VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANY

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REGULATIONS OF THE BOARD OF DIRECTORS

Hanoi, December 2025

VIETNAM RAILWAY
CONSTRUCTION CORPORATION
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGULATIONS OF THE BOARD OF DIRECTORS
VIETNAM RAILWAY CONSTRUCTION CORPORATION
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Chapter I: GENERAL REGULATIONS

Article 1. Scope of regulation and subjects of application

1. This Regulation provides for the legal position, organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors, the order of settlement of affairs and working relations in order to operate in accordance with the provisions of the Law on Enterprises. Charter of Vietnam Railway Construction Corporation Joint Stock Company (hereinafter referred to as the Corporation) and other relevant provisions of law.

2. This Regulation applies to the Board of Directors and members of the Board of Directors.

Article 2. Position and organizational structure of the Board of Directors

1. The Board of Directors is the managing agency of the Corporation and has the full right to decide on all matters related to the purposes and interests of the Corporation in the name of the Corporation, except for matters falling under the competence of the General Meeting of Shareholders.

2. The structure of the Corporation's Board of Directors includes: Chairman of the Board of Directors; Vice President; and members. The Board of Directors may appoint a member as the General Director. The assignment of members depends on the operation of the Corporation in each period. The election, dismissal and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders.

3. Members of the Board of Directors may concurrently hold managerial positions in the Corporation. The structure of members of the Board of Directors must ensure the following provisions:

a) There are at least 02 independent members of the Board of Directors;

b) There are at least 02 non-executive members of the Board of Directors.

4. The Board of Directors assigns at least one full-time member to supervise the day-to-day operations of the Corporation.

Article 3. Principle of operation

1. The Board of Directors works on the principle of collectivity. Members of the Board of Directors shall take personal responsibility for their work before the Board of Directors and jointly take responsibility before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors on the development of the Corporation.

2. The Board of Directors shall assign responsibilities to the General Director to organize the implementation of resolutions and decisions of the Board of Directors.

Article 4. Powers and obligations of the Board of Directors

1. The Board of Directors on behalf of the General Meeting of Shareholders shall manage the Corporation, supervise the executive activities of the General Director, Deputy General Directors, heads of professional departments, authorized representatives of the Corporation, Directors of member companies, etc heads of branches, representative offices and other managerial positions appointed by the Board of Directors.

2. The Board of Directors shall have the powers and perform the obligations prescribed in Article 27 of the Corporation's Charter. Members of the Board of Directors shall be responsible for performing specific tasks assigned by the Board of Directors.

Chapter II: BOARD MEMBERS

Article 5. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights under the provisions of the Law on Enterprises, the Law on Securities, relevant laws and the Charter of the Corporation, including the right to be provided with information and documents on the financial situation and business activities of the Corporation and of units in the Corporation.

2. Members of the Board of Directors have the following obligations as prescribed in the Corporation's Charter and the following obligations:

a) Perform their duties honestly and prudently for the best interests of shareholders and the Corporation;

b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;

c) Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations;

d) Report to the Board of Directors at the nearest meeting of transactions between the Corporation, its subsidiaries and other companies with contributed capital of the Corporation and members of the Board of Directors and related persons of such members; transactions between the Corporation and companies in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 years before the time of transaction;

e) Disclosure of information when trading the Corporation's shares in accordance with the provisions of law.

3. An independent member of the Board of Directors of the Corporation must make an evaluation report on the operation of the Managing Board.

4. Monthly salaries for the Chairman of the Board of Directors, or full-time members of the Board of Directors (if any) shall be paid according to the regulations of the Board of Directors.

5. The remuneration of the Chairman of the Board of Directors and part-time members of the Board of Directors shall be paid according to the remuneration rate decided annually by the General Meeting of Shareholders.

6. Members of the Board of Directors are entitled to pay expenses for meetings, working and market search but must be approved by the Board of Directors on the principle of ensuring practicality, efficiency and economy.

7. Other regimes for members of the Board of Directors shall comply with the general regulations of the Corporation.

8. Members of the Board of Directors can be purchased liability insurance by the company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 6. Right to information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors and other managers in the Corporation to provide information and documents on the financial situation and business activities of the Corporation and of units in the Corporation.

2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

Article 7. Term of office and number of members of the Board of Directors

1. The Board of Directors has seven (07) members. The number of members of the Board of Directors may change, decided by the General Meeting of Shareholders in accordance with each period.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their term of office at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for by the Corporation's Charter.

4. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors.

Article 8. Qualifications and requirements for members of the Board of Directors

1. Members of the Board of Directors must satisfy the following Article 8 qualifications and requirements:

a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Having experience in business administration or in the Corporation's business fields, lines and lines and not necessarily being a shareholder of the Corporation, unless otherwise provided for in the Corporation's Charter;

c) Members of the Board of Directors of the Corporation may concurrently be members of the Board of Directors of up to 05 other companies.

2. An independent member of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following Article 8 qualifications and requirements:

a) Not be a person who is working for the Corporation, the parent company or its subsidiaries; not being a person who has worked for the Corporation, the parent company or its subsidiaries for at least 03 consecutive years;

b) Not being a person who is receiving salaries or remunerations from the Corporation, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose wife, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Corporation; being a manager of the Corporation or a subsidiary of the Corporation;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Corporation;

e) Not being a person who has been a member of the Board of Directors or the Audit Committee of the Corporation for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms or having been an independent member of the Board of Directors of the Corporation for 02 consecutive terms before the time of election;

3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and of course ceases to be an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer satisfies all the qualifications and requiremens at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.

Article 9. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or removed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Corporation may not concurrently be the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Formulate programs and plans for activities of the Board of Directors;

b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Supervise, monitor and urge the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e) Chairman of the General Meeting of Shareholders;

f) Signing resolutions and documents under the competence of the Board of Directors on behalf of the Board of Directors;

g) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.

4. In case the Chairman of the Board of Directors is the legal representative of the Corporation, the Chairman of the Board of Directors shall have the rights and obligations specified in Article 29 of the Corporation's Charter, Clauses 3 and 4, Article 19 of the Internal Regulations on Corporate Governance and the Regulations on approval competence promulgated by the Board of Directors.

5. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the Charter of the Corporation. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

6. When deeming it necessary, the Board of Directors shall decide to appoint the secretary of the Corporation. The Secretary of the Corporation shall have the rights and obligations prescribed in Article 43 of the Corporation's Charter.

Article 10. Powers and obligations of the Vice Chairman of the Board of Directors

Specified in Clause 4, Article 29 of the Corporation's Charter.

Article 11. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failing to satisfy the qualifications and requirements specified in Article 155 of the Law on Enterprises;

b) Have a letter of resignation and be approved;

c) Other cases specified in the Corporation's Charter.

2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for six (06) consecutive months, except for force majeure cases;

b) Other cases specified in the Corporation's Charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or removsal of members of the Board of Directors other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors shall be reduced by more than one-third (1/3) compared to the number specified in the Corporation's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3);

b) The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

Article 12. Methods of electing, dismissing and removing members of the Board of Directors

1. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors according to Clause 2, Article 25 of the Corporation's Charter:

a) Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination as prescribed in the Corporation's Charter. Internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

3. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to pool all or part of their total votes to one or several candidates. The winners of the election of members of the Board of Directors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Corporation's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Corporation's Charter.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 13. Notification of election, dismissal and dismissal of members of the Board of Directors

1. In case the candidates of the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Corporation if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work process;

d) Other managerial titles (including the title of the Board of Directors of other companies);

e) Interests related to the Corporation and related parties of the Corporation;

f) Other information (if any) as prescribed in the Corporation's Charter;

g) The Corporation shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. The notification of the results of election, dismissal and removal of members of the Board of Directors shall be made within 24 hours from the time of issuance of the decision of the General Meeting of Shareholders and in accordance with the prescribed procedures and guidance on information disclosure.

Chapter III: THE BOARD OF DIRECTORS

Article 14. Rights and obligations of the Board of Directors

The rights and obligations of the Board of Directors shall comply with the provisions of Article 27 of the Corporation's Charter.

Article 15. Duties and powers of the Board of Directors in approving and signing transaction contracts

The Board of Directors approves the transaction in accordance with the provisions of Clause 2, Article 167 of the Law on Enterprises and Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP.

Article 16. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders

The Board of Directors convenes an extraordinary General Meeting of Shareholders as prescribed at Points a and c, Clause 4, Article 14 of the Corporation's Charter.

Article 17. Subcommittees of the Board of Directors

1. When deeming it necessary, the Board of Directors may set up subcommittees such as the Human Resources Subcommittee, the Subcommittee on Remuneration and other departments assisting the Board of Directors but must still ensure compliance with the provisions of the Labor Law.

2. In case of failure to establish personnel subcommittees and salary and bonus subcommittees, the Board of Directors may assign non-executive members to assist the Board of Directors in personnel and salary and bonus activities.

3. The Board of Directors shall detail the establishment of sub-committees, the responsibilities of each sub-committee, the responsibilities of members of the sub-committee or the responsibilities of members appointed to be in charge of personnel, salaries and bonuses.

Article 18. Office of the Board of Directors

1. The Office of the Board of Directors is an assisting department for the Board of Directors and . The personnel structure includes the Head of the Office of the Board of Directors in charge of the general decision decided by the Board of Directors and other personnel responsible for handling documents sent to the Board of Directors and documents of the Board of Directors before promulgating and advising on business plans, projects, bidding, financial and accounting operations and construction techniques.

2. Duties of the Office of the Board of Directors

a) Organizing the General Meeting of Shareholders: Preparing documents of the Board of Directors to submit to the General Meeting of Shareholders and forwarding the documents of the General Meeting of Shareholders after being approved by the Board of Directors to the Administration and Human Resource Department for posting on the Corporation's website. PO8 and send it to shareholders.

b) Assisting the Chairman of the Board of Directors in controlling the meeting of the General Meeting of Shareholders: making minutes of the meeting of the General Meeting of Shareholders; draft resolution of the General Meeting of Shareholders; organizing meetings of the Board of Directors, making minutes of meetings of the Board of Directors; organize the dissemination and communication of resolutions, decisions and notices issued by the General Meeting of Shareholders and the Board of Directors.

c) Assisting the Chairman of the Board of Directors in formulating the Corporation's development strategies and plans; Advise the Chairman of the Board of Directors to formulate and implement plans and propose solutions to perform work in the Corporation's production and business activities.

d) To act as a point of contact between the Chairman of the Board of Directors and other members of the Board of Directors, the General Director, the Project Management Board, departments and agencies of the Corporation, member units and vice versa; Coordinating in formulating and registering working schedules and working schedules of the Chairman of the Board of Directors and other full-time members of the Board of Directors; Taking notes of meetings of the Board of Directors and communicating important notes to the Chairman of the Board of Directors.

e) Advise on work dossiers to be submitted to the Chairman of the Board of Directors and monitor the progress of approval and related issues.

f) Receiving, processing and submitting documents for signature of the Board of Directors:

- For documents and documents sent to the Board of Directors or the Chairman of the Board of Directors or forwarded by departments, the Office of the Board of Directors shall be transferred to the Chairman of the Board of Directors for consideration and decision. After obtaining the opinion of the Chairman of the Board of Directors, the Office of the Board of Directors shall be responsible for forwarding the documents to the members of the Board of Directors, notifying the Administration and Human Resource Department to return the documents to the relevant departments and units for implementation.
- For documents sent by the Chairman of the Board of Directors and members of the Board of Directors, the Office of the Board of Directors shall comply with the regulations on archival work of the Corporation. The archiving of documents and documents of the Board of Directors shall be carried out at the clerical department – Administration and Human Resource Department and the Office of the Board of Directors of the Corporation.

g) To make domestic and foreign work plans for the Chairman of the Board of Directors and other full-time members of the Board of Directors; Draft work contents and speeches to the Chairman of the Board of Directors.

h) Coordinate with the Administration and Human Resource Department in equipping and managing assets, tools and working facilities (stationery, articles, newspapers, etc.) of the Chairman of the Board of Directors and other full-time members of the Board of Directors. Carry out procedures for payment of external expenses to the Chairman and members of the Board of Directors (if any).

i) Urge and remind relevant Departments/Departments/Units to make full and timely reports; Urge and update the progress of the implementation of the work of relevant Departments/Departments/Units.

j) Receive, examine and propose opinions on the suitability of documents and documents related to financial work, economic contracts and legal documents of the Corporation before submitting them to the Chairman of the Board of Directors;

3. Powers of the Office of the Board of Directors

a) Contact, supervise, request coordination, provide dossiers and documents to relevant Departments/Departments/Units to perform assigned tasks.

b) Propose to the Board of Directors and relevant departments on implementation solutions to achieve goals and efficiency.

c) Contact, exchange work or convey information to relevant Departments/Departments/Units to implement the direction of the Board of Directors.

d) Comments and modifications in terms of form and content to documents and dossiers of relevant Departments/Departments/Units before submitting them for signature to the Board of Directors and the Chairman of the Board of Directors.

e) Assign tasks and organize tasks under the tasks and expertise of experts on the basis of the direction of the Board of Directors and the Board of General Directors.

Chapter IV: BOARD OF DIRECTORS MEETINGS

Article 19. Board Meetings

1. Meetings of the Board of Directors shall comply with the provisions of Article 30 of the Corporation's Charter.

2. The Chairman of the Board of Directors must convene a meeting at least once a quarter.

3. In case of necessity, for the interests of the Corporation or urgent matters to be discussed under the competence of the Board of Directors, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors if one of the subjects specified in Clause 3, Article 30 of the Corporation's Charter requests in writing clearly stating the purpose of the meeting. issues to be discussed.

4. The Chairman of the Board of Directors is the person who convenes and presides over all Board meetings. In case the Chairman of the Board of Directors is absent, the Vice Chairman of the Board of Directors shall be the convener and chairman of the meeting.

Article 20. Agenda and meeting contents of the Board of Directors

1. The work program of the Board of Directors is discussed and decided by members at regular meetings; Based on the general program, the Chairman and members of the Board of Directors shall make arrangements in accordance with the weekly and monthly work schedules of the Corporation.

2. Contents of the regular meeting of the Board of Directors.

a) The General Director shall report on the situation of production and business results, social life, proposals (if any) and the implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors.

b) The Chairman of the Board of Directors reports on the results of settling affairs between the 2 meetings, giving orientations, guidelines, and contents to be discussed and voted on.

c) The Board of Directors discusses the stated contents, and at the same time resolves other issues of the Board of Directors members that have not been stated on the agenda (if any).

d) Conclusions of the Chairman of the Board of Directors or the chairman of the meeting.

3. For extraordinary meetings to settle and handle affairs or urgent issues arising or difficult issues affecting the Corporation's operations, the requesters of extraordinary meetings shall be responsible for preparing the contents or assigning tasks to departments and units to prepare contents and related documents officials for the meeting.

4. Forms and voting contents of the Board of Directors:

a) By show of hands or by ballot (if necessary). Based on the opinions and voting results of the majority of members, the Chairman of the Board of Directors or the chairman of the meeting shall conclude each content of the meeting for which the minutes have been recorded.

b) Postal ballot:

Based on the opinions of the majority (over 50% of members agreeing) for the content of the consultation, the Chairman of the Board of Directors will issue a Resolution or Decision for implementation.

The decisions in the contents of the regular meeting of the Board of Directors must be approved by the Board of Directors by a majority of votes:

- Decide on production and business development plans and annual budgets;
- Operational objectives and strategic objectives on the basis of strategic objectives adopted by the Board of Directors;
- To decide on the organizational structure of the Corporation;
- Proposing restructuring or dissolution in the whole company;
- To appoint, dismiss or remove the General Director or any of the managers or representatives of the Corporation if the Board of Directors deems it in the interests of the Corporation. However, such dismissal must not be contrary to the rights under the labor contract of the dismissed persons, if any; to appoint and dismiss the Corporation's managers at the proposal of the General Director and to decide on their salaries;
- To settle the Corporation's complaints about managers as well as to decide on the selection of representatives of the Corporation in legal proceedings related to such managers;
- Proposing the types of shares that can be issued and the total number of shares issued by each type; issuing bonds, bonds converted into shares and warrants that allow holders to buy stocks at a predetermined price; deciding on the selling price of bonds and convertible securities; proposing the annual dividend level and determining the temporary dividend level and other matters under the competence of the Board of Directors.

Article 21. Notice of invitation to the Board of Directors meeting

1. Notice of invitation to the meeting, time limit for sending the notice of invitation to the meeting, conditions for conducting the meeting, voting method and other regulations on the meeting of the Board of Directors as prescribed in Clause 7 and Clause 8, Article 30 of the Charter *of the Corporation (Appendix 1: Procedure for organizing a meeting of the Board of Directors)*

2. In case the meeting is attended by 100% of the members of the Board of Directors and/or authorized persons, the meeting will be considered valid regardless of the deadline for sending the notice of invitation to the meeting.

3. Members of the Board of Directors may send ballot papers to the meeting by mail, fax, or email.

a) In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Ballot papers may only be opened in the presence of all attendees.

b) In case of sending the vote to the meeting by fax, the clerical department shall put the voting paper in a sealed envelope and forward it to the Chairman of the Board of Directors by the same method as sending the ballot by mail.

c) In case of sending votes to the meeting via email, members of the Board of Directors shall register an email with the Office of the Board of Directors. Ballots sent from the registered email address are considered valid when they are sent to the email address of the Office of the Board of Directors at least one (01) hour prior to the opening time. The Office of the Board of Directors will announce the voting results in the presence of all attendees.

4. Members of the Board of Directors are responsible for taking time to study documents in advance (if any), attend meetings on time and at the announced time of each meeting. The determination of the duration of the meeting shall be decided by the Chairman of the Board of Directors on the basis of the contents and workload to be solved in the meeting.

Article 22. Adopt the decision of the Board of Directors

1. Resolutions of the Board of Directors shall be adopted when a majority of members of the Board of Directors vote in favor. In case the number of votes is equal, the vote of the Chairman of the Board of Directors shall be the decision vote.

2. Based on the contents and conclusions of the Board of Directors stated in the minutes of the meeting or the minutes of summarizing the opinions of members (when using the vote for opinions), the Chairman of the Board of Directors shall sign and promulgate relevant resolutions and decisions and send them to the members of the Board of Directors and relevant departments and units within 24 hours from the date of the time of signing.

Article 23. Board Meeting Minutes

1. The contents of the meeting of the Board of Directors must have meeting minutes. The minutes of the meeting shall be kept at the Office of the Board of Directors of the Corporation.

2. The minutes of the meeting must be approved before all members participating in the meeting. The record must contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Time and place of the meeting;

c) Purpose, program and content;

d) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;

e) Issues to be discussed and voted on;

f) Summarizing the opinions of each member on the issues discussed in the order of the meeting;

g) The voting results clearly state the members who For, Against and Abstention;

h) The issue was passed and the vote rate passed accordingly;

i) The minutes of the meeting of the Board of Directors shall be made in Vietnamese and must be signed by the chairperson and the secretary or the signatures of all other members attending the meeting.

3. In case the chairperson or the person taking the minutes (secretary) refuses to sign the minutes of the meeting but if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 2 of this Article, this record shall take effect.

4. Notify and disclose information (if any) of resolutions and decisions of the Board of Directors.

a) On behalf of the Board of Directors, the Chairman of the Board of Directors shall publicly announce the resolutions and decisions of the Board of Directors to relevant departments, units, organizations and individuals.

b) The notices of the conclusion of the Board of Directors meeting (if any) must not be contrary to the Minutes of the meeting voted for by the members of the Board of Directors.

c) The legal representative or the person authorized to disclose information is responsible for disclosing information on resolutions and decisions of the Board of Directors subject to information disclosure as prescribed.

Article 24. Documents submitted by the Board of Directors to the Annual General Meeting of Shareholders

The Board of Directors prepares and compiles documents of the Annual General Meeting of Shareholders, including the following documents:

1. The Corporation's annual business plan;
2. Proposal for approval of the audited annual financial statements;
3. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
4. Report of the Audit Committee;
5. Proposal on the dividend level for each share of each type;
6. Report on the selection of an independent audit firm;
7. The report on the total remuneration of the members of the Board of Directors and the report on the remuneration of the Board of Directors;
8. Other issues fall under the jurisdiction of the General Meeting of Shareholders.

Article 25. Report of the Board of Directors at the Annual General Meeting of Shareholders

The report on the operation of the Board of Directors shall be submitted to the Annual General Meeting of Shareholders under the provisions of Point c, Clause 3, Article 139 of the Law on Enterprises and the Charter of the Corporation, in addition, it must contain the following contents:

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Charter of the Corporation;
2. Summarizing meetings of the Board of Directors and decisions of the Board of Directors;
3. Results of evaluation of independent members of the Board of Directors on the activities of the Board of Directors;
4. Activities of the Audit Committee;
5. Activities of other subcommittees of the Board of Directors (if any);
6. Supervision results for the General Director;
7. Supervision results for other operators;

8. Future plans.

Article 26. Board Member Evaluation and Training

Members of the Board of Directors are responsible for registering to participate in training courses on corporate governance at training institutions recognized by the State Securities Commission

Chapter V: RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 27. Relationship between Board Members

1. The relationship between members of the Board of Directors is a coordination relationship, the members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling the assigned work.

2. In the course of handling work, the member of the Board of Directors assigned to be in charge of the main responsibility must take the initiative in coordinating in handling, if there is a problem related to the field in charge of another member of the Board of Directors. In case there are still different opinions among the members of the Board of Directors, the members shall have the main responsibility to report to the Chairman of the Board of Directors for consideration and decision according to their competence or organize meetings or collect opinions of members of the Board of Directors in accordance with law. The Corporation's Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over relevant work, dossiers and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

Article 28. Relationship with the General Director

With the role of management, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

Article 29. Relationship with the Audit Committee

1. The Audit Committee is an agency under the Board of Directors. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

2. The relationship between the Board of Directors and the Audit Committee is a coordination relationship, on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.

3. Upon receipt of inspection records or general reports of the Audit Committee, the Board of Directors shall study and direct relevant departments to formulate plans and make timely corrections.

4. The Audit Committee is entitled to access documents related to the operation of the Corporation, discuss with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to collect information for the operation of the Audit Committee.

5. The company must ensure that information is sent to the Audit Committee at the same time and in the same manner as for members of the Board of Directors and the General Director for contents related to the performance of the tasks of the Audit Committee.

6. Independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the annual General Meeting of Shareholders. Before sending the report to the General Meeting of Shareholders, the Audit Committee shall send it to members of the Board of Directors for reference and comments.

7. In case the Audit Committee shows signs of abusing its powers to obstruct the Corporation's production and business activities or violate the provisions of law, fail to properly perform its functions and tasks as prescribed by law, the Board of Directors has the right to report to the General Meeting of Shareholders.

Article 30. Relationship with the Corporation's Authorized Representative in Other Enterprises

1. The Board of Directors on behalf of the Corporation shall participate in the management of other enterprises with contributed capital of the Corporation through the Corporation's authorized representatives in such enterprises.

2. The Board of Directors shall decide on the appointment and dismissal of authorized representatives at enterprises with invested capital of the Corporation.

3. The Board of Directors shall inspect and supervise the authorized representative in the performance of functions and tasks in accordance with the provisions of law and the Charter of the Corporation.

4. On behalf of the Corporation, the Board of Directors may assign tasks and plan targets in writing to the Corporation's authorized representatives at other enterprises.

5. The Board of Directors assigns full-time members to monitor the activities of other enterprises with invested capital of the Corporation, branches and representative offices. This monitoring must ensure the principle of not interfering with the administration of managers as well as the activities of these departments.

6. Annually, the Board of Directors shall request the Corporation's authorized representatives at other enterprises with the Corporation's invested capital to report on their operation in the fiscal year.

Article 31. Relationship between the Board of Directors and socio-political organizations

1. The Board of Directors shall coordinate and create conditions for the Party, Trade Union and Youth Union organizations to well perform the functions, tasks and charters of these organizations at the Corporation in accordance with the Enterprise Law.

2. The Board of Directors together with the Board of Directors facilitates time and material ... for employees to participate in activities in socio-political organizations at the Corporation.

Chapter VI: POWERS AND RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS ARE GENERAL DIRECTORS

Article 32. Legal Location

The General Director is the second legal representative of the Corporation, responsible for administering and directing production and business activities, except for the contents falling under the powers and obligations of the Chairman of the Board of Directors specified in Article 9 of this Regulation.

Article 33. Powers and responsibilities of the General Director

1. The General Director shall make a quarterly, 06-month and annual business plan (including output, revenue, profit, finance, investment, personnel, etc.) and submit it to the Board of Directors for approval.

2. Direct specialized departments to formulate business plans, financial plans and calculate the efficiency of works participating in bidding and contracting, asset investment plans, capital structure schemes, contracting mechanisms for member units, organizational and personnel structures and submit them to the Board of Directors for approval before implementation.

3. Propose salaries and bonuses of officials and employees in the corporation according to the salary payment regulations, in accordance with the Ability - Dedication - Work efficiency of each individual. Assume the prime responsibility for organizing the Corporation's emulation and commendation.

4. Implement and concretize the targets of the Resolution of the General Meeting of Shareholders and the Board of Directors approved according to the decentralization of tasks. Direct the Corporation's departments, Executive Boards, and member units according to their functions and tasks to ensure effective production and business activities.

5. Provide, or direct departments and units to provide, dossiers, documents and information to members of the Board of Directors and the Audit Committee upon request. At the same time, it creates favorable conditions for facilities and facilities for members of the Board of Directors and the Audit Committee to perform their functions and tasks well as prescribed.

6. The General Director is the person who discloses information of the Corporation.

7. Signing contracts and documents when authorized by the Chairman of the Board of Directors or according to internal regulations on approval competence.

Article 34. Voting of members of the Board of Directors who are the General Director for the contents under the powers and tasks of the General Director to be submitted to the Board of Directors

A member of the Board of Directors who is the General Director shall not participate in voting on matters under the powers and tasks of the General Director to consult the Board of Directors.

Chapter VII: BOARD REPORTING, DISCLOSURE OF INTERESTS, AND PREVENTION OF CONFLICTS OF INTEREST

Article 35. Annual Report Submission

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

a) Report on business results of the Corporation;

b) Audited financial statements;

c) Report on the evaluation of the management and administration of the Corporation;

d) Audit Committee report.

2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Audit Committee for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders if the company's charter does not provide otherwise.

3. The reports specified in Clauses 1 and 2 of this Article, the reports of the Audit Committee and the audit report must be kept at the head office of the Corporation at least 10 days before the opening date of the Annual General Meeting of Shareholders if the company's charter does not prescribe a longer time limit. Shareholders who own shares of the Corporation for at least 01 consecutive year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

Article 36. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Corporation has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Corporation's business expenses in accordance with the law on enterprise income tax, which shall be expressed as a separate item in the Corporation's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Corporation after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 37. Disclosure of related benefits

1. Members of the Board of Directors of the Corporation must declare to the Corporation their related interests, including:

a) Name, enterprise code, address of the head office, business lines of the enterprise in which they own contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;

b) Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which related interests arise; the amendment and supplementation must be notified to the Corporation within seven (07) working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors who perform jobs in any form within the scope of the Corporation's business must explain the nature and contents of such work to the Board of Directors and may perform them only when they are approved by a majority of the remaining members of the Board of Directors; if it is carried out without declaration or without the approval of the Board of Directors, all incomes earned from such activities shall belong to the Corporation.

Article 38. Responsibility for honesty and avoidance of conflicts of interest of Board members

1. Members of the Board of Directors must publicize relevant interests as prescribed in Article 37 This Regulation, the Law on Enterprises, and relevant legal documents.

2. Members of the Board of Directors and persons related to these members are not permitted to use business opportunities that may benefit the Corporation for personal purposes; must not use the information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors are obliged to notify the Board of Directors of transactions between the Corporation, its subsidiaries or companies under the control of the Corporation and such members themselves or with persons related to such members in accordance with law. The Corporation shall disclose information on the resolution of the General Meeting of Shareholders or the resolution of the Board of Directors approving the above-mentioned transactions within 24 hours on the Corporation's website and report to the State Securities Commission.

4. The Corporation shall not grant loans or guarantees to members of the Board of Directors and persons related to the above-mentioned members, unless otherwise decided by the General Meeting of Shareholders.

5. A member of the Board of Directors may not vote on transactions in which such member or a person related to such member participates, including transactions in which the material or non-material interests of such member of the Board of Directors have not been determined. The above-mentioned transactions must be disclosed in the Annual Report of the Corporation.

6. Members of the Board of Directors and persons related to the above-mentioned members are not allowed to use information that has not been disclosed by the company or disclosed to others to carry out related transactions.

Article 39. Dealing with the relevant person

1. When conducting transactions with related persons, the Board of Directors of the Corporation shall pass a resolution or submit it to the General Meeting of Shareholders for approval of a resolution to serve as a basis for signing a written contract on the principle of equality and voluntariness. The content of the contract must be clear and specific. The terms of signing, supplementing and amending, the validity period, the price as well as the basis for determining the price of the contract must be disclosed in accordance with the provisions of law.

2. The Board of Directors of the Corporation shall take necessary measures to prevent relevant persons from interfering with the operation of the Corporation and causing harm to the interests of the Corporation.

3. The Board of Directors of the Corporation shall take necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of capital, assets or other resources of the Corporation. The Corporation is not allowed to provide financial guarantees to shareholders and related persons.

Article 40. Ensuring the legal rights of parties with interests related to the Corporation

1. The Board of Directors of the Corporation shall decide on the basis of respecting the legitimate interests of persons with interests related to the Corporation including banks, creditors, employees, consumers, suppliers, communities and other persons with interests related to the Corporation.

2. The Board of Directors of the Corporation actively cooperates with persons with interests related to the Corporation by:

a) Provide the bank and creditors with all necessary information to help them assess the Corporation's operational and financial situation and make decisions.

b) Encourage them to give their opinions on the business situation, financial situation and important decisions related to their interests through direct contact with members of the Board of Directors, General Directors, Audit Committee members.

3. The Corporation's Board of Directors must pay attention to issues of welfare, environmental protection, the general interests of the community and the Corporation's social responsibility.

Chapter VIII: PERFORMANCE EVALUATION, REWARD AND DISCIPLINE

Article 41. Performance Evaluation

1. The Board of Directors shall formulate performance evaluation standards for all subjects who are members of the Board of Directors, General Directors and other executives.

2. Standards for evaluating the harmony between the interests of the personnel of the management apparatus and the long-term interests of the Corporation and shareholders. Financial and non-financial indicators used in the assessment are carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators can be categorized by areas such as stakeholders, operational processes and efficiency, internal growth, and knowledge management.

3. Annually, based on the assigned functions and tasks and the established evaluation standards, the Board of Directors shall organize the evaluation of the activities of members of the Board of Directors in accordance with the Internal Regulation on Corporate Governance.

Article 42. Rewards

1. The Board of Directors builds a reward system. The commendation and reward shall be based on the results of the evaluation of activities in the Internal Regulation on Corporate Governance.

2. Subjects: individuals under the commendation regime prescribed by the Board of Directors.

3. Forms of commendation: specified by the Board of Directors from time to time.

4. Reward form:

a) In money;

b) By stock by option method.

Article 43. Discipline

1. The Board of Directors builds a system of discipline based on the nature and extent of the violation. The discipline must take the highest form of dismissal or dismissal.

2. Members of the Board of Directors who fail to fulfill their duties in accordance with the requirements with honesty, diligence, prudence and fulfillment of their duties shall be personally responsible for the damages caused by them.

3. When performing their duties, members of the Board of Directors who commit acts of violating the provisions of law or regulations of the Corporation shall, depending on the seriousness of their violations, be disciplined, administratively violated or examined for penal liability in accordance with the provisions of the disciplinary system and the provisions of law. In case of causing damage to the interests of the Corporation, shareholders or other persons will have to pay compensation in accordance with the provisions of law.

Chapter IX: REPORTING AND INFORMATION DISCLOSURE

Article 44. Responsibilities for reporting and information disclosure of members of the Board of Directors and the Board of Directors

1. Members of the Board of Directors shall report and disclose information in accordance with the Corporation's Charter, the provisions of law on securities and securities market. In addition, members of the Board of Directors are responsible for reporting and disclosing information about transactions in the following cases:

a) Transactions between the Corporation and companies in which the above-mentioned members are founding members or members of the Board of Directors during the previous three (03) years.

b) Transactions between the Corporation and the company in which the related persons of the above-mentioned members are members of the Board of Directors.

c) Transactions may provide material or non-material benefits to the above-mentioned members.

2. Notices of dismissal, dismissal and election of members of the Board of Directors, resolutions and decisions subject to information disclosure must be disclosed in accordance with the provisions of the law on securities and securities market within 24 hours from the time of signing for promulgation.

Chapter X: IMPLEMENTATION PROVISIONS

Article 45. Publication, inspection and reporting of results

1. The issued documents of the Board of Directors are published on the PO8 network for the Executive Board, relevant units and internal departments to organize the implementation.

2. Subjects subject to the implementation of Resolutions and Decisions of the Board of Directors are also subject to the inspection and supervision of the Board of Directors on the organization of the implementation of this document. Periodically or irregularly as requested, the implementing subjects shall report on the implementation results, difficulties and obstacles and propose implementation measures (if any).

Article 46. Organization of implementation and implementation effect

1. This Regulation takes effect from the date of promulgation. Members of the Board of Directors, the General Director, department managers and member units throughout the Corporation shall be responsible for implementing this Regulation. The Audit Committee inspects and supervises the implementation of the Regulation in the Corporation.

2. In the course of implementation, if deeming it necessary to supplement or amend the contents of this Regulation, the members of the Board of Directors, the General Director, managers and member units shall report in writing to the Office of the Board of Directors of the Corporation for submission to the Board of Directors for submission to the Board of Directors for consideration and decision on amendment to suit the actual operation production and business activities of the Corporation.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

VU DUC TIEN

Appendix 1: Procedures for organizing a Board of Directors meeting

TT	Flowchart	Responsibilities	Forms
1	Convening a meeting of the Board of Directors	The Chairman of the Board of Directors or the subjects specified in Clause 3, Article 30 of the Charter	
2	Draft Notice, Meeting Materials and Ballots	Secretary	*BM02-BOD* *BM03-BOD* *BM04-BOD*
3	Sign the notice and approve it Meeting Materials and Ballots	The Chairman of the Board of Directors or the subjects specified in Clause 3, Article 30 of the Charter	
4	Send announcements, meeting materials, and	Secretary	
5	Inspection Meeting	Secretary	
6	Discuss through issues in the content of the meeting	Members attending the meeting	
7	Vote to approve the Issues in the meeting content	Members attending/submitting votes	
8	Sufficient Proportion	Chairman	
9	Approval of Minutes/Resolutions	Members attending/submitting votes	*BM05-BOD* *BM06-BOD*
10	Inspection Disclosure	Secretary/Disclosure Implementer	
11	Publication of Minutes/Resolutions	Disclosure Performers	
12	Record keeping	Secretary	

Process interpretation

1. Convening a meeting of the Board of Directors

The Chairman of the Board of Directors or the subjects specified in Clause 3, Article 30 of the Charter of the Corporation shall issue a decision to convene a meeting of the Board of Directors

2. Draft notices, meeting documents and voting slips

The secretary drafts notices, meeting documents and voting slips according to the contents of the subjects convening the Board of Directors meeting.

3. Signing notices, approving meeting documents and voting slips

The subjects convening the Board of Directors meeting sign the notice, approve the meeting documents and voting slips drafted by the Secretary.

4. Send notices, meeting materials, and voting ballots

The Secretary sends notices, meeting documents and voting slips to the registered addresses of the members of the Board of Directors according to the registered information.

5. Check meeting conditions

At the time of commencement of the meeting according to the notice, the secretary shall check the conditions for conducting the meeting for the convening of the meeting.

6. Discuss issues in the meeting content

The meeting is eligible to be conducted, the Chairman will control the meeting according to regulations

7. Voting to approve issues in the content of the meeting

After the members attending the meeting discuss the issues raised in the content of the meeting, the Chairperson shall solicit the voting opinions of the members attending the meeting.

For members who do not attend the meeting in person and send votes through the contents of the consultation, the Chairperson will notify the opinions of the members who submit the votes after the members attending the meeting have voted.

For the contents raised at the meeting that are not included in the contents of the consultation that have been sent in advance to the members but are approved by the members attending the meeting, the members who submit votes shall be counted as not participating in voting and shall not be counted in the total number of voting votes.

8. Sufficient Pass Rate

If the meeting is fully approved according to the provisions of Clause 1, Article 13 of this Regulation, the contents of the consultation shall be approved.

In case the approval rate is not enough as prescribed, the content of the opinion collection shall not be approved.

9. Approval of Minutes/Resolutions

When all the contents of the consultation are voted, the Secretary will read the full text of the draft minutes/resolutions to all members attending the meeting and ask for opinions through the minutes/resolutions.

10. Disclosure Tests

If the contents are subject to information disclosure as prescribed or the Board of Directors deems it necessary to disclose, the minutes/resolutions will be transferred to the information disclosure department for information disclosure as prescribed.

11. Publication of Minutes/Resolutions

The information disclosure department prepares an official letter announcing the minutes/resolution and discloses information as prescribed.

12. Record keeping

Minutes, resolutions, meeting documents, voting papers and vote counting minutes shall be kept in records as prescribed.

BM01-BOD

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No. .../20xx/DK-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
..., date... month... .year...

INFORMATION REGISTRATION FORM OF BOARD MEMBERS

To: Vietnam Railway Construction Corporation Joint Stock Company

I am:.....

Members of the Board of Directors tenure: 20...- 20...

Contact Address: .....

.....

Phone: .....

Email: .....

Sample Signature:

First Signature	Second Signature

Request to transfer information related to the activities of the Board of Directors to me to the address according to the above information.

Sincerely./.

MEMBERS OF THE BOARD OF DIRECTORS
(Sign and specify full name)

BM02-BOD

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No. .../20xx/TB-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
..., date... month... year...

NOTICE
Regarding the meeting of the Board of Directors

To: Members of the Board of Directors

Vietnam Railway Construction Corporation Joint Stock Company

The Board of Directors respectfully announces and cordially invites members of the Board of Directors of the Company to attend the meeting of the Board of Directors,

Time:

Form: Live ☐ Online ☐

Location: .....

Contents and agenda of the meeting:

1. ...
2. ...
3. ...

We hope that you will attend the meeting fully and on time.

In case of not attending the meeting in person, please authorize the meeting or send the Voting Form to the Company at least 01 hour before the opening time of the meeting.

For any issues related to organizational and technical work (if necessary), please contact:

Secretary: Mr. / Mrs. .....
Phone:..... Email:

Informatics Technician: Mr. / Mrs. .....
Phone:..... Email:

Sincerely/.

Recipients:
- As submitted;
- Kept Administrative and HR Department, BOD's Office as archives.

CHAIRMAN OF THE BOARD OF DIRECTORS

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

POWER OF ATTORNEY

ATTENDING BOARD MEETINGS

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

1. Authorizer:

Full name of member of the Board of Directors.....

ID card number: ..... Issued on ..... in .....

Address: .....

Phone: ..... Fax: ..... E-mail: .....

2. Authorized person:

Full name: .....

ID card number: ..... Issued on ..... in .....

Address: .....

Phone:..... Fax: ..... E-mail: .....

3. Authorization contents:

Attend the Board meeting on behalf of the Authorizer dated / /20xx.

The authorizer assumes all responsibility for this authorization.

4. Responsibilities and duration of authorization:

The authorized person is obliged to strictly implement the working contents of the Board of Directors, not to re-authorize others and is responsible for notifying the results of the meeting to the authorizer.

This power of attorney is only effective at the meeting dated / /20xx of the Board of Directors of Vietnam Railway Construction Corporation Joint Stock Company.

....., date ..... month... year 20...

AUTHORIZED PERSON
(Sign and specify full name)

AUTHORIZER
(Sign and specify full name)

BM04-BOD

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

..., date... month....year.....

BALLOT PAPER

AT THE BOARD OF DIRECTORS MEETING
VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

Date: / /

Content 1: ...

○ **For** ○ **Against** ○ **Abstention**

Content 2: ...

○ **For** ○ **Against** ○ **Abstention**

Content 3: ...

○ **For** ○ **Against** ○ **Abstention**

...
...
...

(Blackout/tick 1 of the 3 boxes ○ corresponding to the voting opinion in each voting content)

MEMBERS OF THE BOARD OF DIRECTORS
(Sign and specify full name)

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No.: /BB-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

....., date... month... year.....

MINUTES
THE BOARD OF DIRECTORS MEETING

I – CORPORATE INFORMATION

- Business name:
- Address:
- Business Registration Certificate/MST No.: Place of issue: Issue Date:
- Phone: Fax:

II – TIME, PLACE, PARTICIPANTS

In ..... hours.... minutes, days.... months.... ..., at the head office of the Company, the Board of Directors held a meeting with the following participants:

1. Board of Directors:
   - Mr. / Mrs. - Chairman of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
2. Chairperson: Mr. / Mrs. ..... - Chairman of the Board of Directors
3. Meeting Secretary: Mr/Ms. .....
4. Total number of members attending the meeting: ... Members
5. Total votes: .... Voting Votes
6. Types of meetings: All members of the Board of Directors attend and vote....face/online

Pursuant to the Company's Charter and Governance Regulations, the Board of Directors meeting is eligible to be conducted in accordance with regulations.

III – CONTENT AND RESULTS

A. Issues discussed and voted on at the meeting

The Chairman declares the reason, content and agenda of the meeting. .....% of the members attending the meeting agreed on the content and program. Specifically:

1. ...

2. ...

B. Summary of opinions of members attending the meeting

....

...

The members attending the meeting agreed to vote for each content in the form of voting.

IV – VOTING RESULTS

Total number of voting ballots issued : ... ballots

Total number of voting ballots collected : ... ballots

Valid voting ballots : ... ballots

Invalid voting ballots : ... ballots

Content 1: .....

Members	For	Against	Abstention

Content 2:

Members	For	Against	Abstention

Content 3: ...

...

The meeting ended at ..... hours of the same day.

This Memorandum includes... (...) page, made on the spot, read to the members attending the meeting and approved and signed by ...% of the members attending the meeting below.

SECRETARY	CHAIRMAN
.....	.....

OTHER MEMBERS OF BOD ATTENDING THE MEETINGS

.....	.....
XXX	XXX
.....	.....
XXX	XXX
.....	.....
XXX	XXX

Recipients:
- As above;
- Kept BOD's office as archives.

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No.: /NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

..., date... month... year....

RESOLUTION

.....

THE BOARD OF DIRECTORS OF
VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANIES

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam at the XIV term on June 17, 2020;
- Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to the Minutes of the meeting No. ...../BB-HDD, dated ... /…/…. of the Board of Directors of Vietnam Railway Construction Corporation Joint Stock Company,

RESOLVED THAT:

Article 1. …
Article 2. …
Article 3. The Resolution takes effect from the date of signing.

The General Director, relevant departments and divisions of the Company are responsible for organizing and implementing this resolution./.

Recipients:
- As Article 3;
- Kept the Executive Committee, BOD's Office as archives.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

XXX