of Directors of Vietnam Machine Investment Development Joint Stock Company hereby submits to the General Meeting of Shareholders for approval of selection of an independent auditing company to audit the financial statements in 2025 as follows:

- AASC Auditing Firm Company Limited (AASC) is an auditor on the list authorized by the Ministry of Finance to audit listed companies, proposed by the Board of Directors and approved by the Annual General Meeting of Shareholders in 2024 as the auditor of the Company's semi-annual and annual Financial Statements in 2024. Through the period of cooperation and work, the Company has realized that such auditor has performed professional and accurate audits and has a team of highly qualified and experienced auditors, and meets the Company's requirements regarding audit scope and progress.
- Accordingly, the Board of Directors hereby submits to the General Meeting of Shareholders for approval to continue selecting AASC Auditing Firm Company Limited (AASC) as the auditor of the financial statements in 2025 and the semi-annual review report in 2025 for Vietnam Machine Investment Development Joint Stock Company.

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

Recipients:

- General Meeting of Shareholders in 2025;
- Board of Directors, Board of Management;
- Filing: Archived

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRPERSON**



Nguyễn Thị Thu Huyền

No.: 04/2025/TTr-HDQT-VIMID

Hanoi, April 19, 2025

PROPOSAL

(Re: Payment of remuneration to the Board of Directors in 2024 and Remuneration Payment Plan for the Board of Directors in 2025)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Company charter of Vietnam Machine Investment Development Joint Stock Company;
- Production and business results in 2024 of Vietnam Machine Investment Development Joint Stock Company;

The Board of Directors herein reports on the payment of remuneration to the Board of Directors in 2024 and the remuneration payment plan for the Board of Directors in 2025 and submits it to the Annual General Meeting of Shareholders for approval, specifically as follows:

1. Report on remuneration payment to the Board of Directors in 2024

The Board of Directors has received a fixed monthly remuneration in 2024; the details of remuneration are presented in the table below:

No.	Position	Quantity	Monthly remuneration (VND/month)	Total remuneration in 2024 (VND)
I	Board of Directors	5	35,000,000	420,000,000
1	BOD Chairperson	1	10,000,000	120,000,000
2	BOD Member cum Director	1	10,000,000	120,000,000
3	BOD Member	3	5,000,000	180,000,000
II	Person in charge of corporate governance	1	3,000,000	36,000,000
	Total		38,000,000	456,000,000

2. Remuneration plan in 2025:

2.1. In case the company completes the planned profit indicator, the remuneration for members of the Board of Directors and corporate governance officers will be as follows:

No.	Position	Quantity	Monthly remuneration (VND/month)	Total remuneration in 2025 (VND)
I	Board of Directors	5	55,000,000	660,000,000
1	BOD Chairperson	1	15,000,000	180,000,000
2	BOD Vice Chairperson	1	15,000,000	180,000,000
3	BOD Members	2	10,000,000	240,000,000
4	Independent Member of BOD	1	5,000,000	60,000,000
II	Person in charge of corporate governance	1	3,000,000	36,000,000
	Total		58,000,000	696,000,000

2.2. In case the company achieves profit results exceeding the business plan in 2025, the Board of Directors will submit to the General Meeting of Shareholders for approval of the bonus to the members of the Board of Directors and the corporate governance officers at the Annual General Meeting of Shareholders in 2026.

2.3. In case the company's profit results in 2025 fail to meet the plan, the Board of Directors may adjust the actual monthly remuneration paid to the members of the Board of Directors and the Person in charge of Corporate Governance but shall not less than 80% of the planned remuneration.

We respectfully submit the above to the General Meeting of Shareholders for review and approval./.

Recipients:

- Annual General Meeting of Shareholder in 2025;
- BOD, BOM;
- Filing: Archived.

ON BEHALF OF BOARD OF
DIRECTORS
CHAIRPERSON



Nguyễn Thị Thu Huyền

Hanoi, April 19, 2025

PROPOSAL

(Re: Payment of cash dividend in 2024)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- The Company Charter of Vietnam Machine Investment Development Joint Stock Company;
- Business situation and capital needs of the Company for the following years.

Based on the business results in 2024 and the business plan in 2025, the Board of Directors of Vietnam Machine Investment Development Joint Stock Company hereby submits to the General Meeting of Shareholders for approval of the dividend payment plan in 2024, details are as follows:

1. Approve the cash dividend plan from the Company's retained earnings with the following details:

- Expected dividend payout ratio: 10% (each ordinary share receives VND 1,000 (*in words: One thousand Vietnamese dong*));
- Dividend payment method: In cash.
- Dividend recipients: Existing shareholders named in the List of Shareholders of the Company at the closing date of the list of shareholders to exercise the right to receive cash dividends.
- Source of payment: from undistributed profits in 2024 according to the Company's audited financial statements in 2024.
- Method of implementation: The dividend payment will be transferred to the accounts of the shareholders registered with the Company or received in cash directly at the head office address of the Company.
- Dividend payment period: Expected in Quarter III or/and Quarter IV of 2025.
- Dividend payment method: Dividends can be paid in installments, ensuring that the total dividend payment ratio is equal to the ratio approved by the General Meeting of Shareholders.

2. The General Meeting of Shareholders assigns and authorizes the Board of Directors to decide on all issues related to the payment of dividends, specifically as follows:

- Decide on the time to close the list of shareholders receiving dividends and adjust the method according to the final approval of competent authorities to ensure compliance with current regulations on dividend payment (if any) and compliance with the plan approved by the Annual General Meeting of Shareholders in 2025;
- Prepare a list of shareholders to receive dividends, determine the level of dividends to be paid and payment period for each installment, ensuring compliance with the approved plan in the Annual General Meeting of Shareholders in 2025;
- Perform all necessary tasks and procedures to complete the above dividend payment plan in accordance with applicable laws;

We respectfully submit the above to the General Meeting of Shareholders for review and approval./.

Recipients:

- Annual General Meeting of Shareholder in 2025;
- BOD, BOM;
- Filing: Archived.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRPERSON**



Nguyễn Thị Thu Huyền

**VIETNAM MACHINE
INVESTMENT DEVELOPMENT
JOINT STOCK COMPANY**

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No.: 06/2025/TTr-HDQT-VIMID

SOCIALIST REPUBLIC OF VIETNAM

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Hanoi, April 19, 2025

PROPOSAL

(Re: Amendments and Supplements to the Company Charter)

To: 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and the guiding documents as amended and supplemented by Law No. 56/2024/QH15;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and the guiding documents;
- Pursuant to the Company Charter of Vietnam Machine Investment Development Joint Stock Company;

In accordance with practical management and operational needs of the Company (specifically, the change of the legal representative from the General Director to the Chairperson of the Board of Directors), the Board of Directors ("BOD") has reviewed the current Company Charter of Vietnam Machine Investment Development Joint Stock Company ("Company").

Based on the review, in addition to the changes required by practical needs as mentioned above, the BOD has identified several articles and clauses in the Company's Company Charter that need to be considered for amendments and supplements to align with legal regulations and the Company's governance and operational requirements. Key amendments and supplements to the Company Charter are specified in Appendix 01 attached to this Statement. Apart from the changes listed in the Appendix, the new Company Charter also include detailed revisions regarding sentence structure, wording, terminology, and certain cross-references to ensure consistency in form and content. Following adjustments or supplements to certain clauses and articles, the order and numbering of certain clauses and articles in the new Company Charter have also been modified accordingly. The BOD respectfully submits this Statement for the General Meeting of Shareholders ("GMS") to consider and approve the amendments and supplements to the Company's Company Charter as detailed in the attached Appendix and the new Company Charter. This new version shall replace the Company Charter issued on May 29, 2021, along with its previous amendments, and will take effect from the date it is approved by the GMS. The legal representative of the Company shall be assigned to review, finalize, and issue the new Company Charter.

We respectfully submit the above to the General Meeting of Shareholders for review and approval.



Best regards,

Attachments:

- *Draft of the Revised Company Charter*
- *Appendix 01: List of Amendments and Supplements to the Company Charter in line with current laws*

Recipients:

- 2025 Annual General Meeting of Shareholders;
- BOD, BOM;
- - Filing: Archive.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRPERSON



Thuy
Nguyen Thi Thu Huyen

APPENDIX 01

CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S COMPANY CHARTER IN ACCORDANCE WITH CURRENT LEGAL REGULATIONS

(Attached to Statement No. 06/2025/TTr-BOD-VIMID dated April 19, 2025)

No.	Provision	Current Provision in the Company Charter	Proposed Amendment/Supplement	Explanation
1	Point d, Clause 1, Article 1, Chapter I	"Electronic Transactions Law" means the Electronic Transactions Law No. 51/2005/QH11 passed by the National Assembly on November 29, 2005, including guiding documents and any amendments, supplements, or replacements (if any).	"Electronic Transactions Law" means the Electronic Transactions Law No. 20/2023/QH15 passed by the National Assembly on June 22, 2023, including guiding documents and any amendments, supplements, or replacements (if any).	Update to reflect the new Law.
2	Point g, Clause 1, Article 1, Chapter I	g. "Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights as prescribed by Law.	g. "Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights <u>and obligations</u> as prescribed by Law.	Update based on the company charter model attached to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance
3	Point k, Clause 1, Article 1, Chapter I	"Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 80/2015/QH13 passed by the National Assembly on June 22, 2015, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, at the place where the Company is listed or has its shares registered for trading, including the	"Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the Company is listed or has its shares	Update to reflect the new Law.

		regulations of the Stock Exchange.	registered for trading, including the regulations of the Stock Exchange.	
4	Clause 1, Article 2, Chapter II	<p>1. Company Name:</p> <ul style="list-style-type: none"> • Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN MÁY VIỆT NAM • English: VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY • Abbreviated Name: VIMID., JSC 	<p>1. Company Name:</p> <ul style="list-style-type: none"> • Name in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN MÁY VIỆT NAM • Name in English: VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY • Abbreviated Company Name: VIMID., JSC 	Revised in accordance with the formatting requirements in the company charter model.
5	Point a, Clause 4, Article 2, Chapter II	<p>Legal Representative of the company:</p> <p>a. The Director is the legal representative of the Company.</p>	<p>Legal Representative of the Company:</p> <p>a. The Company has one legal representative. The Chairperson of the Board of Directors is the legal representative of the Company.</p>	More aligned with the Company's actual operation and organizational structure.
6	Clause 1, Article 3, Chapter III	<p>1. The business lines of the Company:</p> <p>...</p>	<p>1. The Company's business sectors are specified in Appendix 1 attached to the Company Charter. This Appendix forms an integral part of the Company Charter.</p>	Updated in accordance with the Amendment Appendix to the Company Charter No. 02/2023/PLDL-MVN as approved by the General Meeting of Shareholders on May 19, 2023.
7	Clause 2, Article 4, Chapter III	<p>2. The Company may engage in other business sectors not prohibited by Law, provided that such business activities are <u>adopted</u> by the General Meeting of Shareholders.</p>	<p>2. The Company may engage in other business sectors not prohibited by Law, provided that such business activities are <u>approved</u> by the General Meeting of Shareholders.</p>	Terminology revised for consistency with the language used in the company charter model.

8	Clause 1, Article 5, Chapter IV	The Registered Capital of the Company is VND 205,000,000,000 (<i>two hundred five billion Vietnamese Dong</i>). The registered capital of the Company is divided into 20,500,000 (<i>twenty million, five hundred thousand</i>) shares with a par value of VND 10,000 (<i>ten thousand Vietnamese Dong</i>) per share.	The Registered Capital of the Company is VND <u>215,250,000,000</u> (<i>two hundred fifteen billion, two hundred fifty million Vietnamese Dong</i>). The total registered capital of the Company is divided into <u>21,525,000</u> (<i>twenty-one million, five hundred twenty-five thousand</i>) shares with a par value of VND 10,000 (<i>ten thousand Vietnamese Dong</i>) per share.	Updated in accordance with Amendment Appendix to the Company Charter No. 03/2023/PLDL-MVN approved by the General Meeting of Shareholders on November 22, 2023.
9	Clause 5, Article 5, Chapter IV	Ordinary shares must be offered for sale to existing Shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders.	Ordinary shares must be offered for sale to existing Shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. <u>The number of shares not subscribed by Shareholders shall be determined by the Board of Directors of the Company. The Board of Directors may allocate such shares to other Shareholders or third parties under terms and conditions that are not more favorable than those offered to existing Shareholders, unless otherwise approved by the General Meeting of Shareholders.</u>	More aligned with the Company's actual operation.
10	Point d, Clause 2, Article 11, Chapter VI	d. To have pre-emptive rights to purchase newly issued shares in proportion to their ordinary shareholding unless otherwise decided by the General Meeting of Shareholders;	d. To have pre-emptive rights to purchase newly issued shares in proportion to their ordinary shareholding <u>unless otherwise decided by the Securities Law;</u>	Amended to comply with current legal regulations.
11	Point m, Clause 2,	Other rights as prescribed in the Company Charter and by Law.	Removed	Duplicated with Point 1, Clause 2, Article 11.

Article 11, Chapter VI	To request to convene a General Meeting of Shareholders in the following cases:	To request the Board of Directors to convene a General Meeting of Shareholders in the following cases:	Added for clarity and completeness.
Point a, Clause 3, Article 11, Chapter VI			
12			
13	<p>Obligations of Shareholders:</p> <p>Shareholders shall have the following obligations:</p> <ol style="list-style-type: none"> 1. To comply with the Company Charter and the internal management regulations of the Company, and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. 2. To fully and timely pay for the shares they have committed to purchase. 3. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except when such shares are repurchased by the Company or transferred to another party. If a Shareholder withdraws part or all their contributed capital in violation of this Clause, the Shareholder and any related beneficiaries within the Company shall be jointly liable for the Company's debts and other financial 	<p>Supplements:</p> <p>5. To attend the General Meeting of Shareholders and exercise their voting rights through the following methods:</p> <ol style="list-style-type: none"> a) Attending and voting directly at the meeting; b) Authorizing another individual or organization to attend and vote on their behalf; c) Attending and voting via online conferences, electronic voting, or other electronic means; d) Submitting a voting ballot to the meeting via guaranteed express delivery to the Company's head office or by sending a scanned version of the voting ballot to the designated email address, as notified by the Company at least one (01) working day before the meeting date. <p>6. To bear personal liability if acting on behalf of the Company in any of the following cases:</p> <ol style="list-style-type: none"> a) Violating the law; 	<p>Further clarification of shareholder obligations in accordance with Article 13 of the company charter model issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance.</p>

		<p>obligations up to the value of the withdrawn shares, as well as for any damages incurred.</p> <p>4. To maintain confidentiality of the information provided by the Company as stipulated in The Company Charter and by Law; to use the provided information only for exercising and protecting their legal rights and interests; and to strictly prohibit the dissemination, copying, or forwarding of such information to any third party.</p> <p>5. <u>Other obligations as prescribed in the Company Charter and by Law.</u></p>	<p>b) Conducting business or transactions for personal gain or for the benefit of another organization or individual;</p> <p>c) Settling undue debts before financial risks arise for the Company.</p> <p>7. To fulfill all other obligations as required by applicable laws.</p>	
14	Point c, Clause 1, Article 14, Chapter VI	To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law; <u>This dividend rate must not exceed the rate proposed by the Board of Directors;</u>	To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law;	Remove the phrase “ <u>This dividend rate must not exceed the rate proposed by the Board of Directors</u> ” to comply with current legal regulations.
15	Clause 2, Article 14, Chapter VI	<i>[No specific provision on matters to be discussed and approved by the General Meeting of Shareholders]</i>	<p><i>Supplements:</i></p> <p>2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>a) The Company's annual business plan;</p> <p>b) The audited annual financial statements;</p>	Supplemented to clarify the matters for discussion and approval by the General Meeting of Shareholders; reference made to Clause 2, Article 15 of the Company Charter model issued together with Circular No. 116/2020/TT-

			<p>c) The Board of Directors' corporate governance report and the performance of the Board of Directors and each Board member;</p> <p>d) The Company's business performance report and the performance reports of the Board of Directors and the Director;</p> <p>e) The dividend rate for each class of share;</p> <p>f) The number of members of the Board of Directors;</p> <p>g) The election, dismissal, and removal of members of the Board of Directors;</p> <p>h) The budget or the total remuneration, bonuses, and other benefits for the Board of Directors;</p> <p>i) The approval of the list of approved auditing firms and the selection of an auditing firm to inspect the Company's operations when deemed necessary;</p> <p>j) Amendments and supplements to the Company Charter;</p> <p>k) The classes and quantity of new shares to be issued for each class of shares;</p> <p>l) The division, separation, consolidation, merger, or transformation of the Company;</p> <p>m) The reorganization or dissolution (liquidation) of the Company and the</p>	BTC dated December 31, 2020 by the Minister of Finance.
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			<p>appointment of liquidators;</p> <p>n) Decisions on investment or asset disposals with a value of 35% or more of the total asset value, as recorded in the latest audited financial statements;</p>	
			<p>o) Decisions on the Company's repurchase of more than 10% of the total issued shares of each class;</p> <p>p) The Company's execution of contracts and transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law, with a transaction value equal to or greater than 35% of the Company's total asset value, as recorded in the latest audited financial statements;</p> <p>q) Approval of the following transactions:</p> <p>(i) Granting loans or providing guarantees to members of the Board of Directors, the Director, or other managers who are not Shareholders, as well as to individuals or entities related to them;</p> <p>(ii) Transactions with a value of 35% or more, or transactions that result in a total transaction value within 12 months reaching 35% or more of the Company's total asset value, as recorded in the latest audited financial statements, between the Company and any of the following entities:</p> <p>- Members of the Board of Directors, the</p>	

16	Clause 2, Article 19, Chapter VI	During Shareholder registration, the Company shall issue one or more voting ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the number of voting shares of such Shareholder or Proxy Holder. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark	<p>Director, other managers, and their related persons;</p> <p>- Shareholders, authorized representatives of Shareholders who own more than 10% of the Company's total ordinary share capital, and their related persons;</p> <p>-Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law;-</p> <p>(iii) Loan agreements or asset sales contracts with a value exceeding 10% of the total asset value, as recorded in the latest audited financial statements, between the Company and a Shareholder holding at least 51% of the total voting shares, or such Shareholder's related persons;</p> <p>r) Approval of internal corporate governance regulations and the Board of Directors' operation regulations;</p> <p>s) Other matters as stipulated by Law and the Company Charter.</p>	Point a, Clause 1, Article 20 of the Company Charter under Circular 116/2020.
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		their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot. The vote counting results shall be announced immediately at the General Meeting of Shareholders by the Vote Counting Committee upon completion of the vote count. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.	General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot. The vote counting results shall be announced immediately at the General Meeting of Shareholders by the Vote Counting Committee upon completion of the vote count. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.	
17	Clause 1, Article 21, Chapter VI	Resolutions on the following matters shall be adopted if approved by Shareholders representing at least 65% of the total voting shares of all Shareholders, except as provided in Clauses 3, 4, and 5 of Article 21 of the Company Charter	Resolutions on the following matters shall be adopted if approved by Shareholders representing at least 65% of the total voting shares of all Shareholders <u>attending and voting at the meeting</u> , except as provided in Clauses 3, 4, and 5 of Article 21 of the Company Charter:	Clause 5, Article 7 of the Law amending the Enterprise Law.
18	Point d, Clause 1, Article 21, Chapter VI	d. Investment projects or transactions involving asset sales valued at 35% or more of the total asset value of the Company as recorded in the latest consolidated financial statements; and Other resolutions shall be adopted if approved by Shareholders representing more than 50% of the total voting shares of all Shareholders, except for cases specified in	d. Investment projects or transactions involving asset sales valued at 35% or more of the total asset value of the Company as recorded in the latest audited financial statements; and Other resolutions shall be adopted if approved by Shareholders representing more than 50% of the total voting shares of all Shareholders <u>attending and voting</u>	Remove “consolidated” to reflect actual operational practice.
19	Clause 2, Article 21, Chapter VI			Clause 5, Article 7 of the Law amending the Enterprise Law.

		Clauses 1, 3, 4, and 5 of Article 21 of the Company Charter.	at the meeting, except for cases specified in Clauses 1, 3, 4, and 5 of Article 21 of the Company Charter.	
20	Clause 5, Article 21, Chapter VI	A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preferred Shareholders shall be valid only if approved by at least 75% of the total shares of that class held by attending preferred Shareholders or at least 75% of the total shares of that class held by preferred Shareholders in the case of resolutions adopted by collecting written opinions.	<u>Any change or cancellation of special rights attached to a class of preferred shares shall take effect only if approved by Shareholders representing at least 65% of the total voting shares of all attending Shareholders.</u> A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preferred Shareholders shall be valid only if approved by at least 75% of the total shares of that class held by attending preferred Shareholders or at least 75% of the total shares of that class held by preferred Shareholders in the case of resolutions adopted by collecting written opinions.	Clause 1, Article 17 of the Company charter model under Circular 116/2020/TT-BTC.
21	Clause 7, Article 21, Chapter VI	The procedures for conducting such separate meetings shall be carried out in accordance with Articles 18 and 19 of the Company Charter.	The procedures for conducting such separate meetings shall be carried out in accordance with Articles 18, 19, 20, and 21 of the Company Charter.	Updated to reflect revisions in the Company Charter.
22	Point g, Clause 3, Article 22, Chapter VI	Full name and signature of the legal representative of the Company.	The full name and signature of the Chairperson of the Board of Directors.	Point g, Clause 3, Article 149 of the Enterprise Law Point g, Clause 3, Article 22 of the Sample Articles under Circular 116.
23	Clause 6, Article 22, Chapter VI	The vote-counting minutes and the resolution must be published on the Company's website within twenty-four (24) hours from the date of vote counting	The vote-counting minutes and the resolution must be published on the Company's website within twenty-four (24) hours from the time of vote counting	Amended to align with the company charter model.

24	Clause 8, Article 22, Chapter VI	completion. A resolution adopted through written opinions of Shareholders shall have the same legal validity as a resolution adopted at the General Meeting of Shareholders.	completion. A resolution adopted through written opinions of Shareholders shall be valid if <u>it is approved by Shareholders representing more than 50% of the total voting shares of all Shareholders eligible to vote</u> . Such a resolution shall have the same legal validity as a resolution adopted at the General Meeting of Shareholders.	Clause 8, Article 22 of the Company charter model under Circular 116/2020/TT-BTC
25	Clause 6, Article 26, Chapter VII	A member of the Board of Directors shall cease to be a member in the following cases: a. The member no longer satisfies the qualifications and conditions to be a member of the Board as prescribed by the Enterprise Law, the Company Charter, or is prohibited by law from acting as a Board member; b. The member submits a written resignation accepted by the Company; c. The member fails to participate in Board activities for six consecutive months without the Board's approval, except in force majeure cases; and d. The member is dismissed or removed by the General Meeting of Shareholders.	A Board member shall no longer hold office if they are dismissed, removed, or replaced by a resolution of the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.	Amended to align with the company charter model.
26	Clause 9, Article 26, Chapter VII	Not yet provided – Supplements	9. The composition of the Board of Directors is as follows: The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total Board	Supplemented to comply with legal regulations and the company charter model.

			<p>members are non-executive members. The Company shall minimize the number of Board members holding executive positions to ensure the independence of the Board of Directors.</p> <p>The total number of Independent Board Members must comply with the following requirements:</p> <ul style="list-style-type: none"> a. At least one (01) Independent Board Member if the Board of Directors consists of 03 to 05 members; b. At least two (02) Independent Board Members if the Board of Directors consists of 06 to 08 members; c. At least three (03) Independent Board Members if the Board of Directors consists of 09 to 11 members. 	
27	Clause 10, Article 26, Chapter VII	Not yet provided – Supplements	10. A Board member is not required to be a Shareholder of the Company.	Supplemented to comply with legal regulations and the company charter model.
28	Clause 11, Article 26, Chapter VII	Not yet provided – Supplements	11. Independent Board Members must meet the qualifications and conditions specified by the Securities Law and Enterprise Law. An Independent Board Member must notify the Board of Directors if they no longer meet the required qualifications and conditions under the Enterprise Law and shall automatically cease to be an Independent Board Member from the date when they no longer satisfy such criteria. The Board	Supplemented to comply with legal regulations and the company charter model.

			of Directors must inform the General Meeting of Shareholders at the next meeting about the status of the Independent Board Member who no longer meets the requirements or convene a General Meeting of Shareholders to elect a replacement within six (06) months from the date the notification is received from the affected Independent Board Member.	
29	Point b, Clause 2, Article 27, Chapter VII	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director; determine salaries and other benefits of the Director;	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter, and terminate contracts with the Director, <u>Deputy Directors, and Chief Accountant;</u> determine salaries and other benefits of the <u>Director, Deputy Directors, and Chief Accountant;</u>	In accordance with Article 36 of the Company Charter.
30	Point n, Clause 2, Article 27, Chapter VII	n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of The Company Charter;	n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of The Company Charter;	Remove "consolidated" to reflect actual operational practice.
31	Point o, Clause 2, Article 27, Chapter VII	o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or greater	o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or	Supplemented for consistency

		than the threshold specified in Point n, Clause 2, Article 27;	p. Approve investments or asset sales valued between 1% and less than 35% of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Clause 3, Article 41 of The Company Charter;	greater than the threshold specified in Point n, Clause 2, Article 27 of the <u>Company Charter</u> ;	Remove “consolidated” to reflect actual operational practice.
32	Point p, Clause 2, Article 27, Chapter VII				
33	Clause 3, Article 27, Chapter VII		The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote. <u>Board of Directors may adopt a resolution authorizing the Chairperson of the Board to make decisions or perform one or more rights and duties within the authority of the Board as stated in Clause 2, Article 27.</u>	The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote.	Revised to align with legal regulations and the Company charter model.
34	Clause 4, Article 27, Chapter VII	Not yet provided – Supplements		The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following: a. Remuneration, operating expenses, and other benefits of the Board of Directors and each Board member; b. Summary of Board meetings and decisions made by the Board of	Supplemented to comply with legal regulations and the company charter model.

			<p>Directors;</p> <p>c. Report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of the charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.</p> <p>d. Activities of Independent Board Members and their evaluation of the Board's performance;</p> <p>e. Activities of the Audit Committee under the Board of Directors;</p> <p>f. Activities of other committees under the Board of Directors (if any);</p> <p>g. Supervisory results regarding the Director;</p> <p>h. Supervisory results regarding other executives;</p> <p>i. Future plans</p>			Supplemented to comply with legal regulations and the company charter model.
35	Clause 5, Article 27, Chapter VII	Not yet provided – Supplements	<p>5. Board members holding executive positions (including the Chairperson, Vice Chairperson of the Board of Directors, or other titles in the Company), or Board members serving on committees under the Board of Directors or performing additional tasks beyond the usual</p>			

36	Clause 2, Article 28, Chapter VII	<p>The Chairperson of the Board of Directors shall have the following rights and duties:</p> <ol style="list-style-type: none"> Develop the agenda and activity plan of the Board of Directors; Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; Organize the approval of resolutions and decisions of the Board of Directors; Supervise the implementation of resolutions and decisions of the Board of Directors; Preside over the General Meeting of Shareholders; Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders; <u>Exercise, under authorization, one or several rights and obligations within the authority of the Board of Directors as specified in Clause 3, Article 27.</u> Exercise other rights and obligations as prescribed by the Enterprise Law and the 	<p>responsibilities of a Board member, may receive additional remuneration in the form of a lump sum payment per assignment, salary, commission, profit-sharing, or other forms of compensation as determined by the Board of Directors.</p> <p>The Chairperson of the Board of Directors shall have the following rights and duties:</p> <ol style="list-style-type: none"> Develop the agenda and activity plan of the Board of Directors; Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; Organize the approval of resolutions and decisions of the Board of Directors; Supervise the implementation of resolutions and decisions of the Board of Directors; Preside over the General Meeting of Shareholders; Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders; Represent the Company in signing contracts in which the Company is a party; Sign and issue resolutions and 	Amended and supplemented to comply with legal regulations and the company charter model.
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		Company Charter.	<p>decisions of the General Meeting of Shareholders and the Board of Directors;</p> <p>i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;</p> <p>j. Negotiate and sign contracts that require approval from the General Meeting of Shareholders as prescribed by law;</p> <p>k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.</p> <p>l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;</p> <p>m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2,</p>	
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			<p>Article 41 of The Company Charter;</p> <p>n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of The Company Charter;</p> <p>o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of The Company Charter;</p> <p>p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and The Company Charter.</p>	<p>Revised to align with legal regulations and the Company charter model.</p>
37	Clause 4, Article 28, Chapter VII	In case both the Chairperson and Vice Chairperson of the Board of Directors resign or are dismissed or removed, the Board of Directors shall elect a replacement within ten days.	<p>If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.</p>	Amended the phrase "above" to "the Company Charter" to
38	Clause 4, Article 29,	4. Meetings of the Board of Directors, as specified in Clause 3, Article 29 above, must	4. Meetings of the Board of Directors, as specified in Clause 3, Article 29 of the	

	Chapter VII	be held within seven (07) working days from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3, Article 29 above, may convene the Board meeting themselves.	Company Charter, must be held within seven (07) working days from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3, Article 29 of the Company Charter, may convene the Board meeting themselves.	ensure consistency with the provisions of the Company Charter.
39	Clause 2, Article 30, Chapter VII	Trường hợp chủ tọa, người ghi biên bản từ chối ký biên bản họp nhưng nếu được tất cả thành viên khác của Hội đồng Quản trị tham dự họp ký và có đầy đủ nội dung theo quy định tại các điểm a, b, c, d, e, f, g và h khoản 1 Điều này thì biên bản này có hiệu lực.	In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors agree to adopt and sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and the minutes taker shall bear personal liability for any damage to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law, the Company's Company Charter, and applicable laws.	Clause 6, Article 7 of the Law amending the Enterprise Law.
40	Clause 1, Article 31,	The Board of Directors of the Company shall appoint at least one person as the	The Board of Directors of the Company shall appoint at least one person as the	Amended and supplemented to comply with legal regulations

	Chapter VII	Person in Charge of Corporate Governance cum Company Secretary to support corporate governance activities.	Person in Charge of Corporate Governance to support corporate activities. <u>The Person in Charge of Corporate Governance may concurrently hold the position of Company Secretary.</u>	and the company charter model.
41	Clause 4, Article 31, Chapter VII	Not yet regulated – additional provision supplemented.	<p>4. The Company Secretary has the following rights and responsibilities:</p> <p>a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors meetings; taking minutes of meetings;</p> <p>b. Assisting Board members in fulfilling their assigned rights and responsibilities;</p> <p>c. Supporting the Board of Directors in the implementation of corporate governance principles;</p> <p>d. Assisting the Company in shareholder relations, protecting shareholders' legal rights and interests, and ensuring compliance with information disclosure obligations, transparency, and administrative procedures;</p> <p>e. Other rights and responsibilities as stipulated in the Company's Company Charter.</p>	Amended and supplemented to comply with legal regulations and the company charter model.
42	Clause 4, Article 32, Chapter VIII	4. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.	<p>4. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company. The</p>	Amended and supplemented to comply with legal regulations and the company charter model.

				appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.	
43	Clause 1, Article 38, Chapter IX	The Board of Directors shall appoint a member of the Board of Directors or another individual to serve as the Director.	Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of the Company Charter;	The Board of Directors shall appoint a member of the Board of Directors or <u>hire</u> another individual to serve as the Director.	Amended and supplemented to comply with legal regulations and the company charter model.
44	Point b, Clause 3, Article 38, Chapter IX The Director has the following rights and obligations:	Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of the Company Charter;		Removed	Amended to align with the Company's actual operations
45	Point c, Clause 3, Article 38, Chapter IX The Director has the following rights and obligations:	Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of The Company Charter;		Removed	Amended to align with the Company's actual operations
46	Point d, Clause 3, Article 38, Chapter IX	Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors, including representing the Company in signing contracts to which the		Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors (except for signing contracts and transactions on behalf of the	According to the actual operations

47	<p>Clause 3, Article 38, Chapter IX</p> <p>The Director has the following rights and obligations:</p>	<p>Company is a party, and organize and operate the Company's daily business activities in accordance with best management practices;</p> <p>Not yet provided – Supplements</p>	<p>Company, which must be authorized by the Company's Legal Representative), and organize and operate the Company's daily business activities in accordance with best management practices;</p> <p>c. Recommend the organizational structure and internal management regulations of the Company;</p> <p>d. Propose dividend distribution plans or solutions for handling business losses;</p> <p>e. Recruit employees;</p> <p>f. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;</p> <p>g. Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors);</p> <p>h. Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as "projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement)</p>	<p>Pursuant to Points d, g and h, Clause 4, Article 35 of the Company charter model under Circular 116/2020/TT-BTC.</p>
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				for each financial year must be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations;	
				<p>i. Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation;</p> <p>j. Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, and following internal regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide;</p> <p>k. Propose measures to improve the Company's operations and management; and</p> <p>l. Exercise other rights and obligations as prescribed by law, the Company Charter, the Company's regulations, and resolutions and decisions of the Board of Directors.</p>	
48	Clause 4, Article 38, Chapter IX	4. Dismissal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	Add provisions regarding dismissal	

49	Clause 4, 5, Article 40 Chapter X	Not yet provided – Supplements	<p>4. Members of the Board of Directors, the Director, and their Related Persons shall not use or disclose internal information to others for the purpose of executing related transactions.</p> <p>5. Transactions between the Company and one or more members of the Board of Directors, the Director, other executives, and individuals or organizations related to these parties shall not be deemed invalid under the following circumstances:</p> <p>a. For transactions valued at 35% or less of the total assets recorded in the latest audited financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been reported to the Board of Directors and approved by a majority vote of non-conflicted Board members;</p> <p>For transactions valued at more than 35%, or transactions that result in a cumulative transaction value exceeding 35% of total assets within a 12-month period from the date of the first transaction, the key terms of the transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been disclosed to the Shareholders and approved by the</p>	Supplemented the Provisions to ensure consistency with the company charter model and applicable laws.
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			General Meeting of Shareholders through a vote of non-conflicted shareholders.	
50	Clause 2, Article 41, Chapter X	<p>The Board of Directors shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions specified in Clause 1 of Article 41, with a value less than 35% of the total assets recorded in the latest audited consolidated financial statements; or</p> <p>b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited consolidated financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons.</p> <p>In such cases, the Company's Representative signing the contract or transaction must notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.</p>	<p>The Board of Directors shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions specified in Clause 1 of Article 41, with a value less than 35% of the total assets recorded in the latest audited financial statements; or</p> <p>b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons.</p> <p>In such cases, the Company's Representative signing the contract or transaction must notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.</p>	Remove "consolidated" to reflect actual operational practice.
51	Clause 3, Article 41, Chapter X	<p>3. The General Meeting of Shareholders shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions as stipulated in</p>	<p>3. The General Meeting of Shareholders shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions as stipulated</p>	Remove "consolidated" to reflect actual operational practice.

		<p>Clause 1, Article 41, with a value of 35% or more of the Company's total assets, as recorded in the latest audited consolidated financial statements, or contracts and transactions that result in cumulative transactions exceeding 35% of total assets within twelve (12) months from the date of the first transaction, based on the latest audited financial statements; or</p> <p>b. Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the latest audited financial statements, between the Company and a shareholder holding at least 51% of the total voting shares, or their Related Persons.</p>	<p>in Clause 1, Article 41, with a value of 35% or more of the Company's total assets, as recorded in the latest audited financial statements, or contracts and transactions that result in cumulative transactions exceeding 35% of total assets within twelve (12) months from the date of the first transaction, based on the latest audited financial statements; or</p> <p>b. Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the latest audited financial statements, between the Company and a shareholder holding at least 51% of the total voting shares, or their Related Persons.</p>	<p>Supplemented the content to ensure consistency with the company charter model and applicable laws.</p>
52	<p>Clause 1, Article 44, Chapter XII</p>	<p>1. The Director must develop a plan for approval on matters within its authority regarding recruitment, employment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary actions for employees of the Company, including managers and other executives under the appointment authority of the Director.</p>	<p>1. The Director must develop a plan for approval by the Board of Directors on matters within its authority regarding recruitment, employment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary actions for employees of the Company, including managers and other executives under the appointment authority of the Director.</p>	
53	<p>Clause 4,5,6 of Article 45, Chapter XIII</p>	<p>Not yet provided – Supplements</p>	<p>4. The Company shall not pay interest on dividend payments or other amounts related to any class of shares. 5. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in the</p>	<p>Supplemented the Provisions to ensure consistency with the company charter model and applicable laws.</p>

			form of shares, and the Board of Directors shall be the authority to implement such a resolution. 6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision specifying a record date to finalize the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other relevant materials.	
54	Clause 2, Article 46, Chapter XIV	2. In case of necessity, the Company may open a bank account overseas in accordance with the provisions of laws. All payments and accounting transactions of the Company shall be conducted through VND or foreign currency accounts at the banks where the Company maintains accounts.	2. <u>Subject to prior approval by the competent authority</u> , the Company may open bank accounts abroad in accordance with legal regulations if necessary. All payments and accounting transactions of the Company shall be conducted through VND or foreign currency accounts at the banks where the Company maintains accounts.	Amended the provisions of the Company Charter to ensure compliance with legal regulations.
55	Clause 1, Article 51, Chapter XVI	At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is legally operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company	At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is legally operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of	Supplemented the content in accordance with Clause 1, Article 57 of the company charter model issued together with Circular No. 116/2020/TT-BTC.

		for the following fiscal year.	these firms to conduct the audit of the Company for the following fiscal year, based on terms and conditions agreed upon with the Board of Directors.	
56	Clause 3, Article 51, Chapter XVI	At the discretion of the Board of Directors, the auditor conducting the audit of the Company may attend the General Meeting of Shareholders and shall be entitled to receive notices and other related information that shareholders are entitled to, and to express opinions on audit-related matters.	At the discretion of the Board of Directors, the auditor conducting the audit of the Company's financial statements may attend the General Meeting of Shareholders and shall be entitled to receive notices and other related information that shareholders are entitled to, and to express opinions at the General Meeting on audit-related matters.	Clause 3, Article 57 of the Company charter model under Circular 116/2020/TT-BTC
57	Article 55 Liquidation, Chapter XVIII	Supplemented a new Article (The numbering of the subsequent Articles shall be adjusted accordingly)	<p>Article 55. Liquidation</p> <p>1. After a resolution on the Company's dissolution has been passed, the Board of Directors must establish a Liquidation Committee consisting of three members: two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operation regulations. Members of the Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment before the Company's other debts.</p> <p>2. The Liquidation Committee shall report to the Business Registration Authority</p>	Supplemented with reference to Article 61 of the company charter model issued together with Circular No. 116/2020/TT-BTC

			on the date of its establishment and commencement of activities. From that point, the Committee shall represent the Company in all matters related to liquidation before Courts and administrative authorities.	
			<p>3. Proceeds from the liquidation shall be paid in the following order:</p> <p>a. Liquidation expenses;</p> <p>b. Salary debts, severance pay, social insurance, and other employee benefits as per collective labor agreements and signed employment contracts;</p> <p>c. Tax liabilities;</p> <p>d. Other debts of the Company;</p> <p>e. The remaining amount, after payment of items (a) through (d), shall be distributed to shareholders. Preferred shares shall be given priority in payment.</p>	
58	Clause 1, Article 58, Chapter XXI	the Company Charter consists of 21 sections and 57 articles, unanimously approved by the Annual General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company on May 29, 2021. Point 1, Article 5, Chapter IV – “Registered Capital and Shares” was amended pursuant to Resolution No. 01/2021/NQ-BOD-MVN dated June 21, 2021 of the Board of Directors, based on the authorization of the Annual General	the Company Charter consists of 21 sections, 58 articles, and 01 appendix, unanimously approved by the Annual General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company on [day] [month] 2025, and fully approved for its effectiveness. The Company Charter shall take effect from [day]/[month]/....../2025.	Amended to align with the time of approving amendments and supplements to the company's Company Charter

		Meeting of Shareholders held on May 29, 2021; and the 13th Amended Enterprise Registration Certificate issued by the Hanoi Department of Planning and Investment on 30 June 2021. The Company Charter shall take effect from June 30, 2021		
59	Clause 4, Article 58, Chapter XXI	Not yet provided – Supplements	Copies or extracts of the Company Charter shall be valid only when signed by the Chairperson of the Board of Directors or at least half of the total number of Board members.	Supplemented in accordance with Clause 4, Article 64 of the Company charter model issued together with Circular No. 116/2020/TT-BTC.

No.: 07/2025/TTr-HDQT-VIMID

Hanoi, April 19, 2025

PROPOSAL

(Re: Approval of the Company's investment plan policy)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Company Charter of Vietnam Machine Investment Development Joint Stock Company;
- Business situation and investment activities of the Company in the following years.

Based on the business performance in recent years and the business and investment expansion plan of the Company's Leadership, the Board of Directors of Vietnam Machine Investment Development Joint Stock Company hereby submits to the General Meeting of Shareholders for approval of the project investment plan and policy, details are as follows:

I. Investment plan for production and assembly project is as follows:

- Name of project: Truck Manufacturing and Assembly Plant Project
- Project scale: 10 ha to 15 ha.
- Total expected investment: USD 50,000,000 *(In words: Fifty million US Dollars)*.
- Geographical location: Provinces with potential for transportation, logistics, and industrial parks are prioritized by the Government and ministries for automobile assembly and manufacturing projects planning.
- Project development and investment period: 2025 – 2030.
- Form of investment: M&A, Joint venture investment cooperation, Self-development.

2. Contents: The Board of Directors submits to the General Meeting of Shareholders:

- Approve the above investment plan and policy for the manufacturing and assembly project;
- Assign the Board of Director to carry out the evaluation of investment projects according to its competence, and report to the General Meeting of Shareholders for approval

We respectfully submit the above to the General Meeting of Shareholders for review and approval./.

Recipients:

- Annual GMS in 2025;
- BOD, BOM;
- Filing: Office;

**ON BEHALF OF BOARD OF
DIRECTORS**

CHAIRPERSON



Nguyễn Thị Thu Huyền

Hanoi, April 19, 2025

No.: 08/2025/TTr-HDQT-VIMID

PROPOSAL

(Re: Continuing to register to list shares of Vietnam Machine Investment Development Joint Stock Company – VVS on UPCOM, Ho Chi Minh City Stock Exchange)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and guiding documents;
- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2020, and amendments, supplements and guidelines for implementation;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of Law on Securities No. 54/2019/QH14;
- Pursuant to the Company Charter of Vietnam Machine Investment Development Joint Stock Company ("**Company**");

Implementing the Resolution of the Annual General Meeting of Shareholders (GMS) in 2024 on transfer of registration for trading shares of Vietnam Machine Investment Development Joint Stock Company on UPCOM to listing shares on Ho Chi Minh City Stock Exchange (HOSE), in 2024, the Company has selected and appointed a listing consultant, SSI Securities Corporation– Hanoi Branch to advise on procedures and documents regarding transfer of listing registration in HOSE. Currently, the Company and the consulting organization have implemented and are preparing documents and procedures to send listing registration documents to HOSE.

Therefore, in order to facilitate and establish a basis to continue implementing the procedures for listing shares at HOSE, the Board of Directors (BOD) would like to submit to the Annual General Meeting of Shareholders in 2025:

- I. Approve the on-going implementation of the plan to transfer the registration of trading of all shares of Vietnam Machine Investment Development Joint Stock Company on UPCOM to list on Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable laws.**
- II. Authorize the Board of Directors of the Company to decide and organize the implementation of all procedures and sign documents related to the listing of Company shares on HOSE in accordance with regulations, including but not limited to the following tasks:**
 1. Decision on execution and implementation of related documents to listing shares at HOSE;
 2. Implementation of procedures for canceling registration of share trading at UPCOM;

3. Decision on supplementing, amending, completing and explaining all contents as prescribed by law related to the listing;
4. Decision on listing price and time of listing shares;
5. Decision on other arising contents to complete the transfer of registration for trading shares of the Company from UPCOM to HOSE.

We respectfully submit the above to the General Meeting of Shareholders for review, discussion and approval.

The Board of Directors will report on the implementation results at the next Annual General Meeting of Shareholders.

Best regards,

Recipients:

- *Annual General Meeting of Shareholders in 2025;*
- *BOD, BOM;*
- *Filing: Office.*

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRPERSON**



Nguyễn Thị Thu Huyền

PROPOSAL

(Re: Amendments and Supplements to the Internal Corporate Governance Regulations and the Board of Directors' Operation Regulations)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and the guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and the guiding documents;
- Pursuant to the Charter of Vietnam Machine Investment Development Joint Stock Company;

Based on the review of the current Internal Corporate Governance Regulations and the Board of Directors' Operation Regulations in connection with the proposed amendments and supplements to the Charter of Vietnam Machine Investment Development Joint Stock Company, the Board of Directors finds that several provisions in these Regulations need to be reviewed, amended, and supplemented to comply with applicable laws and the revised Charter of the Company.

The key amended and updated contents of the Internal Corporate Governance Regulations and the Board of Directors' Operation Regulations are detailed in the Appendix attached to this Proposal and shall take effect from the date of approval by the General Meeting of Shareholders.

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

Best regards,

Attachments:

- (i) Draft of the Internal Corporate Governance Regulations and Appendix 01: Detailed contents of amendments and supplements to the Internal Corporate Governance Regulations;
- (ii) Draft of the Board of Directors' Operation Regulations and Appendix 02: Detailed contents of amendments and supplements to the Board of Directors' Operational Regulations.

Recipients:

- GMS in 2025;
- Board of Directors, Board of Management;
- Filing: Archived

ON BEHALF OF BOARD OF DIRECTORS

CHAIRPERSON



Nguyen Thi Thu Huyen

APPENDIX 01: DETAILED CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL CORPORATE GOVERNANCE REGULATIONS

(Attached to Statement No. 09/2025/TTr-BOD-VIMID dated April 19, 2025)

No.	Provision	Current Regulations	Proposed Amendment/Supplement	Explanation
1	Point c, Clause 1, Article 2, Chapter I	c. "Articles of Association" means the Company Charter of the Vietnam Machine Investment Development Joint Stock Company approved at the 2021 Annual General Meeting of Shareholders on May 29, 2021.	c. "Articles of Association" means the Company Charter of the Vietnam Machine Investment Development Joint Stock Company approved at the 2025 Annual General Meeting of Shareholders on April 19, 2025.	Amended to be consistent with the Company Charter.
2	Point k, Clause 1, Article 2, Chapter I	k. "Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 80/2015/QH13 passed by the National Assembly on June 22, 2015, the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Documents No. 63/2020/QH14 passed on June 18, 2020, and any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.	k. "Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.	Amended to be consistent with the Company Charter.
3	Point a, Clause 2, Article 6, Chapter II	a. The General Meeting of Shareholders shall be conducted when Shareholders representing more than 50% of the total voting shares of the Company are in attendance.	a. The General Meeting of Shareholders shall be conducted when Shareholders representing more than 51% of the total voting shares of the Company are in attendance.	Amended to be consistent with the Company Charter.

4	Point b, Clause 2, Article 6, Chapter II	<p>b. If the required Shareholder quorum specified in point a of this Clause is not met within one hundred and twenty minutes from the scheduled start time, the meeting convener must cancel the meeting. The second meeting invitation must be sent within thirty (30) days from the originally scheduled meeting date. The second General Meeting of Shareholders shall be conducted if Shareholders representing at least 33% of the total voting shares of the Company are in attendance.</p>	<p>If the required Shareholder quorum specified in point a of this Clause is not met within sixty (60) minutes from the scheduled start time, the meeting convener must cancel the meeting. The second meeting invitation must be sent within thirty (30) days from the originally scheduled meeting date. The second General Meeting of Shareholders shall be conducted if Shareholders representing at least 33% of the total voting shares of the Company are in attendance.</p>	Amended to be consistent with the Company Charter.
5	Point c, Clause 2, Article 6, Chapter II	<p>c. If the second General Meeting of Shareholders cannot be conducted due to insufficient Shareholders as required in point b of this Clause within one hundred twenty minutes from the scheduled start time, the third meeting invitation must be sent within twenty days from the originally scheduled second meeting date. In this case, the third General Meeting of Shareholders shall proceed regardless of the number of attending Shareholders and shall have the authority to decide on all matters originally proposed for approval at the first meeting.</p>	<p>c. If the second General Meeting of Shareholders cannot be conducted due to insufficient Shareholders as required in point b of this Clause within one hundred twenty minutes from the scheduled start time, the third meeting invitation must be sent within twenty (20) days from the originally scheduled second meeting date. In this case, the third General Meeting of Shareholders shall proceed regardless of the number of attending Shareholders and shall have the authority to decide on all matters originally proposed for approval at the first meeting.</p>	Amended to be consistent with the Company Charter.
6	Point a, Clause 1, Article 7, Chapter II	<p>a. During Shareholder registration, the Company shall issue one or more voting ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the number of voting shares of such Shareholder or Proxy Holder.</p>	<p>a. During Shareholder registration, the Company shall issue one or more voting ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the <u>full name of the Shareholder, the full name of the Proxy Holder, and the number of votes assigned to that Shareholder.</u></p>	Amended to be consistent with the Company Charter.

7	Point g, Clause 3, Article 8, Chapter II	g. Full name and signature of the legal representative of the Company.	g. The full name and signature of the Chairperson of the Board of Directors.	Amended to be consistent with the Company Charter.
8	Clause 6, Article 8, Chapter II	6. The vote-counting minutes and the resolution must be published on the Company's website within twenty-four (24) hours from the date of vote counting completion.	6. The vote-counting minutes and the resolution must be published on the Company's website within twenty-four 24 hours from the time of vote counting completion.	Amended to be consistent with the Company Charter.
9	Point b, Clause 2, Article 13, Chapter III	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director; determine salaries and other benefits of the Director;	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director, Deputy Directors, and Chief Accountant; determine salaries and other benefits of the Director, Deputy Directors, and Chief Accountant;	Amended to be consistent with the Company Charter.
10	Clause 3, Article 13, Chapter III	3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote. Board of Directors may adopt a resolution authorizing the Chairperson of the Board to make decisions or perform one or more rights and duties within the authority of the Board as stated in Clause 2 of this Article.	3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote.	Amended to be consistent with the Company Charter.
11	Clause 4, Article 13, Chapter III	Not yet provided – Additions	4. The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following: a. Remuneration, operating expenses, and other	Supplemented to be consistent with the Company Charter.

			<p>benefits of the Board of Directors and each Board member</p> <p>b. Summary of Board meetings and decisions made by the Board of Directors;</p> <p>Report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of the charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.</p> <p>d. Activities of members of the Board of Directors and evaluation results of independent members on activities of the Board of Directors</p> <p>e. Activities of the Audit Committee under the Board of Directors.</p> <p>f. Activities of other committees under the Board of Directors (if any).</p> <p>g. Supervisory results over the Director.</p> <p>h. Supervisory results regarding other executives.</p> <p>i. Future plans.</p>	Supplemented to be consistent with the Company Charter.
12	Clause 2, Article 21, Chapter III	Supplements:	<p>g. Represent the Company in signing contracts in which the Company is a party;</p> <p>h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;</p> <p>i. Negotiate and sign documents and materials</p>	

			related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;	
			<p>j. Negotiate and sign contracts that require approval from the General Meeting of Shareholders as prescribed by law;</p> <p>k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.</p> <p>l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;</p> <p>m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of these Articles of Association;</p> <p>n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of</p>	

			<p>Shareholders, as stipulated in Clauses 2 and 3, Article 41 of the Company Charter;</p> <p>o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of the Company Charter;</p> <p>p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and the Company Charter.</p>		
13	<p>Clause 4, Article 21, Chapter III</p>	<p>4. In case both the Chairperson and Vice Chairperson of the Board of Directors resign or are dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days.</p>	<p>4. If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.</p>	Amended to be consistent with the Company Charter.	be the
14	<p>Clause 2, Article 23, Chapter III</p>	<p>2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article.</p>	<p>2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors <u>agree to adopt and sign the minutes</u>, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. <u>The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of its contents.</u> <u>The Chairperson and the minutes taker shall bear personal liability for any damage to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law,</u></p>	Supplemented to be consistent with the Company Charter.	be the

			<u>the Company Charter, and applicable laws.</u>	
15	Clause 4, Article 24, Chapter III	4. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.	4. <u>The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company.</u> The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.	Supplemented to be consistent with the Company Charter.
16	Clause 1, Article 27, Chapter III	1. The Board of Directors of the Company shall appoint at least one person as the Person in Charge of Corporate Governance cum Company Secretary to support corporate governance activities.	1. The Board of Directors of the Company shall appoint at least one person as the Person in Charge of Corporate Governance to support corporate governance activities. <u>The Person in Charge of Corporate Governance may concurrently hold the position of Company Secretary.</u>	Amended to be consistent with the Company Charter.
17	Clause 4, Article 27, Chapter III	Not yet provided – Additions	4. The Company Secretary has the following rights and responsibilities: a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors meetings; taking minutes of meetings; b. Assisting Board members in fulfilling their assigned rights and responsibilities; c. Supporting the Board of Directors in the implementation of corporate governance principles; d. Assisting the Company in shareholder relations, protecting shareholders' legal rights and interests, and ensuring compliance with	Supplemented to be consistent with the Company Charter.

			information disclosure obligations, transparency, and administrative procedures; e. Other rights and responsibilities as stipulated in the Company Charter.	
18	Clause 1, Article 28, Chapter IV	1. The Board of Directors shall appoint a member of the Board of Directors or <u>hire</u> another individual to serve as the Director.	1. The Board of Directors shall appoint a member of the Board of Directors or <u>hire</u> another individual to serve as the Director.	Amended to be consistent with the Company Charter.
19	Clause 3, Article 28, Chapter IV	<p>3. The Director has the following rights and obligations:</p> <p>a. Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, as well as execute the Company's business and investment plans as approved by the Board of Directors and the General Meeting of Shareholders;</p> <p>b. <u>Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of these Articles of Association;</u></p> <p>c. <u>Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as</u></p>	<p>3. The Director has the following rights and obligations:</p> <p>a. Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, as well as execute the Company's business and investment plans as approved by the Board of Directors and the General Meeting of Shareholders;</p> <p>b. Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors (except for signing contracts and transactions on behalf of the Company, which must be authorized by the Company's Legal Representative), and organize and operate the Company's daily business activities in accordance with best management practices;</p> <p>c. <u>Recommend the organizational structure and internal management regulations of the Company;</u></p> <p>d. <u>Propose dividend distribution plans or solutions for handling business losses;</u></p> <p>e. <u>Recruit employees;</u></p>	Amended to be consistent with the Company Charter.

		<p><u>stipulated in Clauses 2 and 3, Article 41 of the Company Charter;</u></p> <p>d. Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors, including representing the Company in signing contracts to which the Company is a party, and organize and operate the Company's daily business activities in accordance with best management practices;</p> <p>e. Decide on the number of employees, their salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;</p> <p>f. Propose measures to improve the Company's operations and management; and</p> <p>g. Exercise other rights and obligations as prescribed by law, these Articles of Association, the Company's regulations, and resolutions and decisions of the Board of Directors.</p>	<p>f. <u>Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;</u></p> <p>g. <u>Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors);</u></p> <p>h. <u>Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as "projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations;</u></p> <p>i. <u>Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation;</u></p> <p>j. <u>Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, following internal regulations, and propose remuneration, salaries, and other benefits for these positions for the</u></p>
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			<p><u>Board of Directors to decide;</u></p> <p>k. Propose measures to improve the Company's operations and management; and</p> <p>l. Exercise other rights and obligations as prescribed by law, these Articles of Association, the Company's regulations, and resolutions and decisions of the Board of Directors.</p>	
20	Clause 4, Article 28, Chapter IV	<p>4. Dismissal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.</p>	<p>4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.</p>	Amended to be consistent with the Company Charter.
21	Article 34, Chapter VI	<p>These Governance Regulations shall take effect from June 1, 2021 and shall replace any previous internal corporate governance regulations of the Company.</p>	<p>These Governance Regulations shall take effect from ... [day] ... [month], 2025 and shall replace any previous internal corporate governance regulations of the Company.</p>	Amended to be consistent with the Company Charter.

APPENDIX 02: DETAILED CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE BOARD OF DIRECTORS' OPERATION REGULATIONS

(Attached to Statement No. 09/2025/TTr-BOD-VIMID dated April 19, 2025)

No.	Provision	Current Regulations	Proposed Amendment/Supplement	Explanation
1	Point c, Clause 1, Article 2, Chapter I	c. "Articles of Association" means the Company Charter of the Vietnam Machine Investment Development Joint Stock Company approved at the 2021 Annual General Meeting of Shareholders on May 29, 2021.	c. "Articles of Association" means the Company Charter of the Vietnam Machine Investment Development Joint Stock Company approved at the 2025 Annual General Meeting of Shareholders on April 19, 2025.	Amended to be consistent with the Company Charter.
2	Point g, Clause 1, Article 2, Chapter I	g. "Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights as prescribed by Law.	g. Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights and obligations as prescribed by Law.	Amended to be consistent with the Company Charter.
3	Point j, Clause 1, Article 2, Chapter I	j. "Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 80/2015/QH13 passed by the National Assembly on June 22, 2015, the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Documents No. 63/2020/QH14 passed on June 18, 2020, and any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.	"Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.	Amended to be consistent with the Company Charter.

4	Clause 1, Article 4, Chapter III	1. Members of the Board of Directors have full rights in accordance with the Law on Enterprises, the Securities Law, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its departments.	1. Members of the Board of Directors have full rights in accordance with the Law on Enterprises, the Securities Law, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its departments and <u>units</u> .	Amended to be consistent with the Company Charter.
5	Clause 2, Article 8, Chapter III	Not yet provided – Additions	<p>g. Represent the Company in signing contracts in which the Company is a party;</p> <p>h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;</p> <p>i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;</p> <p>j. Negotiate and sign contracts that require approval from the General Meeting of Shareholders as prescribed by law;</p> <p>k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.</p> <p>l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;</p> <p>m. Decide on investments or asset sales of the</p>	Supplemented to be consistent with the Company Charter.

			Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of this Articles of Association;		
			n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of the Company Charter;		
			o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of the Company Charter;		
			p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and the Company Charter.		
6	Clause 4, Article 8, Chapter III	4. In case both the Chairperson and Vice Chairperson of the Board of Directors resign or are dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days.	4. If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.	Amended to be consistent with the Company Charter.	

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8	Point b, Clause 2, Article 13, Chapter III	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director; determine salaries and other benefits of the Director;	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director, <u>Deputy Directors, and Chief Accountant; determine salaries and other benefits of the Director, Deputy Directors, and Chief Accountant;</u>	Amended to be consistent with the Company Charter.
9	Clause 3, Article 13, Chapter III	3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote. <u>Board of Directors may adopt a resolution authorizing the Chairperson of the Board to make decisions or perform one or more rights and duties within the authority of the Board as stated in Clause 2 of this Article.</u>	3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote.	Amended to be consistent with the Company Charter.
10	Clause 4, Article 13, Chapter III	Not yet provided – Additions	4. The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following: a. Remuneration, operating expenses, and other benefits of the Board of Directors and each Board member b. Summary of Board meetings and decisions made by the Board of Directors; Report on transactions between the Company,	Supplemented to be consistent with the Company Charter.

			its subsidiaries, and companies in which the public company holds more than 50% of the charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.	
			<p>d. Activities of members of the Board of Directors and evaluation results of independent members on activities of the Board of Directors</p> <p>e. Activities of the Audit Committee under the Board of Directors.</p> <p>f. Activities of other committees under the Board of Directors (if any).</p> <p>g. Supervisory results over the Director.</p> <p>h. Supervisory results regarding other executives.</p> <p>i. Future plans.</p>	
	Clause 2, Article 17, Chapter IV	<p>2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article.</p>	<p>2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors <u>agree to adopt and sign the minutes</u>, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. <u>The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for</u></p>	Supplemented to be consistent with the Company Charter.

			<p><u>the accuracy and truthfulness of its contents. The Chairperson and the minutes taker shall bear personal liability for any damage to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law, the Company Charter, and applicable laws.</u></p>		
12	<p>Clause 2, Article 18, Chapter V</p>	<p>2. The reports stipulated in these Articles of Association must be kept at the Company's head office.</p>	<p>2. The reports stipulated in these Articles must be kept at the Company's head office <u>no later than 10 days before the date of the Annual General Meeting of Shareholders. Shareholders owning shares of the Company continuously for at least 01 year have the right to review the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practice certificates.</u></p>	<p>Supplemented to be consistent with the Company Charter.</p>	
13	<p>Clause 1, Article 19, Chapter V</p>	<p>1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.</p>	<p>1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance. <u>Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration shall be calculated according to the number of working days required to complete the duties of the Board of Directors and daily remuneration. The Board of Directors estimates the remuneration for each member according to the unanimous principle. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.</u></p>	<p>Supplemented to be consistent with the Company Charter.</p>	

14	Clause 2, Article 19, Chapter V	2. The remuneration of the Board members shall be included in the Company's business expenses in accordance with law provisions.	2. The remuneration of the Board members shall be included in the Company's business expenses in accordance with law provisions, <u>recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.</u>	Supplemented to be consistent with the Company Charter.
15	Clause 3, Article 19, Chapter V	Not yet provided – Additions	3. Board members holding executive positions (including the Chairperson, Vice Chairperson of the Board of Directors, or other titles in the Company), or Board members serving on committees under the Board of Directors or performing additional tasks beyond the usual responsibilities of a Board member, may receive additional remuneration in the form of a lump sum payment per assignment, salary, commission, profit-sharing, or other forms of compensation as determined by the Board of Directors.	Supplemented to be consistent with the Company Charter.
16	Article 24, Chapter VII	These Regulations shall take effect from the date of signing.	These Regulations shall take effect from .../.../2025/...and shall replace any previous Operation Regulations of the Board of Directors.	Amended to be consistent with the Company Charter.





**VIETNAM MACHINE INVESTMENT
DEVELOPMENT JOINT STOCK
COMPANY**

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No.: 01/2025/BBKP-DHDCDTN-VIMID

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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Hanoi, April 19, 2025

**MINUTES OF VOTE COUNTING AT
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Today, at 11:20AM, on April 19, 2025, at Room 406, 4th Floor, Nam Cuong Building, Nguyen Thanh Binh Street, Duong Noi Urban Area, La Khe Ward, Ha Dong District, Hanoi City, the Vote Counting Committee includes the following names:

- 1- Mr. Le Tung Lam – Head of the Vote Counting Committee
- 2- Ms. Vu Viet Hai – Member of the Vote Counting Committee

Carry out vote counting for the General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company at the Annual General Meeting of Shareholders in 2025.

- The total number of shareholders at the closing date of the list of shareholders attending the meeting is: **165** shareholders owning and representing 21,250,000 shares, corresponding to **100%** of the registered capital of Vietnam Machine Investment Development Joint Stock Company.
- Number of attending shareholders: **122** shareholders, representing **21,457,609** shares, accounting for **99.69%** of the voting shares (01 voting share = 01 vote). Where the number of proxies: **44** shareholders, corresponding to **2,903,400** shares, accounting for **13.49%** of the voting shares.

RESULTS OF VOTE COUNTING

Content 1: Report of the Board of Directors on performance of the Board of Directors in 2024

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 2: Evaluation Report of Independent Members of the Board of Directors in the Audit Committee.

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 3: Report of the Company's Director on business performance in 2024

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 4: Financial statements in 2024 audited by AASC Auditing Firm Company Limited

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
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Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,444,610 shares	Account for 99.94% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	12,999 shares	Account for 0.06% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,444,610** votes, reaching 99.94% of votes with the right to vote attending the meeting.

Content 5: Business plan in 2025

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 6: Profit distribution in 2024 and profit distribution plan in 2025

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting

Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting
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Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 7: Selection of auditing company for financial statements in 2025

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,444,610 shares	Account for 99.94% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	12,999 shares	Account for 0.06% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,444,610** votes, reaching 99.94% of votes with the right to vote attending the meeting.

Content 8: Payment of remuneration to the Board of Directors in 2024 and remuneration payment plan for the Board of Directors in 2025

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Item 9: Dividend payment in 2024

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 10: Amendment and Supplement to the Company's Articles of Association

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100 % of votes with the right to vote attending the meeting.

Content 11: Investment plan and policy for the Truck Production and Assembly Project

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting

Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 12: Continuing to register to list shares of Vietnam Machine Investment Development Joint Stock Company – VVS on UPCOM, Ho Chi Minh City Stock Exchange.

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	0 shares	Account for 0% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,457,609** votes, reaching 100% of votes with the right to vote attending the meeting.

Content 13: Amendment and supplement to the Internal Regulations on Corporate Governance and the Operation Regulations of the Board of Directors;

Results of vote counting:

Number of voting votes attending the meeting	21,457,609 shares	Account for 99.69% of voting shares
Number of valid votes:	21,457,609 shares	Account for 100% of voting shares attending the meeting
Number of invalid votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of for votes:	21,449,309 shares	Account for 99.06% of voting shares attending the meeting
Number of against votes:	0 shares	Account for 0% of voting shares attending the meeting
Number of blank votes:	8,300 shares	Account for 0.04% of voting shares attending the meeting

Conclusion: The voting content at the meeting was unanimously approved by the General Meeting with an approval rate of **21,449,309** votes, reaching 99.96% of votes with the right to vote attending the meeting.

The minutes of vote counting at the Annual General Meeting of Shareholders in 2025 was completed at 11:20AM on the same day.

We, the members of the Vote Counting Committee, are committed to the truthfulness and accuracy of the vote counting results.

The minutes of vote counting is made into 02 (original) copies with the same legal validity.

VOTE COUNTING COMMITTEE

**MEMBER OF THE VOTE COUNTING
COMMITTEE**



Vu Viet Hai

**HEAD OF VOTE COUNTING
COMMITTEE**



Le Tung Lam

