VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANY

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Hanoi, December 2025

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF THE VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

CHAPTER I
GENERAL PROVISIONS

Article 1. Legal basis, scope of regulation and subjects of application

1. Internal regulations on corporate governance are formulated in accordance with the provisions of the Law on Enterprises, the Law on Securities, guiding documents of the Ministry of Finance on corporate governance applicable to public companies and the Charter of Vietnam Railway Construction Corporation Joint Stock Company (hereinafter referred to as the Corporation).

2. This Regulation stipulates the basic principles of corporate governance in order to protect the legitimate rights and interests of shareholders and the corporation, ensure that the corporation operates in accordance with the provisions of law, the corporation's charter and standards, good practices in production and business activities to achieve the highest business efficiency.

3. This Regulation applies to all departments in the Corporation's organization, including: the Board of Directors, the Audit Committee, the Board of General Directors, relevant departments, units, individuals and shareholders of the Corporation.

Article 2. Explanation of terminology

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

a) "Corporation": means Vietnam Railway Construction Corporation Joint Stock Company;

b) "Charter": means the Charter of organization and operation of the Corporation approved by the General Meeting of Shareholders;

c) Terms that have been defined under the Charter of the Corporation shall be construed and applied similarly in this Regulation;

d) "Corporate governance": means a system of regulations and rules to ensure that the Corporation is oriented to operate and be effectively controlled for the interests of shareholders and persons related to the Corporation;

2. In this Regulation, references to one or several other regulations or documents shall include amendments or substitute documents.

3. The headings are used for the convenience of understanding the content and

do not affect the content of this Regulation.

Article 3. Governance Principles

The Corporation's management system is built to ensure the following principles:

1. Transparent and effective, in accordance with the provisions of the law, and clearly delineate responsibilities between management, administration and supervisory agencies.

2. Protect and facilitate the exercise of shareholders' rights, treat all shareholders equally,

3. Ensure the rights of parties with related interests prescribed by law or contractual relations, encourage active cooperation between the Corporation and related interested parties in creating assets, jobs and financial stability for the Corporation.

4. To ensure the timely and accurate disclosure of information on all important matters related to the Corporation, including the financial situation, operation, ownership and governance of the Corporation.

5. Ensure the strategic orientation of the Corporation, effectively supervise the management of the Board of Directors and the responsibilities of the Board of Directors to the Corporation and shareholders.

CHAPTER II
GENERAL MEETING OF SHAREHOLDERS

Article 4. The role of the General Meeting of Shareholders, rights and obligations of shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Corporation.

2. The rights and obligations of shareholders are specified in Articles 12 and 13 of the Corporation's Charter.

Article 5. Competence to convene the General Meeting of Shareholders

1. The Corporation's Board of Directors convenes a meeting of the General Meeting of Shareholders as prescribed in Clause 2, Clause 3 and Clause 4, Article 14 of the Corporation's Charter.

2. The group of shareholders specified in Clause 3, Article 12 of the Corporation's Charter shall convene under the provisions of Section b, Clause 4, Article 14 of the Corporation's Charter.

Article 6. Make a list and notify the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of

Shareholders is made based on the general list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation. The Corporation must disclose information on making the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no earlier than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders.

2. The notice of making the list of shareholders entitled to participate in the General Meeting of Shareholders must be posted on the Corporation's website, clearly stating the contents of the closing date of the list of shareholders to exercise the rights, reasons and purposes of the meeting as well as the time and time of the meeting. the location and contents of the meeting expected by the General Meeting of Shareholders.

Article 7. Notice of convening of meetings, agenda and contents of the General Meeting of Shareholders

1. The notice of the General Meeting of Shareholders shall be sent to all shareholders by guarantee method and must be published on the websites of the Corporation, the State Securities Commission and the Stock Exchange. The notice of the General Meeting of Shareholders must be sent at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, paid for or placed in the mailbox).

2. The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be posted on the Corporation's website. The notice of invitation to the meeting must clearly state a link to all meeting documents for shareholders to access, including:

a) Meeting agendas, documents used in the meeting;

b) List and details of candidates in case of election of members of the Board of Directors;

c) Ballot paper;

d) Form of appointment of authorized representative to attend the meeting (if any);

e) Draft resolutions for each issue on the meeting agenda.

3. The Corporation is not allowed to restrict shareholders from attending the General Meeting of Shareholders and create conditions for shareholders to authorize their representatives to participate in the General Meeting of Shareholders.

Article 8. Registration to attend the General Meeting of Shareholders

1. Shareholders may register to attend the General Meeting of Shareholders in the manner stated in the notice, including one of the following ways: register in person,

by telephone, fax, mail, or email to the Corporation before the deadline stated in the Invitation Letter (or notice) of the General Meeting of Shareholders.

2. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the provisions of law may authorize representative individuals and organizations to attend. The authorization of the meeting representative must be made in accordance with the civil law or according to the form of appointment of the representative authorized to attend the meeting of the Corporation enclosed with the notice or invitation letter and must ensure the following requirements:

a) In case an individual shareholder is the authorizer, the signature of such shareholder and the individual or legal representative of the authorized organization must attend the meeting.

b) In case the shareholder of the organization is the authorizing person, the signature of the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting (in case of authorizing an individual) and the legal representative of the organization (in case of authorizing the organization).

c) In case the lawyer signs the letter of appointment of the representative on behalf of the authorizer, the appointment of the representative in this case shall only be considered effective if the letter of appointment of such representative is presented together with the power of attorney to the lawyer (if it has not previously been registered with the Corporation).

3. The person authorized to attend the General Meeting of Shareholders must bring his or her identity card (identity card) or passport to check and submit the original document of the power of attorney before attending the meeting.

Article 9. Conditions for conducting the General Meeting of Shareholders

Conditions for conducting the General Meeting of Shareholders shall comply with the provisions of Article 19 of the Corporation's Charter.

Article 10. Form of approving the resolution of the General Meeting of Shareholders

The form of approving the resolution of the General Meeting of Shareholders shall comply with the provisions of Clause 1, Article 21 of the Corporation's Charter.

Article 11. Voting methods, vote counting, notification of voting results

1. Voting method: Before the opening of the meeting, the Corporation must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are registered in the following order:

a) When registering shareholders, the Corporation shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program.

b) Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

2. Method of counting votes and notifying voting results:

a) When voting at the meeting, the number of votes for the resolution is collected first, the number of cards against the resolution is collected later, and finally the total number of votes for or against is counted to decide. The total number of votes For, Against, Abstention or invalidity according to each issue shall be notified by the Chairperson or the representative of the Vote Counting Committee before the closing of the meeting.

b) The meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

c) For ballot (election) issues: The counting of votes shall comply with the specific regulations decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented as prescribed.

Article 12. Recording and making minutes of the General Meeting of Shareholders

1. The secretary of the General Meeting of Shareholders is responsible for recording all developments of the General Meeting, making minutes and requesting the General Meeting of Shareholders to approve at the meeting.

2. The minutes shall be made in Vietnamese, and may be additionally made in foreign languages. The minutes must include the contents specified in Clause 1, Article 23 of the Corporation's Charter, as follows:

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

b) Time and place of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full name of the chairman and secretary;

e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;

h) The issues that were passed and the corresponding percentage of votes voted for approval;

i) Signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, other members of the Board of Directors attending the meeting shall sign the minutes of the meeting and clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

3. The secretary of the General Meeting of Shareholders must read the draft minutes at the meeting for shareholders attending the meeting to check the contents before seeking the opinions of the General Meeting of Shareholders for approval.

4. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

5. The minutes of the General Meeting of Shareholders, enclosed with the appendix to the list of shareholders, voting votes, vote counting minutes, full-text resolutions adopted at the General Meeting, documents enclosed with invitation letters and documents distributed at the General Meeting must be kept at the Corporation's head office.

Article 13. Conditions for the resolution to be approved

The decisions of the General Meeting of Shareholders are adopted in accordance with the provisions of Clause 2, Clause 3, Clause 4, Clause 5, Clause 6, Clause 7, Article 21 of the Corporation's Charter.

Article 14. Announcement of the resolution of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders must be published on the Corporation's website and disclosed to the public in accordance with the law on securities and securities market within twenty-four (24) hours from the time of closing of the General Meeting of Shareholders.

Article 15. Effect of the resolution of the General Meeting of Shareholders

1. The Resolution of the General Meeting of Shareholders takes effect from the date of adoption or from the effective time stated in such resolution.

2. The resolution of the General Meeting of Shareholders passed by 100% of the total number of voting shares is lawful and effective even if the order and procedures for convening the meeting and approving such resolution violate the provisions of the Law on Enterprises and the Charter of the Corporation.

3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under the provisions of Article 151 of the Law on Enterprises, such resolution shall remain effective until the Court's decision to cancel such resolution. Arbitration is effective, except for the case of application of provisional emergency measures under decisions of competent agencies.

Article 16. Methods of objection and request for cancellation of minutes and resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results for shareholders' opinions in writing, members of the Board of Directors, the Audit Committee, the General Director, shareholders or groups of shareholders specified in Clause 3, Article 12 of the Corporation's Charter may request the Court or the Shareholders consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening meetings or collecting shareholders' opinions in writing and issuing decisions of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprises and the Corporation's Charter, except for the case specified in Clause 6, Article 21 of the Charter;

b) The content of the resolution violates the law or the Charter of the Corporation.

2. In case the decision of the General Meeting of Shareholders is annulled under a decision of the Court or Arbitrator, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in the order, procedures specified in the Law on Enterprises and the Charter of the Corporation.

3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolutions of the General Meeting of Shareholders, such resolutions shall remain effective until the Court or Arbitrator makes other decisions, except for the case of application of provisional urgent measures under decisions of competent agencies.

Article 17. Competence and mode of postal ballot to approve decisions of the General Meeting of Shareholders

1. The Board of Directors has the right to collect shareholders' opinions by postal ballot to approve the decision of the General Meeting of Shareholders when deeming it necessary for the benefit of the Corporation.

2. The Board of Directors prepares the ballot paper, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must submit them at least fifteen (15) days before the deadline for receiving opinion polls. Requirements and methods of sending ballot paper and enclosed documents shall comply with the provisions of Clause 3, Article 18 of the Corporation's Charter.

3. The ballot paper must contain the following principal contents:

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

b) Purpose of collecting opinions;

c) Full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders;

d) Issues that need to be consulted for approval of decisions;

e) The voting plan includes For, Against, Abstention on each issue for consultation;

f) The time limit for sending to the Corporation the answered ballot paper;

g) Full name and signature of the Chairman of the Board of Directors and the legal representative of the Corporation.

4. The answered ballot paper must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.

5. The ballot paper may be sent to the Corporation in the following forms:

a) By mail: The opinion poll sent to the Corporation must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) Fax or email: The ballot paper sent to the Corporation by fax or email must be kept confidential until the time of counting the votes.

The ballot paper received by the Corporation after the time limit specified in the ballot paper contents or which have been opened in case of sending letters or announced before the time of counting votes in case of sending faxes or emails are invalid. Ballot paper papers that are not sent back are considered votes not to participate in voting.

6. The Board of Directors counts votes and makes a record of vote counting in the presence of the Audit Committee. The vote counting record must contain the following principal contents:

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

b) Purpose and issues to be consulted to pass the resolution;

c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes For, Against, Abstention on each issue;

e) Issues passed;

f) Full name and signature of the Chairman of the Board of Directors, the legal representative of the Corporation, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

7. The vote counting record must be posted on the Corporation's website within twenty-four (24) hours from the end of vote counting.

8. The opinion poll that has been answered, the vote counting record, the approved resolution and the relevant documents enclosed with the ballot paper must all be kept at the head office of the Corporation.

9. The resolution is passed in the form of postal ballot is as valid as the resolution passed at the General Meeting of Shareholders

Article 18. Order and procedures for the General Meeting of Shareholders to approve resolutions in the form of online meetings or a combination of face-to-face meetings and online meetings.

In addition to the form of organizing face-to-face meetings, the annual and extraordinary General Meeting of Shareholders may be held in the form of online meetings or a combination of face-to-face and online meetings in the event of: (i) force majeure events, including but not limited to: natural disasters, wars, epidemics, insurgency, riots, terrorism; (ii) other objective events that the Board of Directors considers inconvenient and inappropriate to organize the General Meeting of Shareholders in the form of face-to-face meetings; (iii) The Board of Directors considers that the combination of face-to-face and online meetings, as technically permitted, brings higher benefits to shareholders. The organization of the online General Meeting of Shareholders will include the following main contents:

1. Notice of invitation to the online General Meeting of Shareholders

The method of notifying the invitation to the General Meeting of Shareholders online is the same as the method of notifying the invitation to the General Meeting of Shareholders in person, specifically, the convener of the General Meeting of Shareholders will send the notice of invitation to the meeting and documents of the meeting to the shareholders of the Corporation or post these documents on the Corporation's website. However, in case of organizing an online General Meeting of Shareholders, the convener of the General Meeting of Shareholders is obliged to prepare additional guiding documents for shareholders to register and attend the online meeting.

2. How to register to attend the online General Meeting of Shareholders

Shareholders shall register to attend the online General Meeting of Shareholders according to the guidance documents of the Organizing Committee of the General Meeting sent to shareholders or posted on the Corporation's website. Accordingly, shareholders will access the link announced by the Organizing Committee of the meeting and declare and authenticate their shareholder status to attend the meeting.

Shareholders are only allowed to attend online meetings when and only if they have declared and authenticated their shareholder status. The organizers ensure that shareholder access is unique and that each shareholder has only one unique account to access the online meeting room at a given time.

The organizer is responsible for providing shareholders with information of technical support persons as well as a hotline to assist shareholders in accessing and participating in the meeting.

3. Conditions for proceeding.

The online General Meeting of Shareholders or a combination of face-to-face and online meetings shall be conducted when the number of shareholders

attending the face-to-face meeting and accessing the online meeting room meets the minimum ratio as prescribed in Clause 1, Article 19 of the Corporation's Charter.

4. How to vote

The Organizing Committee will prepare technical equipment or means for shareholders to perform online voting (e-voting), electronic voting and/or other electronic methods and record this online voting of shareholders or authorized persons attending the meeting for the contents of the meeting agenda. The specific method will depend on the electronic equipment used by the Corporation for voting and will be announced to shareholders before each general meeting.

Shareholders may vote in the form of (i) voting directly at the General Meeting, (ii) sending the ballot paper to the convener of the meeting by post/email/fax, (iii) voting online (e-voting), electronic voting or other electronic means.

Shareholders or authorized persons attending the meeting shall vote by email/fax or by post to the email address or fax number or mailing address provided by the Organizing Committee on the condition that the Organizing Committee must receive the votes of the shareholders before sealing the ballot box to conduct the vote counting.

5. How votes are counted

The Corporation will apply modern technologies to carry out the vote counting of shareholders. The vote count will be calculated based on (i) the number of votes that shareholders and/or authorized persons attending the meeting vote online (e-voting), electronic voting and/or other electronic methods and (ii) the number of votes that shareholders and/or authorized persons attending the meeting vote directly at the meeting (which are placed in the ballot box); and (iii) the number of voting votes sent by shareholders and/or authorized persons attending the meeting by post, email and fax.

The vote counting committee will sum up the total number of votes in favor, disapproval and no opinion of all three methods according to each content of the meeting agenda and divide it by the total number of voting shares of the Corporation to determine the ratio of For, Against, Abstention for each issue, thereby determining the voting results.

6. Announcement of vote counting results

The results of the vote counting will be announced immediately at the General Meeting of Shareholders after the completion of the vote counting and before the closing of the meeting.

7. Preparation and publication of minutes of the General Meeting of

Shareholders

The making of minutes of the General Meeting of Shareholders is specified in Article 12 of this Regulation.

The resolution of the online General Meeting of Shareholders shall be announced in accordance with the provisions of Article 14 of this Regulation.

CHAPTER III

BOARD

Article 19. Roles, powers and obligations of the Board of Directors, responsibilities of members of the Board of Directors

1. The Board of Directors is the managing body of the Corporation. The Board of Directors is an agency with full powers to exercise the rights and obligations of the Corporation that is not under the jurisdiction of the General Meeting of Shareholders.

2. The powers and obligations of the Board of Directors are specified in Clause 2, Clause 3, Clause 4 and Clause 5, Article 27 of the Corporation's Charter and the following responsibilities and obligations:

a) To be responsible to shareholders for the operation of the Corporation.

b) Treat all shareholders equally and respect the interests of persons with interests related to the Corporation.

c) Ensure that the company's operations comply with the provisions of law, the Charter and internal regulations of the Corporation.

d) To formulate the Regulation on operation of the Board of Directors and submit it to the General Meeting of Shareholders for approval and publication on the Corporation's website.

e) Supervise and prevent conflicts of interest of Board members, Audit Committee members, General Directors, and other executives, including misuse of Corporation assets and abuse of transactions with related parties.

f) Formulate internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval.

g) Appointment of the person in charge of governance of the Corporation.

h) Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Directors and other executives of the Corporation.

i) The report on the operation of the Board of Directors at the Annual General Meeting of Shareholders as prescribed and must ensure the following contents:

– Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors shall comply with the provisions of Clause 3, Article 163 of the Law on Enterprises and the company's charter.

- Summary of Board meetings and Board decisions.
- Reports on transactions between the Corporation, its subsidiaries and companies in which the Corporation controls more than 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Corporation and companies in which members of the Board of Directors are founding members or managers of enterprises in the last 03 years before the time of transaction.
- Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors.
- Activities of other subcommittees of the Board of Directors (if any).
- Supervision results for the General Director.
- Supervision results for other operators.
- Future plans.

3. Members of the Board of Directors are entitled to be provided with information and documents on the financial situation and business activities of the Corporation and of units in the Corporation from the General Director and other executives of the Corporation.

4. Members of the Board of Directors shall:

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

d) To report to the Board of Directors at the nearest meeting on transactions between the Corporation, its subsidiaries and companies in which the Corporation controls more than 50% or more of the charter capital with 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 a 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.

f) Independent members of the Board of Directors of the Corporation must make an evaluation report on the operation of the Board of Directors; notify the Board of Directors of the failure to fully meet the criteria and conditions of independent members of the Board of Directors.

g) The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall, apart from the responsibilities specified in Sections a, b, c, d, e, Clause 4 of this Article, also have the responsibilities specified in Article 29 of the Corporation's Charter.

Article 20. Structure, term of office and criteria for members of the Board of Directors:

1. The number of members of the Board of Directors is seven (07) people. The specific number of members is decided by the General Meeting of Shareholders. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

2. Structure of the Board of Directors:

There are at least 02 independent members of the Board of Directors.

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

3. Qualifications and requirements for members of the Board of Directors:

a) Having full civil act capacity, not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Having experience in business administration, or in the fields, business lines of the Corporation;

c) Members of the Board of Directors are not necessarily shareholders of the Corporation

4. Qualifications and requirements for independent members of the Board of Directors:

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 of the Corporation for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

Article 21. Order, methods and procedures for candidacy and nomination of members of the Board of Directors

1. Candidacy and nomination to the Board of Directors:

a) In case the candidates of the Board of Directors have been identified, information related to the candidates shall be published at least 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.

b) Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

- Full name, date of birth;
- Educational level;
- Professional qualifications;
- Work history;
- Companies in which the candidate is holding the position of member of the Board of Directors and other managerial positions;
- An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- Benefits related to the Company (if any);
- Full name of the shareholder or group of shareholders nominating the candidate (if any);
- Other information (if any).

2. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors as follows:

a) From 09% to less than 15% may nominate one (01) candidate;

b) From 15% to less than 30% may nominate a maximum of two (02) candidates;

c) From 30% to less than 50% may nominate a maximum of three (03) candidates;

d) From 50% to less than 65% may nominate a maximum of four (04) candidates;

e) 65% or more are nominated for sufficient candidates.

Ordinary shareholders who voluntarily gather in groups and satisfy the prescribed conditions for nominating persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting no later than the opening of the General Meeting of Shareholders.

3. In case the number of candidates for the Board of Directors approving the nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates. The procedures for the incumbent Board of Directors to recommend candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before voting to elect members of the Board of Directors in accordance with law.

4. The list and relevant information of the candidates nominated or nominated for election to the Board of Directors must be sent to the Board of Directors before the General Meeting of Shareholders votes to elect members of the Board of Directors.

Article 22. How to elect members of the Board of Directors

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 in descending order, 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 two (2) 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.

Article 23. Cases of dismissal, removal and election of addtional members of the Board of Directors

1. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, removal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

2. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in case the number of members of the Board of Directors is reduced by more than one-third (1/3) of the total number of members specified in the Corporation's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of members is reduced by more

than one-third (1/3);

In other cases, at the latest meeting, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed.

Article 24. Notice of dismissal, removal and election of additional members of the Board of Directors

The notice of dismissal, removal and election of additional members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and securities market within 24 hours from the effective date of the decision.

Article 25. Remuneration and other benefits of members of the Board of Directors

Remuneration, salary and other benefits of members of the Board of Directors are specified in Article 28 of the Corporation's Charter.

Article 26. Activities of the Board of Directors

1. Executive apparatus and working conditions of the Board of Directors.

a) The Board of Directors shall use the apparatus and seal of the Corporation to perform the function of governing the Corporation.

b) The Chairman of the Board of Directors shall administer the activities of the Board of Directors. In case the Chairman of the Board of Directors is absent or incapable of performing the assigned tasks, the Chairman of the Board of Directors may authorize the Vice Chairman or a member of the Board of Directors to perform the rights and tasks of the Chairman of the Board of Directors. In case there is no authorized person, the remaining members of the Board of Directors shall choose one of them to temporarily hold the position of Chairman of the Board of Directors.

c) The Board of Directors may set up subcommittees to assist from time to time, the Board of Directors may use the Corporation's executive apparatus to serve the work of the Board of Directors and production and business.

d) When deeming it necessary, the Board of Directors shall appoint a secretary or employ officials of the Corporation's executive apparatus to act as assistant secretaries for the Board of Directors.

e) Members of the Board of Directors have the right to directly request the General Director, Deputy General Directors and other managers in the Corporation to provide information on the fields of work assigned by such members of the Board of Directors. Managers when required must provide timely, complete and accurate information and documents as requested.

f) The operating expenses of the Board of Directors shall be signed and approved by the Chairman of the Board of Directors and shall be accounted into the Corporation's expenses.

2. Assignment and assignment among members of the Board of Directors

a) The Board of Directors assigns members to be in charge of the work areas of the Board of Directors. Members of the Board of Directors shall perform their duties on the basis of being fully informed and must be loyal, diligent and prudent for the benefit of the Corporation and shareholders.

b) Members of the Board of Directors shall exercise their rights and perform their obligations in accordance with the provisions of law and the Corporation's Charter; in charge of the fields and jobs as assigned by the Board of Directors and take personal responsibility for the assigned work.

Article 27. Order and procedures for organizing meetings of the Board of Directors

1. The Board of Directors must meet at least one (01) time per quarter or meet irregularly.

2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing clearly stating the purpose of the meeting and the issues to be discussed:

a) Audit Committee;

b) General Director or at least five (05) other managers;

c) Independent Member of the Board of Directors;

d) At least two (02) members of the Board of Directors;

e) Other cases (if any).

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 2 of this Article. In case of failing to convene a meeting at the request, the Chairman of the Board of Directors shall be responsible for the damage caused to the Corporation; the persons proposing the organization of meetings specified in Clause 2 of this Article may convene meetings of the Board of Directors.

4. At the request of an independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Corporation.

5. The order and procedures for organizing meetings of the Board of Directors are as follows:

a) Notice of Board of Directors Meeting

– The notice of invitation to the meeting of the Board of Directors must be sent to members of the Board of Directors and the Audit Committee at least three (03) working days before the date of the meeting. A member of the Board of Directors may refuse a written notice of invitation to a meeting, such refusal may be changed or canceled in writing by such member of the Board of Directors. The notice of invitation to the meeting of the Board of Directors must be made in Vietnamese and must fully notify the time and place of the meeting, the agenda, the contents of the issues discussed and enclosed with necessary documents on the issues to be discussed and voted on at the meeting and the votes of the members.

– The notice of invitation to the meeting shall be sent by post, fax, e-mail or other means, but must ensure that it reaches the address of each member of the Board of Directors registered at the Corporation.

b) Conditions for organizing meetings of the Board of Directors

Meetings of the Board of Directors shall be conducted when at least 3/4 of the members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of members of the Board of Directors. In case the number of members attending the meeting is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the intended first meeting. The second convened meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

c) Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

– Attending and voting directly at the meeting;

– Authorize other persons to attend the meeting and vote as prescribed in Clause 6 of this Article;

– Attend and vote through online conferences, electronic voting or other electronic forms;

– Send the ballot paper to the meeting via mail, fax, email.

d) In case of sending ballot papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Ballot papers are only open in the presence of all attendees.

e) How to vote in a meeting of the Board of Directors

– Each member of the Board of Directors who is present as an individual at the meeting of the Board of Directors shall have one vote, except for the case where the Board of Directors organizes a meeting in the form of an online conference;

– A member of the Board of Directors may not vote on contracts, transactions

or proposals in which such member or a person related to that member has an interest and such interest conflicts or may conflict with the interests of the Corporation.

f) How to approve the resolution of the Board of Directors

– The Board of Directors approves decisions and resolutions on the basis of the majority of members of the Board of Directors meeting in favor. In case the number of votes for and against is equal, the party with the votes of the Chairman of the Board of Directors or the Chairman of the Board of Directors meeting shall make the decision.

– Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.

6. Authorization of other persons to attend meetings of members of the Board of Directors

A member of the Board of Directors may appoint a representative (authorized person) in accordance with the Civil law if approved by a majority of members of the Board of Directors.

7. Minutes and approval of the minutes of the Board of Directors meeting

a) Meetings of the Board of Directors must be recorded. The minutes of the meeting shall be archived and kept at the Office of the Board of Directors.

b) The minutes must be approved before all members attending the meeting. The minutes must be made in Vietnamese and may be additionally made in foreign languages, and must be signed by the chairman and the person who records the minutes. The minutes contain the following principal contents:

– Purpose and content of the meeting;

– Time and place of the meeting;

– 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;

– Issues discussed and voted on at the meeting;

– Summarizing the opinions of each member attending the meeting in the order of the meeting;

– The voting results clearly state the members who approve, disagree and have no opinions;

– Issues passed;

– Full names, signatures of the chairman and recorders or signatures of members of the Board of Directors attending the meeting.

c) In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Point b, Clause 7 of this Article, this record shall take effect.

d) The Chairman of the Board of Directors or the Secretary of the Board of Directors shall be responsible for sending the minutes of the meeting and resolutions of the Board of Directors to the members of the Board of Directors (including members attending the meeting and members who are absent) and such minutes shall serve as authentic evidence of the work carried out during the meeting unless there is an objection to the the contents of the minutes within ten (10) days from the date of sentencing.

8. Approval of resolutions and notification of resolutions of the Board of Directors

a) Resolutions of the Board of Directors shall be adopted at meetings of the Board of Directors or consulted by members of the Board of Directors in writing, fax or email in accordance with the provisions of law and the Charter of the Corporation shall take effect immediately after signing for promulgation.

b) The Chairman of the Board of Directors or a person authorized by the Chairman of the Board of Directors to sign and promulgate the resolution on behalf of the Board of Directors.

c) Resolutions and decisions of the Board of Directors shall be issued at the right place after signing.

9. Members of the Board of Directors must attend all meetings of the Board of Directors and have a clear opinion on the issues to be discussed. Members of the Board of Directors may authorize other persons to attend meetings or handle affairs falling under the functions and tasks of members of the Board of Directors if they are approved by a majority of members of the Board of Directors. In this case, members of the Board of Directors shall still be responsible for the contents and results of authorizing others to perform. The authorized person shall report all contents and results of implementation to the authorized person.

CHAPTER IV

AUDIT COMMITTEE

Article 28. Roles, rights and obligations of the Audit Committee, responsibilities of members of the Audit Committee

1. The Audit Committee is a professional body under the Board of Directors.
2. The Audit Committee has the rights and obligations specified in Clause 3,

Article 161 of the Law on Enterprises, the Corporation's Charter and the following rights and obligations:

a) Supervising the truthfulness of the Corporation's financial statements and making official announcements related to the Corporation's financial results;

b) Review the internal control and risk management system;

c) Review transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;

d) Supervising the Corporation's internal audit department;

e) Propose the independent auditing firm, the remuneration level and relevant terms in the contract with the auditing firm for the Board of Directors to approve before submitting it to the Annual General Meeting of Shareholders for approval;

f) Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in case the Corporation uses non-audit services of the auditor;

g) Supervision aims to ensure that the Corporation complies with the provisions of law, requirements of management agencies and other internal regulations of the Corporation;

h) To have access to documents related to the operation of the Corporation, to communicate 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;

i) Have the right to request representatives of approved audit organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee;

j) Use legal consultancy services, accounting or other external consultancy when necessary;

k) Formulate and submit to the Board of Directors policies on risk detection and management, propose to the Board of Directors solutions to handle risks arising in the Corporation's operations;

l) Make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, the General Director and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the Corporation's Charter;

m) Formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval.

Article 29. Qualifications, requirements and appointment, dismissal and removal of members of the Audit Committee

1. Having knowledge of accounting and auditing, having a general understanding of the law and operation of the Corporation and not falling into the following cases:

a) Working in the accounting and finance department of the Corporation;

b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the previous 03 consecutive years.

2. The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, and business administration.

3. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and are not executives of the Corporation

4. The appointment, dismissal and removal of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

Article 30. Organization structure of the Audit Committee

1. The Audit Committee has 02 or more members. 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.

2. The Audit Committee may establish subordinate assisting departments and divisions in charge of internal control and audit activities. The implementation of internal audit activities must be in accordance with Decree No. 05/2019/ND-CP dated January 22, 2019, current legal provisions and the provisions of the Corporation's Charter and Internal Regulations.

Article 31. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 39 of the Corporation's Charter and the following rights and obligations:

1. Make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, the General Director and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the Charter of the Corporation.

2. Formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval.

Article 32. Audit Committee Meetings

1. The Audit Committee must meet at least two (2) times in a year. The minutes of the meeting must be made in detail, clearly and must be kept in full. The recordkeeper and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee approves the decision by voting at the meeting, collecting written opinions or other forms. Each member of the Audit Committee has one vote. The decision of the Audit Committee shall be approved if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

Article 33. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the annual General Meeting of Shareholders.

2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:

a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Charter of the Corporation;

b) Summarizing the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;

c) Results of supervision of financial statements, operation and financial situation of the Corporation;

d) A report on the assessment of transactions between the Corporation, its subsidiaries and other companies in which the Corporation controls more than 50% or more of the charter capital and members of the Board of Directors, General Director, other executives of the Corporation and related persons of such subjects; transactions between the Corporation and companies in which members of the Board of Directors, General Directors, executives other than the Corporation are founding members or managers of the Corporation for the last 03 years before the time of transaction;

e) Results of the assessment of the Corporation's internal control and risk management system;

f) Supervision results of members of the Board of Directors, General Director and other executives of the Corporation;

g) Results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director and shareholders;

h) Other contents (if any).

Article 34. Notice of appointment, dismissal and removal of members of the Audit Committee

Information on the election, dismissal and dismissal of members of the Audit Committee must be disclosed in accordance with the provisions of the Law on Securities and regulations in the field of securities within 24 hours from the effective

date of the decision.

Article 35. Salaries and other benefits of members of the Audit Committee

The remuneration, salary and other benefits of the Controller shall be decided by the Managing Board. Members of the Audit Committee are entitled to be paid for accommodation, travel and other expenses reasonably incurred when they participate in meetings of the Audit Committee or perform other activities of the Audit Committee.

CHAPTER V
SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS

Article 36. Establishment and operation of subcommittees under the Board of Directors

1. The Board of Directors can establish sub-committees to be in charge of development policies, human resources, salaries and bonuses, internal audits, etc. The number of members of the subcommittee is decided by the Board of Directors.

2. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

3. The implementation of decisions of the Board of Directors, or of the subcommittees under the Board of Directors, or of persons who have the status of members of the sub-committees of the Board of Directors must comply with the current provisions of law and the Charter of the Corporation.

4. In case of not establishing subcommittees, the Board of Directors may appoint a separate person in charge of each issue such as audit, salary, bonus, human resources, etc.

CHAPTER VI
GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 37. Roles, responsibilities, rights and obligations of the General Director

1. The General Director is the person who runs the day-to-day business of the Corporation; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.

2. The rights and obligations of the General Director are specified in Clause 3, Article 35 of the Corporation's Charter.

Article 38. Appointment, dismissal, signing and termination of contracts for the General Director

1. The Board of Directors appoints one (01) member of the Board of Directors (except the Chairman of the Board of Directors) as the General Director or hires another person to act as the General Director and signs a contract stipulating remuneration, salary, benefits and terms related to recruitment. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, expressed as a separate item in the Annual Financial Statement and stated in the Annual Report of the Corporation.

2. The term of office of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract.

3. The general director must fulfil the following qualifications and requirements:

a) Have professional qualifications and experience in the company's business administration;

b) Not necessarily a shareholder of the Corporation;

c) Not being a person who is prohibited by law from holding the position of General Director as prescribed in Clause 2, Article 17 of the Law on Enterprises;

d) Not being a person who has a family relationship with the manager of the Corporation, the Controller of the Corporation and the parent company of the Corporation (if any); not being the representative of the capital portion at the Corporation and the parent company;

e) Understand the law and have sufficient health to perform the job, have good moral qualities and have a good reputation;

6. The General Director shall be entitled to salaries and other benefits under the decisions of the General Meeting of Shareholders, the regulations of the Managing Board of the Corporation and the current provisions of law.

4. The Board of Directors may dismiss the General Director and appoint a new General Director to replace him.

5. Cases of dismissal of the General Director:

a) Due to the working needs and production and business conditions of the Corporation, the Board of Directors has decided to transfer or rotate.

b) Health is not guaranteed to continue working.

c) Failing to complete tasks or violating regulations or laws.

d) There is a letter of resignation sent to the Board of Directors.

e) Other cases as prescribed by law.

Article 39. Deputy General Director, Head of Accounting Department/Chief Accountant, Head of Finance Department and Heads of professional departments

1. Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department and Heads of professional departments appointed and contracted by the Board of Directors at the request of the General Director;

2. Deputy General Directors, Heads of Accounting/Chief Accountants, Heads of Finance Departments and Heads of professional departments are entitled to salaries and other benefits in accordance with the Corporation's regulations and current laws.

3. Powers and duties of Deputy General Director, Head of Accounting Department/Chief Accountant, Head of Finance Department.

a) Deputy General Director: assisting the General Director; perform the tasks assigned or authorized by the General Director under the labor contract signed with the Board of Directors and take responsibility before the General Director, the Board of Directors, shareholders and law.

b) Head of Accounting Department Chief Accountant: in accordance with the provisions of the Accounting Law, relevant legal provisions and internal regulations of the Corporation.

c) The Head of the Finance Department: is responsible to the Chairman of the Board of Directors, the General Director, advises and makes short-term, medium- and long-term financial plans, capital sources for production and business activities and other financial matters in order to ensure the financial stability of the whole Corporation.

Article 40. Qualifications and requirements for Deputy General Director, Head of Accounting Department/Chief Accountant, Head of Finance Department

1. Deputy General Director:

a) Having sufficient civil act capacity, moral qualities and prestige. Have professional qualifications and experience in the company's business administration; understand the law and have sufficient health to perform the job, not subject to the prohibition of enterprise management in accordance with the law.

b) Not necessarily a shareholder of the Corporation.

2. Head of Accounting Department/ Chief Accountant, Head of Finance Department of the Corporation:

a) Having sufficient civil act capacity, moral qualities, prestige, understanding of the law and having sufficient health to perform work, not subject to management prohibition as prescribed by law.

b) Have an undergraduate diploma in Finance and Accounting and related certificates in finance and accounting.

c) Have practical experience in the field of corporate finance and accounting or have at least 2 years of holding the position of deputy or head of equivalent professional department.

d) Not necessarily a shareholder of the Corporation.

Article 41. Order and procedures for appointment, dismissal and resignation of Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department and Heads of professional departments

1. Order and procedures for appointment of Deputy General Director, Head of Accounting/Chief Accountant Department, Head of Finance Department and Heads of professional departments

a) The Board of Directors appoints and immunizes the Deputy General Director, the Head of the Accounting/Chief Accountant Department, the Head of the Finance Department and the Heads of professional departments.

b) The Board of Directors shall appoint on the basis of the General Director's departure based on the criteria and work needs of the position to be appointed.

2. Cases of dismissal, removal, resignation of Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department and Heads of professional departments

a) The Deputy General Director, the Head of the Accounting/Chief Accountant Department, the Head of the Finance Department and the Heads of professional departments who wish to resign must submit an application to the Board of Directors. The Board of Directors shall consider and make a decision within one (01) month from the receipt of the resignation letter. In the absence of the opinion of the Board of Directors, the Deputy General Director, the Head of the Accounting/Chief Accountant Department, the Head of the Finance Department and the Heads of professional departments must continue to perform their duties in their appointed positions.

b) Dismissal and removal: The Board of Directors may dismiss or remove Deputy General Directors, Heads of Accounting/Chief Accountants, Heads of Finance Departments and Heads of professional departments in the form of majority voting and appoint other persons to replace them.

c) The process of dismissal, removal and resignation of Deputy General Director, Head of Accounting/Chief Accountant Department, Head of Finance Department and Heads of professional departments shall comply with the provisions of the Internal Regulations of the Corporation.

Article 42. Notice of appointment and dismissal of General Director, Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department

The Corporation must notify the appointment and dismissal of the General Director, Deputy General Director, Head of Accounting/Chief Accountant Department, Head of Finance Department of the Corporation within the Corporation and disclose information in accordance with the provisions of the law on securities and securities market within 24 hours from the effective date of the decision .

CHAPTER VII
SECRETARY, PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 43. Secretary of the Corporation

When deeming it necessary, the Board of Directors shall decide to appoint the secretary of the Corporation. The Secretary of the Corporation has the following rights and obligations:

a) Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;

b) Assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assisting the Board of Directors in applying and implementing the principles of corporate governance;

d) Supporting the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

e) Other rights and obligations as prescribed by law.

Article 44. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person to be the person in charge of the Corporation's governance to support the effective conduct of the Corporation's governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years. The person in charge of the governance of the Corporation may concurrently serve as the Secretary of the Corporation.

2. The person in charge of corporate governance must meet the following standards:

a) Have an understanding of the law;

b) Not to concurrently work for an independent auditing firm that is auditing the Corporation's financial statements;

c) Other criteria as prescribed by law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the person in charge of the Corporation's governance when necessary but not contrary to the current provisions of the law on labor.

4. The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related affairs between the Corporation and shareholders;

b) Prepare meetings of the Board of Directors, the Audit Committee and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee;

c) Advising on the procedure of meetings;

d) Attend meetings; taking minutes of meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Audit Committee;

g) To supervise and report to the Board of Directors on information disclosure activities of the Corporation;

h) Confidentiality of information in accordance with the provisions of law and the Corporation's Charter;

i) Other rights and obligations as prescribed by law and the Charter of the Corporation.

CHAPTER VIII

RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS, AUDIT COMMITTEE, GENERAL DIRECTOR

Article 45. Working relationship between the Board of Directors and the General Director

1. The Board of Directors appoints the General Director to manage the daily production and construction activities of the Corporation; dismissal when the General Director fails to meet the conditions and standards prescribed by law and the Charter of the Corporation.

2. The Board of Directors shall direct and supervise the General Director in running the daily business of the Corporation on the basis of creating the best conditions in terms of policies, human resources and material foundations to help the

General Director complete the assigned tasks.

3. The Board of Directors shall commend and discipline and handle violations against the General Director objectively on the grounds and grounds in accordance with the provisions of law, the Charter and the Corporation's internal regulations.

4. When organizing the implementation of resolutions and decisions of the Board of Directors, if detecting problems that are not beneficial to the Corporation, the General Director shall propose to the Board of Directors for consideration and adjustment of resolutions and decisions. In case the Board of Directors does not adjust the resolution or decision, the General Director must still implement it but has the right to reserve opinions and propose to the nearest General Meeting of Shareholders.

5. At least 06 (six) working days before the meeting of the Board of Directors, the General Director must send a written report on the Corporation's business activities in the coming period to the Board of Directors.

6. The General Director shall be responsible for reporting to the Board of Directors on all matters related to business administration activities, the performance of assigned tasks and powers on a periodic basis.

7. The General Director has the right to request the Board of Directors to meet according to the provisions of Section b, Clause 3 Article 27 Charter of the Corporation.

8. The Chairman of the Board of Directors attends or appoints representatives of the Board of Directors to attend briefings and meetings to prepare schemes to be submitted to the Board of Directors chaired by the General Director.

9. At meetings of the Board of Directors, the Chairman of the Board of Directors or the chairperson of the meeting shall, based on the contents of the meeting, decide to invite the General Director, Deputy General Director or Head/Deputy Head/Deputy Head/Board in charge of relevant work to attend the meeting, report on specific work and give opinions (if deeming it necessary).

10. In addition to periodic reports, at the request of members of the Board of Directors, the General Director, Deputy General Directors and managing ministries of the Corporation shall make direct reports or provide information and reports directing the settlement of matters related to the work segments assigned to them. implemented.

11. The General Director shall have to plan, formulate and register specific plans and tasks in each period of the Corporation for reporting to the Board of Directors.

12. In case of detecting risks, or incidents or matters that may greatly affect the prestige or results, efficiency and safety of the Corporation's business activities or other matters deemed necessary, the General Director must immediately report to the Board of Directors for direction and timely settlement.

13. All reports and documents to the Board of Directors must be approved by the Office of the Board of Directors.

Article 46. Working relationship between the Board of Directors and the Audit Committee

1. The Board of Directors is responsible for working closely with the Audit Committee, facilitating the provision of all necessary documents and information to the Audit Committee, respecting the independence and objectivity of the Audit Committee.

2. The Board of Directors creates the best conditions for the Controllers in performing the functions, powers and obligations of the Audit Committee; and is responsible for directing and supervising the rectification and handling of violations according to the recommendations and proposals of the Audit Committee.

3. Members of the Audit Committee attend regular and extraordinary meetings of the Board of Directors.

4. The Chairman of the Audit Committee is responsible for promptly notifying the Board of Directors of issues arising at meetings of the Audit Committee, all minutes of meetings of the Audit Committee must be sent to the Board of Directors within 05 (five) working days. from the end of the meeting of the Audit Committee.

5. The Audit Committee must promptly notify the Board of Directors when detecting any violations committed by the Corporation's managers in accordance with law and the Corporation's Charter.

6. The Board of Directors has the right to request the Audit Committee to carry out inspection and supervision as required.

7. On the basis of the reports of the Audit Committee, the Board of Directors is responsible for directing the Corporation to take measures to overcome shortcomings, limitations and violations in order to organize business safely and effectively in accordance with the provisions of law and the Corporation's Charter.

8. On the basis of the opinions of the Audit Committee, the Board of Directors shall consider the truthfulness of the Financial Statements; financial information, the effectiveness of internal control activities and information management are disclosed.

9. The Audit Committee has the right to request a meeting of the Board of Directors as prescribed in Section a, Clause 3 Article 27 Charter of the Corporation, or convening an extraordinary General Meeting of Shareholders as prescribed in Section e, Clause 3, Article 14 of the Charter of the Corporation.

10. In addition to periodic reports, the Comptroller may request the Board of Directors to provide specific information and documents on the management and administration of the Corporation's business activities.

11. The Board of Directors ensures that all documents, financial information, and other information provided to the Board members shall be provided simultaneously to the Audit Committee.

CHAPTER IX

ANNUAL REVIEW OF BOARD MEMBERS, AUDIT COMMITTEES, GENERAL MANAGERS, AND OTHER EXECUTIVES

Article 47. Performance evaluation of members of the Board of Directors, members of the Audit Committee, General Directors and other managers

1. Hierarchy of assessments

a) The Board of Directors shall assess the level of fulfillment of the assigned tasks of each member of the Board of Directors, the General Director, the Chairman of the Audit Committee and officials under its management according to the decentralization of personnel management.

b) The General Director shall evaluate the cadres under his management according to the decentralization of cadre management.

c) The Chairman of the Audit Committee assesses the level of fulfillment of tasks of the members of the Audit Committee.

2. Assessment Method

The evaluation of activities of members of the Board of Directors, General Director, members of the Audit Committee and other managers of the Corporation may be carried out by one or several of the following methods:

a) Self-evaluation;

b) Organize the collection of polls and votes of confidence;

c) Other appropriate methods shall be selected by the Board of Directors from time to time.

3. Judging Criteria

a) The results of the performance of assigned work include the level of completion, volume, quality, efficiency of individual work and the development and performance of the department.

b) Moral qualities, lifestyle, cognition, ideology, compliance and observance of the Corporation's Charter, guidelines and policies of the Corporation and State laws.

c) The spirit of learning improves qualifications, honesty, demand, solidarity in work, sense of discipline, sense of responsibility in assigned work and position in hand.

d) Management ability, style, attitude in management, the fight against corruption, waste, and bureaucracy.

e) Ability to coordinate with departments, internal units and external partners to solve tasks.

f) Other evaluation criteria shall be promulgated by the Board of Directors in each period.

4. Rating reviews

Based on the assessment results, the classification of members of the Board of Directors, General Director, members of the Audit Committee and other managers of the Corporation is classified into the following categories:

- Successfully complete the assigned tasks;
- Completing assigned tasks;
- Failing to complete the assigned tasks.

Article 48. Rewards

1. Members of the Board of Directors, General Directors, Audit Committee and other managers of the Corporation who have achievements in governance, administration and other assigned tasks shall be considered and rewarded in accordance with the provisions of the Law on Emulation and Commendation and the Regulation on Emulation and Commendation and other internal regulations of the Corporation by the Board of Directors promulgation.

2. Forms of commendation, specific standards on forms of commendation, order and procedures for commendation and reward shall comply with the Regulation on Commendation and Reward and other internal regulations of the Corporation.

Article 49. Discipline

1. Members of the Board of Directors, the General Director and other managers who violate the provisions of law and the Corporation's regulations shall, depending on the severity, nature and consequences of their violations, be disciplined according to the provisions of law and the Corporation's regulations. In case of causing damage to the interests of the Corporation, shareholders or other persons, compensation shall be made according to the provisions of Article 604. The Corporation's Charter and the provisions of law.

2. The Board of Directors shall decide to discipline the positions appointed by the Board of Directors.

3. Principles for handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling disciplinary violations shall comply with the provisions of law and the Corporation's regulations.

CHAPTER X

RELATIONSHIP BETWEEN THE CORPORATION AND ITS SUBSIDIARIES, AFFILIATES, EQUITY - INVESTED COMPANIES AND WITH DEPENDENT UNITS

Article 50. Relationship between the Corporation and a one-member limited liability company owned by the Corporation (hereinafter referred to as the Unit)

1. The Corporation has the rights specified in Article 76 of the Law on Enterprises and the obligations prescribed in Article 77 of the Law on Enterprises. In addition:

a) The Corporation has the right to transfer the Unit's assets to serve the Corporation's production and business activities;

b) The Corporation has the right to organize the inspection of the implementation of the accounting regime of the Unit.

2. A one-member limited liability company owned by the Corporation has the following tasks:

a) Develop quarterly and annual production and business plans registered with the Corporation; to formulate asset investment plans and submit them to the Corporation for approval;

b) Implementing works and products won by the Corporation and handed over to the Unit from the handover of the construction site to the end of the warranty of works and products... and keep dossiers in accordance with law;

c) When authorized in writing, the Unit is entitled to sign contracts, associate to expand production and services with partners in accordance with the Corporation's regulations and state law.

d) The unit shall be responsible for the effective management, use, preservation and development of capital, comply with the Corporation's financial management regulations;

e) In case of capital mobilization, the unit must report and obtain the Corporation's written approval in accordance with the Corporation's regulations;

f) Report on the status of liquidated assets, make a plan for asset liquidation and submit them to the Corporation for consideration and decision;

g) Establishment of affiliated branches and representative offices to meet the business needs of the Unit and must be approved by the Corporation;

h) To propose to the Corporation the amendment and supplementation of the Charter of organization and operation of the Unit;

i) Formulate and promulgate internal management regulations of the Unit on the basis of the Charter and Governance Regulations of the Corporation;

j) Formulate the annual labor employment and training plan of the Unit and submit it to the Corporation for approval.

k) Formulate the annual salary fund plan of the Unit, submit it to the Corporation for approval;

l) Organize examinations, consider and decide on annual salary grade increases for employees according to the regulations of the State and the company, except for positions under the competence of the Corporation;

m) Implement the accounting regime in accordance with law and send financial statements to the Corporation and functional agencies;

n) To perform the payment and settlement of economic contracts with the Corporation based on:

– Contract for delivery and receipt of construction and installation contract between the Corporation and the Unit;

– The completed construction and installation volume of works, work items and products constructed by the construction unit must be approved by the investor for acceptance and settlement;

– The value deducted due to the audit of the work or item constructed by the Unit;

o) The Chairman of a one-member limited liability company shall be responsible for promptly reporting to the Board of Directors and the General Director of the Corporation on abnormal changes in finance, assets and other incidents of the Unit.

3. A single-member limited liability company owned by the Corporation has the following rights:

a) Submit to the Board of Directors of the Corporation the plan for the establishment of branches and representative offices of the Units in Vietnam and abroad in accordance with law;

b) Propose the number of departments and professional departments of the agency, in accordance with the requirements of production and business activities and development orientations of the unit;

c) To propose the Board of Directors of the Corporation to appoint and dismiss the following titles: Chairman, Director, Deputy Director, Head of Finance and Accounting Department, Controller of the Unit (if any);

d) To propose plans for production and business expansion of the Unit, to implement the plan when approved by the Corporation;

e) To propose the depreciation rate and submit it to the Corporation for approval;

f) To use after-tax profits in accordance with the financial management regulations and decisions of the Corporation's Board of Directors;

4. A single-member limited liability company owned by the Corporation has the following obligations:

a) Comply with internal regulations issued by the Corporation;

b) Implementing the plan assigned by the Corporation;

c) The annual after-tax profit of the Unit shall be transferred under the decision of the Corporation's Board of Directors.

d) To pay management expenses through economic contracts between the Corporation and the Units for projects, works and bidding packages which are bid by the Units or won bids but must be hired by the Corporation to operate the construction.;

5. Rewards and Discipline:

a) Member units that exceed the annual profit plan shall be considered for commendation and reward;

b) Units that fail to complete the annual profit plan shall consider administrative discipline for the Chairman or Director according to the level;

c) In case the unit fails to meet the target of the profit plan for two (2) consecutive years, the General Director shall request the Board of Directors of the Corporation to consider and handle discipline and may decide to replace the Chairman or Director of such unit.

Article 51. The relationship between the Corporation and its subsidiaries held by the Corporation with less than 100% ownership, with affiliates, and equity-invested companies by the Corporation with less than 20% ownership

1. The Corporation has the right to:

a) According to the provisions of Article 49 of the Law on Enterprises, in case the Corporation is a member of the Board of Members.

b) According to the provisions of Article 115 of the Law on Enterprises in case the Corporation is a shareholder in a joint-stock company.

2. The Corporation is obliged to:

a) According to the provisions of Article 50 of the Law on Enterprises, in case the Corporation is a member of the Board of Members.

b) According to the provisions of Article 119 of the Law on Enterprises in case the Corporation is a shareholder in a joint-stock company.

3. In case it is a capital contributor to the establishment of a limited liability company with two or more members, in addition to the rights and obligations specified at Point a, Clause 1 and Point a, Clause 2 of this Article, the Corporation shall have the obligations specified in Clause 2, Article 47 of the Law on Enterprises; in case of being

a founding shareholder, in addition to the rights and obligations specified at Point b, Clause 1 and Point b, Clause 2 of this Article, the Corporation shall perform other rights and obligations as prescribed in Article 120 of the Law on Enterprises.

4. The Corporation shall appoint an authorized representative as prescribed in Article 14 of the Law on Enterprises. Procedures for appointing authorized representatives, conditions, powers, obligations, communication mechanisms, and evaluation of authorized representatives shall comply with the Corporation's internal regulations.

Article 52. Relationship between the Corporation and its dependents

1. Relationship with Branches - Member Enterprises

a) Branch – Member enterprise (hereinafter referred to as Branch) is a dependent unit, established by the Board of Directors.

b) The branch performs all or part of the functions of the Corporation, including the function of authorized representative. The business lines of the Branch shall be prescribed by the Corporation, in accordance with the business lines of the Corporation.

c) Branches shall implement the accounting regime under the Corporation's decisions, may open accounts at banks, have their own head offices and seals and be assigned a certain amount of capital and assets by the Corporation to operate according to the Corporation's decentralization.

d) Branches have tasks for the Corporation similar to those of a one-member limited liability company owned by the Corporation, except for the provisions at Points g and h, Clause 2 Article 50 This Regulation.

2. Relationship with Representative Office

a) The Corporation's Representative Office is a dependent unit of the Corporation established and appointed by the Board of Directors to establish and appoint the Head of the Representative Office; The General Director recruits and appoints professional staff to work at the Representative Offices.

b) The representative office shall have the task of representing the interests of the Corporation as authorized and protecting those interests;

c) The General Director shall submit to the Board of Directors for approval the Regulation on organization and operation of the representative office.

CHAPTER XI
REPORTING AND INFORMATION DISCLOSURE

Article 53. Obligation to disclose information

1. The Corporation is obliged to fully and accurately and promptly disclose periodic and irregular information on the situation of production and business activities, finance and the governance of the Corporation in accordance with the provisions of law and the Corporation's Charter. In addition, the Corporation must promptly, fully and accurately disclose other information if such information is likely to affect the price of securities and affect the decisions of shareholders and investors.

2. The disclosure of information is carried out in a manner that ensures fair access to shareholders and investors. The language in the information disclosure should be clear, easy to understand and avoid misleading shareholders and investors.

Article 54. Information disclosure of the Corporation

1. The Corporation must disclose information on the Corporation's governance in the meetings of the Annual General Meeting of Shareholders and in the Corporation's annual report in accordance with the law on securities and securities market.

2. Nominate at least one officer responsible for information disclosure. Officer responsible for information disclosure need to ensure the following requirements:

a) Have knowledge of finance, accounting, and certain skills in informatics;

b) Publicize the name and working phone number so that shareholders can easily contact;

c) Having sufficient time to perform their duties, especially contacting shareholders, recording shareholders' opinions, periodically announcing replies to shareholders' opinions and corporate governance issues as prescribed;

d) To be responsible for disclosing the Corporation's information to the investing public in accordance with the provisions of law and the Corporation's Charter.

CHAPTER XII
PREVENT CONFLICTS OF INTEREST AND TRANSACTIONS WITH STAKEHOLDERS

Article 55. Responsibility for honesty and avoidance of conflicts of interest of members of the Board of Directors, General Directors, Audit Committee's members and other managers

1. Members of the Board of Directors, General Directors, Audit Committee's members, other managers and related persons are not allowed to use the Corporation's business opportunities 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.

2. Members of the Board of Directors, General Directors, Audit Committee's members and other managers are obliged to inform the Board of Directors of all interests that may conflict with the interests of the Corporation to which they may be entitled through economic legal entities, other transactions or individuals.

3. The Corporation is not allowed to grant loans or guarantees to members of the Board of Directors, General Directors, Audit Committee's members, other managers and related persons or any legal entity to which the above subjects have financial interests, unless otherwise decided by the General Meeting of Shareholders.

4. A member of the Board of Directors may not vote on transactions in which such member or a person related to such member participates, even in cases where the rights and interests of members of the Board of Directors in such transaction have not been determined. The above-mentioned transactions must be presented in the Notes to the financial statements of the same period and disclosed in the Annual Report.

5. Members of the Board of Directors, General Directors, Audit Committee's members, other managers or persons related to the above subjects are not allowed to use the information not yet disclosed by the Corporation to disclose to others or to conduct related transactions by themselves.

Article 56. Dealing with the relevant person

1. When conducting transactions with related persons, the Corporation shall sign written contracts on the principle of equality and voluntariness. The content of the contract must be clear and specific and disclose information to shareholders upon request.

2. The Corporation shall take necessary measures to prevent relevant persons from interfering with the Corporation's operations and harming the interests of the Corporation through controlling the channels for buying and selling the Company's goods or price manipulation.

3. The Corporation shall take necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of the Corporation's capital, assets or other resources. The Corporation may not provide loans or guarantees to its shareholders and related persons.

4. The Corporation may conduct transactions of goods and services with subsidiaries, associated companies and companies in the same group. The Corporation is not allowed to provide loans or guarantees to subsidiaries and associated companies without a decision.

Article 57. Ensuring the legitimate rights and interests of persons with interests related to the Corporation.

1. The Corporation respects the legitimate interests of parties with interests

related to the Corporation including banks, creditors, employees, consumers, suppliers, communities and others with interests related to the Corporation.

2. The Corporation actively cooperates with persons with interests related to the company through:

a) Provide sufficient information necessary to banks and creditors to help them assess the Corporation's operational and financial situation and make decisions;

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

The Corporation complies with regulations on labor, environment, and responsible operation for the community and society.

CHAPTER XIII

REGIME OF REPORTING, SUPERVISION AND HANDLING OF VIOLATIONS

Article 58. Reporting

The Corporation is obliged to report and disclose information on the implementation of the Corporation's governance in accordance with the regulations of the State Securities Commission, the Stock Exchange and competent agencies in accordance with the provisions of law.

Article 59. Monitoring

Relevant units, individuals, organizations and shareholders of the Corporation shall be subject to the supervision of the Corporation's governance by the State Securities Commission, the Stock Exchange and other competent agencies in accordance with law.

Article 60. Handling of violations

In case relevant units, individuals, organizations and shareholders of the Corporation violate or fail to comply with the provisions of this Regulation, they shall be handled in accordance with the provisions of the Corporation and the Law on Enterprises.

CHAPTER XIV

SUPPLEMENTING AND AMENDING THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 61. Implementation provisions

1. This Regulation consists of 14 Chapters and 61 Articles, approved by the

General Meeting of Shareholders and takes effect from December 25, 2025.

2. Members of the Board of Directors, the Board of General Directors, the Audit Committee, heads of departments, directors of units, authorized representatives of the Corporation at member companies, shareholders, officials and employees throughout the Corporation, relevant organizations and individuals shall be responsible for the implementation of this Regulation.

3. The Audit Committee is responsible for inspecting and supervising the implementation of the Regulation in the Corporation.

4. The amendment and supplementation of the Corporation's governance regulations must be approved by the General Meeting of Shareholders. In the course of implementation, if new issues arise and it is deemed necessary to amend and supplement the Regulations in accordance with the provisions of law and the actual situation of the Corporation, the Board of Directors may meet to consider and decide and report to the General Meeting of Shareholders in the nearest period.

5. In case there are provisions of law related to the operation of the Corporation not mentioned in this Regulation, or in case there are new provisions of law different from the provisions in this Regulation, the provisions of such law shall automatically apply and regulate the operation of the Corporation.

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed)

Vu Duc Tien