

No: /TTr-BBBS

*Bim Son, April ... 2025*

**DRAFT**

## **PROPOSAL**

On the approval of the content of amendments and supplements  
to the Company's charter

**To:** General Meeting of Shareholders ("GMS")

*Pursuant to Enterprise Law No.59/2020/QH14 dated 17 June 2020*

*Pursuant to Decree No. 167/2024/ND-CP dated 26 December 2024 of the Government amending and supplementing a number of articles of Decree No. 91/2015/ND-CP dated 31 October 2015 of the Government on state capital investment in enterprises and management and use of capital and assets in enterprises, which were amended and supplemented by Decree No. 32/2018/ND-CP dated 8 March 2018 of the Government and Decree No. 140/2020/ND-CP dated 30 November 2020 of the Government.*

*Pursuant to Official Dispatch No. 285/VICEM-HDTV dated 03 March 2025 on updating, amending and supplementing the provisions on profit distribution in the Company Charter according to Decree No. 167/2024/ND-CP dated 26 December 2024 of the Government.*

*Pursuant to the Company's charter*

*Based on the circumstance of the organization and operation of the Company.*

The Board of Directors respectfully submits to the GMS for discussion and approval the amendment and supplement of the Company's charter to comply with emerging regulations, which are as follows:

### **1. Amend and supplement Section 2, Article 25 as follows:**

"2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors. The number of candidates nominated for the Board of Directors is as follows:

a) Shareholders or groups of shareholders owning from 10% to less than 20% of total voting shares: May nominate one (01) candidate.

b) Shareholders or groups of shareholders owning from 20% to less than 30% of total voting shares: May nominate two (02) candidates.

c) Shareholders or groups of shareholders owning from 30% to less than 40% of total voting shares: May nominate three (03) candidates.

d) Shareholders or groups of shareholders owning from 40% to less than 50% of total voting shares: May nominate four (04) candidates

e) Shareholders or groups of shareholders owning 50% or more of total voting shares: May nominate five (05) candidates".

**2. Amend and supplement Section 1, Article 36 as follows:**

“1. The candidacy and nomination of Supervisors shall be carried out in the same manner as stipulated in Clause 1, Article 25 of this Charter. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Supervisors. The number of candidates nominated for Board of Supervisors is as follows:

a) Shareholders or groups of shareholders owning from 10% to less than 30% of total voting shares: May nominate one (01) candidate.

b) Shareholders or groups of shareholders owning from 20% to less than 30% of total voting shares: May nominate two (02) candidates.

c) Shareholders or groups of shareholders owning 50% or more of total voting shares: May nominate three (03) candidates”

**3. Amend and supplement Section 1, Article 46 as follows:**

“1. The GMS decides on the dividend and the form of annual dividend payment from the Company's retained earnings. Dividend distribution plan, annual profit after-tax are in the following sequence:

a) Distribute profits to associated capital contributing parties under terms and conditions of a signed contract (if any);

b) Make up for prior-year losses of which the permitted period of loss carry-forward for being deducted from pre-tax profits expires in accordance with legal regulations;

c) Set aside a maximum amount accounting for 30% of profit for the enterprise's development investment fund;

d) Set aside the reward and welfare fund for the enterprise's staff, the reward fund for the enterprise's managers in accordance with Government regulations on labor, wages, remuneration, and bonuses for companies with State-controlling stakes;

đ) The remaining profit is divided in cash or shares to shareholders. Dividends in shares are only applied and implemented when the company implements group A projects approved by competent authorities.”

**4.** Other contents are kept unchanged according to the Company Charter approved by the GMS on 21 April 2023.

Respectfully submit to the GMS for consideration and approval.

***Recipients:***

- As above;
- Archives.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRWOMAN**

**Nguyen Thi Kim Chi**