CÔNG TY CỔ PHẦN SCI E&C
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CÔNG TY CP SCI E&C
SCI E&C JOINT STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 1303/2026/SCIEC-CBTT
No.: 1303/2026/SCIEC-CBTT

HN, ngày 13 tháng 03 năm 2026
HN, day 13 month 03 year 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán Hà Nội
To: Hanoi Stock Exchange

1. Tên tổ chức/*Name of organization: Công ty Cổ phần SCI E&C*
- Mã chứng khoán/ *Stock code: SCI*
- Địa chỉ/*Address: Tầng 3 tháp C, tòa golden palace, Đường Mễ Trì, Phường Từ Liêm, HN, Việt Nam.*
- Điện thoại liên hệ/*Tel.:* 02433868243
- E-mail: enc@scigroup.vn

2. Nội dung thông tin công bố/*Contents of disclosure:*

Công ty Cổ phần SCI E&C thông báo công bố tài liệu họp đại hội đồng cổ đông thường niên 2026 trên trang thông tin điện tử của Công ty/SCI E&C Joint Stock Company announces the publication of documents for the 2026 Annual General Meeting of Shareholders on the Company's website.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 13/03/2026 tại đường dẫn https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo */This information was published on the company's website on 13/03/2026 (date), as in the link https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/Attached documents:

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật/Người UQ CBTT
Legal representative/ Person authorized to disclose information

M.S.D.N: 0500574676 - C.T.C.P
CÔNG TY CỔ PHẦN SCI E&C
P. TỪ LIÊM - TP. HÀ NỘI

CHỦ TỊCH HĐQT
Phan Thanh Hải

SCI E&C JOINT STOCK COMPANY
3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Nam Tu Liem District, Hanoi
Tel: 024 3386 8243 | Email: enc@scigroup.vn | Website: www.scigroup.vn

AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

No.	Time	Content	Implemented by
I		**Meeting proceedings**	
1	08:45 – 09:00	Guide Shareholders to attend the online General Meeting and vote electronically;	Organizing Committee
II		**Meeting contents**	
1	09:00 – 09:30	– Report the results of verifying Delegates' egilibity, and commence the Meeting; – Approval of regulations on organizing and working of the Meeting, the Presidium, the Vote Counting Board; – Approval of the Meeting content; – The Meeting Chairman assigns the Secretariat.	Organizing Committee
2	09:30 – 09:45	Report the 2025 Business performance and the 2026 Business plan	Director
3		Report the 2025 Activity report and the 2026 Activity plan of the Board of Directors	BOM
4		Report activities of the Audit Committee in 2025	AC
5	09:45 – 10:00	**Content 1:** Approval of the report on the 2025 Business performance and the 2026 Business plan.	Presidium
		Content 2: Approval of the report on the 2025 Activity report and the 2026 Activity plan of the Board of Directors	
		Content 3: Approval of the 2025 Activity Report of the Audit Committee	
		Content 4: Approval of the 2025 audited financial statements (Separate and consolidated financial statements), the profit allocation, the remuneration of the Board of Directors and 2026 estimated remunation of the Board of Directors	
		Content 5: Approval of the amendment to the plan for the utilization of proceeds from the public offering of shares to existing shareholders in 2025	
		Content 6: Approval of the amendment and supplement to the charter of the Company	
		Content 7: Authorize the Board of Directors to decide several contents under the jurisdiction of the General Meeting of Shareholders	
6	10:00 – 11:00	Comments of Shareholders, discussion	
		Break time	
		Answer the comments of the Shareholders	
		Vote to approve the Meeting contents	Vote Counting Board
7	11:00 – 11:15	Report the vote counting results of the voted contents	
III		**Meeting endings**	
1	11:15 – 11:40	Present the Minutes and Resolutions of the Meeting	Secretariat
2		Vote to Approval of the Minutes and Resolution of the Meeting	
3		Declare the ending of the Meeting	Presidium

SCI E&C JOINT STOCK COMPANY
3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Nam Tu Liem District, Hanoi
Tel: 02433 868243 | Mail: enc@scigroup.vn | Website: www.scigroup.vn

Stock code: **SCI**

Hanoi, March 12, 2026

MEETING INVITATION
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: THE SHAREHOLDERS OF SCI E&C JOINT STOCK COMPANY

The Board of Directors of SCI E&C Joint Stock Company would like to respectfully announce and invite the esteemed shareholders to participate in the 2026 Annual General Meeting of Shareholders of the Company ("AGM"), specifically as follows:

1. Time: From 8:45 AM, Friday, April 03, 2026.

2. Meeting format: The 2026 AGM will be held online, with electronic voting available at: https://ezgsm.fpts.com.vn

3. Participation Location: Shareholders or their authorized representatives may attend the online meeting from any location of their choice, as long as they can log in and participate.

4. Official Meeting Venue: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi.

5. Participants: Members of the Board of Directors, Audit Committee, Executive Board, key Company personnel, and Shareholders as listed by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of March 03, 2026.

6. Method to attend and vote: Shareholders can access the link https://ezgsm.fpts.com.vn to attend the meeting and vote on the contents at the General Meeting of Shareholders with information sent separately to shareholders

Remark: Shareholders are kindly requested to change their login password after the first login to ensure information security. For details on how to attend and vote, please refer to the Instructions for attending the online General Meeting of Shareholders and related documents at the Company website at: https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo. Shareholders can log in to the system, register to attend and vote on the meeting resolutions at the General Meeting from 12:00PM on April 01, 2026.

7. Authorization: In case Shareholders authorize others to attend the General Meeting, please issue an authorization letter in accordance with the provisions of civil law or according to the form posted on the Company website or online authorization at the link https://ezgsm.fpts.com.vn. A hard copy of the authorization letter must be submitted to the address stated in section 4 before 5:00PM on April 02, 2026.

8. Meeting agenda and materials: The Meeting agenda and materials of the General Meeting shall be posted on the Company website at *http://scigroup.vn/vi/cong-bo-thong-tin.html* and https://ezgsm.fpts.com.vn website from March 13, 2026.

Shareholders or groups of shareholders owning at least 5% of the total common stock who wish to propose additional agenda items must submit a written request as per Article 142 of the Enterprise Law by 5:00 PM March 31, 2026.

9. Method to send discussion questions and contact for support: Shareholders can send discussion questions to the General Meeting of Shareholders via the following link: https://ezgsm.fpts.com.vn or contact the Company directly according to the following contact information:

Mr: Cao Lu Phi Hung – Title: Chief Accountant

Contact address: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi.

Phone: 0935229234 *Email: hungclp@scigroup.vn*

10. Other remarks: In the event the Shareholder does not receive this invitation due to objective reasons, they still retain the right to attend the AGM. Shareholders who have not received the invitation should contact us for assistance and login credentials.

Best Regards!

O.B.O BOARD OF DIRECTORS
CHAIRMAN

SCI E&C JOINT STOCK COMPANY

Phan Thanh Hai

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

LETTER OF AUTHORIZATION
REGARDING THE PARTICIPATION TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: SCI E&C JOINT STOCK COMPANY

A. SHAREHOLDER INFORMATION:

Full name of Shareholder/Organization:.....

Legal representative *(for organizations):*.....

ID card/Passport/Business registration number:..... Date of issue .....at .....

Address: .....

Represented or Owned shares: .....shares

B. INFORMATION OF THE AUTHORIZED PARTY:

Personal Name:..... Shareholder ID *(if any):*.....

ID card/Passport number: ..... Date of issue.....at .....

Address:.....

Number of authorized shares: .....shares

Note: In case shareholders are unable to attend and cannot authorize others, shareholders can authorize to: *(please select and cross X in the authorization box for all shares held corresponding to the authorized person)*

Full name	Title	Authorization of all shares held
Mr.: Phan Thanh Hai	Chairman of the Board of Management	
Mr.: Luu Minh Thanh	Member of the Board of Management	
Mrs.: Mai Thi Van Anh	Member of the Board of Management	
Mr.: Le Huy Thanh	Member of the Board of Management	
Mr.: Nguyen Duy Toan	Member of the Board of Management	

C. AUTHORIZATION CONTENTS:

- The Authorized Party may attend and vote on behalf of the Authorizing Party at the 2026 Annual General Meeting of Shareholders of SCI E&C Joint Stock Company.
- We shall hold fully responsibility for such authorization and shall commit to strictly comply to the current regulations of the Law and the Charter of SCI E&C Joint Stock Company, and shall have no further complaints.

Note:

- *The authorized party shall not re-authorize a third party to attend the Meeting;*
- *The signature of the legal representative and the seal of the organization shall be requested jf the authorizing party or the authorized party is an organization;*
- *This letter of authorization is only valid when it is the original version and is signed by both parties. This power of attorney is only valid at the 2026 Annual General Meeting of Shareholders of SCI E&C Joint Stock Company.*

Date ____ month ____ năm 2026

Shareholders/ Authorized Parties	**Authorized party**
(Sign and clearly write your full name, seal if any)	*(Sign and clearly write your full name, seal if any)*

SCI E&C JOINT STOCK COMPANY

REGULATION ON ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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PART I : GENERAL PROVISIONS

ARTICLE 1. Scope of application

1.1. This Regulation applies to the organization of the 2026 Annual General Meeting of Shareholders (hereinafter referred to as the General Meeting) of SCI E&C Joint Stock Company (hereinafter referred to as the Company).

1.2. This Regulation specifies the rights and obligations of the parties attending the General Meeting, conditions and procedures for conducting the General Meeting.

1.3. Shareholders and attending parties shall be responsible for complying with the provisions of this Regulation.

ARTICLE 2. Definitions

2.1. ***"Delegates"*** are shareholders and authorized representatives to attend the 2026 Annual General Meeting of Shareholders of SCI E&C Joint Stock Company.

2.2. ***"Online General Meeting of Shareholders"/"Face-to-face General Meeting of Shareholders combined with online form"*** means General Meetings of Shareholders held in the form that the Delegates can choose to attend through the online General Meeting to execute their voting rights.

2.3. ***"Electronic voting"*** means the Delegates connecting to the Internet and voting through the Electronic Voting System prescribed and notified by the Company.

2.4. "***Electronic voting system"*** is a system that provides delegates with the means to execute relevant rights when attending the online General Meeting of Shareholders.

2.5. ***"Identification information"*** is the information needed to accurately identify a person in a situation.

2.6. ***"Authentication"*** is to check and verify the information of a person is matched with the information provided or declared by the individual itself.

2.7. ***"Force majeure***" are events that occur against the wills of the convenor of the General Meeting that cannot be foreseen and overcome despite the application of necessary and permissible measures.

PART II : RIGHTS AND OBLIGATIONS OF THE PARTIES ATTENDING THE GENERAL MEETING

ARTICLE 3. Rights and obligations of ordinary shareholders

3.1. Eligibility

- Shareholders are representatives of legal entities or individuals owning at least 01 (one) share on the closing date of the list of shareholders attending the General Meeting.

3.2. Rights of ordinary shareholders attending the General Meeting

- To attend and vote at the meeting in the following forms:
- To attend and directly vote at the meeting (in case the Company organizes a face-to-face meeting combined with online form);
- To authorize another individual to attend and vote at the meeting;

- To attend and vote through online conference, electronic voting, or other electronic forms.
- The Organizing Committee will publicly announce the contents of the General Meeting. Shareholders directly attending or through their authorized representatives provide additional opinions about the contents. All proposed opinions shall be discussed at the General Meeting.
- During the General Meeting, shareholders and authorized representatives shall mutually discuss and vote to approve the contents stated in the contents of the General Meeting;
- Shareholders or authorized representatives who arrive late at the arrivals of the General Meeting shall have the rights to immediately register, attend, and vote at the General Meeting, but the Chairperson shall not be responsible for stopping the General Meeting for their registrations, and the validity of the conducted votes shall not be enforceable.
- Shareholders attending the meeting may vote and elect all contents under their competence by the provisions of law and the Charter of organization and operation of the Company.

3.3. Obligations of ordinary shareholders attending the General Meeting.

- To attend or authorize to attend the General Meeting of Shareholders in accordance with the Charter of the Company.
- Shareholders shall be responsible for keeping the confidentiality of information accessing the online General Meeting of Shareholders system and electronic voting to ensure that only shareholders have the rights to vote on the electronic voting system. The voting results of shareholders on the electronic voting system shall be considered the final decision of shareholders. Shareholders shall be responsible beyond the law and the Company for the electronic voting results executed on the electronic voting system.
- Shareholders shall immediately notify the Company to promptly handle when detecting the loss, stealing, disclosure, or suspicion of disclosure of username, password, and/or other identifying factors by contacting the Company to lock the accessing information. Shareholders shall be responsible for any damages, losses, and other risks occurring before the time the Company receives the notice from the shareholder caused by the shareholder.
- To comply with the provisions of this Regulation and the Charter of the Company.

3.4. Procedures of attending the online General Meeting of Shareholders and electronically voting

- Each shareholder on the list of shareholders entitled to attend the General Meeting of Shareholders of the Company shall be provided with one and only one corresponding username and accessing password to attend the online General Meeting of Shareholders and electronically vote. Shareholders receiving a meeting invitation with login information related to the system and other identifying factors shall be responsible for keeping their information confidential to ensure that only shareholders have the rights to attend and vote on the system. The Company shall provide maximum support in ensuring that shareholders can attend and vote at the General Meeting of Shareholders, but shall not be responsible for problems arising due to the loss of login information of the shareholders.
- Shareholders shall be obliged to provide personal information and address to the Company in accordance with the Charter of the Company. At the same time, in order to keep the confidentiality of personal information for shareholders, the Company may request

shareholders to provide personal information, at least including: ID card /passport, mobile phone number, email (email address), and permanent or temporary residence address (contact address). The Company may provide the username and password information for shareholders to attend and vote as mentioned in Clause 3 of this Article to shareholders via email or other forms according to the registration information of shareholders.

- Shareholders not attending in person or through online form and electronic voting may authorize others to attend according to the provisions of the Charter of the Company. Accordingly, for the authorized representative, if the authorized party is not a shareholder of the company, after receiving the written authorization of the authorized party and the authorized party has a valid confirmation, the Company will provide the authorized party with the username and access password for the authorized representative to perform its rights and obligations according to the authorized contents. The Company provides login information to authorized representatives according to the authorized information provided by shareholders and is executed in the form of sending a notice of invitation to the shareholders (via invitation letter/email/phone number). Shareholders shall be fully responsible for the authorization information sent to the Company.

ARTICLE 4. Rights and obligations of the Organizing Committee

4.1. The Organizing Committee shall be responsible for providing information on the form and guiding shareholders/authorized representatives of shareholders to attend the General Meeting of Shareholders.

4.2. Information of the access link to the online General Meeting of Shareholders system and electronic voting, username, access password and other identifiers (if any) shall be provided in the Notice of Invitation to the Meeting (or the form of notification of login information prescribed by the Company). Delegates shall be responsible for keeping the security of their usernames, passwords, and other identifiers issued to ensure that only Delegates have the rights to vote on the electronic voting system and shall be solely responsible for such registered information.

4.3. When delegates request to provide login information again, the Organizing Committee of the General Meeting can notify through the following forms: in person or by email/phone.

4.4. The Company recommends that Delegates, when receiving at least login information including username and password, should access the system to change their login password to secure information.

ARTICLE 5. Rights and obligations of the Chairperson and the Secretariat

5.1. The Chairperson is a person who presides over the General Meeting. The Chairman of the Board of Directors shall act as the Chairperson or authorize other members of the Board of Directors to preside the General Meeting of Shareholders convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members of the Board of the Directors shall elect one of them to preside the meeting on the majority basis; in case the Chairperson cannot be elected, the head of Organizing Committee shall assign the General Meeting

of Shareholders to elect the Chairperson and the person with the highest number of votes to preside the meeting;

5.2. The decision of the Chairperson on the order, procedures, or events arising beyond the meeting agenda shall be highly judgmental.

5.3. The Chairperson conducts such works considered necessary to administer the General Meeting in a valid and orderly manner; or for the General Meeting to propose the wishes of the majority of attendees;

5.4. Without the poll of the General Meeting, the Chairman may at any time postpone the General Meeting to another time (in accordance with the provisions of the Charter) and at another location as the President may decide if it is found that the conduct of those present obstructs or is likely to obstruct the orderly course of the meeting or the adjournment of the The postponement is necessary for the work of the Congress to be carried out in a valid manner

5.5. The Secretariat assists under the assignment of the Chairperson of the General Meeting.

ARTICLE 6. Shareholder Eligibility Verification Committee

6.1. The Shareholder Eligibility Verification Committee of the General Meeting is selected by the Board of Directors, consisting of individuals having knowledge about organizing personnel and the process of the General Meeting of Shareholders.

6.2. Obligations of the Shareholder Eligibility Verification Committee .

- Based on the standards of shareholders attending the General Meeting, to synthesize and analyze the situation of shareholders for submission to the General Meeting.
- To consider and examine letters and complaints sent by shareholders before the opening day of the General Meeting.
- To report to the General Meeting on the results of the examination of shareholder eligibility and cases considered the eligibility of Shareholders for the decisions of the General Meeting.
- To propose solutions to the Presiding committee in case of inadequate shareholders attending the meeting representing more than 50% of the total number of shares with voting rights.

ARTICLE 7. Vote Counting Board

7.1. The Vote Counting Board consists of individuals who shall not be in the list of candidacy, nomination to the Board of Directors, introduced by the Presidium Committee, approved by the General Meeting and decided in terms of quantity and details list.

7.2. Obligations of the Vote Counting Board

- To instruct procedures of voting, distributing votes, collecting votes, counting voting ballots/elections (if any).
- To consider and conclude invalid votes and synthesize complaints about voting and the election (if any).
- To compile the minutes of vote counting, announce the results of voting ballots/election vote counting (if any).
- After the vote counting results are available, to report to the Presidium Committee, announce the vote counting results and sign the vote counting minutes.

7.3. Apart from those who are on duty to count votes, no one shall be allowed to automatically arrive at the place of conducting the vote counting.

PART III : CONDUCTING THE GENERAL MEETING

ARTICLE 8. Conditions for conducting the General Meeting

8.1. The General Meeting shall be conducted when the number of shareholders attending the meeting represents more than 50% of the voting shares according to the list of shareholders finalized on the closing date of the list of shareholders attending the General Meeting.

8.2. Delegates counted as attending the meeting at the time the Shareholder eligibility verification committee publicly reports the results at the General Meeting are:

– Delegates directly attending at the meeting venue on the notice of invitation to the meeting (In case the Company organizes the General Meeting of Shareholders in the form of face-to-face combined with online form);

– Delegates confirmed to attend the General Meeting of Shareholders in the form of online;

ARTICLE 9. Procedures of conducting the General Meeting

9.1. The General Meeting shall be held as a session. The General Meeting shall discuss and approve the contents in order stated in the Agenda Meeting.

9.2. The voting shall comply with the provisions of Article 10 of this Regulation.

9.3. Principles of discussion at the General Meeting:

- The discussion shall only be carried out within the prescribed time and within the scope of issues presented in the agenda of the General Meeting of Shareholders;
- Delegates attending the General Meeting in face-to-face form shall register the contents in the Discussion Cards and transfer it to the Secretariat in case of having discussed issues;
- Delegates attending the General Meeting of Shareholders online and voting electronically (if any) shall send discussion questions according to the online channel given by the Company. The Secretariat shall be responsible for summarizing the discussion questions of these delegates into the Discussion Cards.
- The Secretariat shall arrange the Discussion Cards of the candidates in the registration order and transfer to the Presidium Committee;
- Delegates shall raise hands when needing to speak or debating, and only be giving a speech when agreed by the Presidium Committee. Each delegate should speak for no more than 03 minutes, the content should be concise, avoid duplication.
- For delegates attending the online General Meeting of Shareholders and voting electronically, shareholders and authorized representatives may ask questions directly or send questions about the business through the online channel chosen by the Company to organize the conference or other forms guided by the Company in the Notice of Invitation to the Meeting. The Secretariat Committee of the General Meeting shall be responsible for recording the names of delegates, delegate codes (if any) and the content of the questions.
- Depending on the time of organizing the General Meeting of Shareholders, the Organizing Committee of the General Meeting shall choose an appropriate online channel for delegates

attending the General Meeting to speak, express their opinions and receive answers from the Company.

9.4. Question-and-answer session of the delegates:

- On the basis of the Discussion Cards of the delegates, the Chairperson or the individuals appointed by the Chairperson shall answer the issues of the delegates;
- In case of time limit to organization, raised issues without directly answering at the General Meeting will be answered by SCI E&C Joint Stock Company in an appropriate manner.

ARTICLE 10. Voting and vote counting:

10.1. Voting principles at the General Meeting of Shareholders

- All issues in the agenda and meeting contents of the General Meeting shall be publicly discussed by the General Meeting of Shareholders and voted publicly by ballot cards or secret ballots by voting cards.
- Ballot cards and voting cards for delegates attending the General Meeting shall be printed, stamped and directly sent to delegates (enclosed with a set of documents to attend the General Meeting of Shareholders). Each delegate shall be issued a ballot card and a voting card clearly stating the delegate number, full name, number of shares owned and authorized to vote of such delegate.
- The form of voting to approve issues at the General Meeting of Shareholders when delegates attend directly is as follows:

  + Voting in the form of raising a ballot card: this form shall be used to approve issues such as: Meeting Agenda; Regulations on procedures of the General Meeting; Regulations on nomination, candidacy and election of additional members of the Board of Directors; Composition of the Vote Counting Committee; approval of the Minutes of the General Meeting, the Resolution of the General Meeting and other contents at the General Meeting (if any);

  + Voting in the form of filling the Voting card: this form shall be used to approve the contents of the report to the General Meeting, which is determined and clearly stated in each voting card sent to each shareholder.

- Delegates attending the online General Meeting of Shareholders and voting electronically shall comply with the following regulations:

  + From the time of receiving the username and password to the online General Meeting of Shareholders system and electronic voting, delegates have the right to access, register to attend and vote/elect on matters under the authority of the General Meeting of Shareholders according to the guidance in the Notice of Invitation to the Meeting and/or the documents with published information of the Company.

  + At the end of the voting time specified on the notice of the electronic voting system, the system shall not record additional electronic voting results from the delegates.

10.2. Procedures of voting:

- Delegates shall vote to approve, disagree or disagree on an issue to be voted on at the Congress by raising their ballot cards or marking the options on the voting card corresponding to the contents to be decided as prescribed in Clause 1 of this Article.
- When voting in the form of raising the Ballot card, the front of the Voting Card shall be held high towards the Presiding Committee. In case a delegate may not raise a ballot card in all three rounds of voting in favor, voting against or no opinion of an issue, it shall be considered as voting in favor of such issue. In case a delegate raises a ballot card in more than one vote in favor, one vote against or No opinion of an issue, the opinion of the delegate shall be recorded according to the result at the last vote on such content. In the form of voting by raising the Ballot Card, members of the Vote Counting Committee shall mark the delegate code and the corresponding number of votes of each shareholder: In favor, Against, No opinion.
- When voting in the form of filling the Voting Card, for each content, delegates shall choose one of the three options "In favor", "Against", "No opinion" pre-printed in the Voting Card by marking "X" or "✓" in the box represented for their choice. The Voting card shall be fully signed and clearly state the full name of the delegate. After completing all the contents to be voted on by the General Meeting, the delegates shall transfer the cards to the sealed ballot box at the General Meeting under the guidance of the Vote Counting Committee. The voting cards shall be signed and clearly state the full names of the delegates.
- When voting in the form of electronic voting, delegates shall vote according to each issue in the content of the meeting agenda, which is divided according to each vote. For each content, delegates choose one of the three options "In favor", "Against", "No opinion" on the Voting cards installed at the electronic voting system. After completing voting on all the contents to be voted on at one vote, delegates shall click "Vote" to record and send the voting results to the system.
- In case the meeting agenda may be supplemented with content proposed by shareholders/groups of shareholders approved by the General Meeting of Shareholders, delegates may conduct additional voting and elections. If the delegates do not conduct voting or additional elections, they are considered not to vote on these contents.
- Delegates can change the voting and election results many times on the electronic voting system but cannot cancel the voting/election results. The electronic voting system only records the final voting and election results at the end of the voting period each time as prescribed.

10.3. Invalid Voting cards:

- Voting cards are not issued by the Organizing Committee;
- Voting cards do not have a full signature and clearly state the full name of the delegate;
- Voting cards are crossed out, modified, and additionally filled with voting contents;
- Voting issues that are not selected or more than one option is selected for a Proposal to the General Meeting shall be deemed invalid.

- For delegates attending the General Meeting of Shareholders online and voting electronically, the online system will automatically warn if the Voting cards of such delegates are invalid. Delegates shall be responsible for adjusting the voting results to turn valid. Invalid votes are not recorded by the system and delegates are considered not to vote on the issue.

PART IV : CLOSING THE GENERAL MEETING

ARTICLE 11. Approval of the resolutions of the General Meeting of Shareholders

11.1. The resolution on the following contents shall be approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting in favor, except for the cases specified in the Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

+ Classes of shares and the total number of shares of each class;
+ Change of business lines, trades and fields;
+ Change the organizational management structure of the Company;
+ Projects on investment or sale of assets valued at 35% or more of the total value of assets are recorded in the most recent financial statements of the Company, unless the Charter of the Company stipulates other ratios or values;
+ Reorganization and dissolution of the Company;

11.2. Resolutions shall be approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending and voting in favor, except for the cases specified in the Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

11.3. Resolutions of the General Meeting of Shareholders approved equal to 100% of the total number of voting shares are legal and effective even if the order and procedures for convening and approving such resolutions violate the provisions of the Law on Enterprises and the Charter of the Company.

ARTICLE 12. Minutes of the General Meeting:

12.1. All contents at the meeting shall be recorded in the minutes by the Secretariat Committee.

12.2. The minutes of the meeting shall be read and approved before the closing of the General Meeting and recorded in the number of the minutes of the Company.

PART V : MISCELLANEOUS

ARTICLE 13. Case of unsuccessful organization of the General Meeting of Shareholders

13.1. In case the first meeting fails to meet the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date on which the first meeting is planned. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

13.2. In case the second meeting fails to meet the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date on which the second meeting is planned. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

ARTICLE 14. Force majeure

14.1. During the holding of the online General Meeting of Shareholders and electronic voting, force majeure events may occur, beyond the control of the Company such as natural disasters, fires, power

outages, loss of Internet connection or other technical problems, requests or directives of the Government and state agencies, other competent persons... The Company shall mobilize all resources to fix the problems and the General Meeting shall continue to take place, but not more than 60 minutes from the time of the incident.

14.2. In case of force majeure events that cannot be remedied so that the General Meeting can continue for a period of 60 minutes, the Chairperson shall declare the suspension of the General Meeting, all issues approved before the suspension (if any) shall be terminated. These issues shall be re-voted at the nearest convened General Meeting of Shareholders.

Above is the Regulations of the General Meeting, shareholders are requested to raise opinions and vote for approval.

CHAIRMAN OF THE BOARD OF DIRECTORS

Phan Thanh Hai

SCI E&C JOINT STOCK COMPANY

REPORT ON THE 2025 BUSINESS PERFORMANCE AND THE 2026 BUSINESS PLAN

REPORT
ON THE 2025 BUSINESS PERFORMANCE AND THE 2026 BUSINESS PLAN

(Submitted to the 2026 Annual General Meeting of Shareholders)

PART 1: BUSINESS PERFORMANCE IN 2025

I. KEY ECONOMIC AND FINANCIAL INDICATORS

No.	Indicator	Unit	Plan	Actual	Completion Rate
1	Total business performance value	Billion VND	1,257.5	688.5	54.8%
2	Investment in construction equipment	Billion VND	100.0	38.87	38.9%
3	Revenue	Billion VND	1,312.8	848.6	64.6%
4	Collected amount	Billion VND	950.0	1,015.2	107%
5	Consolidated profit before tax	Billion VND	8.0	4.05	51%
6	Average income of employees	Million VND	21.5	21.3	99%
7	Manpower	Person	689.0	588.0	85%
8	Charter capital	Billion VND	457.4	304.9	66.7%
9	Dividend payment	%	5%	Unexecuted	-

II. GENERAL ASSESSMENT OF THE IMPLEMENTATION BUSINESS PLAN IN 2025

1. Implementation of project progress

1.1 Nam Mo 2 Hydropower Project

- Whole project: 92% completed
- Auxiliary works: 100% completed
- Main dam: 100% completed
- Auxiliary dam: 100% completed
- Spillway: 100% completed
- Intake: 100% completed
- Headrace tunnel: 100% completed
- Powerhouse: 92% completed
- Switchyard: 60% completed
- Tailrace channel: 77% completed

- Hydraulic mechanical work and lifting equipment: 99% completed
- Equipment installation: 15% completed
- Finishing works: 70% completed

1.2 Nam Sam 3A Hydropower Project

- Whole project: 13% completed
- Auxiliary works: 100% completed
- RCC main dam: 9% completed
- Powerhouse: 17% completed
- Hydraulic mechanical equipment: 5% completed

1.3 Nam Mo 1 Hydropower Project

- Whole project: 0.1% completed
- Auxiliary works: 1% completed

1.4 Tri An Hydropower Plant Expansion Project

- Whole project: 2% completed
- Auxiliary works: 80% completed
- Penstock: 7% completed
- Operational road: 3% completed

1.5 Huong Phung 1 Wind Power Plant Project

- Whole project: 0.4% completed
- Auxiliary works: 5% completed

1.6 Doc Da Trang Industrial Park Project

- Whole project: 4% completed
- Ground leveling, trench excavation, construction lot, internal traffic roads: 4% completed

2. Investment

- In 2025, the Company invested in vehicles and equipment for the construction of Nam Sam 3A, Nam Mo 2, Tri An, Doc Da Trang Industrial Park projects, etc. with an investment value of 38.87 billion VND.

3. Executive Management

a) Business arrangement and innovation:

- Reassigning tasks by the leadership of the Company; gradually implementing a contract-based mechanism for the deparments of the projects.
- Merging the Repair and Materials Department and the Equipment Management Department into the Equipment and Materials Department.

- Establishing the Import – Export Department.

b) Planning – Engineering work:

- Strictly managing the volume plan, construction progress, construction measures; actively announcing timely warnings and well coordinating with relevant departments in the preparation stage for project implementation including making measures, construction progress and supply plan;
- Implementing the BIM application in project management; concurrently preparing technical proposals to support bidding and offering works;
- **Strictly** managing requisition, supply, and consumption of materials, and supervision in compliance with safety and environmental regulations at projects executed by the Company.

c) Economics contracts

- Ensuring the strictness and legality of contractual terms; concurrently preparing the financial proposals documents, calculating the cost of bidding packages in which the Company participates ;
- Planning project profit schedule until end of the year and end of the project; simultaneously preparing and monthly managing the costs ;
- Preparing and monitoring payment schedules for subcontractors to ensure cash flow for the project implemetation.

d) Finance - Credit - Accounting

✓ **Finance:**

- Planning monthly disbursement schedule for appropriate financial plans;
- Concentrate resources to expedite capital, debt recovery progress to reduce borrowing pressure on the Company;
- Balancing capital to ensure production and business activities of the Company.

✓ **Accounting:**

- Organizing accounting, recording and preparing accounting books, and preparing and issuing financial statements in accordance with current regulations and on time.
- Managing and filing invoices, documents and books in accordance with current regulations.
- Calculating and paying monthly salary and welfare expenses;concurrently making payment timely and internally to the suppliers to ensure normal production and business activities.

e) Marketing and bidding:

- Implementing the business plan in the fourth quarter, reporting for executing the business activities of the Company Board of Directors;

- Executing bidding for several projects in Vietnam and Laos and has signed the Contract of Construction and Installation for the Bac Ai Pumped Storage Hydropower Plant Project with a value of 331 billion VND, the Tri An Hydropower Plant Expansion Project with a value of 232 billlion VND, the Huong Phung 1 Wind Power Plant Project with a value of 776 billion VND, the Doc Da Trang Industrial Park Project with a value of 103 billion VND;
- Promoting communication; researching and developing communication strategies to improve communication efficiency, focusing on effective targets.

f) Human Resource:

✓ Recruitment: In 2025, the Company:

- Recruited 366 new employees, of which 26 employees are indirect workers, 340 employees are direct and serving workers;
- Terminated labor contracts for 324 persons.

✓ Training: implementing internal and external training programs.

g) Management of Materials and Mechanical Equipment:

✓ **Mechanical equipment management:**

- Timely supplying materials, inspecting and supervising the repair and maintenance of vehicles and equipment of projects;
- Making an efficiency report on using vehicles and equipment to assess the efficiency of use, repair, and maintenance costs for vehicles of projects, and of each equipment;
- Planning and monitoring the monthly use of the instrument and tools, making a report on the inventory for each object, and settling fuel for vehicles and equipment.

h) Unscheduled supply and repair

✓ Supply:

- Promptly procuring goods for projects;
- Expanding and directly importing goods manufactured by foreign companies;
- Actively surveying the goods market, maintaining and establishing good relationships with reputable suppliers, ensuring saving transaction time, supplying goods on schedule, quality at the most reasonable prices;

✓ Unscheduled repair:

- Regularly updating the list of vehicles and equipment needed for repair; coordinating with the project corrective maintenance team to come up with appropriate repair plans;
- Minimize the number of vehicles and equipment suddenly out of operation, regularly checking and maintaining to promptly detect signs that may lead to failure

and come up with timely solving plans;

- Updating new and effective repair methods, regularly fostering and improving the skills of repairers.

PART 2: BUSINESS PLAN IN 2026

I. TARGETS OF THE 2026 BUSINESS PLAN

No	Content	Unit	Actual 2025	Plan 2026
1	Total business performance value	Billion VND	688.5	1,600.5
2	Investment value	Billion VND	38.87	100.0
3	Revenue	Billion VND	848.6	1,673.3
4	Collected amount	Billion VND	1,015.2	1,505.7
5	Consolidated profit before tax	Billion VND	4.05	18.0
6	Monthly income	Million VND	21.3	22.5
7	Manpower	Person	588	720
8	Charter capital	Billion VND	304.9	457.37
9	Dividend payment	%	Unexecuted	5%

II. MISSIONS AND GOALS OF KEY PROJECTS

Based on ongoing projects, the Company continuously makes efforts to meet the progress and quality objectives of ongoing projects, specifically as follows:

1. Nam Mo 2 Hydropower Project:

- Equipment installation: 100% complete
- Finishing works: 100% complete

2. Nam Sam 3A Hydropower Project:

- RCC main dam: 66% complete
- Bottom outlet: 88% complete
- Powerhouse: 31% complete
- Electromechanical equipment: 14% complete
- Hydromechanical equipment: 36% complete
- Monitoring instruments: 50% complete

3. Nam Mo 1 Hydropower Project

- Auxiliary works: 70% complete
- Temporary facilities for construction: 63% complete
- Main dam, spillway: completion of foundation pit excavation (3%)
- Tunnel route: completion of excavation work for 25%
- Powerhouse and OPY station: 9% complete

- Operation management office: 40% complete

4. Tri An Hydropower Plant Expansion Project:

- Auxiliary works: 100% complete
- Operational roads: 100% complete
- Penstock: 35% complete
- Discharge tunel: 50% complete

5. Huong Phung 1 Wind Power Plant Project:

- Complete the COD of the entire Project and put into operation

6. Doc Da Trang Industrial Park Project:

- Ground leveling, trench excavation, construction lot, internal traffic roads: 100% complete
- Stone retaining wall, reinforced concrete: 100% complete

III. MEASURES TO ENSURE THE COMPLETITION OF BUSINESS PLAN IN 2026

1. Strategic management

- Completing the organizational structure of the Company.
- Adjusting the organizational structure of the Project according to the new model to improve the roles, responsibilities, and work efficiency of departments at the Project.
- Implementing the contracting mechanism for departments in the Project.

2. Human resource manangement

- Balancing and arranging personnel in the office and project leanly and efficiently.
- Diversifying recruitment channels.
- Completing and improving processes, regulations, statutes and policies related to human resource management in accordance with reality, contributing to improving labor productivity.

3. Marketing and bidding

To complete the business plan in 2026 as well as the plans for the following years, marketing and bidding measures shall be promoted effectively, such as:

- Strengthening marketing, searching activities for projects, focusing on market expansion, approaching new Employers;
- Improving bidding capacity, preparing Company profile, documents meeting the requirements of the projects and the Employers, market trends;
- Continuously improving legal competency of the Company eligibility to participate in bidding packages of large projects;

4. Investment and improvement of construction equipment capacity

- The planned investment value in 2026 is 100 billion VND.

5. Engineering - Construction - Safety:

- Building and improving the capacity of the engineering team including the following departments:
  - ✓ Planning department: Coordinating with the project to make a specific and detailed implementation plan;
  - ✓ Project management department: Monitoring, expediting, supervising and announcing necessary warnings for the implementation of the project;
- Paying special attention to the acceptance test to complete the sales target as well as reduce the uncompleted rate as the lowest at the projects;
- Strictly controlling the quality, volume, construction measures and construction progress according to the signed Contract and suitable budget for each work;
- Implementing the BIM application in the project management;
- Strictly maintaining and implementing the construction supervision and occupational safety in the HSES construction site.
  - ✓ Building the HSES system;
  - ✓ Training and coaching at projects.

6. Economic work:

- Focusing on controlling the performance of contracts signed with Employers to prevent risks, announce warnings and plans to solve problems in a timely manner;
- Developing completed, reasonable, and accurate budget for all construction works before construction implementation. At the same time, controling the use of budget for each work during the construction process according to the reporting/controlling periods;
- Focusing on capital collection and settlement of the remaining works of the construction which have been constructed;

7. Finance - Credit - Accounting

- Making financial plans and cash flow plans to adjust the receipt and payment structure, ensuring Company financial safety. Ensuring a reasonable and effective spending plans, bringing the Company high profits;
- Focusing on completing the financial management mechanism. Proactively approaching and seeking fundrasing channels in the financial market are fundamental and the cost of using capital shall be considered as an efficiency part of investment and business performance;
- Analyzing financial situation and business performance of the Company based on the Financial Statements, thereby understanding financial situation of the Company to come up with appropriate strategies;
- Focusing on collecting receivables, especially overdue debts to ensure capital sources for business activities of the Company;

- Provisions will be made for bad debts in accordance with regulations and specific responsibilities will be assigned to closely follow up on debt recovery;
- Advising the Board of Directors of the Company on considering and selecting the the most economical and effective structure of using capital;

8. Machinery and equipment management

- Timely suppling materials, inspecting and supervising the repair and maintenance of project vehicles and equipment;
- Making reports on the efficiency of using vehicles and equipment for usage efficiency, repair and maintenance costs of project vehicles and of each equipment; providing solutions and warnings for low-performance facilities;
- Monthly planing and monitoring the use of instrument and tools, making report on the inventory by subjects;
- Controlling the fuel settlement for vehicles and equipment.

9. Supply

- Strengthening searching for material sources to serve the construction of Nam Sam 3A, Nam Mo 1, Nam Mo 2, Tri An, Xekaman 4 to ensure progress and efficiency;
- Developing a detailed and accurate procurement plan based on the initiation plan, construction plan for each Project/Work so that the procurement process is easily, actively implemented.
- Strengthening the connection of warehouses among constructions, ensuring reasonable goods circulation;
- Continuously expanding the supplier list, looking for long-term stable goods sources, meeting project requirements in terms of type, quantity and quality;
- Monitoring the fluctuation forecast of key and significant value goods in terms of volume and price needed for production and proposing appropriate supply plans.

Above is the Report on business performance in 2025 and business plan in 2026. Submitted to the Board of Directors of the Company for consideration.

Best Regards!

DIRECTOR

Luu Minh Thanh

SCI E&C JOINT STOCK COMPANY

THE 2025 ACTIVITY REPORT AND THE 2026 ACTIVITY PLAN OF THE BOARD OF DIRECTORS

THE 2025 ACTIVITY REPORT

AND THE 2026 ACTIVITY PLAN OF THE BOARD OF DIRECTORS

(Presented at the 2026 Annual General Shareholders' Meeting)

In accordance with the Charter on the organization and operation of SCI E&C Joint Stock Company and the resolution of the 2025 Annual General Shareholders' Meeting, the Board of Directors reports to the General Shareholders' Meeting on its activities in 2025 and the activity plan for 2026 as follows:

A. Results of tasks implementation in 2025:

I. On governance work:

- In 2025, the Board of Directors ("BOD") issued 30 Resolutions to promptly resolve and decide on issues and tasks within its authority. At the same time, the Board of Directors directed the Executive Board to strictly implement Resolution No. 01/2025/NQ-SCIEC-ĐHĐCĐ dated March 28, 2025, as well as other business strategies and directions.
- The Board of Directors meetings were convened and organized in full compliance with the procedures and regulations stipulated in the Company's Charter, the internal governance regulations, and the regulations on the organization and operation of the Board of Directors. All members participated fully, and meeting minutes, resolutions, and information disclosure were performed adequately, promptly, and in compliance with regulations.
- Furthermore, SCI E&C continued to promote the application of the ERP system, digital transformation, and technology in governance and administration, contributing to enhancing management capacity, optimizing resources, and increasing proactiveness, flexibility, and efficiency in organizing production and business tasks.

II. The Board of Directors' Evaluation of the Audit Committee's Activities:

- The Board of Directors evaluates that the Audit Committee performed its functions and duties well according to the organizational regulations and the proposed operational plan, contributing to supporting the BOD in monitoring, controlling, and improving the efficiency of corporate governance.
- The Head of the Audit Committee, Mr. Le Huy Thanh, an Independent Board of Directors Member, effectively fulfilled his role and responsibility in organizing and operating the Audit Committee's activities, ensuring the full implementation of tasks as prescribed.

III. Supervision Activities of the Board of Directors over the Executive Board:

- In 2025, the Board of Directors ("BOD") performed regular and close supervision of the Executive Board and the executive apparatus, ensuring that management and administration closely followed the orientations, resolutions, and regulations of the Company.
- The BOD focused on supervising the formulation and implementation of production and business plans; cost control, finance-accounting; compliance with internal regulations, legal provisions, and the operational efficiency of the internal control system.

- Through supervision, the BOD promptly directed and supported the Executive Board during the administration process, contributing to maintaining stable operations, improving governance efficiency, and gradually enhancing labor productivity across the Company.
- The BOD recognizes and highly appreciates the efforts of the Director and the Executive Board in implementing BOD resolutions and decisions; simultaneously requires continued perfection of the management team and enhancement of executive capacity to meet development requirements in the coming period.

IV. Report on the activities of each member of the Board of Directors in 2025:

The Board of Directors ("BOD") members acted actively, responsibly, diligently, and professionally during the year; effectively promoted their capacity, experience, and assigned roles, meeting the requirements of governance and administration and the trust of shareholders.

Key results include:

- Full and serious participation in BOD meetings.
- Prompt discussion and resolution of important Company issues.
- Fully performed functions and duties as assigned, contributing to enhancing the operational efficiency of the BOD.

V. Report on the activities of independent Board of Directors members:

A. Report of Independent BOD Member: Mr. Nguyen Duy Toan

1. BOD Composition

- In 2025, the Company's Board of Directors consisted of 05 members, including 02 independent members. The appointment of independent members ensures full compliance with the Law on Enterprises, the Law on Securities, and the Company's Charter.

2. Legal Compliance

- The BOD organized and directed the Company's operations in strict accordance with current legal regulations, the Company's Charter, and internal governance regulations.
- In 2025, no cases of legal violations, breaches of corporate governance obligations, or penalties from state regulatory agencies occurred.

3. Information Disclosure

- The Company fully fulfilled its information disclosure obligations in accordance with legal regulations and guidelines from regulatory authorities.
- Financial statements, corporate governance reports, and periodic as well as extraordinary information were disclosed fully, accurately, and on schedule.
- In 2025, there were no violations related to information disclosure obligations.

4. Related Party Transactions

- The BOD reviewed and approved transactions with related parties in compliance with legal regulations and the Company's Charter.
- All transactions were conducted to ensure transparency and fairness, with no conflicts of interest arising and no impact on the legitimate rights and interests of shareholders.

5. General Assessment

- Based on my monitoring and evaluation, I find that in 2025, the BOD's governance activities ensured the principles of transparency, legal compliance, and protection of shareholder interests, consistent with corporate governance standards applied to public companies.

B. Report of Independent BOD Member: Mr. Le Huy Thanh

1. BOD Activities

- In 2025, BOD meetings were organized in accordance with the prescribed sequence and procedures.
- Meeting notices and relevant documents were fully sent to BOD members, enabling them to study and provide informed opinions.
- Meeting agendas focused on:

+ Strategic orientation.
+ Production and business plans.
+ Investment and project development.
+ Key corporate governance policies.

2. BOD Resolutions and Decisions

- BOD resolutions were passed through meetings or by collecting written opinions in accordance with regulations.
- The BOD's decisions closely followed the Company's development strategy and the objective of ensuring operational efficiency.

3. Supervision of the Executive Board

- The BOD effectively performed its supervisory function over the Executive Board through:

+ Periodic meetings.
+ Thematic reports.
+ Inspection and supervision programs.

Consequently, the Company's operations were tightly controlled and promptly adjusted when necessary. The Executive Board proactively reported and sought the BOD's opinions on key matters to ensure implementation aligned with the established orientation.

4. General Assessment

In 2025, the Independent BOD member observed that:

- The BOD operated with a high sense of responsibility.
- Decisions were carefully and prudently considered.
- The coordination mechanism between the BOD and the Executive Board remained effective.

5. Conclusion

The Independent BOD member evaluates that in 2025, the Company's BOD successfully fulfilled its functions, duties, and powers in accordance with legal regulations and the Company's

Charter, ensuring effective and transparent governance.

VI. Report on the implementation of the authorized contents according to the resolution of the 2025 Annual General Meeting of Shareholders:

Based on the Resolution of the 2025 Annual General Meeting of Shareholders dated March 28, 2025, the Board of Directors ("BOD") performed the following authorized contents:

- Selected MOORE AISC Auditing and Informatics Services Company Limited as the unit to review the 6-month financial statements and audit the 2025 annual financial statements.
- Decided on the obligations, authority, and responsibilities of each Legal Representative.
- Execution of the contract for Package 02XL-BA: The Consortium for Package No. 02XL-BA (comprising Lung Lo Construction Corporation, Song Da Corporation - JSC, Lilama 10 JSC, SCI E&C JSC, Construction 47 JSC, Truong Son Construction Corporation, and Vietnam National Construction Consultants and Engineering JSC) signed the contract for Package No. 02XL-BA: Construction and installation of Bac Ai Pumped Storage Hydropower Plant - Phase 2, Stage 1, under the Bac Ai Pumped Storage Hydropower Project, with the following key details

  + Location: Khanh Hoa Province.

  + Contract Value of SCI E&C: 331,164,942,432 VND.

  + Advance payment: 10% of the contract value (excluding VAT and contingency);

  + Execution progress: 2,312 days from the effective date of the contract.
- Execution of the contract for Package No. XL04-TAMR: The Consortium for Package No. XL04-TAMR (comprising Lung Lo Construction Corporation, Song Da Corporation - JSC, Lilama 10 JSC, SCI E&C JSC, Construction 47 JSC, and Truong Son Construction Corporation) signed the contract for Package No. XL04-TAMR: Construction and installation of Tri An Hydropower Plant Extension" under the Tri An Hydropower Plant Extension Project, with the following key details:

  + Location: Dong Nai Province;

  + Contract Value of SCI E&C: 232,307,088,699 VND;

  + Advance payment: 10% of the contract value (excluding VAT and contingency);

  + Execution progress: 960 days from the effective date of the contract.
- Execution of the contract for Huong Phung 1 Wind Power Project: SCI Consortium (comprising SCI E&C JSC and SCI Consulting JSC) and Power Generation Corporation 2 - JSC (The Employer, represented by EVNGENCO2 Project Executive Board - a branch of Power Generation Corporation 2 - JSC) signed the EPC Contract for the implementation of the Huong Phung 1 Wind Power Plant Project with the following key details:

  + Location: Quang Tri Province;

  + Contract Value of SCI E&C: 776,845,190,000 VND;

  + Advance payment: 10% of the Contract Value;

  + Execution time: 12 months.
- Execution of the contract for Leveling Work Phase 1 (60ha) - Package No. D3.4 - Doc Da

Trang Industrial Park Infrastructure Investment and Operation Project between Viglacera Yen My Industrial Park Development JSC and SCI E&C JSC with the following key details:

+ Location: Khanh Hoa Province;

+ Contract Value: 103,085,095,860 VND;

+ Advance payment: 20% of the Contract Value;

+ Execution time: 200 days.

- Execution of the contract for Construction of Khe Sanh Office and Accommodation Complex between SCI Quang Tri JSC and SCI E&C JSC with the following key details:

+ Location: Quang Tri Province;

+ Contract Value of SCI E&C: 7,851,844,033 VND;

+ Advance payment: 40% of the contract value;

+ Execution progress: Until the end of Q3/2026.

VII. Results of activities in 2025:

General assessment:

- 2025 was an exceptionally challenging year for the construction business community as it simultaneously faced global geopolitical fluctuations, rising input cost pressures, fierce market competition, and an inconsistent policy environment, all of which directly impacted project implementation and the expansion of new business.
- In this context, SCI E&C did not adopt a passive "wait-and-see" stance. Instead, the Company actively adapted, persistently maintained its organizational structure, strictly controlled costs, stabilized production and business activities, and focused on preserving its core competencies.
- Alongside maintaining operations, the Company exerted great effort to seek new opportunities, expand market reach, prepare resources, and gradually perfect its management capacity to be ready for development requirements in the next phase.
- Although the 2025 results fell short of expectations, amidst these hardships, the Company successfully maintained necessary stability, operational foundations, a proactive spirit, and a determination for growth. This serves as the crucial foundation for creating momentum in 2026 and subsequent years as market opportunities become more visible.
- The Board of Directors ("BOD") firmly believes that with resilience tempered through this difficult period, together with the consensus of the Executive Board, the dedication of our employees, and the companionship of our valued Shareholders, SCI E&C will continue to overcome challenges, seize opportunities, and develop in a more sustainable and effective direction in the coming time.

Results of key economic indicators in 2025:

No.	Indicator	Unit	Plan	Actual	Completion Rate
1	Total business performance value	Billion VND	1,257.5	688.5	54.8%
2	Investment in construction equipment	Billion VND	100.0	38.87	38.9%
3	Revenue	Billion VND	1,312.8	848.6	64.6%

4	Collected amount	Billion VND	950.0	1,015.2	107%
5	Consolidated profit before tax	Billion VND	8.0	4.05	51%
6	Average employee income	Million VND	21.5	21.3	99%
7	Workforce	People	689.0	588.0	85%
8	Charter capital	Billion VND	457.4	304.9	66.7%
9	Dividend payment	%	5%	Not implemented	-

B. Orientation for the Board of Directors' activities in 2026:

- In 2026, the Company's production and business activities are expected to continue facing numerous difficulties and challenges due to potential global economic and political instability; increasingly fierce competition in job seeking and bidding; and the trend of high raw material, fuel, and transportation costs. In particular, oil price fluctuations continue to exert significant pressure on input costs, progress, and project implementation efficiency.
- Alongside these challenges, the Company still possesses certain advantages from experience accumulated through past and ongoing projects, a gradually improved construction organization capacity, and a brand and reputation that continue to be strengthened in both the Vietnamese and Lao PDR markets. These serve as a crucial foundation for the Company to further expand its production and business activities in the coming period.
- On that basis, the Board of Directors has identified the operational orientation for 2026 as continuing to focus on enhancing management quality, administrative governance, and project implementation efficiency. We will proactively promote marketing, work seeking, and bidding in core sectors such as energy, industrial infrastructure, and the environment in Vietnam and the Lao PDR. Simultaneously, we will strengthen cost control, optimize capital, and improve resource utilization efficiency to ensure a balance of interests for shareholders and stakeholders.
- In parallel with production and business tasks, the Board of Directors will continue to direct the enhancement of human resource management, risk management, legal affairs, and internal control. We will increase the application of technology, digital transformation, and automation in governance and administration; focus on training and developing our management team and employees; and ensure occupational safety, environmental protection, and legal compliance across all Company activities.
- Furthermore, in response to development requirements in the new phase, the Board of Directors is actively researching and seeking new directions, fields, and markets to gradually expand growth potential and create a foundation for sustainable development beyond the traditional segments of infrastructure and energy.

The above is the Report on the activities of the Board of Directors of SCI E&C Joint Stock Company in 2025 and the activity plan for 2026, submitted to the General Meeting of Shareholders for consideration and approval.

The Board of Directors looks forward to receiving the continued trust and support of our shareholders so that the management of production and business activities in 2026 achieves the best possible efficiency.

Sincerely thank!

Recipients:

- *General Shareholders' Meeting;*
- *BOD;*
- *Saved: HR/ Accounting Department/BOD.*

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN

Phan Thanh Hai

SCI

REPORT ON THE ACTIVITIES OF THE AUDIT COMMITTEE IN 2025

REPORT
ON THE ACTIVITIES OF THE AUDIT COMMITTEE IN 2025
(Presented at the 2026 Annual General Shareholders' Meeting)

I. Organizational Personnel:

Throughout its operations in 2025, the Audit Committee (AC) consistently ensured strict compliance with legal regulations, the Law on Enterprises, as well as the Charter of the Company on operational principles and working procedures. The personnel structure of the AC in 2025 was maintained in a streamlined manner, ensuring independence and objectivity, consisting of 02 members:

Full name	Date of Appointment as Independent Board Member	Date of Dismissal as Independent Board Member	Annual Remuneration
Le Huy Thanh	April 2025		72,000,000 VND
Nguyen Duy Toan	April 2025		72,000,000 VND
Nguyen Quang Thien		March 2025	24,000,000 VND
Nguyen Tai Son		March 2025	24,000,000 VNĐ

The payment of remuneration, provision of operating budget, and other lawful benefits for the Audit Committee and each of its members are carried out transparently, in strict compliance with the provisions of the Law on Enterprises and the internal regulations of the Company.

II. Activities and recommendations of the Audit Committee:

During the reporting period, the Audit Committee (AC) held two regular meetings with a 100% attendance rate. Members engaged in active discussions and reached unanimous approval (100%) in passing resolutions, conclusions, and assigning supervisory tasks between the two meetings. The activities of the Audit Committee focused on the following key areas:

- Exercising comprehensive oversight of the financial statements, core business operations, and the stability of the Company's financial position.
- Conducting in-depth reviews and evaluations of the validity of internal transactions, the effectiveness of the internal control system, and risk management strategies.
- Monitoring compliance and the effectiveness of governance by the Board of Directors (BOD), the General Director, and other individuals holding key management responsibilities within the Company.

III. Results of activities in 2025:

1. Supervision results of financial reports, operations, and financial status of the Company:

- The recording, storage of documents, accounting information system, and preparation of accounting books by the Company have been carried out in accordance with current regulations and in compliance with Accounting Standards, Accounting Regulations, and relevant legal provisions.
- The financial statements have been prepared and presented truthfully, in accordance with

Accounting Standards and current regulations, with no material misstatements that could distort the financial reporting results.

- The selected auditing company ensures reliability, accuracy, and adherence to the auditing timeline.
- The recommendations of the independent auditor have been acknowledged, reviewed, and implemented by the Executive Board.
- Decisions issued by the Board of Directors are valid, within the scope of authority, and comply with the disclosure requirements for listed companies.
- The financial situation has remained healthy, with key indicators such as payment capacity, capital structure, and operational capability maintained at stable levels.

2. Financial statements and financial situation:

From a financial perspective, the year 2025 marked several positive changes for the Company as follows:

- Profit optimization amid revenue contraction: Although net revenue in 2025 was recorded at VND 846.3 billion, down from 1,007.9 billion VND in 2024, the Executive Board demonstrated excellent cost management capabilities. By tightly controlling the cost of goods sold at 771.1 billion VND, the Company successfully reversed its profit margin. As a result, gross profit reached a surplus of 75.1 billion VND (in stark contrast to the gross loss of over 460 million VND in 2024). This optimization directly drove after-tax profit to 1.06 billion VND, representing a remarkable increase compared to 23.3 million VND in the previous year.
- Strong cash flow management, restoring financial autonomy: Net cash flow from operating activities generated a significant surplus, reaching a positive 239.2 billion VND, a complete turnaround from the negative cash flow deficit of 354.5 billion VND in 2024. This positive cash flow provided a solid foundation for reducing reliance on external borrowings and strengthening the Company's financial position.
- Reduced financial leverage and enhanced liquidity: With abundant cash flow, the Company actively fulfilled debt obligations. Specifically, short-term borrowings and finance lease liabilities were sharply reduced from 534.8 billion VND at the beginning of the year to 382.4 billion VND by year-end. At the same time, highly liquid assets (Cash and cash equivalents) grew impressively, reaching 133.1 billion VND (compared to 69.1 billion VND at the beginning of the year), thereby establishing a safe and resilient liquidity ratio against short-term fluctuations.

3. Evaluation of internal transactions:

- Transactions between the Company, its subsidiaries, and companies controlled by the Company with over 50% charter capital with members of the Board of Directors, the General Director, other executives of the Company, and related persons were closely examined and fully disclosed in the audited financial statements. Transactions between the Company and companies in which members of the Board of Directors, the General Director, and other executives of the Company were founding members or managers within the last 3 years before the transaction were also closely examined and fully disclosed in the audited financial statements.
- The Company has adhered to relevant regulations concerning approval authority and has made

full disclosures in accordance with legal requirements.

4. ***Evaluation of internal control system and risk management of the Company:***
   - The Board of Directors and the Executive Board have consistently monitored market developments, forecasted, and developed appropriate business plans to mitigate risk of environmental, economic, legal, industry-specific, and other risks.
   - The Executive Board has conducted reviews, updated, and issued new regulations, including the organizational structure and operational regulations for departments, to improve the effectiveness of the internal control system.
5. ***Supervision results on the Board of Directors and the Executive Board:***
   - For the Board of Directors (BOD): The BOD managed operations in alignment with the objectives set forth in the resolutions of the General Meeting of Shareholders, strictly adhering to the Charter of the Company and governance regulations. Throughout the year, the BOD effectively fulfilled its strategic planning role, providing multi-dimensional consultation and constructive critique on key decisions submitted by the Executive Board, thereby delivering optimal development solutions for the enterprise.
   - For the Executive Board: The Executive Board demonstrated determination and seriousness in implementing the resolutions of the General Meeting of Shareholders and the BOD, ensuring strict compliance with laws and the Charter of the Company. Notably, in 2025, the Audit Committee (AC) acknowledged and highly appreciated the comprehensive cooperation from the Executive Board and all levels of management. The timely and consistent provision of financial reports and governance documents created the most favorable conditions for the AC to successfully fulfill its function of independent oversight and critical review.
6. ***Evaluation results of the coordination between the Audit Committee and the Board of Directors, the General Director, and the Shareholders:***
   - In the financial year 2025, the Audit Committee (AC) consistently received strong support and active cooperation from the Board of Directors (BOD), the Executive Board, and management at all levels. The AC's execution of its duties was maximally facilitated through the full, timely, and transparent provision of reports and documents related to corporate governance, business performance, and the Company's financial position.

This concludes with the full 2025 Activity Report of the Audit Committee (AC). The AC sincerely appreciates the trust of our valued shareholders, as well as the effective cooperation of the Board of Directors and the Executive Board. We look forward to continuing this partnership to successfully achieve our objectives and plans in 2026.

Recipients:
- *General Shareholders' Meeting;*
- *BOD;*
- *For record: HR/AC/ BOD.*

ON BEHALF OF THE AUDIT COMMITTEE
CHAIRMAN

Le Huy Thanh

SCI E&C JOINT STOCK COMPANY
The 3rd floor, Tower C, Golden Palace building, Me Tri Street, Tu Liem Ward, Hanoi
Tel: 024 3386 8243 | Email: enc@scigroup.vn | Website: www.scigroup.vn

No.: 01/2026/TTr-SCIEC-HĐQT

Hanoi, April 03, 2026

PROPOSAL

(Approval of key indicators for the 2025 business performance, and the 2026 business plan)

Respectfully to: **The General Meeting of Shareholders of SCI E&C Joint Stock Company**

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14 effective from January 01, 2021, amended by Law No. 03/2022/QH15 effective from March 01, 2022, amended by Law No. 76/2025/QH15 effective from July 01, 2025;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 effective from January 01, 2025;*
- *The Charter of SCI E&C Joint Stock Company;*
- *The internal governance regulations of the company, the operational regulations of the Board of Directors;*

The Board of Directors of SCI E&C Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the key indicators of the 2025 business performance and the 2026 business plan (*Report attached*).

Respectfully submitted for the consideration and approval of the General Meeting of Shareholders!

Sincerely thank./.

Attachment:

- *Report on the 2025 business performance, the 2026 business plan..*

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN

Phan Thanh Hai

SCI E&C JOINT STOCK COMPANY
The 3rd floor, Tower C, Golden Palace building, Me Tri Street, Tu Liem Ward, Hanoi
Tel: 024 3386 8243 | Email: enc@scigroup.vn | Website: www.scigroup.vn

No.: 02/2026/TTr-SCIEC-HĐQT

Hanoi, April 03, 2026

PROPOSAL

(Approval of the 2025 Activity report and the 2026 Activity plan of the Board of Directors)

Respectfully to: **The General Meeting of Shareholders of SCI E&C Joint Stock Company**

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14 effective from January 01, 2021, amended by Law No. 03/2022/QH15 effective from March 01, 2022, amended by Law No. 76/2025/QH15 effective from July 01, 2025;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 effective from January 01, 2025;*
- *The Charter of SCI E&C Joint Stock Company;*
- *The internal governance regulations of the company, the operational regulations of the Board of Directors;*

The Board of Directors of SCI E&C Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the 2025 activity report and the 2026 Activity plan of the Board of Directors (Report attached).

Respectfully submitted for the consideration and approval of the General Meeting of Shareholders!

Sincerely thank./.

Attachment:

- *The 2025 activity report and the 2026 Activity plan of the Board of Directors*

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN

BRN: 0500574676 - JSC - TU LIEM DIST. - HANOI CITY
SCI E&C JOINT STOCK COMPANY

Phan Thanh Hai

SCI E&C JOINT STOCK COMPANY
The 3rd floor, Tower C, Golden Palace building, Me Tri Street, Tu Liem Ward, Hanoi
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No.: 03/2026/TTr-SCIEC-HĐQT

Hanoi, April 03, 2026

PROPOSAL

(Approval of the 2025 Activity Report of the Audit Committee)

Respectfully to: **The General Meeting of Shareholders of SCI E&C Joint Stock Company**

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14 effective from January 01, 2021, amended by Law No. 03/2022/QH15 effective from March 01, 2022, amended by Law No. 76/2025/Qh15 effective from July 01, 2025;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 effective from January 1, 2025;*
- *The Charter of SCI E&C Joint Stock Company;*
- *The internal governance regulations of the company, the operational regulations of the Board of Directors, the operational regulations of the Audit Committee;*

The Board of Directors of SCI E&C Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the 2025 Activity Report of the Audit Committee (Report attached).

Respectfully submitted for the consideration and approval of the General Meeting of Shareholders!

Sincerely thank./.

Attachment:

- *The 2025 Activity Report of the Audit Committee*

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN

BRN: 0500574676 - JSC - TU LIEM DIST. - HANOI CITY
SCI E&C JOINT STOCK COMPANY

Phan Thanh Hai

SCI E&C JOINT STOCK COMPANY
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No: 04/2026/TTr-SCIEC-HĐQT

Hanoi, April 03, 2026

PROPOSAL

(Approval of the audited separate and consolidated financial statements for 2025; Profit allocation plan for 2025; Board of Directors' remuneration for 2025 and estimated remuneration for 2026)

To: **General Meeting of Shareholders of SCI E&C Joint Stock Company**

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14 effective from January 01, 2021, amended by Law No. 03/2022/QH15 effective from March 01,2022, amended by Law No. 76/2025/QH15 effective from July 01,2025;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 effective from January 1, 2025*
- *Charter of SCI E&C Joint Stock Company approved by the General Meeting of Shareholders;*
- *Internal regulations on corporate gorvenance, Regulations on the operatation of the Board of Directors;*
- *Audited separate and consolidated financial statements for 2025;*

The Board of Directors of SCI E&C Joint Stock Company respectfully submits for approval by the General Meeting of Shareholders the following matters:

I. Approval of the audited separate and consolidated financial statements for 2025

The Board of Directors proposes that the General Meeting of Shareholders approve the 2025 separated and consolidated financial statements, which have been audited by MOORE AISC Auditing and IT Services Co., Ltd., Branch. The audited reports include:

No.	Report	Date of Issuance	
		Separate financial statements	Consolidated financial statements
1	Balance sheet as of December 31, 2025	February 06, 2026	February 06, 2026
2	Income Statement for 2025	February 06, 2026	February 06, 2026
3	Cash flow statement for 2025	February 06, 2026	February 06, 2026
4	Notes to the financial statements for 2025	February 06, 2026	February 06, 2026

(The audited separate and consolidated financial statements for 2025 are disclosed by the Company in accordance with legal regulations and attached to the AGM documents.)

II. Approval of 2025 Profit allocation plan

NO	Items	Proportion	Amount
1	Profit before tax		4,053,641,735
2	Current corporate income tax		2,989,307,081

NO	Items	Proportion	Amount
3	Deferred corporate income tax		-
4	Net profit after tax (4)=(1)-(2)-(3)		1,064,334,654
5	Deductions from net profit after tax		-
6	Distributable profit (6)=(4)-(5)		1,064,334,654
7	Allocations to corporate funds		-
8	Profit in 2025 after allocations (8)=(6)-(7)		1,064,334,654
9	Undistributed profits of previous years		186,395,359,290
10	Total remaining profit transferred to next year: (10)=(8)+(9)		187,459,693,944

III. Approval of Board of Directors' remuneration in 2025 and estimated remuneration for 2026

1. Remuneration for the Board of Directors in 2025

No.	Position	Person x Months	Salary/month	Amount
1	Chairman of the Board	1x12	15,000,000	180,000,000
2	Member of Board	4x12	8,000,000	384,000,000
	Total			**564,000,000**

2. Estimated remuneration for the Board of Directors in 2026

NO	Position	Person x Months	Salary/month	Amount
1	Chairman of the Board	1x12	30,000,000	450,000,000
2	Member of Board	4 x12	8,000,000	384,000,000
	Total			**834,000,000**

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

Best Regards!

Recipient :
- *As "To";*
- *Save BOD, HR.*

ON BEHALF OF
BOARD OF DIRECTORS
CHAIRMAN

SCI E&C JOINT STOCK COMPANY

Phan Thanh Hai

SCI E&C JOINT STOCK COMPANY
3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi
Tel: 04 3386 8243 | Fax: 04 3371 9676 | Website: www.scigroup.vn

No: /2026/TTr-SCIEC-HĐQT *Hanoi, April 03, 2026*

PROPOSAL (DRAFT)

(Regarding the approval of changes to the plan for using capital proceeds from the 2025 public stock offering to existing shareholders)

To: General Meeting of Shareholders of SCI E&C Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 effective from January 01, 2021, amended by Law No. 03/2022/QH15 effective from March 01, 2022, amended by Law No. 76/2025/QH15 effective from July 01, 2025;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 effective from January 01, 2025;*
- *Charter of Organization and Operation of SCI E&C Joint Stock Company;*
- *Resolution of the 2025 Annual General Meeting ("AGM") of Shareholders No. 01/2025/NQ-SCIEC-ĐHĐCĐ dated March 28, 2025; Board of Directors' Proposal No. 05/2025/TTr-SCIEC-HĐQT dated March 28, 2025, regarding the approval of the plan for additional public stock offering;*
- *Board of Directors' Resolution No. 13/2025/NQ-SCIEC-HĐQT dated October 15, 2025, on the implementation of the additional public stock offering plan for existing shareholders under the 2025 AGM Resolution; Board of Directors' Resolution No. 19/2025/NQ-SCIEC-HĐQT dated December 4, 2025, approving the detailed plan for working capital supplementation for current construction projects;*
- *Certificate of Registration for Public Stock Offering No. 555/GCN-UBCK issued by the Chairman of the State Securities Commission on December 29, 2025;*

The Board of Directors ("BOD") of SCI E&C Joint Stock Company respectfully requests the General Meeting of Shareholders ("GMS") to approve the following contents:

I. Approval of the results of the additional public stock offering to existing shareholders under the 2025 AGM Resolution:

1. Name of stock: Stock of SCI E&C Joint Stock Company
2. Type of stock: Common stock
3. Stock code: SCI
4. Par value: 10,000 VND/share
5. Offering price: 10,000 VND/share
6. Subscription and payment period: From January 19, 2026 to February 09, 2026, and from February 27, 2026 to March 03, 2026.
7. Number of shares registered for offering: 15,245,704 shares
8. Number of successfully distributed shares: 11,508,591 shares (representing 75.4874% of the total offering).
9. Total proceeds from the offering: 115,085,910,000 VND
10. Total issuance costs: 256,150,000 VND
11. Total net proceeds from the offering: 114,829,760,000 VND

II. Approval of changes to the plan for using proceeds from the additional public stock offering:

1. Capital utilization plan before the change:

The total proceeds from the offering were approved by the 2025 Annual General Meeting of Shareholders in accordance with the Board of Directors' Proposal No. 05/2025/TTr-SCIEC-HĐQT

dated March 28, 2025, regarding the approval of the plan for additional public stock offering. These proceeds were detailed and adjusted by the Board of Directors' Resolution No. 13/2025/NQ-SCIEC-HĐQT dated October 15, 2025, on the implementation of the additional public stock offering plan for existing shareholders pursuant to the 2025 AGM Resolution, and Board of Directors' Resolution No. 19/2025/NQ-SCIEC-HĐQT dated December 4, 2025, which approved the detailed plan for working capital supplementation for current construction projects. Specifically:

No.	Purpose of Capital Utilization	Initial Plan (Approved by 2025 AGM)	Capital Utilization Plan Approved by the Board of Directors according to Board Resolution No. 13/2025/NQ-SCIEC-HĐQT dated October 15, 2025	
			Expected Amount Received (VND)	Progress of Capital Utilization from the Offering (Expected)
1	**Supplementation of working capital for the projects the Company is currently undertaking.**	122,457,040,000	**147,004,480,000**	From Q4/2025 to end of Q2/2026
1.1	***Nam Sam 3A HPP Project (Contract No. 74/HD/EPC-NS3A/2024 dated May 08, 2024)***	-	*67,004,480,000*	
-	*Payment for construction materials*	-	*35,000,000,000*	
-	*Payment to subcontractors*	-	*32,004,480,000*	
1.2	***Nam Mo 1 HPP Project (Contract No. 75/HD/EPC-NM1/2024 May 08, 2024)***	-	***40,000,000,000***	
-	*Payment for construction materials*	-	*20,000,000,000*	
-	*Payment to subcontractors*	-	*20,000,000,000*	
1.3	***Huong Phung 1 Wind Power Project (Contract No. 707/HD-ASB2-SCI dated August 28, 2025)***	-	***30,000,000,000***	
-	*Payment for construction materials*	-	*20,000,000,000*	
-	*Payment to subcontractors*	-	*10,000,000,000*	
1.4	***Tri An HPP Extension Project (Contract No. 36.25.HD.TAE.XD.NM dated June 03, 2025)***	-	***10,000,000,000***	
-	*Payment for construction materials*	-	*8,000,000,000*	

No.	Purpose of Capital Utilization	Initial Plan (Approved by 2025 AGM)	Capital Utilization Plan Approved by the Board of Directors according to Board Resolution No. 13/2025/NQ-SCIEC-HĐQT dated October 15, 2025	
			Expected Amount Received (VND)	Progress of Capital Utilization from the Offering (Expected)
-	*Payment to subcontractors*	-	*2,000,000,000*	
2	**Investment in machinery and equipment for construction**	**30,000,000,000**	**5,452,560,000**	
TOTAL		**152,457,040,000**	**152,457,040,000**	

2. Revised capital utilization plan:

Based on the results of the additional public stock offering and the actual capital requirements at the completion of the offering, the Company has mobilized other capital sources to invest in machinery and equipment. Simultaneously, based on the actual progress and incurred costs of the projects, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval to utilize the proceeds from the offering to repay short-term loans at BIDV – Ha Dong Branch, which were previously borrowed to supplement working capital for the Company's ongoing projects, as detailed below:

No.	Purpose of Capital Utilization	Expected Amount (VND)	Expected Utilization Schedule
	Repayment of short-term loans at BIDV – Ha Dong Branch (used for working capital supplementation for current projects)		During Q2/2026
1.1	*Nam Sam 3A HPP Project (Contract No. 74/HD/EPC-NS3A/2024 dated May 08, 2024)*	*24,103,602,874*	
1.2	*Nam Mo 1 HPP Project (Contract No. 75/HD/EPC-NM1/2024 May 08, 2024)*	*10,084,528,696*	
1.3	*Huong Phung 1 Wind Power Project (Contract No. 707/HD-ASB2-SCI dated August 28, 2025)*	*20,218,691,267*	
1.4	*Nam Mo 2 Hydropower Plant Project (Contract No. 89/HD/EPC-NM2/2023 dated April 21, 2023)*	*57,865,765,409*	
1.5	*Tri An HPP Extension Project (Contract No. 36.25.HD.TAE.XD.NM dated June 03, 2025)*	*2,557,171,754*	
TOTAL		**114,829,760,000**	

In addition, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to decide on amendments, supplements, or modifications to the offering plan when necessary, depending on the Company's actual circumstances, to ensure strict compliance with legal regulations and to protect the interests of shareholders and the Company.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval."

Best Regards!

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Phan Thanh Hai

Recipient:
- *As "To";*
- *Save HR, BOD.*

SCI E&C JOINT STOCK COMPANY
3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi
Tel: 024 3386 8243| Email: enc@scigroup.vn | Website: www.scigroup.vn

No: 06/2026/TTr-SCIEC-HĐQT

Hanoi, April 03, 2026

PROPOSAL

(Regarding Amendments and Supplements to the Charter of Organization and Operation of the Company)

To: **General Meeting of Shareholders of SCI E&C Joint Stock Company**

Pursuant to

- *The Enterprise Law No. 59/2020/QH14 effective from January 01, 2021, amended by Law No. 03/2022/QH15 effective from March 01, 2022, amended by Law No. 56/2024/QH15 effective from July 01, 2025;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 effective from January 01, 2025;*
- *The Charter of Organization and Operation of SCI E&C Joint Stock Company*
- *Internal regulations on corporate governance, Regulations on the operation of the Board of Directors;*

The Board of Directors respectfully submits for the consideration and approval of the General Meeting of Shareholders the amendments and supplements to the Charter of Organization and Operation of the Company as follows:

Based on the provisions of the Law on Enterprises and the Law on Securities, the Board of Directors respectfully requests the General Meeting of Shareholders to consider amending and supplementing several articles of the Company's Charter to update the charter capital and other relevant contents in alignment with the current practical situation.

The detailed amendments and supplements are presented in the Appendix attached to this Proposal. The revised and supplemented Charter provisions shall take effect from the date of approval by the General Meeting of Shareholders.

Respectfully submit to the General Meeting of Shareholders for consideration and approval!

Best Regards./.

Attachments:
- *Summary table and draft amendments Company organization and operation charter;*
- *Amended Charter of Organization and Operation of the Company.*

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

SCI E&C JOINT STOCK COMPANY
BRN: 0500574676 · TU LIEM DIST. · HANOI CITY

Phan Thanh Hai

SUMMARY OF PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE DRAFT CHARTER OF SCI E&C JOINT STOCK COMPANY

(Attached to Proposal.No. 06/2026/TTr-SCIEC-HĐQT dated April 3, 2026)

No.	Clause	Current content	Proposed amendments and supplements	Legal basis
1	**Clause 4, Article 2.** Registered Office of the Company	3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Me Tri Ward, Nam Tu Liem District, Hanoi City.	3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City.	
2	**Clause 1, Article 6.** Charter capital, shares	The Company's current charter capital is 304,914,090,000 VND (Three hundred and four billion, nine hundred and fourteen million, zero hundred and ninety thousand Vietnamese dongs).	The Company's current charter capital is 420,000,000,000 VND (Four hundred and twenty billion Vietnamese dongs).	
3	**Clause 2, Article 6.** Charter capital, shares	The total charter capital of the Company is divided into 30,491,409 (Thirty million, four hundred and ninety one thousand, four hundred and nine) shares with a par value of 10,000 VND/share.	The total charter capital of the Company is divided into 42,000,000 (Forty two million) shares with a par value of 10,000 VND/share.	

SCI

SCI E&C JOINT STOCK COMPANY

CHARTER OF COMPANY ORGANIZATION AND OPERATION

ISO 9001:2015

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INTRODUCTION

This Charter serves as the legal basis governing all activities of SCI E&C Joint Stock Company (hereinafter referred to as the "Company"). This Charter was amended and approved by the 2026 Annual General Meeting of Shareholders and takes effect from April 03, 2026.

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CHAPTER I : DEFINITIONS OF TERMS IN THE CHARTER

ARTICLE 1. Definitions

1. In this Charter, the following terms will be known as follows:

a) *Charter capital* refers to the total par value of shares sold or registered for purchase upon the establishment of the joint-stock company, in accordance with Article 6 of this Charter;

b) *Voting capital* refers to the shares for which the shareholders have the right to vote on matters within the authority of the General Meeting of Shareholders;

c) *Enterprise Law* refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ;

d) *Securities Law* refers to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e) *Vietnam* refers to the Socialist Republic of Vietnam;

f) *Establishment date* refers to the date the Company is issued the Business Registration Certificate (the Business Registration Certificate and equivalent documents) for the first time;

g) *The business operator* is the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, and other operators as stipulated in the company's Charter;

h) *The business manager* refers to the person managing the company, including the Chairman of the Board of Directors, members of the Board of Directors, Director (General Director), and other individuals holding management positions with the authority to sign transactions on behalf of the company;

i) *Related persons* are individuals or organizations defined in Clause 46, Article 4 of the Securities Law;

j) *Shareholders* are individuals or organizations that own at least one share of a joint-stock company;

k) *Founding shareholders* are shareholders who own at least one common share and sign the list of founding shareholders of the joint-stock company;

l) *Large shareholders* are shareholders defined in Clause 18, Article 4 of the Securities Law;

m) *Duration of operation* is the period of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;

n) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or other documents shall include any amendments or replacements thereof.

3. The headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

CHAPTER II : NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, AND DURATION OF OPERATION OF THE COMPANY

ARTICLE 2. Name, Form, Headquarters, Branches, Representative Offices, and Duration of Operation of the Company

1. Company Name:

a) Vietnamese name:

Công ty Cổ phần SCI E&C

b) English name:

SCI E&C Joint Stock Company

c) Abbreviation:

SCI E&C

2. Company Logo:

SCI

3. The Company is a joint-stock company with legal status in accordance with the current laws of Vietnam.

4. The registered headquarters of the Company is:

a) Address: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Me Tri Ward, Nam Tu Liem District, Hanoi City.

b) Phone: (84-24) 3 3868 243 Fax: (84-24) 3 3868 243

c) Website: www.scigroup.vn; Email: enc@scigroup.vn

5. The Company may establish branches and representative offices at business locations to carry out the Company's activities in accordance with the decisions of the Board of Directors and within the scope permitted by law.

6. Unless the Company's operation is terminated ahead of the time specified in Clause 2, Article 54 or extended according to the provisions of Article 55 of this Charter, the duration of the Company's operation is indefinite from the date of establishment.

7. Legal form and legal status of the Company

a) The Company was established based on the conversion from the Song Da 9 Mechanical and Fixation One Member LLC to the Song Da 9 Construction and Investment Joint Stock Company, which was then renamed SCI E&C Joint Stock Company from April 28, 2017. The Company operates under the Enterprise Law, relevant documents, and the Charter.

b) The company has legal status and a seal; it is allowed to open accounts in Vietnamese Dong and foreign currencies at the State Treasury and domestic and foreign banks in accordance with the law.

c) The company has its own capital and assets and is responsible for its debts with all its assets.

d) The company has the right to possess, use, and dispose of its capital, assets, name, symbol, and brand in accordance with the law.

e) The Company plays the central role in coordinating and linking the activities of the entire Company to achieve the highest production and business efficiency.

f) The company directly manages its capital shares in joint ventures and affiliates with domestic and foreign partners in accordance with current laws.

g) The company is subject to state management by state agencies at all levels according to the law.

ARTICLE 3. Legal Representatives of the Company

1. The Company is managed by the Board of Directors and operated by the General Director.

2. The legal representatives of the Company are individuals who represent the Company in exercising its rights and obligations arising from the Company's transactions, representing the Company as plaintiffs, defendants, parties with related rights and obligations before Arbitration, Courts, and competent State agencies, and having other rights and obligations as prescribed by law and this Charter.

3. The Company has two (02) legal representatives: the Chairman of the Board of Directors and the General Director. Depending on the operational requirements at each period, the Company may have additional legal representatives. The specific number of legal representatives will be decided by the General Meeting of Shareholders.

4. The rights and obligations of each legal representative are as follows:

a) The first legal representative is the Chairman of the Board of Directors: Decides to sign and implement contracts, agreements, and documents within their authority or after approval by the General Meeting of Shareholders as stipulated in Article 15 or by the Board of Directors as stipulated in Article 27 of this Charter in the fields of finance and investment.

b) The second legal representative is the Director: Decides to sign and implement contracts, agreements, and documents within their authority or after approval by the General Meeting of Shareholders as stipulated in Article 15 or by the Board of Directors as stipulated in Article 27 of this Charter and represents the company before state agencies, organizations, and individuals in all matters related to the company's activities in the fields of engineering and project management.

5. Depending on the actual operations of the company, the General Meeting of Shareholders decides or authorizes the Board of Directors to decide the detailed authority and tasks of each legal representative according to Clause 4 of this Article.

6. Each legal representative of the company is personally responsible to the company, the General Meeting of Shareholders, the Board of Directors, and the law for matters within their authority as stipulated in Article 13 of the 2020 Law on Enterprises; this Charter; and the decisions of the General Meeting of Shareholders, the Board of Directors, according to Clause 5 of this Article.

7. All legal representatives are jointly liable for damages caused to the company in accordance with civil law and other relevant laws, except when the Charter and relevant laws stipulate otherwise regarding the separate responsibility of the legal representative for their violations and damages to the company and other related individuals and organizations.

8. The company's Board of Directors must ensure that there is always at least one legal representative residing in Vietnam. If one of the two legal representatives stipulated in Clause 3, Article 3, is absent or unable to perform their duties, the absent legal representative may authorize the remaining legal representative or another company manager to exercise their rights, obligations, and duties within the scope of the company's Board of Directors' task assignment document mentioned in Clause 5 of this Article for the corresponding period of absence or inability to perform duties. The authorization document must include the full name,

number, date of issue, and place of issue of the ID card or passport of the authorizing legal representative; the full name, number, date of issue, and place of issue of the ID card or passport of the authorized person; the content of the authorization; the start and end time of the authorization; the signature of the authorizing legal representative; and the signature of the authorized person. In this case, the absent legal representative remains responsible to the General Meeting of Shareholders, the Board of Directors, and the law for matters within their legally prescribed authority and this Charter.

If the authorization period stipulated in Clause 8 of this Article expires and the authorized legal representative is still absent, the authorized person shall continue to perform the rights and obligations of the legal representative: (i) until the company's legal representative returns to work at the company, or (ii) until the Board of Directors decides to appoint another person as the legal representative of the enterprise. The Board of Directors' decision document in this case has the highest legal value to determine the authority and responsibility of the legal representatives.

9. If all legal representatives stipulated in Clause 3 of Article 3 are absent from Vietnam for more than 30 (thirty) days without reporting to the Board of Directors to authorize another person to perform the rights and obligations of the company's legal representative, or if they pass away, go missing, are being prosecuted, are temporarily detained, are serving a prison sentence, are serving administrative measures at a mandatory rehab center, mandatory education center, are restricted or have lost their civil act capacity, have difficulty in cognition or behavior control, or are prohibited by the court from holding positions, practicing certain professions, or doing certain jobs, the Board of Directors shall appoint another person as the company's legal representative.

CHAPTER III : OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

ARTICLE 4. Objectives of the Company

1. To build and develop the Company into a strong enterprise with the capacity to execute turnkey projects both domestically and internationally; using economic efficiency as the primary measure for the Company's sustainable development; implementing diversification in industries and products in construction; utilizing all resources to continuously improve competitiveness, enhance the lives of workers, and make significant contributions to the Company's development efforts.

2. To operate profitably, ensuring the safety and growth of investment capital in the Company and other businesses; maximizing profits, developing production and business activities, providing maximum benefits to shareholders, and contributing to the state budget through taxes on production and business results.

ARTICLE 5. Scope of Business and Operations of the Company

1. Scope of Business and Operations:

   The Company is allowed to plan and carry out all business activities listed in its Business Registration Certificate and this Charter in compliance with the provisions of current laws and implement appropriate measures to achieve the Company's objectives.

   The Company may engage in business activities in other fields that are not prohibited by law and are approved by the General Meeting of Shareholders.

2. Business sectors of the Company:

No.	Code	Business Sectors
1	0710	Iron ore mining *(only operate after being permitted by competent state authorities)*
2	0810	Quarrying of stone, sand, gravel, and clay
3	2392	Production of construction materials from clay
4	2395	Production of concrete and concrete products, cement, and gypsum
5	2592	Mechanical processing; metal treatment and coating
6	2599	Manufacture of other metal products not elsewhere classified *Details: Production of other metal products.* *(For conditional business activities, the Company can only operate in production and business when it meets the requirements as prescribed by law)*
7	3312	Repair of machinery and equipment
8	3320	Installation of machinery and industrial equipment
9	3511	Electricity production *(Except for the construction and operation of multi-purpose hydropower and nuclear power, which are of particular importance to the economy and society)*
10	3512	Electricity transmission and distribution *Details: Electricity transmission and distribution; electricity trading (except for national electricity system transmission and operation control)*
11	4101	Construction of residential buildings
12	4102	Construction of non-residential buildings
13	4211	Construction of roadworks
14	4212	Construction of railway works
15	4221 (main)	Construction of electrical works *Details:* *- Construction of power lines; substations up to 220KV;* *- Construction of power plants.*
16	4222	Construction of water supply and drainage works
17	4223	Construction of telecommunications and information communication works
18	4229	Construction of other public utility works
19	4291	Construction of hydropower works *Details: Construction of hydropower works such as::* *+ Waterways, ports, and riverworks, tourist ports (docks), sluice gates, etc* *+ Dams and embankments.*

20	4292	Construction of mining works *Details:* *- Construction of industrial mining works, excluding buildings such as:* *+ Oil refineries.* *+ Coal, ore mining works, etc.*
21	4293	Construction of Processing and Manufacturing Works *Details:* *- Construction of industrial processing and manufacturing works, excluding buildings such as;* *+ Chemical plants producing basic chemicals, pharmaceutical chemicals, medicinal materials, and other chemicals.* *+ Construction material production plants.* *+ Food processing plants, etc.*
22	4299	Construction of Other Civil Engineering Works *Details: Construction of other non-building works such as: outdoor sports facilities.*
23	4311	Demolition
24	4312	Site Preparation *Details: Site preparation includes:* *- Cleaning of construction sites;* *- Transporting soil: excavation, filling, leveling, and grading at construction sites, drainage, transporting stones, blasting, etc.* *- Site preparation for mining activities, such as moving bulky materials and other preparatory and development activities related to mining sites and mineral assets, excluding oil and gas regions;* *- Exploration drilling, test hole drilling, sample collection for geological, geophysical checks, or similar purposes;* *- Water supply and drainage systems at construction sites;* *- Agricultural and forestry water supply and drainage systems.*
25	4321	Installation of Electrical Systems
26	4322	Installation of Water Supply, Drainage, Heating, and Air Conditioning Systems
27	4329	Installation of Other Construction Systems
28	4330	Completion of Construction Works
29	4390	Other Specialized Construction Activities *Details:* *- Construction of building foundations, including piling, moisture testing, water testing, building moisture protection, setting up pillars, removing*

		non-self-produced steel components, bending steel, bricklaying, and placing stone, roofing the building; *- Erecting scaffolding and activities to create building sites by dismantling or demolishing construction works, excluding scaffolding rental and site rental; demolition of chimneys and industrial boilers, tasks requiring specialized skills such as climbing and using related equipment (e.g., working on high floors of tall buildings;* *- Subsurface work;* *- Construction of outdoor swimming pools;* *- Steam cleaning, sandblasting, and similar activities for building exteriors;* *- Crane rental with an operator.*
30	4511	Wholesale of Automobiles and Other Motor Vehicles
31	4512	Retail of Passenger Cars (9 seats or fewer)
32	4520	Maintenance and Repair of Automobiles and Other Motor Vehicles
33	4541	Wholesale of Motorcycles and Bicycles
34	4542	Maintenance and Repair of Motorcycles and Bicycles
35	4659	Wholesale of Machinery, Equipment, and Other Machine Parts *Details:* *- Wholesale of machinery, equipment, and parts for mining and construction;* *- Wholesale of electrical machinery, electrical materials (generators, electric motors, wires, and other electrical devices such as transformers, relays, circuit breakers, fuses, etc.);* *- Wholesale of office machinery, equipment, and parts (excluding computers and peripheral devices);* *- Wholesale of industrial machinery, equipment, and parts.*
36	4661	Wholesale of Solid, Liquid, Gaseous Fuels and Related Products
37	4663	Wholesale of Materials and Installation Equipment for Construction
38	4933	Road Freight Transportation
39	7710	Motor Vehicle Rental *Details: Car rental.*
40	7730	Rental of Machinery, Equipment, and Other Tangible Goods Without an Operator *Details: Rental of agricultural and forestry machinery and equipment without an operator*
41	8299	Other Business Support Services Not Classified Elsewhere *Details: Import and export of business items (except for items prohibited by the State)*

3. Financial Investment in Subsidiaries and Associated Companies:

The Company may engage in business activities in other areas that are not prohibited by law and are approved by the General Meeting of Shareholders.

CHAPTER IV : CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

ARTICLE 6. Charter Capital, Shares

1. The current charter capital of the Company is VND 420,000,000,000 (Four hundred twenty billion VND./.)
2. The total charter capital of the Company is divided into 42,000,000 (Fourty two million) shares, with a par value of VND 10,000 (ten thousand VND) per share.
3. The Company may adjust its charter capital by increasing or decreasing it when approved by the General Meeting of Shareholders and in accordance with this Charter and applicable laws.
4. The shares of the Company on the date of approval of this Charter include common shares and preferred shares (if any).
5. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the relevant legal regulations.
6. The names, addresses, number of shares, and other details of the founding shareholders as stipulated by the Enterprise Law at the time of approval of this Charter will be listed in Appendix 10 (This appendix is an inseparable part of this Charter).

   Common shares must be given priority in being offered to existing shareholders in proportion to their holdings of common shares in the Company, except in cases where the General Meeting of Shareholders decides otherwise. Any shares that are not subscribed to by the existing shareholders will be decided by the Board of Directors of the Company. The Board of Directors may allocate those shares to other shareholders or third parties, provided that the terms are no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The company may repurchase shares issued by the company (including redeemable preferred shares) in the manner prescribed in this Charter and current law. Common shares repurchased by the company are treasury shares, and the Board of Directors may offer them for sale in accordance with the provisions of this Charter, the Securities Law, and relevant guiding documents.
8. The Company may issue other types of securities when approved by the General Meeting of Shareholders in writing and in accordance with legal regulations.
9. The charter capital will be used for the following business activities:

a) Purchasing fixed assets, machinery, and equipment to expand the Company's operations;

b) Developing technical expertise;

c) Purchasing shares, bonds, or contributing to joint ventures;

d) Necessary reserves for movable and immovable assets;

e) Business activities in accordance with the registered business sectors in the Business License;

f) The company does not use charter capital to distribute to shareholders in any form (unless otherwise decided by the General Meeting of Shareholders in accordance with the provisions of law).

ARTICLE 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number of shares and the type of shares they own.

2. The share certificate must bear the Company's seal and the signature of the legal representative of the Company, in accordance with the provisions of the Enterprise Law. The share certificate must clearly state the number and type of shares held by the shareholder, the name of the shareholder, and other information as required by the Enterprise Law.

3. Within forty-five (45) days from the date the full documentation for the transfer of ownership of the shares has been submitted (or a longer period as stipulated in the issuance terms), and from the date of full payment for the shares as per the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder does not need to pay the Company any printing costs for the share certificate.

4. In case the share certificate is damaged, altered, lost, stolen, or destroyed, the shareholder may request the issuance of a new share certificate, provided they offer proof of share ownership and pay any related costs to the Company, and must give an undertaking with the following contents:

a) The share certificate has indeed been lost, burned, or destroyed in some other manner; if lost, the shareholder must also assure that they have made every effort to find it and, if found, will return it to the Company for cancellation;

b) The shareholder assumes responsibility for any disputes arising from the issuance of the new share certificate;

c) For shares with a nominal value exceeding ten (10) million Vietnamese Dong, before accepting the request to reissue the share certificate, the legal representative of the Company may require the shareholder to publish an announcement about the lost, burned, or destroyed share certificate. After fifteen (15) days from the publication of the announcement, the Company will proceed to issue a new share certificate.

ARTICLE 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

ARTICLE 9. Share Transfer

1. Offering

The Board of Directors decides the timing, method, and price for offering shares within the authorized shares for sale. The offering price of shares shall not be lower than the market price at the time of offering or the book value of shares at the nearest time, except in the following cases:

a) Shares offered for the first time to persons who are not founding shareholders;

b) Shares offered to all shareholders in proportion to their current shareholding in the Company;

c) Shares offered to brokers or underwriters. In this case, the specific discount or discount rate must be approved by the General Meeting of Shareholders.

After the shares are sold, the Company issues share certificates to the purchasers. The information about shareholders is fully recorded in the share certificates and the Company's shareholder register, which serves as the basis for certifying the ownership of shares by those shareholders in the Company.

2. Transfer

All shares can be freely transferred unless otherwise stated in the Articles of Association or by law. Shares listed on the Stock Exchange will be transferred according to the regulations of the securities law and stock market rules of the Stock Exchange. The transferor retains the rights and obligations of a shareholder in the Company until the transferee is registered as a shareholder in the Company's shareholder register. The conditions, methods, and procedures for public offering of shares will also follow the regulations of the securities law and stock market rules.

Shares that have not been fully paid for cannot be transferred or entitled to associated rights such as the right to receive dividends, the right to receive shares issued to increase share capital from the owner's equity, the right to purchase newly issued shares, and other rights as stipulated by law.

3. Inheritance

a) In case a shareholder is an individual who passes away, the heir according to the will or by law of that shareholder becomes a shareholder of the company.

b) In case the shares of a deceased individual shareholder have no heir, the heir refuses to accept the inheritance, or the heir is disinherited, those shares will be handled according to civil law provisions.

ARTICLE 10. Share Recovery, Repurchase, and Payment Conditions for Repurchased Shares

1. Share Recovery.

a) In cases where a shareholder does not fully pay for the shares on time, the Board of Directors shall notify the shareholder and has the right to require the shareholder to pay the outstanding amount along with interest on that amount and any costs arising from the failure to pay in full as per the regulations.

b) The payment notice must specify the new payment deadline (at least seven (07) days from the date the notice is sent), the payment location, and must specify that if the payment is not made as required, the unpaid shares will be recalled.

c) If the requirements in the notice are not fulfilled, the Board of Directors has the right to recall the shares before full payment of all amounts due, interest, and related costs. The Board of Directors may accept the surrender of the recalled shares as specified in points d, e, f, and other cases stipulated in this Charter.

d) The recalled shares are considered available for sale. The Board of Directors can either directly or authorize the sale or redistribution of the shares under terms and conditions deemed appropriate by the Board.

e) Shareholders holding recovered shares shall lose their shareholder status for those shares but must still pay all related amounts plus interest at a rate (not exceeding 15% per year) at the time of recovery as decided by the Board of Directors from the recovery date until payment is made. The Board of Directors has full authority to enforce the payment of the full value of the shares at the time of recovery.

f) Recovery notifications will be sent to holders of recovered shares before the recovery date. The recovery remains valid even in case of errors or negligence in sending the notification.

2. Share Repurchase.

a) Repurchase of Shares upon Shareholder's Request.

- Shareholders who vote against the decision regarding the restructuring of the Company or

changes to the rights and obligations of shareholders have the right to request the Company to repurchase their shares. The request must be in writing, specifying the shareholder's name, address, the number of shares of each type, the proposed sale price, and the reason for requesting the repurchase. The request must be submitted to the Company within ten (10) working days from the date the General Meeting of Shareholders approves the decisions related to the matters mentioned in this section.

- The Company must repurchase the shares at the shareholder's request as stated in this section at the market price or a price determined according to the principles within ninety (90) days from the date the request is received. If no agreement on the price is reached, the shareholder may sell the shares to another party, or the parties can request a professional valuation organization to determine the price. The Company will introduce at least three professional valuation organizations for the shareholder to choose from, and the choice will be final.

b) Repurchase of shares as decided by the Company.

The Company has the right to repurchase no more than 30% of the total number of common shares that have been sold, and a part or the entire number of preferred dividend shares that have been sold, under the following regulations:

- The Board of Directors has the right to decide to repurchase no more than 10% of the total number of each type of shares sold within each twelve (12) months. In other cases, the repurchase of shares must be decided by the General Meeting of Shareholders;
- The Board of Directors decides on the repurchase price of shares. For common shares, the repurchase price cannot exceed the market price at the time of repurchase. For other types of shares and shares held by related shareholders without other agreements, the repurchase price cannot be lower than the market price;
- The Company may repurchase shares from each shareholder corresponding to their shareholding in the Company. In this case, the decision to repurchase shares must be communicated in a manner ensuring that all shareholders receive it within thirty (30) days from the date the decision is passed. The notice must include the name, address of the Company's headquarters, the total number of shares and the types of shares to be repurchased, the repurchase price or the principles for determining the repurchase price, the procedures and payment deadlines, and the procedures and deadlines for shareholders to offer their shares for repurchase;
- Shareholders agreeing to sell their shares must submit their offer to sell to the Company in a manner ensuring it is received within thirty (30) days from the date of the notice. The offer must include the shareholder's name, permanent address, ID card number, passport or other valid personal identification of the individual shareholder; name, address of the organization's headquarters, establishment decision number, or business registration number of the corporate shareholder; the number of shares owned and the number of shares offered for sale; the payment method; and the signature of the shareholder or their legal representative. The Company will only repurchase shares offered within the specified period.

3. Conditions for Payment and Handling of Repurchased Shares.

The Company is only allowed to pay for repurchased shares to shareholders as stipulated in Clause 2 of this Article if, immediately after fully paying for the repurchased shares, the Company can still ensure the full payment of debts and other financial obligations.

a) Shares repurchased as stipulated in Clause 2 of this Article are considered repurchased shares and part of the authorized shares available for sale. The Company must register to reduce the Charter Capital equivalent to the total par value of the shares repurchased by the Company

within ten (10) days from the date of completing the payment for repurchased shares, unless otherwise stipulated by the securities law.

b) Share certificates confirming the ownership of repurchased shares must be destroyed immediately after the corresponding shares are fully paid. The Chairman of the Board of Directors and the Director must be jointly responsible for any damage caused to the Company by not destroying or delaying the destruction of the share certificates.

c) After fully paying for the repurchased shares, if the total asset value recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within fifteen (15) days from the date of fully paying for the repurchased shares.

CHAPTER V : ORGANIZATIONAL STRUCTURE AND MANAGEMENT

ARTICLE 11. Management and Governance Structure

The management and governance structure of the Company consists of:

a) The General Meeting of Shareholders;

b) The Board of Directors;

c) The Director.

CHAPTER VI : SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

ARTICLE 12. Rights of Shareholders

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the Company's debts and other obligations to the extent of the capital they have contributed to the Company. .

2. Common shareholders have the following rights:

a) Attend and speak at General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through authorized representatives; or vote remotely; or send votes via email stated in the meeting invitation notice;

b) Receive dividends at the rate determined by the General Meeting of Shareholders;

c) Freely transfer fully paid shares according to the provisions of this Charter and current law;

d) Be given priority to purchase new shares offered in proportion to the percentage of common shares they own;

e) Inspect information related to shareholders on the list of eligible shareholders participating in the General Meeting of Shareholders and request amendments to incorrect information;

f) Review, examine, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) In the event of the Company's liquidation or bankruptcy, to receive a portion of the remaining assets corresponding to their shareholding in the Company after the Company has settled debts with creditors (including liabilities to the State, taxes, and fees) and other types of shareholders as stipulated by law;

h) To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Other rights as stipulated by the Company's Charter and laws.

3. Shareholders or a group of shareholders holding at least 5% of the total number of common

shares have the following rights:

a) Request the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 115, and Article 140 of the Law on Enterprises;

b) Review, investigate, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports from the Audit Committee under the Board of Directors, contracts, transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business confidential information;

c) Request the Audit Committee under the Board of Directors to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following details: full name, contact address, nationality, personal identification documents for individual shareholders; name, business registration code or legal identification documents, and head office address for organizational shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders, and the percentage of ownership in the total shares of the Company; the issues to be examined, the purpose of the examination;

d) Other rights as stipulated by law and this Charter.

ARTICLE 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. Fully and timely pay for the shares they have committed to purchasing.

2. Not to withdraw the contributed capital in the form of common shares from the Company under any circumstances, except in cases where the Company or others repurchase the shares. In case any shareholder withdraws part or all of the contributed share capital in violation of this provision, the shareholder and any related parties within the Company must be jointly responsible for the Company's debts and other obligations to the extent of the withdrawn share value and any resulting losses.

3. Comply with the Company's Charter and internal management regulations.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain the confidentiality of information provided by the Company according to the Company's Charter and the law; only use the information provided to exercise and protect their lawful rights and interests; strictly prohibit the dissemination, copying, or transmission of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

a) Attend and vote directly at the meeting;

b) Authorize other individuals or organizations to attend and vote at the meeting;

c) Attend and vote through online meetings, electronic voting, or other electronic forms;

d) Send the voting ballot to the meeting by mail, fax, or email;

e) Send the voting ballot by [other means] as regulated in the Company's Charter.

7. Assume personal responsibility when representing the Company in any form to perform any of the following acts:

a) Violating the law;

b) Conducting business and other transactions for personal gain or serving the interests of other organizations or individuals;

c) Pay debts not yet due in the face of financial risks to the Company.

8. To complete any other obligations as prescribed by current law.

ARTICLE 14. General meeting of shareholders

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise specified in the Company's Charter, the Board of Directors may extend the annual General Meeting of Shareholders when necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may meet extraordinary. The meeting location of the General Meeting of Shareholders is determined by the chairman and must be located within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders decides on issues as prescribed by law and the Company's Charter, particularly approving the audited annual financial report. In case the audit report of the Company's annual financial statement includes material exceptions, opposing audit opinions, or a refusal to issue an opinion, the Company must invite a representative from an accredited auditing firm to attend the annual General Meeting of Shareholders. The accredited auditing firm representative is responsible for attending the meeting.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The number of members of the Board of Directors or the Audit Committee under the Board of Directors is less than the minimum required by law;

c) At the request of shareholders or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the meeting must be made in writing, specifying the reasons and purposes of the meeting, and signed by the relevant shareholders or in multiple copies with signatures of all involved shareholders;

d) At the request of the Audit Committee under the Board of Directors;

e) Other cases as prescribed by law and the Company's Charter.

4. Convening an extraordinary General Meeting of Shareholders.

a) The Board of Directors must convene the extraordinary General Meeting of Shareholders within 30 days from the date the number of Board members, independent Board members, or Audit Committee members under the Board of Directors is reduced as per item b, Clause 3 of this Article or upon receiving a request as per items c and d of Clause 3 of this Article;

b) If the Board of Directors fails to convene the meeting within the period specified in item a, Clause 4 of this Article, the Audit Committee under the Board of Directors shall convene the meeting as stipulated in Clause 3, Article 140 of the Law on Enterprises;

c) If the Audit Committee under the Board of Directors fails to convene the extraordinary meeting as per item b, Clause 4 of this Article, the shareholders or group of shareholders specified in item c, Clause 3 of this Article have the right to request the Company's representative to

convene the meeting as per the Law on Enterprises;

[In this case, the shareholders or group of shareholders convening the meeting may request the Business Registration Agency to oversee the procedure, the process of convening, holding the meeting, and making decisions at the General Meeting of Shareholders. All costs for convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the expenses incurred by shareholders when attending the meeting, including accommodation and travel costs.]

d) Procedures for organizing the General Meeting of Shareholders are as specified in Clause 5, Article 140 of the Law on Enterprises.

ARTICLE 15. Rights and duties of the general meeting of shareholders

1. The annual General Meeting of Shareholders has the right to discuss and approve the following issues:

a) The audited annual financial report

b) The report of the Board of Directors;

c) The short-term and long-term development plans of the Company;

d) The annual business plan of the Company;

e) The dividend rate for each type of share;

f) Other matters within its authority.

2. The annual and extraordinary General Meetings of Shareholders make written decisions on the following matters:

a) Approval of the annual financial reports;

b) The annual dividend rate for each type of share in accordance with the Law on Enterprises and the rights attached to that type of share. This dividend rate shall not exceed the amount proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;

c) The number of members of the Board of Directors;

d) Selection of the auditing firm;

e) To elect, dismiss, remove and replace members of the Board of Directors;

f) Total remuneration of members of the Board of Directors in the fiscal year and Estimation of remuneration of the Board of Directors in the planned year;

g) To supplement and amend the Charter of the Company;

h) The classes of shares and the number of new shares to be issued for each class, and the transfer of shares of the founders within the first three years from the Date of Establishment;

i) To split, separate, consolidate, acquisite or transform the form of the Company;

j) To reorganize and dissolve (liquidate) the Company and appoint the liquidator;

k) To inspect and handle violations of the Board of Directors or the Internal Auditing Board causing damage to the Company and its shareholders;

l) To make decisions on investing/selling assets valued at least or above 35% of total value of assets of the Company recorded in the most recent audited financial statements;

m) The Company acquisites more than 10% of the total number of shares of each class already

issued;

n) Any contract, transaction is signed by the Company with objects stipulated at Clause 1 Article 167 Laws of Enterprise valued at least or above 35% 35% total value of assets of the Company recorded in the most recent financial statements;

o) Other matters in accordance with the Laws and such Charter;

Shareholders shall not be allowed to vote in the following

a) The contracts stipulated at point n clause 2 this Article when such shareholder or a person related to such shareholder is a party to the contract;

b) The share repurchase of such shareholder or of a person related to such shareholder except for the case where the share repurchase is carried out according to the ownership ratio of all shareholders or the repurchase is made through order matching on the Stock Exchange or public offer in accordance with law.

4. All resolutions and issues included in the agenda shall be discussed and voted on at the General Meeting of Shareholders.

ARTICLE 16. Authorized representative

1. Shareholders who have the rights to attend the General Meeting of Shareholders in accordance with law may directly attend or authorize individuals and organizations to attend. In case more than one authorized representative is appointed, the number of shares and the number of votes of each representative shall be specified.

2. The authorization of individuals and representative organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be made in writing. The authorization document shall be made in accordance with the provisions of civil law and shall clearly stated the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of authorization, the duration of the authorization, and the signatures of the authorizing parties and the authorized parties.

The individuals authorized to attend the General Meeting of Shareholders shall submit a written authorization document when registering to attend the meeting. In case of re-authorization, the meeting attendee shall additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting card of the authorized individual to attend the meeting within the scope of authorization shall stay valid when one of the following cases occurs, except:

a) The authorizer has died, has limited to or lost capacity for civil act;

b) The authorizer has canceled the appointment of the authorization;

c) The authorizer has canceled the authority of the individual performing the authorization.

Such clause shall be inapplicable to the case that the Company receives notice of one of the mentioned events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

ARTICLE 17. Change of rights

1. The change or cancellation of special rights associated with a class of preference shares takes effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on

the contents that adversely change the rights and obligations of shareholders owning preference shares may only be approved if approved by the number of preference shareholders of the same class attending the meeting owning 75% or more of the total preference shares of such class or 75% or more of the total shares owned by preference shareholders of the same class the shall be approved in case of approval of the resolution in the form of written consultation.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the value of such issued shares. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the 30 days thereafters and the holders of shares of such class (regardless of the number of induviduals and number of shares) who are presented in person or through authorized representatives shall be considered as having the required number of delegates. At the meetings of shareholders holding the mentioned preferential shares, holders of shares of such class who are presented in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at the mentioned meetings.

3. The procedure for conducting such separate meetings shall be carried out accordingly to the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless the terms of the share offering provided otherwise, the special rights attached to the classes of shares have preferential rights in respect of some or all of the matters relating to the distribution of the profits or assets of the Company remained unchanged when the Company issues additional shares of the same class.

ARTICLE 18. Meeting convening, meeting agenda and announcement of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 14 of this Charter.

2. The convenor of the General Meeting of Shareholders shall perform the following tasks:

a) Prepare an eligible shareholder list to participate and vote at the General Meeting of Shareholders. The shareholder list entitled to attend the General Meeting of Shareholders shall be made no later than [10] days before the date of sending the invitation notice of the General Meeting of Shareholders. The Company shall publish information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) To prepare the agend and contents of the Meeting;

c) To prepare documents for the Meeting;

d) To draft a resolution of the General Meeting of Shareholders in accordance with the proposed contents of the Meeting;

e) To determine the time and venue of the Meeting;

f) To send a notice of invitation the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other activities to serve the Meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission and the Stock Exchange where the shares of the Company are listed or registered for trading. The

convenor of the General Meeting of Shareholders shallsend a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least 21 days prior to the opening date of the meeting (counting from the date on which the notice is duly sent or delivered). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the website of the Company. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting shall be clearly stated the link to all meeting documents for shareholders to access, including:

a) Meeting agenda, documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors, members of the Audit Committee under the Board of Directors;

c) Voting cards;

d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders mentioned in Clause 3, Article 12 of this Charter have the rights to propose the issues included in the agenda of the General Meeting of Shareholders. The proposal shall be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal shall include the full name of the shareholder, permanent residence address, number of the citizen identity card, passport or other legal authentication for individual shareholders; Name, enterprise code or establishment decision, head office address for shareholders as organizations; the number and class of shares held by the individual, and the content of the proposal included in the meeting agenda.

5. The convenor of the General Meeting of Shareholders has the rights to reject proposals related to Clause 4 of this Article in the following cases:

a) The petition is sent in contravention of the provisions of Clause 4 of this Article;

b) At the time of petition, the shareholder or group of shareholders does not hold [5%] or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c) The issue of recommendations does not fall within the decision-making competence of the General Meeting of Shareholders;

d) Other cases as prescribed by law and this Charter.

6. The convenor of the General Meeting of Shareholders shall accept and include the proposals specified in Clause 4 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

ARTICLE 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 50% of the total voting shares.

2. In case where the first meeting fails to meet the conditions prescribed in Clause 1 of this Article, the notice of invitation of the second meeting shall be sent within 30 days following the date of the first meeting. The second General Meeting of Shareholders shall be convened when the number of shareholders attending the meeting represents at least 33% of the total number of the voting shares.

3. If the second meeting fails to meet the conditions stipulated in Clause 2 of this Article, the notice of invitation to the third meeting shall be sent within 20 days following the date of the

second meeting. The Third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of shareholders attending the meeting.

4. At the request of the Chairman, the General Meeting of Shareholders has the rights to change the meeting agenda enclosed with the notice of invitation to the meeting as prescribed in Clause 3, Article 18 of this Charter.

ARTICLE 20. Procedure for conducting the meeting and voting at the General Meeting of Shareholders

1. Before the opening of the General Meeting of Shareholders, the Company shall carry out the procedures for registering shareholders and the registration shall be made until all shareholders who have the rights to attend the meeting are presented to register.

2. When conducting shareholder registration, the Company shall issue each shareholder or authorized representative having the rights to vote on a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder. When voting at the meeting, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or opposition is counted for decision. The total number of votes in favor, opposition, abstention or invalid voting on each issue shall be notified by the Chairperson immediately after voting on such issue. The meeting shall elect persons responsible for counting votes or supervising the counting at the request of the presiding judge. The number of members of the vote counting board shall be decided by the General Meeting of Shareholders at the request of the Chairperson.

3. Shareholders and authorized representatives of shareholders attending the General Meeting of Shareholders after the opening of the meeting are still entitled to register immediately and then have the right to participate and vote at the general meeting. The Chairperson may stop the meeting for the late arrivals for registration; in this case the validity of the previously voted contents will noted be influenced.

4. The General Meeting of Shareholders shall be the Chairperson of the meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapable of working, the remaining members shall elect one of them to be the Chairperson of the meeting in the principle of majority vote. In case of not electing the chairperson, the independent member of the Board of Directors shall direct the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest vote will be the Chairperson of the meeting.

   In other cases, the person who signs to convene the General Meeting of Shareholders directs the General Meeting of Shareholders to elect the chairperson of the Meeting and the person with the highest vote will be the chairperson of the meeting.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly specify the time for each issue in the agenda.

6. The Chairperson shall be entitled to adjourn the General Meeting of Shareholders which it has enough attendants registering to attend the meeting any time or to change the meeting venue in the following cases:

a) The meeting venue does not have enough seats for all participants;

b) The means of communication at the meeting place do not guarantee the attending shareholders to participate and discuss and vote;

c) Some participants in the meeting have behaved in a manner that is obstructing or disturbing the

order and threatening to cause the meeting to be conducted in a fair and legal manner.

7. The Chairperson of the General Meeting of Shareholders shall be entitled to take necessary measures to handle the meeting reasonably, in accordance with the approved agenda and reflect the wishes of the majority of participants.

   If the chairperson adjourns or suspends the General Meeting of Shareholders in contravention of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from the meeting to replace the chairperson to direct the meeting until the meeting ends; all resolutions adopted at that meeting are enforceable.

8. The convenor of the General Meeting of Shareholders shall be entitled to request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures. In case any shareholder or authorized representative fails to comply with the above-mentioned inspection regulations or security measures, the convenor of the General Meeting of Shareholders may, after careful consideration, refuse or expel the aforementioned shareholder or representative from the General Meeting.

9. The convenor of the General Meeting of Shareholders, after careful consideration, may take such measures as the Board of Directors deems appropriate to:

a) Arrange seats at the meeting place of the General Meeting of Shareholders;

b) Ensure the safety of individuals presented at meeting locations.

c) Create conditions for shareholders to attend (or continue to attend) the General Meeting;

d) The convenor of the General Meeting of Shareholders has the full rights to change the above-mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.

10. In case the above-mentioned measures are applied at the General Meeting of Shareholders, the convener of the General Meeting of Shareholders when determining the location of the General Meeting may:

a) Notice that the meeting will be conducted at the location specified in the notice and that the presiding chairman of the meeting will be presented there ("Main venue of the meeting");

b) Arrange and organize shareholders or authorized representatives who are unable to attend the meeting under this Article or who wish to participate at a location other than the main venue of the meeting to attend the meeting at the same time;

c) The notice of the organization of the meeting does not need to specify the organizational measures under this Article.

11. Under such Terms and Conditions (unless circumstances required otherwise), all shareholders shall be deemed to attend the General Meeting at the Main Venue of the General Meeting.

12. The Company shall hold the General Meeting of Shareholders at least once a year. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

13. The Company is applied modern technology to organize the General Meeting of Shareholders. Relevant contents are specified in the internal regulations on corporate governance. In this case, the Company is responsible for ensuring that shareholders can attend and vote through online meetings, electronic voting or other electronic forms as stiplulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Decree No. 155/ND-CP of the Government dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

ARTICLE 21. Approval of the decision of the General Meeting of Shareholders

1. A resolution on the following contents shall be approved in case of the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

a) Classes of shares and the total number of shares of each class;

b) Change of business lines, trades and fields;

c) Change the organizational structure of the Company management;

d) Projects on investment or sale of assets valued at least 35% of the total value of assets are recorded in the most recent financial statements of the Company, unless the charter of the Company stipulates other ratios or values;

e) Reorganization and dissolution of the Company;

2. Other resolutions shall be passed when they are approved by the number of shareholders representing at least 50% of the voting shares of all attending shareholders, except in the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are legal and effective even if the order and procedures for convening and approving such resolutions violate the provisions of the Law on Enterprises and the company's charter.

4. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders as prescribed in Article 24 of this Charter, such resolution shall remain effective until the decision to annul such resolution of the Court or Arbitrator takes effect. Except for the case of application of provisional emergency measures under decisions of competent agencies. In case the decision of the General Meeting of Shareholders is annulled by the decision of the Court or the Arbitrator, the convenor of the annulment meeting of the General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 (sixty) days according to the order procedures specified in the Law on Enterprises and this Charter.

ARTICLE 22. Authority and procedures for poll in writing in order to pass resolutions of General Meeting of Shareholders

The authority and procedures for poll in writing in order to pass resolutions of General Meeting of Shareholders shall be implemented as below:

1. The Board of Directors is entitled to vote by the poll in order to pass a resolution of the General Meeting of Shareholders if it thinks for the interests of Company.

2. The Board of Directors prepares the voting cards, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send to all shareholders with voting rights; at least 10 days before the deadline they shall be returned. The request and manner of sending voting slips and accompanied documents shall comply with the Clause 3 Article 18 of this Charter;

3. The voting ballot must contain the following basic details:

a) Name, head office address, and business code number;

b) Purpose;

c) Full name, permanent residential address, nationality, and citizen identity card, identity card, passport or other lawful personal identification in respect of a shareholder being an individual; name, business code number or number of establishment decision, head office address of a shareholder being an organization or full name, permanent residential address, nationality, citizen identity card, identity card or passport or other lawful personal identification of the authorized representative of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;

d) Issues to be passed to be voted;

e) Voting options include in favour, again or abstention;

f) Deadline to return answered feedback form to the Company;

g) Full names and signature of the chairman of the Board of Directors.

4. Shareholders can return the voting card to the Company by mail, fax or e-mail according to the following regulations:

a) By mail. The voting slip must bear the signature of the shareholder being an individual, and of the authorized representative or of the legal representative of the shareholder being an organization. The voting slip returned to the company must be enclosed in a sealed envelope and not be opened by any person prior to vote- counting;

b) By fax or electronic mail: The voting slip sent to the company by fax or electronic mail must be keep confidential until the time of counting of votes;

c) The voting slips returned to the company after the expiry shown in its contents or opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid. Failing to return shall be deemed to waive the vote.

5. The Board of Directors shall organize the vote-counting and prepare the minutes of vote counting in the presence of the Supervisory Board or non-executive shareholders in the Company. The minutes of vote-counting shall include the following basic details:

a) Name, head office address, and business code number;

b) Purpose and issues for the poll to be passed a resolution;

c) Number of shareholders with total numbers of voting share, classifying the votes into valid and invalid and method of sending votes and a list of the shareholders in the vote;

d) Total number of votes in favour, against and abstention;

e) Passed issues and the voting rates passed accordingly;

f) Full names and signature of the Chairman of the Board of Directors, the person in charge of supervising the vote-counting, and person in charge of counting. The members of Board, person in charge of counting and supervising the vote-counting are jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and are jointly liable for any loss arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

6. The minutes of vote-counting and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote-counting. They may be published on the website of the Company instead within 24 hours from the date of completion of vote-counting.

7. The final voting slips, minutes of vote-counting, passed resolution and any related documents sent with all poll shall be kept at the registered office of Company.

8. The resolution shall be passed in the form of a written consultation of shareholders if the number of shareholders owning more than 50% of the total number of votes of all shareholders with the

rights to vote in favor or is valid as the resolution passed at the General Meeting of Shareholders.

ARTICLE 23. Resolutions, Minutes of General Meeting of Shareholders

1. The General Meeting of Shareholders shall be shown in the minutes and sound recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and also be in foreign languages and must include following main details:

a) Name, head office address, and business code number;

b) Time and location of meeting;

c) Contents and agenda of the meeting;

d) Full names of the chairperson and secretary;

e) Summary of developments of meeting and opinions stated in the General Meeting of Shareholders on each matter set out in the agenda;

f) Number of shareholders and total number of votes of attending shareholders, list of registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and corresponding total number of votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;

h) Passed issued and corresponding percentage of votes in favour;

i) Signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairperson and secretary refused to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved prior to closing of the meeting. The chairperson and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. The minutes prepared in Vietnamese and foreign language versions shall be equal legal validity. In the case of any difference in the contents of Vietnamese version and foreign language version, the contents in the Vietnamese version shall prevail.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the head office of the Company.

ARTICLE 24. Demand for cancellation of resolutions of General Meeting or Shareholders

Trong thời hạn 90 ngày kể từ ngày nhận được nghị quyết hoặc biên bản họp Đại hội đồng cổ đông hoặc biên bản kết quả kiểm phiếu lấy ý kiến Đại hội đồng cổ đông, cổ đông hoặc nhóm cổ đông quy định tại khoản 2 Điều 115 Luật Doanh nghiệp có quyền yêu cầu Tòa án hoặc Trọng tài xem xét, hủy bỏ nghị quyết hoặc một phần nội dung nghị quyết Đại hội đồng cổ đông trong các trường hợp sau đây:

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 by the poll from the General Meeting of Shareholders, a shareholder or a group of shareholders stipulated in Clause 2 Article 115 of Law on Enterprises is entitled to request a court or an arbitrator to consider and cancel a resolution or part of resolution of the General Meeting of Shareholders in the following cases:

1. The sequence, procedures for convening the meeting and making the decision of the General Meeting of Shareholders seriously violate Law on Enterprise and the Company Charter, except in the case stipulated in Clause 3 Article 21 of this Charter.

2. The contents of resolution breach the law or the Charter.

CHAPTER VII : BOARD OF DIRECTORS

ARTICLE 25. Candidacy, nomination of members of the Board of Directors

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the website of the Company so that Shareholders can study such candidates before leaving ticket. Candidates for the Board of Directors shall make a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and shall commit to performing their duties in an honest manner if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors shall be announced including the following basic details:

a) Full name, date of birth;

b) Educational level;

c) Professional qualifications;

d) Work progress;

e) Companies in which the candidate is holding positions as members of the Board of Directors and other managerial positions;

f) An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Board of Directors of the Company;

g) Benefits related to the Company (if any);

h) Full name of the shareholder or group of shareholders nominating such candidate (if any);

i) 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. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% shall be nominated a maximum of two (02) candidates; from 30% to less than 40% shall be nominated a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% shall be nominated a maximum of seven (07) candidates; and from 80% to less than 90%, a maximum of eight (08) candidates will be nominated.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient for the necessary number, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism prescribed by the Company in the Internal Regulation on corporate governance. 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 making the nomination in accordance with law.

ARTICLE 26. Terms of office and number of members of Board of Directors

1. The Board of Directors shall have five (05) members. The term of office of members of the Board shall not exceed five (05) years; and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

2. The structure of the Board of Directors with the number of independent members of the Board of Directors must ensure at least 01 independent member in case that the Company has the number of members of the Board of Directors from 03 to 05 members; At least 02 independent members in case that the Company has the number of members of the Board of Directors from 06 to 08 members; At least 03 independent members in case that the Company has the number of members of the Board of Directors from 09 to 11 members.

3. A member of the Board of Directors shall be ineligible as a member of the Board of Directors in the following cases:

a) Not being eligible to be a member of the Board of Directors under the provisions of the Law on Enterprises or prohibited by law from being a member of the Board of Directors;

b) Submission of resignation letter;

c) Has a mental disorder and another member of the Board of Directors has professional evidence that the person is no longer capable of conduct;

d) Failing to attend meetings of the Board of Directors continuously within six (06) consecutive months, except for force majeure cases;

e) Pursuant to the decision of the General Meeting of Shareholders;

f) Being convicted by a court with a legally effective judgment or decision;

g) Not being honest in performing their duties and powers or abusing their positions and powers to benefit themselves or others;

h) Providing false personal information when submitting to the Company as a candidate for the Board of Directors.

4. A member of the Board of Directors must satisfy the following criteria and conditions:

a) Being a Vietnamese citizen, permanently residing in Vietnam;

b) Having sufficient civil act capacity, professional qualifications, management capacity, experience in the main field of operation of the Company;

c) Have good health, moral qualities, honesty, integrity, understanding and sense of law observance;

d) Not subject to prohibition from holding management and executive positions in enterprises as prescribed by law.

e) Other standards as prescribed by law.

5. The appointment of members of the Board of Directors must be notified in accordance with the provisions of the law on securities and securities market.

6. A member of the Board of Directors is not necessarily a shareholder of the Company.

7. Standards of members of Board of Outside Directors:

a) Not working for a company or a subsidiary of the company; must not have worked for the Company or its subsidiaries for at least 3 consecutive years.

b) Not receiving salary or remuneration from the company, except for allowances to which members of the Board of Directors are entitled as prescribed;

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

d) Not directly or indirectly owning at least 1% of the total voting shares of the company;

e) Not being a member of the Board of Directors or the Audit Committee under the Board of Directors of the company for at least 5 consecutive years.

f) Not being a major shareholder or representative of a major shareholder or a related person of a major shareholder of the company;

g) Not working at organizations providing legal consultancy and audit services for the company in the last two (02) years;

h) Not being a partner or related person of a partner whose annual transaction value with the company accounts for thirty percent (30%) or more of the total turnover or total value of goods and services purchased by the company in the last two (02) years.

8. Independent members of the Board of Directors must notify the Board of Directors that they no longer fully meet the conditions specified in Clause 10, Article 25 and automatically cease to be independent members of the Board of Directors from the date on which they do not fully meet the conditions. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent member set up relevant Board of Directors.

ARTICLE 27. Rights and obligations of the Board of Directors

1. Business activities and works of the Company shall be under the control of or direction of the Board of Directors. The Board of Directors (Board) is the managing body of Company and has full authority to make decisions in the name of Company and to exercise the rights and obligations of Company which do not fall under the authority of the General Meeting of Shareholders

2. The rights and obligations of the Board of Directors are stipulated by law, Charter, internal regulations of the Company and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and tasks:

a) To make decisions on medium-term developmental strategies and plans, and annual business plans of Company;

b) To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c) To appoint, dismiss, sign contracts, terminate contracts with Director and other executives and deciding on their salaries;

d) To supervise and direct the Director and other executives;

e) To make decisions on the organizational structure, to make decisions on the establishment of subsidiary companies, branches and representative offices and capital contribution to or purchase of shares of other enterprises;

f) To settle complaints of the Company against the business operator as well as to decide to select the representative of the Company to resolve issues related to legal proceedings against such executives;

g) To recommend the classes of shares and total number of shares of each class which may be offered;

h) To recommend bonds, convertible bonds and warrant-linked bonds which may be offered;

i) To make decisions on the selling price of shares and bonds of Company in case of authorization of the Board of Directors;

j) To appoint, dismiss, remove the managing director or other executives of the Company when the Board of Directors considers as a supreme interest of the Company. The above-mentioned dismissal must not be contrary to the contractual rights of the dismissed individuas (if any);

k) To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations;

l) To recommend re-organization or dissolution, or to request bankruptcy of Company;

m) To report to the General Meeting of Shareholders on the appointment of the Managing Director by the Board of Directors.

n) To make decision on internal management rules of Company after being approved by the General Meeting of Shareholders to effectively protect shareholders;

o) To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to obtain the poll for General Meeting of Shareholders to pass the decisions;

p) To submit audited annual financial statements to the General Meeting of Shareholders.

3. The following issues must be approved by the Board of Directors:

a) To establish branches or representative offices of the Company;

b) To establish of subsidiaries of the Company;

c) Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the cases specified in Clause 2, Article 138 and Clause 1, which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment and cancellation of major contracts of the Company;

d) To appoint and dismiss persons authorized by the Company to be commercial representatives and lawyers of the Company;

e) The borrowing of debts and the performance of mortgages, guarantees, and indemnities of the Company;

f) Investments that are not part of the business plan or investments exceeding 10% of the plan value;

g) The purchase or sale of shares of other companies established in Vietnam or abroad;

h) The valuation of assets contributed to the Company is not in cash in the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

i) The repurchase or recovery of not more than 10% of the total number of shares of each type offered for sale in twelve (12) months;

j) Business matters or transactions that the Council decides require approval within the scope of

its powers and responsibilities;

k) To decide on the price of repurchase or recovery of shares of the Company;

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular on the Board's supervision of the CEO and other executives during the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the annual financial statements of the Company will be considered invalid and have not been approved by the Board of Directors.

5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to act on behalf of the Company.

ARTICLE 28. Remuneration, salary and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or equally in case of failure to reach an agreement.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, the right to purchase shares and other benefits enjoyed from the Company, its subsidiaries, associated companies and other companies of which the members of the Board of Directors are representatives of the contributed capital, must be disclosed in detail in the Company's annual report Company. The remuneration of the members of the Board of Directors must be expressed in a separate section in the Company's annual financial statements.

3. a member of the Board of Directors who holds an executive position (including the position of Chairman or Vice Chairman), or a member of the Board of Directors who serves on subcommittees of the Board, or performs other duties which, in the opinion of the Board, are outside the scope of the ordinary duties of a member of the Board, may be paid additional remuneration in the form of a lump-sum remuneration on a one-time basis, salary, commission, percentage of profit, or in another form at the discretion of the Board of Directors.

4. Members of the Board of Directors shall be entitled to payment of all expenses of travel, board, lodging, and other reasonable expenses incurred by them in the performance of their duties as members of the Board, including expenses incurred in attending meetings of the Board, or subcommittees of the Board of Directors or the General Meeting of Shareholders.

ARTICLE 29. Chairman of the Board of Directors

1. The Board shall elect a member of the Board to act as the Chairman.

2. The Chairman of the Board of Directors shall obligate to prepare programs, documents, convene and preside over the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and obligations specified in this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors sends annual financial statements, reports on operations of the Company, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;

4. The Chairman of the Board of Directors may be dismissed at the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

ARTICLE 30. Meetings of the Board of Directors

1. The Chairman of the Board shall be elected at the initial meeting of a term of the Board within seven (07) business days from the date of completion of the election of the Board for that term. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members obtain the same highest votes or the same highest percentage of votes, the members shall elect by a majority vote to select a person amongst them to convene the meeting.

2. Chairman of the Board of Directos shall convene the Meetings of the Board of Directors on a regular basis or extraordinarily, prepare meeting agenda, meeting time and meeting venue at least three (03) days prior to scheduled meeting date. The Chairman of the Board may convene a meeting of the Board when it is considered as necessary, but the meeting must be held every quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board made in writing and must specify the objectives and issues to be discussed, and decisions within the authority of the Board in any of the following circumstances:

a) At the request of Chairman or at least five (05) other managers;

b) At the request of at least two executive members of the Board;

c) At the request of Independent member of the Board of Directors.

4. The Meeting of the Board of Directors stiplulated at Clause 3 this Article must be convened within seven (07) business days after the request of the meeting. If the Chairman fails to convene a meeting of the Board at the request, the Chairman shall be liable for losses caused to the Company; the person making the request is entitled to convene a meeting of the Board of Directors stipulated at Clause 3 of this Article.

5. In case of request of an independent auditing firm to audit the financial statements of the Company, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and situation of the Company.

6. The meeting venue and meetings of the Board of Directors shall be conducted at the registered address of the Company or other addresses in Vietnam or abroad under the decision of the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

7. Notice and Meeting Agenda: Notice of the Board meeting must be sent to the members of the Board of Directors at least three (03) working days before the meeting is held, the members of the Board of Directors may refuse the notice of invitation to the meeting in writing and this refusal may be changed or canceled in writing by the members of the Board co-administrators. The notice of the meeting of the Board of Directors must be made in Vietnamese and must be fully notified of the agenda, time and place of the meeting, enclosed with necessary documents on the issues to be discussed and voted on at the meeting and the voting votes of members.

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

8. The meeting of the Board shall be conducted where three quarters (3/4) or more of the total members are in attendance or under the attendance of thre representatives if approved by most of members of the Board of the Directors.

   If the convened meeting does not have sufficient attending members as stipulated, it shall be convened again within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if there is more than half of number of members of the Board

of Directors attending the meeting.

9. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting may:

a) Listen to each other member of the Board of Directors speaking in the meeting;

b) Speak to all other participants at the same time. Communication between members may be conducted directly by telephone or other means of communication, or a combination of all of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place where the meeting is held under this regulation is the place where the largest group of members of the Board of Directors gathers, or the place where the Chairman of the meeting is present.

Decisions adopted during a legally held and conducted telephone meeting shall be effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board attending this meeting.

10. Members of the Board of Directors may send ballots to the meeting by mail, fax or email. In case of sending ballot papers to the meeting by mail, the ballot papers must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Ballots may only be opened in the presence of all participants.

11. Voting

a) Except for the provisions of Point b, Clause 11 of this Article, each member of the Board of Directors or an authorized person as prescribed in Clause 8 of this Article who is directly present as an individual at the meeting of the Board of Directors shall have one vote;

b) A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to such member has interests and such interests conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be counted towards the minimum number of delegates required to be present to be able to hold a Board meeting on decisions for which the member does not have the right to vote;

c) According to the provisions of Point d, Clause 11 of this Article, when there are issues arising in a meeting of the Board of Directors related to the interests or voting rights of members of the Board of Directors but such members do not voluntarily give up their voting rights, such arising issues shall be forwarded to the chairman of the meeting and the judgment of the relevant chairman to all other members of the Board of Directors shall be valid as a final decision, unless the nature or scope of interests of the relevant Board members has not been fully announced;

d) A member of the Board of Directors who benefits from a contract specified at Points a and b, Clause 4, Article 37 of this Charter shall be deemed to have a significant interest in such contract.

12. Public disclosure of relevant interests: Members of the Board of Directors who directly or indirectly benefit from a contract or transaction that has been signed or are expected to be signed with the Company and know that they have an interest in it, will have to disclose the nature and content of such interests at the meeting at which the Board of Directors first considers the issue of signing this contract or transaction. In case a member of the Board of Directors does not know that he or she and the related person have an interest at the time the contract or transaction is signed with the Company, this member must make it public at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the transaction or inter-contractual official.

13. Majority vote: The Board of Directors approves resolutions and makes decisions on the basis of following the approval of the majority of members of the Board of Directors present (over 50%). In case the number of votes in favor and against is equal, the vote of the Chairman will be the decisive vote.

14. Resolutions in the form of written consultation shall be adopted on the basis of the approval of the majority of members of the Board of Directors with the right to vote. This Resolution is as effective and valid as the resolution adopted by the members of the Board of Directors at the meeting convened and organized according to custom.

15. Minutes of meetings of the Board of Directors: The Chairman of the Board of Directors is responsible for forwarding the minutes of meetings of the Board of Directors to the members and such minutes as authentic evidence of the work conducted in such meetings, unless there is an objection to the contents of the minutes within ten (10) days from the date of transfer. Minutes of meetings of the Board of Directors shall be made in Vietnamese and must be signed by the chairman and the person recording the minutes.

    In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting, if all other members of the Board of Directors attend and agree to approve the minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, this Record shall take effect. The minutes of the meeting clearly state that the chairman and the person recording the minutes refuse to sign the minutes of the meeting. The signatory of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairman and the person taking the minutes shall be personally responsible for the damage caused to the enterprise due to refusal to sign the minutes of the meeting in accordance with the company's charter and relevant laws.

ARTICLE 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subordinate subcommittee to be in charge of development policies, personnel, remuneration, and internal audit. The number of members of the subcommittee shall be decided by the Board of Directors, but there should be at least three (03) persons including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the sub-committee and one of these members shall be appointed as the Head of the sub-committee at the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee who are members of the Board of Directors.

2. Actions to implement decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons who have the status of members of subcommittees of the Board of Directors must be in accordance with current legal provisions and the provisions of the Charter of the Company.

ARTICLE 32. 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 corporate governance to support the effective conduct of corporate 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.

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

a) Knowledge of the law;

b) Not working for an independent auditing firm which is auditing financial statements of the Company;

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 corporate governance when necessary but not contrary to the current provisions of the law on labor. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.

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

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related works between the Company and Shareholders;

b) To prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;

c) To advise the procedures of meetings;

d) To attend meetings;

e) To advise procedures for resolutions of the Board of Directors in accordance with the provisions of law;

f) To provide financial information, copies of the minutes of the Board of Directors meeting and other information to members of the Board of Directors and the Controller;

g) To supervise and report to the Board of Directors on the information disclosure activities of the Company.

h) To secure information in accordance with the provisions of law and the Charter of the Company;

i) Other rights and obligations as prescribed by law and internal regulations on corporate governance.

CHAPTER VIII : DIRECTOR AND OTHER EXECUTIVES

ARTICLE 33. Management organization

The Company has a management system that ensures that the management structure will be accountable to the Board of Directors and subject to the supervision of the Board of Directors in the business activities of the Company. The Company has one (01) Managing Director, Vice Directors, Chief Accountant and other managerial titles appointed by the Board of Directors. The appointment, dismissal or dismissal of the above-mentioned titles must be approved by a resolution of the Board of Directors.

ARTICLE 34. Business Executives

1. At the request of the Director and approved by the Board of Directors, the Company shall recruit other executives with the number and standards in accordance with the management structure of the Company and regulations prescribed by the Board of Directors. Business executives shall be responsible for diligence to support the Company in achieving the goals set out in its operations and organization.

2. The salary, remuneration, interests, and other terms of the employment contract for the Managing Director shall be decided by the Board of Directors and contracts with other executives shall be decided by the Board of Directors after consultation with the Managing Director.

ARTICLE 35. Appointment, dismissal, duties and rights of the Director

1. Function:

The Director is the legal representative who administers the daily operations of the Company in accordance with the objectives, plans and resolutions and decisions of the Board of Directors, in accordance with this Charter; take responsibility beyond the Board of Directors and law for the performance of assigned rights and duties.

2. Appointment:

The Board of Directors shall appoint a member of the Board of Directors or another person as a Director; signing a contract stipulating salary, remuneration and other interests. The remuneration, salary and other interests of the Director shall be reported in the Annual General Meeting of Shareholders, expressed as a separate section in the Annual Financial Statement and stated in the annual report of the Company.

3. Term of office:

The term of office of the Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract. The Managing Director is not a person who is prohibited by law from holding this position and shall meet the standards and conditions prescribed by law and the Charter of the Company.

4. The rights and obligations of the Director:

a) To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b) To decide on all issues related to the daily business of the Company which are not under the jurisdiction of the Board of Directors, including signing on behalf of the Company financial and commercial contracts, organizing in accordance with Clauses 4 and 5, Article 3 of this Charter and administering the daily business activities of the Company in accordance with the management best practices;

c) To propose the number and other executives that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose salaries, remuneration and other benefits for other executives for the Board of Directors to decide;

d) To consult with the Board of Directors to decide on the number of employees, appointments, dismissals, salaries, allowances, interests and other terms related to their employment contracts;

e) On October 31 of each year, the Director shall submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five-year financial plan;

f) To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

g) To propose measures to improve the operation and management of the Company;

h) To propose a plan to pay dividends or handle losses in business;

i) To propose the organizational structure plan, regulations on internal management of the Company;

j) To prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual estimate (including the balance sheet, the report on production and business activities and the expected cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and shall include the information specified in

the Company's statutes;

k) To implement all other activities in accordance with the provisions of this Charter and the regulations of the Company, resolutions of the Board of Directors, labor contracts of the Director and the law.

5. The Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of their assigned duties and rights and shall report to these agencies when requested.

6. The Director shall administer the day-to-day business of the Company in accordance with the provisions of law, this Charter, the signed labor contract and the decision of the Board of Directors. To be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of their assigned rights and duties and to report to these levels when requested.

7. The Board of Directors may dismiss the Director when a majority of the members of the Board of Directors have the rights to vote at the meeting to approve and appoint a new Managing Director for a replacement.

CHAPTER IX : AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

ARTICLE 36. Candidacy, nomination of members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not the executives of the Company.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

ARTICLE 37. Members of the Audit Committee

1. The Audit Committee has at least 02 members. The Chairperson of the audit committee shall be an independent member of the Board of Directors. Other members of the audit committee shall be non-executive members of the Board of Directors.

2. Members of the Audit Committee shall have knowledge of accounting and auditing, have a general understanding of the law and the operations of the Company and not fall into the following cases:

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

b) Being a member or employee of an auditing organization that is approved to audit the financial statements of the Company in the previous 03 consecutive years.

3. The Chairperson of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, except for the case.

ARTICLE 38. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises, the Charter of the Company and the following rights and obligations:

1. Have the rights to access documents related to the operation of the Company, communicate with other members of the Board of Directors, Director (General Director), Chief Accountant and other managers to collect information for the operation of the Audit Committee.

2. Have the rights to request representatives of approved auditing organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.

3. Use legal, accounting or other external consultancy services when necessary.

4. Develop and submit to the Board of Directors policies for risk detection and management; propose to the Board of Directors solutions to handle risks arising in the operations of the Company.

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

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

ARTICLE 39. Audit Committee Meetings

1. The Audit Committee shall hold the meetings at least 02 times in a year. The minutes of the meeting shall be made in details, clearly and shall be kept in full. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee shall approve the decision by voting at the meeting, collecting opinions in writing or other forms prescribed by the [Company Charter or the Audit Committee Operation Regulation]. Each member of the Audit Committee has one vote. Unless the [Charter of the company or the Regulation on operation of the Audit Committee] provides for a higher rate, the decision of the Audit Committee shall be approved if approved by the majority of the members attending the meeting; in case the number of votes is equal, the final decision belongs to the party with the opinion of the Chairperson of the Audit Committee.

ARTICLE 40. Report on the activities of the independent member 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 on activities at the Annual General Meeting of Shareholders.

2. The report on the 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 in accordance with the Law on Enterprises and the Charter of the Company;

b) Summarize 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 Company;

d) An evaluation report on transactions between the Company, its subsidiaries and other companies under the control of more than 50% of the charter capital with members of the Board of Directors, Directors (General Directors), other executives of the enterprise and related persons of such subjects; transactions between the Company and the company in which members of the Board of Directors, Directors (General Directors) and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years prior to the time of transaction;

e) The results of the assessment of the internal control and risk management system of the Company;

f) Supervision results for the Board of Directors, Director (General Director) and other executives

of the enterprise;

g) The results of the evaluation of the coordination between the Audit Committee and the Board of Directors, the Director (General Director) and shareholders.

CHAPTER X : RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MANAGING DIRECTOR AND OTHER EXECUTIVES

ARTICLE 41. Responsibilities of prudence

Members of the Board of Directors, the Managing Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the best interests of the Company.

ARTICLE 42. Responsibilities of honesty and avoidance of interest conflicts

1. Members of the Board of Directors, Managing Director, and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes, and at the same time, they are not allowed to use information that has not been authorized to be published by the Company or information obtained from their positions for personal gain or for service interests of other organizations or individuals.

2. Members of the Board of Directors, Managing Director, and other executives are required to:

a) Notify the Board of Directors of any interests that may conflict with those of the Company, which they may derive through economic entities, transactions, or other individuals.

b) Disclose any transactions between the Company, its subsidiaries, or businesses in which the Company holds over 50% of the charter capital and such members or their related parties, as required by law.

c) Report to the Board of Directors the name, business registration number, registered address, and business activities of any enterprise in which they or their related parties hold capital contributions or shares, along with the percentage and acquisition date of such ownership.

d) Disclose to the Board of Directors the name, business registration number, registered address, and business activities of any enterprise where their related parties jointly or solely hold over 10% of charter capital and have transactions with the Company.

3. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans, guarantees, or credit facilities to members of the Board of Directors, Managing Director, other executives, or their related individuals and entities, except where the Company and such entities operate within a corporate group structure (e.g., parent-subsidiary relationships) or where otherwise permitted under specialized regulations.

4. Contracts or transactions between the Company and one of the following entities: Members of the Board of Directors, Directors, other managers and related persons of these entities; Shareholders owning fifty-one percent (51%) or more and related persons of such shareholders; Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the total common equity of the Company and their related persons; Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises shall only be valid if approved by the following agencies:

a) The General Meeting of Shareholders approves contracts, transactions of borrowing, lending, selling assets with a value greater than ten percent (10%) of the total value of the Company's assets recorded in the most recent financial statements;

b) The General Meeting of Shareholders approves transactions with a value of thirty-five percent (35%) or more of the total value of assets recorded in the Company's financial

statements;

a) c) The Board of Directors approves transactions with a value of less than thirty-five percent (35%) of the total asset value recorded on the Company's financial statements.

ARTICLE 43. Liability for damages and compensation

1. Liability for damages. Members of the Board of Directors, members of the Internal Audit Board, Directors and other executives who violate the obligation to act honestly and carefully, and fail to fulfill their obligations with diligence and professional competence shall be liable for damages caused by their violations.

2. Compensation. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil or administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Director, other manager, employee or authorized representative of the Company (or its subsidiary), or such person has been or is acting at the request of the Company (or its subsidiary) as a member of the Board of Directors, business manager, employee or authorized representative of a Company, provided that such person has acted honestly, carefully and diligently in the best interests of or not against the best interests of the Company, in compliance with the law and there is no evidence that such person has breached his or her responsibilities.

3. When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, the Company's Director, other executives, employees or authorized representatives of the Company shall be compensated by the Company when they become a party involved in complaints, lawsuits, and prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;

b) Complying with the law and there is no evidence confirming that they did not fulfill their responsibilities.

4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for such persons to avoid the above compensation responsibilities.

CHAPTER XI : RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

ARTICLE 44. Quyền Right to Inspect Books and Records

1. A shareholder or group of shareholders referred to in Clause 2, Article 25 of this Charter has the right, either directly or through a lawyer or an authorized representative, to submit a written request to inspect, during working hours and at the Company's headquarters, the list of shareholders and the minutes of the General Meeting of Shareholders, as well as to make copies or extracts of such records. Any inspection request made by a representing lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder they represent or a notarized copy of such power of attorney.

2. Members of the Board of Directors, Managing Director, and other executives have the right to inspect the Company's shareholder register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company must keep this Charter and any amendments thereto, the Enterprise Registration Certificate, regulations, documents proving asset ownership, minutes of the General Meeting

of Shareholders and the Board of Directors, reports of the Board of Directors and the Internal Audit Committee, annual financial statements, accounting books, and other documents as required by law at its headquarters or another location, provided that shareholders and the Business Registration Authority are informed of the storage location of these documents.

4. This Charter must be published on the Company's website.

CHAPTER XII : EMPLOYEES AND TRADE UNION

ARTICLE 45. Employees and Trade Union

1. Managing Director must develop plans for approval by the Board of Directors regarding matters related to employee recruitment, termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.
2. Managing Director must develop plans for approval by the Board of Directors concerning the Company's relationship with recognized trade union organizations in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and applicable laws.

CHAPTER XIII : PROFIT ALLOCATION

ARTICLE 46. Profit Allocation

1. The General Meeting of Shareholders shall determine the annual dividend payout ratio and method of dividend payment from the Company's retained earnings.
2. The Board of Directors may decide on interim dividend payments if it deems such payments appropriate based on the Company's profitability.
3. The Company shall not pay interest on dividend payments or any other payments related to any class of shares.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends wholly or partly in shares, and the Board of Directors shall execute such a decision.
5. If dividends or other payments related to a class of shares are paid in cash, the Company shall pay them in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholders. If the Company has made a transfer based on the correct bank details provided by the shareholder and the shareholder does not receive the funds, the Company shall not be liable for the amount transferred. Dividend payments for shares listed or registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository Center.
6. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares may receive dividends in the form of additional ordinary shares instead of cash. The additional shares issued as dividends shall be considered fully paid shares, based on the principle that the value of the dividend shares must be equivalent to the cash dividend amount.
7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may pass a resolution specifying a record date to determine the list of shareholders. Based on this date, registered shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices, and other documents.
8. Other matters related to profit allocation shall be carried out in accordance with the provisions of the law.

CHAPTER XIV : BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING REGIME

ARTICLE 47. Bank Accounts

1. The Company shall open accounts at a Vietnamese bank or foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authorities, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall carry out all payments and accounting transactions through its VND or foreign currency accounts at the banks where it holds accounts.

ARTICLE 48. Fiscal Year

The Company's fiscal year begins on the first (01) day of January each year and ends on the thirty-first (31) day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the thirty-first (31) day of December immediately following the issuance date of such certificate.

ARTICLE 49. Accounting Regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company shall maintain accounting records in Vietnamese. The Company shall keep accounting records appropriate to the type of business activities it engages in, in accordance with legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to verify and explain the Company's transactions.
3. The Company shall use Vietnamese Dong (VND) as the currency unit for accounting purposes.

CHAPTER XV : ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

ARTICLE 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare and submit financial statements in accordance with the regulations of the State Securities Commission, the competent tax authorities, the Stock Exchange, and the Business Registration Authority, as applicable from time to time.
2. The annual financial statements must include: a business performance report that truthfully and objectively reflects the Company's profit/loss situation for the fiscal year, a financial statements that accurately and objectively presents the Company's operations up to the reporting date, a cash flow statement and notes to the financial statements.
3. If the Company is a parent company, in addition to the annual financial statements, it must prepare a consolidated balance sheet reflecting the financial position of the Company and its subsidiaries at the end of each fiscal year.
4. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission, the Stock Exchange, and submit them to the relevant tax authorities and Business Registration Authority in compliance with legal requirements.
5. Audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.
6. Organizations and individuals with interest shall have the right to inspect or obtain copies of

the audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements during the Company's working hours at its headquarters, subject to a reasonable copying fee.

7. Reports and documents prepared by the Board of Directors, along with the audit report, must be available at the Company's headquarters at least ten (10) days before the opening date of the Annual General Meeting of Shareholders.

ARTICLE 51. Annual Report

The Company must prepare and disclose the Annual Report in accordance with the provisions of the law on securities and the securities market.

CHAPTER XVI : AUDIT OF THE COMPANY

ARTICLE 52. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company's financial statements for the following fiscal year based on terms and conditions agreed upon with the Board of Directors. The Company shall prepare and submit its annual financial statements to the independent auditing firm after the end of the fiscal year.
2. The independent auditing firm shall examine, verify, prepare the audit report, and submit it to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The auditor performing the audit of the Company is entitled to attend all General Meetings of Shareholders and has the right to receive notices and other information related to the General Meeting of Shareholders, which shareholders are entitled to receive, and to express opinions at the General Meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVII : COMPANY SEAL

ARTICLE 53. Company Seal

1. The Board of Directors shall decide on the number and form of the Company's official seal, which shall be engraved in accordance with legal regulations and the Company's Charter.
2. The Board of Directors and the Managing Directors shall use and manage the Company's seal in compliance with applicable laws.

CHAPTER XVIII : DISSOLUTION AND LIQUIDATION

ARTICLE 54. Dissolution

1. The Company may be dissolved in the following cases:

a) Upon expiration of its operation term, including any extension;

b) Early dissolution as decided by the General Meeting of Shareholders;

c) Revocation of the Enterprise Registration Certificate;

d) Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) according to legal regulations.

ARTICLE 55. Extension of Operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the Company's operation term to allow shareholders to vote on extending the Company's operation as proposed by the Board of Directors.

2. The operation term shall be extended when at least 65% of the total votes of shareholders with voting rights, present either directly or through an authorized representative at the General Meeting, approve the extension.

ARTICLE 56. Liquidation

1. At least six (06) months before the expiration of the Company's operation term or after a dissolution decision has been made, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two members shall be appointed by the General Meeting of Shareholders, and one member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent professionals. All liquidation-related costs shall be given priority over the Company's other debts.

2. The Liquidation Committee shall notify the business registration authority of its establishment and commencement date. From that point onward, the Liquidation Committee shall represent the Company in all matters related to the liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation shall be distributed in the following order:

a) Liquidation expenses;

b) Salary debts, severance allowances, social insurance, and other benefits of employees as per collective labor agreements and signed labor contracts;

c) Tax debts;

d) Other debts of the Company;

e) The remaining amount, after settling debts from (a) to (d), shall be distributed to shareholders. Preferred shares shall be given priority in payment.

ARTICLE 57. Deadlock Among Board Members and Shareholders

Unless otherwise provided in this Charter, shareholders holding half of the outstanding voting shares for electing Board members shall have the right to file a petition with the court to request the dissolution of the Company based on one or more of the following points:

1. The Board of Directors is unable to reach a consensus in managing the Company's affairs, failing to obtain the required number of votes for the Board's operation.

2. Shareholders are unable to reach a consensus, preventing the election of Board members.

3. Internal disputes and division among two or more factions of shareholders make dissolution the most beneficial option for all shareholders.

CHAPTER XIX : INTERNAL DISPUTE RESOLUTION

ARTICLE 58. Internal Dispute Resolution

1. In the event of a dispute or claim related to the Company's operations, the rights and obligations of shareholders as stipulated by the Law on Enterprises, other legal regulations, this Charter, or other agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, Managing Director, or other executives; The parties shall attempt to resolve the dispute through negotiation and mediation. Unless the

dispute involves the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and request each party to submit relevant information within 15 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board, any party may request the appointment of an independent expert as a mediator.

2. If no resolution is reached within six (06) weeks from the commencement of mediation or if the mediator's decision is not accepted by the parties, either party may refer the dispute to economic arbitration or the economic court.

3. Each party shall bear its own costs related to negotiation and mediation. The costs of the court shall be determined by the court's ruling.

CHAPTER XX : AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

ARTICLE 59. Company Charter

1. Any amendment or supplementation of this Charter shall be considered and decided by the General Meeting of Shareholders.

2. In the event that any legal regulations related to the Company's operations are not addressed in this Charter or if new legal regulations differ from the provisions of this Charter, such legal regulations shall automatically apply and govern the Company's operations.

CHAPTER XXI : EFFECTIVE DATE

ARTICLE 60. Effective Date

1. This Charter consists of XXI chapters, 60 articles, and 03 appendices. It was approved at Floor 3, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City, and is fully effective.

2. This Charter is made into two (02) copies with equal validity and shall be kept at the Company's headquarters.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total Board members.

LEGAL REPRESENTATIVE OF THE COMPANY

CHAIRMAN OF THE BOARD OF DIRECTORS

BRN: 0500574676 - JSC - TU LIEM DIST. - HANOI CITY
SCI E&C JOINT STOCK COMPANY

Phan Thanh Hai

APPENDIX NO. 01: LIST OF FOUNDING SHAREHOLDERS OF THE COMPANY

(As of the date of approval of the Charter on May 10, 2013)

No.	Name of founding shareholder	Permanent address for individuals or head office address for organizations	Number of shares
1	Song Da 9 Joint Stock Company	Song Da Building, Pham Hung Street, My Dinh Commune, Tu Liem District, Hanoi	2,550,000
2	Mr. Nguyen Dang Lanh	No. 22, Lane 102/27 Khuat Duy Tien, Thanh Xuan District, Hanoi	40,000
3	Mr. Nguyen Cong Hung	Ward I, Quang Tri Town, Quang Tri Province	50,000

APPENDIX NO. 02: LIST OF FOUNDING SHAREHOLDERS OF THE COMPANY

(At the time of approval of the Charter on July 15, 2015)

No.	Name of founding shareholder	Permanent address for individuals or head office address for organizations	Number of shares
1	Song Da 9 Joint Stock Company	Song Da Building, Pham Hung Street, My Dinh Commune, Tu Liem District, Hanoi	0
2	Mr. Nguyen Dang Lanh	No. 22, Lane 102/27 Khuat Duy Tien, Thanh Xuan District, Hanoi	31,100
3	Mr. Nguyen Cong Hung	No 1, row 12, Parkcity urban area, Le Trong Tan street, Ha Dong district, Hanoi	137,100

APPENDIX NO. 03: LIST OF FOUNDING SHAREHOLDERS OF THE COMPANY

(At the time of approval of the Charter on April 28, 2016)

No.	Name of founding shareholder	Permanent address for individuals or head office address for organizations	Number of shares
1	Song Da 9 Joint Stock Company	Song Da Building, Pham Hung Street, My Dinh Commune, Tu Liem District, Hanoi	0
2	Mr. Nguyen Dang Lanh	No. 22, Lane 102/27 Khuat Duy Tien, Thanh Xuan District, Hanoi	10,220
3	Mr. Nguyen Cong Hung	No 1, row 12, Parkcity urban area, Le Trong Tan street, Ha Dong district, Hanoi	268,845

SCI E&C JOINT STOCK COMPANY
The 3rd floor, Tower C, Golden Palace building, Me Tri Street, Tu Liem Ward, Hanoi
Tel: 04 3386 8243 | Email: enc@scigroup.vn | Website: www.scigroup.vn

No.: 07/2026/TTr-SCIEC-HĐQT

Hanoi, April, 03, 2026

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

Subject: Approval and authorization for the Board of Directors to decide on several matters within the authority of the General Shareholders' Meeting.

To: THE GENERAL MEETING OF SHAREHOLDERS OF SCI E&C JOINT STOCK COMPANY

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14 effective from January 01, 2021, amended by Law No. 03/2022/QH15 effective from March 01, 2022, amended by Law No. 76/2025/QH15 effective from July 01, 2025;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 effective from January 01, 2025;*
- *The Charter of SCI E&C Joint Stock Company;*
- *The internal governance regulations of the company, the operational regulations of the Board of Directors;*

In order to ensure flexibility and timeliness in the management and operation of the Company and to meet the requirements of business activities, the Board of Directors ("BOD") of SCI E&C Joint Stock Company respectfully submits to the General Shareholders' Meeting ("GSM") for authorization of the BOD to implement and decide on certain matters within the authority of the General Shareholders' Meeting, specifically as follows:

1. The BOD respectfully submits to the GSM for approval of the list of 05 independent auditing firms approved by the State Securities Commission to review the semi-annual financial statements and audit the 2026 financial statements, as follows:

- AASC Auditing Firm Company Limited.
- Branch of MOORE AISC Auditing and Informatics Services Company Limited.
- A&C Auditing and Consulting Company Limited.
- UHY Auditing and Consulting Company Limited (UHY).
- BDO Auditing Company Limited (BDO).

Concurrently, the BOD is authorized to select one of these five auditing companies to perform the audit of the financial statements;

2. Approval of investments in capital contributions, establishment, or purchase of shares in Companies (including Companies within the SCI Group system) to control, merge, or become subsidiaries or affiliated companies; opening representative offices, expanding operational scale; or divesting from subsidiaries, affiliated companies, and other investments to improve capital efficiency for the Company's sustainable development goals.

3. Decision on the rights, obligations, authority, and responsibilities of each legal representative.

4. To promptly seize opportunities to participate in projects in Vietnam and the Lao People's Democratic Republic, the Board of Directors respectfully submits to the General Shareholders' Meeting for approval:

4.1 Approval of the draft Consortium Agreement between SCI Joint Stock Company (parent company), SCI Consulting Joint Stock Company (a company specializing in construction

consulting within SCI's subsidiary system), and SCI E&C Joint Stock Company regarding participation in bidding and execution of bidding packages, with the main contents outlined in Appendix 1 attached.

Authorization for the Board of Directors of SCI E&C Joint Stock Company to negotiate and decide on the detailed terms of the Consortium Agreement for each specific bidding package: scope of work, execution value, and other matters, signing the agreement, and executing the agreement, including the adjustment and supplementation of any initially signed contents (if any) to ensure full compliance with legal regulations, the Company's Charter, and the Company's highest legal interests. The detailed contents of the Consortium Agreement for each bidding package or specific contract will be reported by the Board of Directors to the General Shareholders' Meeting at the next meeting.

4.2 Approval of the draft Consortium Agreement between SCI Joint Stock Company (the parent company) and SCI E&C Joint Stock Company regarding participation in bidding and execution of bidding packages, with the main contents outlined in Appendix 2 attached.

Authorization for the Board of Directors of SCI E&C Joint Stock Company to negotiate and decide on the detailed terms of the Consortium Agreement for each specific bidding package: scope of work, execution value, and other matters, signing the agreement, and executing the agreement, including the adjustment and supplementation of any initially signed contents (if any) to ensure full compliance with legal regulations, the Company's Charter, and the Company's highest legal interests. The detailed contents of the Consortium Agreement for each bidding package or specific contract will be reported by the Board of Directors to the General Shareholders' Meeting at the next meeting.

4.3 Approval of the draft Consortium Agreement between SCI E&C Joint Stock Company and SCI E&C Joint Stock Company and SCI Consulting Joint Stock Company regarding participation in bidding and execution of bidding packages, with the main contents outlined in Appendix 3 attached.

Authorization for the Board of Directors of SCI E&C Joint Stock Company to negotiate and decide on the detailed terms of the Consortium Agreement for each specific bidding package: scope of work, execution value, and other matters, signing the agreement, and executing the agreement, including the adjustment and supplementation of any initially signed contents (if any) to ensure full compliance with legal regulations, the Company's Charter, and the Company's highest legal interests. The detailed contents of the Consortium Agreement for each bidding package or specific contract will be reported by the Board of Directors to the General Shareholders' Meeting at the next meeting.

4.4 Approval of the authorization for the Board of Directors of SCI E&C Joint Stock Company to negotiate and decide on the detailed terms, signing, and execution of economic contracts/agreements with Employers, including the adjustment of any initially signed contents (if any) to ensure full compliance with legal regulations, the Company's Charter, and the Company's highest legal interests, to seize timely opportunities and execute the projects based on the Employer's requirements. The Board of Directors will report the implementation of these matters to the General Shareholders' Meeting at the next meeting.

5. Approval of the draft economics contracts signed by SCI E&C Joint Stock Company with the Consortium partners and the Employer to implement several projects in Vietnam and Laos. The Board of Directors respectfully submits to the General Meeting of Shareholders for

approval:

5.1 Project 1 – SCI Huong Viet Wind Power Plant Project, Quang Tri Province: Capacity of 26MW, contract value of approximately 850,000,000,000 VND. Project information and main contents of the draft contract are attached in the Appendix 4.

5.2 Project 2 – SCI Tan Thanh Wind Power Plant Project, Quang Tri Province: Capacity of 42MW, contract value of approximately 1,500,000,000,000 VND. Project information and main contents of the draft contract are attached in the Appendix 5.

5.3 Project 3 – Xekaman 4 Hydropower Plant Project, Sekong Province, Lao PDR: Capacity of 80MW, contract value of approximately 33,500,000 USD. Project information and main contents of the draft contract are attached in the Appendix 6.

5.4 Project 4 – SCI Ba Tang 1 Wind Power Plant Project, Quang Tri Province: Capacity of 25MW, contract value of approximately 900,000,000,000 VND. Project information and main contents of the draft contract are attached in the Appendix 7.

5.5 Authorization for the Board of Directors of SCI E&C Joint Stock Company to negotiate and decide on the detailed terms, to sign and execute the two economic contracts/agreements mentioned above related to the Employer, including the amendements of the initialy signed contents (if any), to ensure full compliance with legal regulations, the Company's Charter, and the Company's highest legal interests.

Respectfully submitted for the consideration and approval of the General Meeting of Shareholders.

Attachment:

- *Appendix 1,2,3,4,5,6&7;*

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN

Phan Thanh Hai

APPENDIX 1

MAIN CONTENT OF THE CONSORTIUM AGREEMENT

I. Members of the Consortium

1. SCI Joint Stock Company: Parent company
2. SCI E&C Joint Stock Company
3. SCI Consulting Joint Stock Company: *A company specializing in construction consulting within the SCI Group of subsidiary companies*
4. The members agree that the name of the Consortium will be: "SCI Consortium." In this agreement, the term "Consortium" will be understood as SCI Consortium.

II. Responsibility allocation

The parties agree to authorize SCI Joint Stock Company to act as the leading member of the Consortium. The members of the Consortium agree to assign responsibilities for performing the tasks under the agreement as detailed in the table below:

No.	Company name	Assigned Tasks
1	SCI Joint Stock Company (Leading member of the Consortium – Party A)	- Sign the bid letter. Sign all documents, papers, and memorandums of understanding for transactions with the Employer during the bidding process; - Lead the negotiation process and finalize the contract with the Employer, together with representatives of the Parties; - Manage contract implementation. Represent the Consortium in direct dealings with the Employer and relevant parties regarding contract execution, including signing letters, documents, and related materials. - Represent the Consortium in dealings with government agencies in Laos (*Tax authorities, etc.)* to resolve contract-related issues. - Provide guarantees for the Employer according to the agreement - Represent the Consortium, issue invoices for completed work to the Employer, and receive advances/payments from the Employer. Distribute and pay the corresponding execution value to the Parties. - Have the right to withhold the amount paid by the Employer to ensure the guarantee requirement from the bank and secure obligations/responsibilities to the Employer according to the agreement - Purchase insurance for the construction during the building process.
2	SCI Consulting Joint Stock Company (Consortium member – Party B)	- Surveying for topography, geology, and hydrology. - Techinical Design (Basic Design). - Detailed Design. - Performing the role of supervising the contractor's construction work.

No.	Company name	Assigned Tasks
3	SCI E&C Joint Stock Company (Consortium member – Party C)	- Procurement, construction, installation, testing, commissioning, and fault correction for the project according to the agreement - Purchase of risk insurance for equipment and personnel involved in construction.

– The Parties agree that:

+ Each party will be responsible under the agreement and applicable laws for their respective scope of work. Party A (the leading member, representing the Consortium) is responsible to the Employer for the execution of the contract/agreement, while the Consortium members (Party B and Party C) are responsible to Party A and the Employer for their respective scopes of work. For this purpose, Party A has the right to coordinate all or part of the scope of work of Party B and Party C to Party A or a third party if Party B and Party C do not meet the work requirements under the agreement or for the common benefit of the parties.
+ Party B and Party C are responsible for issuing invoices corresponding to the value they perform for the leading member of the Consortium.
+ Guarantee fees for guarantees/warranties under the agreement, insurance purchase fees during the construction process will be allocated according to the performance ratio of Party B and Party C.
+ Corporate Income Tax (CIT) will be allocated according to the performance ratio of the parties. Personal Income Tax (PIT) will be based on the personal declaration of the parties.
+ Any exchange rate differences (if any) when Party A receives payments from the Employer and makes payments to Party B and Party C will be allocated among the Parties based on the distribution of the work scope.
+ Any deductions made by the Employer (if any) will be allocated among the Parties based on the agreement or to the Party at fault for non-performance of the contract.
+ The value for the scope of work of the Parties will be calculated and added to the Consortium Agreement after the negotiation is completed, the Employer awards the contract, and the contract is signed. Depending on the specific nature of each bidding package, the Parties will agree on the cost-sharing ratio between Party A and the other Parties.

III. Establishment of the Project Management Board

To facilitate the management and execution of the contract in the event that the contract is awarded by the Employer, the Parties agree to:

– Establish a Project Management Board under the leading member of the Consortium – SCI Joint Stock Company, operating according to the functions and tasks assigned by SCI Joint Stock Company, with its own seal.

– The Parties have the right to appoint personnel to participate in the Management Board. The organizational structure of the Management Board will include:

+ 01 Director of the Management Board.
+ From 01 to 03 Deputy Directors of the Management Board.
+ Functional departments.
+ The Management Board represents the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with the Employer

/ Employer's representative, Consultants, and other relevant parties to implement the contract work at the construction site, such as: Receiving instructions from the Employer, handing over the site, acceptance documents/payment milestones, submitting subcontractors, suppliers, meeting minutes, reports, etc.

+ Representing the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with individuals and competent government agencies of Laos and Vietnam to implement and resolve issues related to the Project, such as: Local communities in the project area, government authorities at the commune, district, provincial, ministry levels, forestry agencies, police, customs agencies, etc.

+ Performing other tasks as assigned by SCI Joint Stock Company within the authority of the leading member of the Consortium or as mutually agreed by SCI Consortium.

IV. General terms

1.1. The Parties commit to fully perform the terms of the Consortium Agreement. Any amendments or additions must be agreed upon in writing by all the Parties.

1.2. The Consortium Agreement shall terminate under the following circumstances:

– SCI Consortium is not awarded the contract;

– The Parties have fulfilled their responsibilities and obligations under the Consortium Agreement and the EPC contract;

– The Parties mutually agree to terminate the agreement.

APPENDIX 2

MAIN CONTENT OF THE CONSORTIUM AGREEMENT

I. Members of the Consortium

1. SCI Joint Stock Company: Parent company
2. SCI E&C Joint Stock Company
3. The members agree that the name of the Consortium will be: "SCI Consortium." In this agreement, the term "Consortium" will be understood as SCI Consortium.

II. Responsibility Allocation

The parties agree to authorize SCI Joint Stock Company to act as the leading member of the Consortium. The members of the Consortium agree to assign responsibilities for performing the tasks under the agreement as detailed in the table below:

No.	Company name	Assigned Tasks
I	SCI Joint Stock Company (Leading member of the Consortium – Party A)	- Sign the bid letter. Sign all documents, papers, and memorandums of understanding for transactions with the Employer during the bidding process. - Lead the negotiation process and finalize the contract with the Employer, together with representatives of the Parties. - Manage EPC contract implementation. - Represent the Consortium in direct dealings with the Employer and relevant parties regarding EPC contract execution, including signing letters, documents, and related materials. - Represent the Consortium in dealings with government agencies in Laos (*Tax authorities, etc.)* to resolve EPC contract-related issues. - Provide guarantees for the Employer according to the EPC contract. - Represent the Consortium, issue invoices for completed work to the Employer, and receive advances/payments from the Employer. Distribute and pay the corresponding execution value to the Parties. - Have the right to withhold the amount paid by the Employer to ensure the guarantee requirement from the bank and secure obligations/responsibilities to the Employer according to the EPC contract. - Surveying for topography, geology, and hydrology. - Technical design (Basic Design). - Detailed design (Detailed Design). - Performing the role of supervising the contractor's construction work.

No.	Company name	Assigned Tasks
2	SCI E&C Joint Stock Company (Consortium member – Party B)	- Procurement, construction, installation, testing, commissioning, and fault correction of the Project (scope and detailed items according to the draft EPC Contract); - Construction insurance during the building process, import/export, licensing, and purchase of explosives, electrical work, and mine clearance. - Purchase of risk insurance for equipment and personnel involved in construction.

– The Parties agree that:

+ Each party will be responsible under the agreement and applicable laws for their respective scope of work. Party A (the leading member, representing the Consortium) is responsible to the Employer for the execution of the contract/agreement, while the Consortium members (Party B) are responsible to Party A and the Employer for their respective scopes of work. For this purpose, Party A has the right to coordinate all or part of the scope of work of Party B to Party A or a third party if Party B do not meet the work requirements under the agreement or for the common benefit of the parties.
+ Party B are responsible for issuing invoices corresponding to the value they perform for the leading member of the Consortium.
+ Guarantee fees for guarantees under the agreement, insurance purchase fees during the construction process will be allocated according to the performance ratio of Party B.
+ Corporate Income Tax (CIT) will be allocated according to the performance ratio of the parties. Personal Income Tax (PIT) will be based on the personnel declaration of the parties.
+ Any exchange rate differences (if any) when Party A receives payments from the Employer and makes payments to Party B will be allocated among the Parties based on the distribution of the work scope.
+ Any deductions made by the Employer (if any) will be allocated among the Parties based on the agreement or to the Party at fault for non-performance of the contract.
+ The value for the scope of work of the Parties will be calculated and added to the Consortium Agreement after the negotiation is completed, the Employer awards the contract, and the contract is signed. Depending on the specific nature of each bidding package, the Parties will agree on the cost-sharing ratio between Party A and the other Parties.

III. Establishment of the Project Management Board

To facilitate the management and execution of the contract in the event that the contract is awarded by the Employer, the Parties agree to:

– Establish a Project Management Board under the leading member of the Consortium – SCI Joint Stock Company, operating according to the functions and tasks assigned by SCI Joint Stock Company, with its own seal.

– The Parties have the right to appoint personnel to participate in the Management Board. The organizational structure of the Management Board will include:

+ 01 Director of the Management Board.
+ From 01 to 03 Deputy Directors of the Management Board.

+ Functional departments.
+ The Management Board represents the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with the Employer / Employer's representative, Consultants, and other relevant parties to implement the contract work at the construction site, such as: Receiving instructions from the Employer, handing over the site, acceptance documents/payment milestones, submitting subcontractors, suppliers, meeting minutes, reports, etc.
+ Representing the leading member of the Consortium (SCI Joint Stock Company) and SCI Consortium to exchange and sign documents/papers with individuals and competent government agencies of Laos and Vietnam to implement and resolve issues related to the Project, such as: Local communities in the project area, government authorities at the commune, district, provincial, ministry levels, forestry agencies, police, customs agencies, etc.
+ Performing other tasks as assigned by SCI Joint Stock Company within the authority of the leading member of the Consortium or as mutually agreed by SCI Consortium.

IV. General terms

1.3. The Parties commit to fully perform the terms of the Consortium Agreement. Any amendments or additions must be agreed upon in writing by all the Parties.

1.4. The Consortium Agreement shall terminate under the following circumstances:

- SCI Consortium is not awarded the contract;
- The Parties have fulfilled their responsibilities and obligations under the Consortium Agreement and the EPC contract;
- The Parties mutually agree to terminate the agreement.

APPENDIX 3
MAIN CONTENT OF THE CONSORTIUM AGREEMENT

I. Members of the Consortium

1. SCI E&C Joint Stock Company
2. SCI Consulting Joint Stock Company
3. The members agree that the name of the Consortium will be: "SCI Consortium." In this agreement, the term "Consortium" will be understood as SCI Consortium.

II. Responsibility Allocation

The parties agree to authorize SCI E&C Joint Stock Company to act as the leading member of the Consortium. The members of the Consortium agree to assign responsibilities for performing the tasks under the agreement as detailed in the table below:

No.	Company name	Assigned Tasks
1	SCI E&C Joint Stock Company (Leading member of the Consortium – Party A)	- Sign all documents, papers, and memorandums of understanding for transactions with the Employer during the bidding process. - Lead the negotiation process and finalize the contract with the Employer, together with representatives of the Parties. - Manage contract implementation. - Represent the Consortium in direct dealings with the Employer and relevant parties regarding contract execution, including signing letters, documents, and related materials. - Provide guarantees for the Employer according to the EPC contract. - Represent the Consortium, issue invoices for completed work to the Employer, and receive advances/payments from the Employer. Distribute and pay the corresponding execution value to the Parties.
2	SCI E Consulting Joint Stock Company (Consortium member – Party B)	- Surveying for topography, geology, and hydrology. - Technical design (Basic Design). - Detailed Design.

– The Parties agree that:

+ Each party will be responsible under the agreement and applicable laws for their respective scope of work. Party A (the leading member, representing the Consortium) is responsible to the Employer for the execution of the contract/agreement, while the Consortium members (Party B) are responsible to Party A and the Employer for their respective scopes of work.

+ Party B are responsible for issuing invoices corresponding to the value they perform for the leading member of the Consortium.
+ Guarantee fees for guarantees under the agreement, insurance purchase fees during the construction process will be allocated according to the performance ratio of Party B.
+ Any deductions made by the Employer (if any) will be allocated among the Parties based on the agreement or to the Party at fault for non-performance of the contract.
+ The value for the scope of work of the Parties will be calculated and added to the Consortium Agreement after the negotiation is completed, the Employer awards the contract, and the contract is signed. Depending on the specific nature of each bidding package, the Parties will agree on the cost-sharing ratio between Party A and the other Parties.

III. Establishment of the Project Management Board

To facilitate the management and execution of the contract in the event that the contract is awarded by the Employer, the Parties agree to:

– Establish a Project Management Board, operating according to the functions and tasks assigned by the Consortium, with its own seal.

– The Parties have the right to appoint personnel to participate in the Management Board. The organizational structure of the Management Board will include:

+ 01 Director of the Management Board.
+ From 01 to 02 Deputy Directors of the Management Board.
+ Functional departments.
+ The Management Board represents the leading member of the Consortium to exchange and sign documents/papers with the Employer / Employer's representative, Consultants, and other relevant parties to implement the contract work at the construction site, such as: Receiving instructions from the Employer, handing over the site, acceptance documents/payment milestones, submitting subcontractors, suppliers, meeting minutes, reports, etc.
+ Performing other tasks as assigned by SCI E&C Joint Stock Company within the authority of the leading member of the Consortium or as mutually agreed by the Consortium.

IV. General terms

1.1. The Parties commit to fully perform the terms of the Consortium Agreement. Any amendments or additions must be agreed upon in writing by all the Parties.

1.2. The Consortium Agreement shall terminate under the following circumstances:

– SCI Consortium is not awarded the contract;

– The Parties have fulfilled their responsibilities and obligations under the Consortium Agreement and the contract;

– The Parties mutually agree to terminate the agreement.

APPENDIX 4
MAIN CONTENTS OF THE DRAFT CONTRACT FOR SCI HUONG VIET WIND POWER PLANT

Signed between the Consortium of SCI E&C Joint Stock Company and SCI Consulting Joint Stock Company (hereinafter referred to as SCI Consortium) and SCI Quang Tri Joint Stock Company.

Project name : SCI Huong Viet Wind Power Plant

Capacity : 26MW

Location : Quang Tri province

Employer : SCI Quang Tri Joint Stock Company

1. Main contents and scope of work

- The Employer selected and assigned the SCI Consortium to execute the following tasks including:
  + Surveying for topography, geology, prepare construction design drawing.
  + Preparing site, executing auxiliary works, temporary facilities to support construction.
  + Suppling materials, equipment, manpower, and construction machinery, executing main works (including the 110kV connection line).
  + Procuring and installiong construction equipment.
  + Training, guiding for operation and commissioning.
  + Implementing warranty and maintaince.
  + Other tasks as required by the Party A.
- Allocation of the principal responsibilities of the Consortium members as presented in the Appendix 3 [Main contents of the Consortium Agreement] attached to this Proposal.

2. Location and execution schedule

- Construction location: Quang Tri province.
- Schedule, construction plan: The anticipated completion period is 12 months from the date of the Contractor receives the advance payment. The schedule shall strictly comply with the construction timeline and plan as agreed with the Employer.

3. Contract price, advance payment and settlement

3.1. Contract price

- Estimated contract price: 850,000,000,000 VND

3.2. Advance payment and settlement

a) Advance payment:

- The Employer shall advance to the Contractor an amount equal to 10% of the Contract price.

b) Settlement:

- The Employer and the Contractor shall agree upon and confirm the monthly completed value in accordance with the payment milestones. The Employer shall make payments to

the Contractor up to 95% of the value corresponding to these milestones. The remaining 5% shall be paid upon completion, handover, and commissioning of the works for use.

- The Contract price shall be stipulated in Vietnamese Dong (VND).

4. Performance Bond

- Non-applicable.

5. Subcontractor and Supplier

- Turbine: The Contractor shall select and propose the Employer for approval.
- The other works: The Contractor shall select and assign for implementation.

APPENDIX 5
MAIN CONTENTS OF THE DRAFT CONTRACT FOR SCI TAN THANH WIND POWER PLANT

Signed between the Consortium of SCI E&C Joint Stock Company and SCI Consulting Joint Stock Company (hereinafter referred to as SCI Consortium) and SCI Quang Tri Joint Stock Company

Project name : SCI Tan Thanh Wind Power Plant

Capacity : 42MW

Location : Quang Tri province

Employer : SCI Quang Tri Joint Stock Company

1. Main contents and scope of work

- The Employer selected and assigned the SCI Consortium to execute the following tasks including:
  + Surveying for topography, geology, prepare construction design drawing.
  + Preparing site, executing auxiliary works, temporary facilities to support construction.
  + Suppling materials, equipment, manpower, and construction machinery, executing main works (including the 110kV connection line).
  + Procuring and installing construction equipment.
  + Training, guiding for operation and commissioning.
  + Implementing warranty and maintaince.
  + Other tasks as required by the Party A.
- Allocation of the principal responsibilities of the Consortium members as presented in the Appendix 3 [Main contents of the Consortium Agreement] attached to this Proposal.

2. Location and execution schedule

- Construction location: Quang Tri province.
- Schedule, construction plan: The anticipated completion period is 12 months from the date of the Contractor receives the advance payment. The schedule shall strictly comply with the construction timeline and plan as agreed with the Employer.

3. Contract price, advance payment and settlement

3.1. Contract price

- Estimated contract price: 1,500,000,000,000 VND

3.2. Advance payment and settlement

a) Advance payment:

- The Employer shall advance to the Contractor an amount equal to 10% of the Contract price.

b) Settlement:

- The Employer and the Contractor shall agree upon and confirm the monthly completed value in accordance with the payment milestones. The Employer shall make payments to

the Contractor up to 95% of the value corresponding to these milestones. The remaining 5% shall be paid upon completion, handover, and commissioning of the works for use.

- The Contract price shall be stipulated in Vietnamese Dong (VND).

4. Perfomance Bond

- Non-applicable.

5. Subcontractor and Supplier

- Turbine: The Contractor shall select and propose the Employer for approval.
- The other works: The Contractor shall select and assign for implementation.

APPENDIX 6
MAIN CONTENTS OF THE DRAFT CONTRACT FOR XEKAMAN 4 HYDROPOWER PLANT

Signed between the Consortium of Song Da 5 Joint Stock Company, SCI E&C Joint Stock Company, Power Engineering Consulting Joint Stock Company 1, and Xekaman 4 Power Company Limited.

Project name : Xekaman 4 Hydropower Plant
Capacity : 80MW
Location : Sekong province, Laos PDR
Employer : Xekaman 4 Power Company Limited

1. Main contents and scope of work

- Scope of work of the Package executed by the Consortium includes:
  + Surveying for topography, geology, prepare construction design drawing.
  + Preparing site, executing auxiliary works, temporary facilities to support construction.
  + Suppling materials, equipment, manpower, and construction machinery, construction of headworks, waterway.
  + Procuring and installing construction equipment.
  + Implementing warranty and maintaince.
  + Other tasks as required by the Party A.
- Scope of work executed by SCI E&C Joint Stock Company includes:
  + Executing construction of the whole Waterway including of main works: Intake, Headrace tunnel, Surge shaft, Penstock, Tailrace, 220kV Distribution Station;
  + Executing construction of auxiliary works: cofferdam for Powerhouse, auxiliary tunnels, construction adits, access road;
  + Manufacturing, installing, testing and commissioning hydromechnical equipment of Intake, Penstock, downstream of Powerhouse and mornitoring instrumentation.

2. Location and execution schedule

- Construction location: Sekong province, Laos PDR.
- Schedule, construction plan: The anticipated completion period is 36 months from the date of the Contractor receives the advance payment. The schedule shall strictly comply with the construction timeline and plan as agreed with the Employer.

3. Contract price, advance payment and settlement

3.1. Contract price

- Estimated contract price: 33,500,000 USD

3.2. Advance payment and settlement

a) Advance payment:

- The Employer shall advance to the Contractor an amount equal to 10% of the Contract price.

b) Settlement:

- The Employer and the Contractor shall agree upon and confirm the monthly completed value. The Employer shall make payments to the Contractor up to 95% of the completed value. The remaining 5% shall be paid upon completion of handover the works for use.
- The Contract price shall be stipulated in US Dollar.

4. Perfomance Bond

- An unconditional and irrevocable Performance Bond in the amount of 5% of the Contract Price.