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DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
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No.: 01/2025/BC-HDQT-VIMID

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

REPORT OF THE BOARD OF DIRECTORS

To: **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

I. Activities of the Board of Directors in 2024

1. Organizational structure of the Board of Directors

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

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

2. General evaluation of activities of the Board of Directors

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a) Summary of activities of the Audit Committee

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

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

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

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

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

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

6. Supervisory results over the Board of Management

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

- The Board of Directors has conducted periodic meetings with the Board of Management to evaluate the deployment of business strategies, financial plans, and risk management activities. Monthly and quarterly reports on financial status and corporate performance continue to be closely monitored to ensure transparency, accuracy, and honesty. As a result, the Company's business results have grown strongly, reaching 216% of the plan approved by the Annual General Meeting of Shareholders in 2024.
- Regarding the issue of compliance management for the Board of Management, the Board of Directors has performed the following tasks:
  + Supervise and direct the disclosure of information to ensure transparency and timeliness in compliance with law provisions;
  + Review and agree on the contents of the report submitted to the Annual General Meeting of Shareholders 2025 held on April 20, 2025;
  + Inspect the observance and compliance with the provisions of the Law on Enterprises, the Articles of Association, internal regulations on corporate governance and current regulations of the State;

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

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

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

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

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

II. Operational plan of the Board of Directors in 2025

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

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

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

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

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

Best regards,

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
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No.: 01/2025/BC-HDQT-VIMID

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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Hanoi, April 20, 2025

AUDITED FINANCIAL STATEMENTS IN 2024

To: **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

1. **Auditor:** AASC Auditing Firm Company Limited (AASC)
2. **Audited separate financial statements in 2024**

The audited financial statements in 2024 include 06 main components:

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

Several key indicators in the audited financial statements in 2024

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

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

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
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No.: 01/2025/BC-UBKT-VIMID

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, April 19, 2025

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

To: **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

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

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

II. SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

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

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

III. SUMMARY OF THE AUDIT COMMITTEE MEETINGS

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

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

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

- The audited financial statements of Vietnam Machine Investment Development Joint Stock Company for the fiscal year ended December 31, 2024, are independently audited by AASC Auditing Firm Company Limited (AASC): There is no qualified opinion or recommendation of the independent auditor.

- In terms of material aspects: The audited financial statements have fairly and reasonably reflected the financial position of the Company as of December 31, 2024, as well as the business performance and cash flows for the fiscal year ending on the same date, in accordance with Vietnamese accounting standards and corporate accounting regime.

- In addition, for semi-annual and annual financial statements in 2024: there is no error in these financial statements. The Audit Committee agrees with the independent auditor's assessments of the reviewed semi-annual financial statements and the audited annual financial statements.

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

(Unit: Million VND)

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

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

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

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

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

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

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

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

Evaluation results:

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

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

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

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

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

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

Chu Quang Huy

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
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No.: 01/2025/BC-BGD-VIMID

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, April 19, 2025

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

To: **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

I. Business results in 2024

1. Financial indicators achieved in 2024

Unit: VND

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

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

2. Evaluation of production and business results in 2024

VIMID's business results in 2024 recorded outstanding growth compared to 2023, profit after tax increased 3 times from VND 17 billion in 2023 to VND 68 billion in 2024; while net revenue increased by nearly 60% from VND 2,265 billion to VND 3,609 billion.

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

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

II. Production and business plan in 2025

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

The Company's business plan in 2025

Unit: VND

STT	Item	Plan for 2025
1	Net Revenue	4.200.000.000.000
2	Profit before tax	90.000.000.000

Respectfully report and submit to the General Meeting of Shareholders.

Best regards.

DIRECTOR

Nguyen Vu Tru

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
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No: 01.2025/TTr-HDQT-VIMID

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

PROPOSAL

(Re: Business plan in 2025)

To: **ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Pursuant to:

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

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

1. Approve the Business Plan in 2025 as follows:

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

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

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

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
------o0o------
No.: 02/2025/TTr-HDQT-VIMID

SOCIALIST REPUBLIC OF VIETNAM
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Hanoi, April 19, 2025

PROPOSAL

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

To: **ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

- Articles of Association of Vietnam Machine Investment Development Joint Stock Company;

- Audited financial statements in 2024 of Vietnam Machine Investment Development Joint Stock Company;

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

1. Profit distribution in 2024

	Description	Accumulated Profit After Tax
		(VND)
1	Undistributed profit after tax:	132.956.433.608
2	Proposed profit distribution:	21.525.000.000
	Cash Dividend with payout ratio of 10% *(VND 1,000 per share)*	21.525.000.000
3	Remaining profit after distribution:	111.431.433.608

2. Profit distribution plan in 2025

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

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

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

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
------o0o------

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

Hanoi, April 19, 2025

PROPOSAL

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

To: **ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Pursuant to:

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

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

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

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

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
------o0o------

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

Hanoi, April 19, 2025

PROPOSAL

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

To: **ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Pursuant to:

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

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

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

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

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

2. Remuneration plan in 2025:

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

No.	Position	Quantity	Monthly remuneration (VND/month)	Total remuneration in 2025 (VND)
I	**Board of Directors**	**5**	**55,000,000**	**660,000,000**
1	BOD Chairperson	1	15,000,000	180,000,000
2	BOD Vice Chairperson	1	15,000,000	180,000,000
3	BOD Members	2	10,000,000	240,000,000
4	Independent Member of BOD	1	5,000,000	60,000,000
II	**Person in charge of corporate governance**	**1**	**5,000,000**	**60,000,000**
	Total		**60,000,000**	**720,000,000**

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

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

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

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
------o0o------
No: 05/2025/TTr-HDQT-VIMID

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
------o0o------

Hanoi, April 19, 2025

PROPOSAL

(Re: Payment of cash dividend in 2024)

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

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

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

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

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

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

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

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

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
------o0o------
No.: 06/2025/TTr-HDQT-VIMID

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

PROPOSAL

(Re: Amendments and Supplements to the Company Charter)

To: **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

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

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

and will take effect from the date it is approved by the GMS. The legal representative of the Company shall be assigned to review, finalize, and issue the new Company Charter.

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

Best regards,

Attachments:

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

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

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

APPENDIX 01

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

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

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

		place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.	written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.	
4	Clause 1, Article 2, Chapter II	1. Company Name: • Vietnamese: **CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN MÁY VIỆT NAM** • English: **VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY** • Abbreviated Name: **VIMID., JSC**	1. Company Name: •Name in Vietnamese: **CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN MÁY VIỆT NAM** • Name in English: **VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY** • Abbreviated Company Name: **VIMID., JSC**	Revised in accordance with the formatting requirements in the company charter model.
5	Point a, Clause 4, Article 2, Chapter II	Legal Representative of the company: a. The Director is the legal representative of the Company.	Legal Representative of the Company: a. The Company has one legal representative. The Chairperson of the Board of Directors is the legal representative of the Company.	More aligned with the Company's actual operation and organizational structure.
6	Clause 1, Article 3, Chapter III	1. The business lines of the Company: …	1. The Company's business sectors are specified in Appendix 1 attached to the Company Charter. This Appendix forms an integral part of the Company Charter.	Updated in accordance with the Amendment Appendix to the Company Charter No. 02/2023/PLDL-MVN as approved by the General Meeting of Shareholders on May 19, 2023.

7	Clause 2, Article 4, Chapter III	2. The Company may engage in other business sectors not prohibited by Law, provided that such business activities are adopted by the General Meeting of Shareholders.	2. The Company may engage in other business sectors not prohibited by Law, provided that such business activities are approved by the General Meeting of Shareholders.	Terminology revised for consistency with the language used in the company charter model.
8	Clause 1, Article 5, Chapter IV	The Registered Capital of the Company is VND 205,000,000,000 (*two hundred five billion Vietnamese Dong*). The registered capital of the Company is divided into 20,500,000 (*twenty million, five hundred thousand*) shares with a par value of VND 10,000 (*ten thousand Vietnamese Dong*) per share.	The Registered Capital of the Company is VND 215,250,000,000 (*two hundred fifteen billion, two hundred fifty million Vietnamese Dong*). The total registered capital of the Company is divided into 21,525,000 (*twenty-one million, five hundred twenty-five thousand*) shares with a par value of VND 10,000 (*ten thousand Vietnamese Dong*) per share.	Updated in accordance with Amendment Appendix to the Company Charter No. 03/2023/PLDL-MVN approved by the General Meeting of Shareholders on November 22, 2023.
9	Clause 5, Article 5, Chapter IV	Ordinary shares must be offered for sale to existing Shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders.	Ordinary shares must be offered for sale to existing Shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed by Shareholders shall be determined by the Board of Directors of the Company. The Board of Directors may allocate such shares to other Shareholders or third parties under terms and conditions that are not more favorable than those offered to existing Shareholders, unless otherwise	More aligned with the Company's actual operation.

			approved by the General Meeting of Shareholders.	
10	Point d, Clause 2, Article 11, Chapter VI	d. To have pre-emptive rights to purchase newly issued shares in proportion to their ordinary shareholding unless otherwise decided by the General Meeting of Shareholders;	d. To have pre-emptive rights to purchase newly issued shares in proportion to their ordinary shareholding unless otherwise decided by the Securities Law;	Amended to comply with current legal regulations.
11	Point m, Clause 2, Article 11, Chapter VI	Other rights as prescribed in the Company Charter and by Law.	Removed	Duplicated with Point l, Clause 2, Article 11.
12	Point a, Clause 3, Article 11, Chapter VI	To request to convene a General Meeting of Shareholders in the following cases:	To request the Board of Directors to convene a General Meeting of Shareholders in the following cases:	Added for clarity and completeness.
13	Clause 5, Article 12, Chapter VI	**Obligations of Shareholders:** Shareholders shall have the following obligations: 1. To comply with the Company Charter and the internal management regulations of the Company, and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. 2. To fully and timely pay for the shares they have committed to purchase. 3. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except	Supplements: 5. To attend the General Meeting of Shareholders and exercise their voting rights through the following methods: a) Attending and voting directly at the meeting; b) Authorizing another individual or organization to attend and vote on their behalf; c) Attending and voting via online conferences, electronic voting, or other electronic means; d) Submitting a voting ballot to the meeting via guaranteed express delivery to the Company's head office or by	Further clarification of shareholder obligations in accordance with Article 13 of the company charter model issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance.

		when such shares are repurchased by the Company or transferred to another party. If a Shareholder withdraws part or all their contributed capital in violation of this Clause, the Shareholder and any related beneficiaries within the Company shall be jointly liable for the Company's debts and other financial obligations up to the value of the withdrawn shares, as well as for any damages incurred. 4. To maintain confidentiality of the information provided by the Company as stipulated in The Company Charter and by Law; to use the provided information only for exercising and protecting their legal rights and interests; and to strictly prohibit the dissemination, copying, or forwarding of such information to any third party. 5. Other obligations as prescribed in the Company Charter and by Law.	sending a scanned version of the voting ballot to the designated email address, as notified by the Company at least one (01) working day before the meeting date. 6. To bear personal liability if acting on behalf of the Company in any of the following cases: a) Violating the law; b) Conducting business or transactions for personal gain or for the benefit of another organization or individual; c) Settling undue debts before financial risks arise for the Company. 7. To fulfill all other obligations as required by applicable laws.	
14	Point c, Clause 1, Article 14, Chapter VI	To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law; This dividend rate must not exceed the rate proposed by the Board of Directors;	To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law;	Remove the phrase "This dividend rate must not exceed the rate proposed by the Board of Directors" to comply with

				current legal regulations.
15	Clause 2, Article 14, Chapter VI	*[No specific provision on matters to be discussed and approved by the General Meeting of Shareholders]*	*Supplements:* 2. The General Meeting of Shareholders shall discuss and approve the following matters: a) The Company's annual business plan; b) The audited annual financial statements; c) The Board of Directors' corporate governance report and the performance of the Board of Directors and each Board member; d) The Company's business performance report and the performance reports of the Board of Directors and the Director; e) The dividend rate for each class of share; f) The number of members of the Board of Directors; g) The election, dismissal, and removal of members of the Board of Directors; h) The budget or the total remuneration, bonuses, and other benefits for the Board of Directors; i) The approval of the list of approved auditing firms and the selection of an auditing firm to inspect the Company's operations when deemed necessary; j) Amendments and supplements to the	Supplemented to clarify the matters for discussion and approval by the General Meeting of Shareholders; reference made to Clause 2, Article 15 of the Company Charter model issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 by the Minister of Finance.

			Company Charter; k) The classes and quantity of new shares to be issued for each class of shares; l) The division, separation, consolidation, merger, or transformation of the Company; m) The reorganization or dissolution (liquidation) of the Company and the appointment of liquidators; n) Decisions on investment or asset disposals with a value of 35% or more of the total asset value, as recorded in the latest audited financial statements; o) Decisions on the Company's repurchase of more than 10% of the total issued shares of each class; p) The Company's execution of contracts and transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law, with a transaction value equal to or greater than 35% of the Company's total asset value, as recorded in the latest audited financial statements; q) Approval of the following transactions: (i) Granting loans or providing guarantees to members of the Board of Directors, the Director, or other managers who are not Shareholders, as well as to individuals or entities related to them; (ii) Transactions with a value of 35% or more, or transactions that result in a total	

			transaction value within 12 months reaching 35% or more of the Company's total asset value, as recorded in the latest audited financial statements, between the Company and any of the following entities: - Members of the Board of Directors, the Director, other managers, and their related persons; - Shareholders, authorized representatives of Shareholders who own more than 10% of the Company's total ordinary share capital, and their related persons; -Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law;- (iii) Loan agreements or asset sales contracts with a value exceeding 10% of the total asset value, as recorded in the latest audited financial statements, between the Company and a Shareholder holding at least 51% of the total voting shares, or such Shareholder's related persons; r) Approval of internal corporate governance regulations and the Board of Directors' operation regulations; s) Other matters as stipulated by Law and the Company Charter.	
16	Clause 2, Article 19,	During Shareholder registration, the Company shall issue one or more voting	During Shareholder registration, the Company shall issue one or more voting	Point a, Clause 1, Article 20 of the

	Chapter VI	ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the number of voting shares of such Shareholder or Proxy Holder. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot. The vote counting results shall be announced immediately at the General Meeting of Shareholders by the Vote Counting Committee upon completion of the vote count. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.	ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the full name of the Shareholder, the full name of the Proxy Holder, and the number of votes assigned to that Shareholder. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot. The vote counting results shall be announced immediately at the General Meeting of Shareholders by the Vote Counting Committee upon completion of the vote count. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.	Company Charter under Circular 116/2020.
17	Clause 1, Article 21, Chapter VI	Resolutions on the following matters shall be adopted if approved by Shareholders representing at least 65% of the total voting shares of all Shareholders, except as provided in Clauses 3, 4, and 5 of Article 21 of the Company Charter	Resolutions on the following matters shall be adopted if approved by Shareholders representing at least 65% of the total voting shares of all Shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 5 of Article 21 of the Company Charter:	Clause 5, Article 7 of the Law amending the Enterprise Law.
18	Point d, Clause 1, Article 21, Chapter VI	d. Investment projects or transactions involving asset sales valued at 35% or more of the total asset value of the Company as recorded in the latest consolidated financial statements; and	d. Investment projects or transactions involving asset sales valued at 35% or more of the total asset value of the Company as recorded in the latest audited financial statements; and	Remove "consolidated" to reflect actual operational practice.

19	Clause 2, Article 21, Chapter VI	Other resolutions shall be adopted if approved by Shareholders representing more than 50% of the total voting shares of all Shareholders, except for cases specified in Clauses 1, 3, 4, and 5 of Article 21 of the Company Charter.	Other resolutions shall be adopted if approved by Shareholders representing more than 50% of the total voting shares of all Shareholders attending and voting at the meeting, except for cases specified in Clauses 1, 3, 4, and 5 of Article 21 of the Company Charter.	Clause 5, Article 7 of the Law amending the Enterprise Law.
20	Clause 5, Article 21, Chapter VI	A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preferred Shareholders shall be valid only if approved by at least 75% of the total shares of that class held by attending preferred Shareholders or at least 75% of the total shares of that class held by preferred Shareholders in the case of resolutions adopted by collecting written opinions.	Any change or cancellation of special rights attached to a class of preferred shares shall take effect only if approved by Shareholders representing at least 65% of the total voting shares of all attending Shareholders. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preferred Shareholders shall be valid only if approved by at least 75% of the total shares of that class held by attending preferred Shareholders or at least 75% of the total shares of that class held by preferred Shareholders in the case of resolutions adopted by collecting written opinions.	Clause 1, Article 17 of the Company charter model under Circular 116/2020/TT-BTC.
21	Clause 7, Article 21, Chapter VI	The procedures for conducting such separate meetings shall be carried out in accordance with Articles 18 and 19 of the Company Charter.	The procedures for conducting such separate meetings shall be carried out in accordance with Articles 18, 19, 20, and 21 of the Company Charter.	Updated to reflect revisions in the Company Charter.
22	Point g, Clause 3, Article 22, Chapter VI	Full name and signature of the legal representative of the Company.	The full name and signature of the Chairperson of the Board of Directors.	Point g, Clause 3, Article 149 of the Enterprise Law Point g, Clause 3, Article 22 of the Sample Articles

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

	Article 26, Chapter VII		Directors is as follows: The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total Board members are non-executive members. The Company shall minimize the number of Board members holding executive positions to ensure the independence of the Board of Directors. The total number of Independent Board Members must comply with the following requirements: a. At least one (01) Independent Board Member if the Board of Directors consists of 03 to 05 members; b. At least two (02) Independent Board Members if the Board of Directors consists of 06 to 08 members; c. At least three (03) Independent Board Members if the Board of Directors consists of 09 to 11 members.	comply with legal regulations and the company charter model.
27	Clause 10, Article 26, Chapter VII	Not yet provided – Supplements	10. A Board member is not required to be a Shareholder of the Company.	Supplemented to comply with legal regulations and the company charter model.
28	Clause 11, Article 26, Chapter VII	Not yet provided – Supplements	11. Independent Board Members must meet the qualifications and conditions specified by the Securities Law and Enterprise Law. An Independent Board Member must notify the Board of Directors if they no longer meet the	Supplemented to comply with legal regulations and the company charter model.

			required qualifications and conditions under the Enterprise Law and shall automatically cease to be an Independent Board Member from the date when they no longer satisfy such criteria. The Board of Directors must inform the General Meeting of Shareholders at the next meeting about the status of the Independent Board Member who no longer meets the requirements or convene a General Meeting of Shareholders to elect a replacement within six (06) months from the date the notification is received from the affected Independent Board Member.	
29	Point b, Clause 2, Article 27, Chapter VII	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director; determine salaries and other benefits of the Director;	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter, and terminate contracts with the Director, Deputy Directors, and Chief Accountant; determine salaries and other benefits of the Director, Deputy Directors, and Chief Accountant;	In accordance with Article 36 of the Company Charter.
30	Point n, Clause 2, Article 27, Chapter VII	n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of The Company Charter;	n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of The Company Charter;	Remove "consolidated" to reflect actual operational practice.

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

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

			the Board of Directors or performing additional tasks beyond the usual responsibilities of a Board member, may receive additional remuneration in the form of a lump sum payment per assignment, salary, commission, profit-sharing, or other forms of compensation as determined by the Board of Directors.	
36	Clause 2, Article 28, Chapter VII	The Chairperson of the Board of Directors shall have the following rights and duties: a. Develop the agenda and activity plan of the Board of Directors; b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; c. Organize the approval of resolutions and decisions of the Board of Directors; d. Supervise the implementation of resolutions and decisions of the Board of Directors; e. Preside over the General Meeting of Shareholders; f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders; g. Exercise, under authorization, one or several rights and obligations within the authority of the Board of Directors as specified in Clause 3, Article 27. h. Exercise other rights and obligations as	The Chairperson of the Board of Directors shall have the following rights and duties: a. Develop the agenda and activity plan of the Board of Directors; b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors; c. Organize the approval of resolutions and decisions of the Board of Directors; d. Supervise the implementation of resolutions and decisions of the Board of Directors; e. Preside over the General Meeting of Shareholders; f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders; g. Represent the Company in signing contracts in which the Company is a party;	Amended and supplemented to comply with legal regulations and the company charter model.

		prescribed by the Enterprise Law and the Company Charter.	h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors; i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies; j. Negotiate and sign contracts that require approval from the General Meeting of Shareholders as prescribed by law; k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities. l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision; m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2,	

			Article 41 of The Company Charter; n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of The Company Charter; o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of The Company Charter; p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and The Company Charter.	
37	Clause 4, Article 28, Chapter VII	In case both the Chairperson and Vice Chairperson of the Board of Directors resign or are dismissed or removed, the Board of Directors shall elect a replacement within ten days.	If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.	Revised to align with legal regulations and the Company charter model.
38	Clause 4, Article 29, Chapter VII	4. Meetings of the Board of Directors, as specified in Clause 3, Article 29 above, must be held within seven (07) working days	4. Meetings of the Board of Directors, as specified in Clause 3 , Article 29of the Company Charter, must be held within	Amended the phrase "above" to "the Company

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

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

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

		activities in accordance with best management practices;	and organize and operate the Company's daily business activities in accordance with best management practices;	
47	Clause 3, Article 38, Chapter IX The Director has the following rights and obligations:	Not yet provided – Supplements	c. Recommend the organizational structure and internal management regulations of the Company; d. Propose dividend distribution plans or solutions for handling business losses; e. Recruit employees; f. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors; g. Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors); h. Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as "projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the	Pursuant to Points d, g and h, Clause 4, Article 35 of the Company charter model under Circular 116/2020/TT-BTC.

			information specified in the Company's regulations; i. Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation; j. Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, following internal regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide; k. Propose measures to improve the Company's operations and management; and l. Exercise other rights and obligations as prescribed by law, the Company Charter, the Company's regulations, and resolutions and decisions of the Board of Directors.	
48	Clause 4, Article 38, Chapter IX	4. Dismissal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	Add provisions regarding dismissal
49	Clause 4, 5, Article 40 Chapter X	Not yet provided – Supplements	4. Members of the Board of Directors, the Director, and their Related Persons shall not use or disclose internal information to others for the purpose of executing	Supplemented the Provisions to ensure consistency with the company

			related transactions. 5. Transactions between the Company and one or more members of the Board of Directors, the Director, other executives, and individuals or organizations related to these parties shall not be deemed invalid under the following circumstances: a. For transactions valued at 35% or less of the total assets recorded in the latest audited financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been reported to the Board of Directors and approved by a majority vote of non-conflicted Board members; For transactions valued at more than 35%, or transactions that result in a cumulative transaction value exceeding 35% of total assets within a 12-month period from the date of the first transaction, the key terms of the transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been disclosed to the Shareholders and approved by the General Meeting of Shareholders through a vote of non-conflicted shareholders.	charter model and applicable laws.
50	Clause 2, Article 41, Chapter X	The Board of Directors shall approve the following contracts and transactions: a. Contracts and transactions specified in	The Board of Directors shall approve the following contracts and transactions: a. Contracts and transactions specified in	Remove "consolidated" to reflect actual

		Clause 1 of Article 41, with a value less than 35% of the total assets recorded in the latestly audited consolidated financial statements; or b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited consolidated financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons. In such cases, the Company's Representative signing the contract or transaction must notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.	Clause 1 of Article 41, with a value less than 35% of the total assets recorded in the latestly audited financial statements; or b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons. In such cases, the Company's Representative signing the contract or transaction must notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.	operational practice.
51	Clause 3, Article 41, Chapter X	3. The General Meeting of Shareholders shall approve the following contracts and transactions: a. Contracts and transactions as stipulated in Clause 1, Article 41, with a value of 35% or more of the Company's total assets, as recorded in the latest audited consolidated financial statements, or contracts and transactions that result in cumulative transactions exceeding 35% of total assets	3. The General Meeting of Shareholders shall approve the following contracts and transactions: a. Contracts and transactions as stipulated in Clause 1, Article 41, with a value of 35% or more of the Company's total assets, as recorded in the latest audited financial statements, or contracts and transactions that result in cumulative transactions exceeding 35% of total assets	Remove "consolidated" to reflect actual operational practice.

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

			finalize the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other relevant materials.	
54	Clause 2, Article 46, Chapter XIV	2. In case of necessity, the Company may open a bank account overseas in accordance with the provisions of laws. All payments and accounting transactions of the Company shall be conducted through VND or foreign currency accounts at the banks where the Company maintains accounts.	2. Subject to prior approval by the competent authority, the Company may open bank accounts abroad in accordance with legal regulations if necessary. All payments and accounting transactions of the Company shall be conducted through VND or foreign currency accounts at the banks where the Company maintains accounts.	Amended the provisions of the Company Charter to ensure compliance with legal regulations.
55	Clause 1, Article 51, Chapter XVI	At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is legally operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company for the following fiscal year.	At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is legally operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company for the following fiscal year, based on terms and conditions agreed upon with the Board of Directors.	Supplemented the content in accordance with Clause 1, Article 57 of the company charter model issued together with Circular No. 116/2020/TT-BTC.
56	Clause 3, Article 51, Chapter XVI	At the discretion of the Board of Directors, the auditor conducting the audit of the Company may attend the General Meeting of Shareholders and shall be entitled to	At the discretion of the Board of Directors, the auditor conducting the audit of the Company's financial statements may attend the General	Clause 3, Article 57 of the Company charter model under Circular

		receive notices and other related information that shareholders are entitled to, and to express opinions at the General Meeting on audit-related matters.	Meeting of Shareholders and shall be entitled to receive notices and other related information that shareholders are entitled to, and to express opinions at the General Meeting on audit-related matters.	116/2020/TT-BTC
57	Article 55 Liquidation, Chapter XVIII	Supplemented a new Article *(The numbering of the subsequent Articles shall be adjusted accordingly)*	**Article 55. Liquidation** 1. After a resolution on the Company's dissolution has been passed, the Board of Directors must establish a Liquidation Committee consisting of three members: two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operation regulations. Members of the Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment before the Company's other debts. 2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and commencement of activities. From that point, the Committee shall represent the Company in all matters related to liquidation before Courts and administrative authorities. 3. Proceeds from the liquidation shall be paid in the following order: a. Liquidation expenses;	Supplemented with reference to Article 61 of the company charter model issued together with Circular No. 116/2020/TT-BTC

			b. Salary debts, severance pay, social insurance, and other employee benefits as per collective labor agreements and signed employment contracts; c. Tax liabilities; d. Other debts of the Company; e. The remaining amount, after payment of items (a) through (d), shall be distributed to shareholders. Preferred shares shall be given priority in payment.	
58	Clause 1, Article 58, Chapter XXI	the Company Charter consists of 21 sections and 57 articles, unanimously approved by the Annual General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company on May 29, 2021. Point 1, Article 5, Chapter IV – "Registered Capital and Shares" was amended pursuant to Resolution No. 01/2021/NQ-BOD-MVN dated June 21, 2021 of the Board of Directors, based on the authorization of the Annual General Meeting of Shareholders held on May 29, 2021; and the 13th Amended Enterprise Registration Certificate issued by the Hanoi Department of Planning and Investment on 30 June 2021. The Company Charter shall take effect from June 30, 2021	the Company Charter consists of 21 sections, 58 articles, and 01 appendix, unanimously approved by the Annual General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company on [day] [month] 2025, and fully approved for its effectiveness. The Company Charter shall take effect from [day]/[month]//..../2025.	Amended to align with the time of approving amendments and supplements to the company's Company Charter
59	Clause 4, Article 58, Chapter XXI	Not yet provided – Supplements	Copies or extracts of the Company Charter shall be valid only when signed by the Chairperson of the Board of Directors or at least half of the total	Supplemented in accordance with Clause 4, Article 64 of the Company

			number of Board members.	charter model issued together with Circular No. 116/2020/TT-BTC.

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

THE COMPANY CHARTER

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

(Amendment No.: …)

(Issued together with Resolution No. /... /2025 of General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company)

Hanoi, date ___ month ___ year 2025

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CHAPTER I

DEFINITION OF TERMS IN THIS COMPANY CHARTER

Article 1. Definitions

1. In this Company Charter, the following terms shall be understood as follows:

   a. "Shareholder" means an individual or organization that owns at least one share of the Company.

   b. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, including guiding documents and any amendments, supplements, or replacements (if any)

   c. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, including guiding documents and any amendments, supplements, or replacements (if any).

   d. "Electronic Transactions Law" means the Electronic Transactions Law No. 20/2023/QH15 passed by the National Assembly on June 22, 2023, including guiding documents and any amendments, supplements, or replacements (if any).

   e. "Establishment Date" means the date on which the Company was first granted the Business Registration Certificate – March 5, 2010.

   f. "Related Person" means any individual or organization as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.

   g. "Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights and obligations as prescribed by Law.

   h. "Proxy Holder" means a person authorized by a Shareholder (individual or organization) or the Authorized Representative of an institutional Shareholder to attend and vote at the General Meeting of Shareholders in the forms specified in this Company Charter and the Enterprise Law.

   i. "Executive" means the Director, Deputy Directors (if any), and the Chief Accountant.

   j. "Manager" means the Chairperson of the Board of Directors, members of the Board of Directors, and the Director.

   k. "Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.

   l. "Stock Exchange" means the stock exchange where the Company is listed or has its shares registered for trading.

   m. "Independent Member of the Board of Directors" means a member of the Board of Directors who meets the independence requirements stipulated by Law.

n. "Operating Term" means the operating term of the Company as specified in Article 2 of this Company Charter.

o. "Vietnam" means the Socialist Republic of Vietnam.

p. "Registered Capital" means the total par value of all types of shares sold by the Company.

2. In this Company Charter, references to a regulation or document shall include any amendments, supplements, or replacement versions of such regulation or document.

3. Titles (chapters, articles of this Company Charter) are used for convenience and shall not affect the content of this Company Charter.

4. "Person" shall include both individuals and organizations.

CHAPTER II

NAME, TYPE, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES, AND OPERATING TERM OF THE COMPANY

Article 2. Name, Type, Head Office, Legal Representative, Branches, Representative Offices, and Operating Term of the Company

1. Company Name:

- Name in Vietnamese: **CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN MÁY VIỆT NAM**
- Name in English: **VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY**
- Abbreviated Company Name: **VIMID., JSC**

2. The Company is a joint-stock company with legal entity status in accordance with the laws of Vietnam. Shareholders are only liable for the Company's debts and other property obligations within the scope of the capital they have contributed to the Company.

3. Registered Head Office of the Company:

- Address: BT1-07, An Hung New Urban Area, To Huu Street, Duong Noi Ward, Ha Dong District, Hanoi City, Vietnam
- Telephone: (84 24) 6666 1788
- Website: https://www.vimid.vn/

4. Legal Representative of the Company:

a. The Company has one legal representative. The Chairperson of the Board of Directors is the legal representative of the Company.

b. The legal representative acts on behalf of the Company to exercise rights and fulfill obligations arising from the Company's transactions, represents the Company as a claimant, plaintiff, defendant, or a party with related rights and obligations before arbitration, courts, and performs other rights and obligations as stipulated by Law and this Company Charter.

5. The Company may establish branches and representative offices domestically or abroad to pursue its business objectives in accordance with resolutions of the Board of Directors and within the limits permitted by Law.
6. Unless the Company is dissolved as stipulated in Article 53 of this Company Charter, the Company's operating term is indefinite from the Date of Incorporation.

CHAPTER III

OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

Article 3. Business Objectives of the Company

1. The Company's business sectors are specified in Appendix 1 attached to this Company Charter. This Appendix forms an integral part of this Company Charter.

2. Business objectives of the Company: The Company is established to conduct business activities in the fields specified in Clause 1 of this Article.

Article 4. Business Scope and Operations

1. The Company is permitted to conduct all business activities as stipulated in this Company Charter, in compliance with the Law, and to take appropriate measures to achieve its objectives.

2. The Company may engage in other business sectors not prohibited by Law, provided that such business activities are approved by the General Meeting of Shareholders.

CHAPTER IV

REGISTERED CAPITAL AND SHARES

Article 5. Registered Capital, Shares, and Other Securities

1. The Registered Capital of the Company is VND 215,250,000,000 (*two hundred fifteen billion, two hundred fifty million Vietnamese Dong*). The total registered capital of the Company is divided into 21,525,000 (*twenty-one million, five hundred twenty-five thousand*) shares with a par value of VND 10,000 (*ten thousand Vietnamese Dong*) per share.

2. The Company may increase or decrease its Registered Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of the Law.

3. All shares of the Company as of the date of adoption of this Company Charter are ordinary shares. The rights and obligations attached to ordinary shares are stipulated in Article 11 of this Company Charter.

4. The Company may issue preferred shares upon approval by the General Meeting of Shareholders and in compliance with the Law.

5. Ordinary shares must be offered on a priority basis to existing Shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed by Shareholders shall be determined by the Board of Directors. The Board of Directors may allocate such shares to other Shareholders or third parties under terms and conditions that are not more favorable than those offered to existing Shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The issuance of additional ordinary shares and their offering to all existing Shareholders in proportion to their shareholding ratio shall be conducted in accordance with the Securities Law and other relevant legal provisions.

7. The Board of Directors shall determine the offering price for shares within the authorized shares available for sale. The offering price shall not be lower than the market price at the time of issuance or the book value recorded in the Company's latest financial statements, except in the following cases:

   a. Shares are offered for the first time to individuals or entities who are not founding Shareholders;

   b. Shares are offered to all Shareholders in proportion to their shareholding ratio in the Company;

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

   d. Shares are offered to (i) convert convertible loans, convertible bonds, or other securities issued by the Company that can be converted into ordinary shares, (ii) fulfill stock options (including stock options granted to employees), put options, or warrants that the Company has committed to, or (iii) fulfill other commitments of the Company;

   e. Other cases as decided by the General Meeting of Shareholders, stipulated by Law, or permitted by a competent state authority.

8. The Company may repurchase shares that it has previously issued in accordance with the provisions of this Company Charter and applicable Laws.

9. The Company may issue secured and unsecured bonds. Upon approval by the General Meeting of Shareholders, the Company may issue convertible bonds and bonds with warrants. Upon approval by the Board of Directors, the Company may issue other types of bonds.

10. The Company may also issue other types of securities as determined by the General Meeting of Shareholders.

Article 6. Share Certificates

1. Shareholders of the Company shall be issued a share certificate or a certificate of share ownership in either physical form or electronic data form (hereinafter collectively referred to as "share certificate"), corresponding to the number and type of shares they own.

2. A physical share certificate must bear the Company's seal and be signed by the legal representative of the Company in accordance with the provisions of the Enterprise Law. An electronic share certificate shall comply with the provisions of the Electronic Transactions Law and other relevant legal regulations. The share certificate must specify the number and type of shares held by the Shareholder, the full name of the holder, and other information as required by the Enterprise Law.

3. In case a share certificate is lost, torn, destroyed, or otherwise rendered unusable, the Shareholder may request the Company to issue a replacement share certificate in accordance with the provisions of the Enterprise Law.

Article 7. Other Securities Certificates

Bond certificates, bond ownership certificates, or other securities certificates issued by the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued with the signature of the legal representative and the Company's seal, if issued in physical form.

Article 8. Transfer of Shares

1. All shares shall be freely transferable, except as otherwise provided in this Company Charter and the Law. Listed shares or shares registered for trading on the Stock Exchange shall be transferred in accordance with the regulations on securities and the stock market and the rules of the Stock Exchange.

2. Unpaid shares shall not be transferred and shall not enjoy related shareholder rights, including but not limited to the right to receive dividends, the right to receive bonus shares issued from owners' equity, the right to subscribe to newly issued shares, and other rights as prescribed by the Law.

Article 9. Share Forfeiture

1. In the event that a Shareholder fails to fully and timely pay for the subscribed shares, the Board of Directors shall issue a payment notice to the Shareholder, requiring them to settle the outstanding amount along with late payment interest. The interest shall be calculated at the highest permissible rate at the time of calculation, applied to the outstanding amount. The Shareholder shall be liable, up to the total par value of the subscribed shares, for any financial obligations of the Company arising due to non-payment. Interest shall accrue from the date of the notice until the full amount is paid.

2. The payment notice must specify the new payment deadline (which shall be at least seven days from the date of notice), the payment location, and the payment method. The notice must clearly state that failure to pay as required shall result in the forfeiture of the unpaid shares.

3. If the Shareholder fails to fulfill the requirements stated in the notice within the specified time, the Board of Directors shall have the authority to forfeit the unpaid shares.

4. Forfeited shares shall be considered as shares available for sale. The Board of Directors may either sell or reallocate these shares directly or authorize their distribution under such terms and conditions as it deems appropriate.

5. A Shareholder whose shares have been forfeited shall lose their shareholder status with respect to those shares but shall remain liable, up to the total par value of the subscribed shares, for any financial obligations of the Company at the time of forfeiture, as determined by the Board of Directors. The Shareholder must also pay the interest on the outstanding amount as stipulated in Clause 1 of this Article. The Board of Directors shall have the full authority to enforce full payment at the time of forfeiture or may decide to waive or reduce the payment obligation either partially or entirely.

6. A forfeiture notice shall be sent to the Shareholder before the forfeiture takes effect. The forfeiture shall remain valid even if there are errors or negligence in sending the notice.

CHAPTER V

CORPORATE GOVERNANCE STRUCTURE

Article 10. Corporate Governance Structure

The corporate governance structure of the Company consists of:

1. The General Meeting of Shareholders;

2. The Board of Directors and the Audit Committee under the Board of Directors; and

3. The Director.

CHAPTER VI

SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Shareholders are co-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 financial obligations within the scope of their contributed capital.

2. Holders of ordinary shares shall have the following rights:

   a. To attend and speak at General Meetings of Shareholders and to exercise voting rights directly, through a Proxy Holder, or via other forms permitted by this Company Charter and relevant Laws. Each ordinary share carries one voting right; Each ordinary share carries one voting right;

   b. To receive dividends at the rate determined by the General Meeting of Shareholders;

   c. To freely transfer fully paid shares in accordance with this Company Charter and applicable Laws;

   d. To have pre-emptive rights to purchase newly issued shares in proportion to their ordinary shareholding unless otherwise decided by the General Meeting of Shareholders;

   e. To review, inspect, and extract their personal information from the list of eligible Shareholders attending the General Meeting of Shareholders and request corrections of any inaccurate information;

   f. To review, inspect, extract, or copy this Company Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

   g. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their contributed capital after the Company has fulfilled its obligations to creditors and preferred shareholders as prescribed by Law;

   h. To request the Company to repurchase their shares in cases stipulated by this Company Charter and the Enterprise Law;

   i. To be treated equally. Each share of the same type grants equal rights, obligations, and benefits to its holder. If the Company issues preferred shares, the rights and obligations associated with such shares must be approved by the General Meeting of Shareholders and fully disclosed to all Shareholders;

j. To access full periodic and extraordinary information disclosures made by the Company in accordance with the Law;

k. To have their lawful rights and interests protected and to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or Board of Directors in accordance with the Enterprise Law;

l. To exercise other rights as prescribed by Law and this Company Charter.

3. A Shareholder or a group of Shareholders holding at least 5% of the total ordinary shares shall have the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in the following cases:

- When the Board of Directors seriously violates the rights of Shareholders, the duties of Managers, or makes decisions beyond its authorized powers; or
- Other cases as prescribed in this Company Charter.

b. A request to convene a General Meeting of Shareholders must be made in writing and must include the following details: Full name, contact address, nationality, and legal identification number of the Shareholder (if an individual); Name, business registration number or legal identification number of the organization, and registered office address (if an organization); The number of shares held and the registration date of each Shareholder; The total number of shares held by the group of Shareholders and their percentage of ownership in the Company's total shares; The basis and reasons for requesting the General Meeting of Shareholders. The request must be accompanied by supporting documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or the decisions exceeding its authority.

c. To review, inspect, and extract the minutes and resolutions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions that require Board of Directors' approval, and other relevant documents, except for those related to the Company's trade secrets and business secrets;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be in writing and submitted to the Company at least five (5) working days before the opening date of the meeting. The proposal must clearly state the name of the Shareholder, the number of each type of shares owned, and the proposed agenda item; and

e. To exercise other rights as stipulated in this Company Charter and by Law.

4. A Shareholder or a group of Shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors, in accordance with Clause 2, Article 26 of this Company Charter

Article 12. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with this Company Charter and the internal management regulations of the Company, and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To fully and timely pay for the shares they have committed to purchase.

3. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except when such shares are repurchased by the Company or transferred to another party. If a Shareholder withdraws part or all of their contributed capital in violation of this Clause, the Shareholder and any related beneficiaries within the Company shall be jointly liable for the Company's debts and other financial obligations up to the value of the withdrawn shares, as well as for any damages incurred.

4. To maintain confidentiality of the information provided by the Company as stipulated in this Company Charter and by Law; to use the provided information only for exercising and protecting their legal rights and interests; and to strictly prohibit the dissemination, copying, or forwarding of such information to any third party.

5. To attend the General Meeting of Shareholders and exercise their voting rights through the following methods:

   a. Attending and voting directly at the meeting;

   b. Authorizing another individual or organization to attend and vote on their behalf;

   c. Attending and voting via online conferences, electronic voting, or other electronic means;

   d. Submitting a voting ballot to the meeting via guaranteed express delivery to the Company's head office or by sending a scanned version of the voting ballot to the designated email address, as notified by the Company at least one (01) working day before the meeting date.

6. To bear personal liability if acting on behalf of the Company in any of the following cases:

   a. Violating the law;

   b. Conducting business or transactions for personal gain or for the benefit of another organization or individual;

   c. Settling undue debts before financial risks arise for the Company.

7. To fulfill all other obligations as required by applicable laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all Shareholders with voting rights and is the highest decision-making authority of the Company.

2. The Annual General Meeting of Shareholders shall be held once per year. In addition to the annual meeting, the General Meeting of Shareholders may be convened for extraordinary meetings. The location of the General Meeting of Shareholders shall be the place where the Chairperson of the meeting attends and must be within the territory of Vietnam. The General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year; however, the Board of Directors may extend this deadline, if necessary, but not beyond six (06) months from the end of the fiscal year. The Annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions from Shareholders.

3. The Board of Directors is responsible for convening the Annual General Meeting of Shareholders and selecting an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters prescribed by Law and this Company Charter, particularly the approval of the audited annual financial statements. If the auditor's report

on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the Annual General Meeting of Shareholders, and such representative is obligated to participate in the meeting.

4. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
   a. When the Board of Directors deems it necessary for the benefit of the Company;
   b. When the number of Board members falls below the quorum required by Law;
   c. Upon request by a Shareholder or a group of Shareholders as specified in Clause 3, Article 11 of this Company Charter; and
   d. Other cases as prescribed by Law and this Company Charter.

5. Convening an Extraordinary General Meeting of Shareholders:
   a. The Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date when the number of Board members falls below the minimum required by Law or from the date of receiving a request for a meeting as specified in Point c, Clause 4, Article 13 of this Company Charter. If the Board of Directors fails to convene the meeting, the Chairperson of the Board and the members of the Board of Directors shall be liable for any damages incurred by the Company.
   b. If the Board of Directors fails to convene the General Meeting of Shareholders as specified in Point a, Clause 5, Article 13, the Shareholder or group of Shareholders as defined in Clause 3, Article 11 of this Company Charter shall have the right to convene the General Meeting of Shareholders on behalf of the Company in accordance with the Enterprise Law.
   c. All reasonable expenses for convening and conducting the General Meeting of Shareholders shall be paid or reimbursed by the Company. These expenses shall not include costs incurred by Shareholders for attending the meeting, such as accommodation and travel expenses.
   d. The person convening the General Meeting of Shareholders shall perform the tasks specified in Clause 2, Article 16 of this Company Charter.

Article 14. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:
   a. To approve the development strategy of the Company;
   b. To approve the audited annual financial statements of the Company;
   c. To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law;
   d. To decide on the number of members of the Board of Directors;
   e. To select the auditing firm;
   f. To elect, dismiss, and remove members of the Board of Directors;

g. To determine the total remuneration, bonuses, and other benefits for the Board of Directors;

h. To approve amendments and supplements to this Company Charter;

i. To decide on the types and quantity of new shares to be issued for each type of share;

j. To decide on the division, separation, consolidation, merger, or transformation of the Company;

k. To decide on the dissolution of the Company;

l. To review and handle violations by members of the Board of Directors that have caused damage to the Company and/or Shareholders;

m. To approve investment or asset disposal transactions where the asset value is 35% or more of the total asset value of the Company, as recorded in the latest audited financial statements;

n. To decide on the Company's repurchase of more than 10% of the total issued shares of each type;

o. To decide on the Company's execution of contracts and transactions as stipulated in Clause 3, Article 41 of this Company Charter;

p. To decide on the issuance of convertible bonds or bonds with warrants;

q. To approve the internal corporate governance regulations and the operation regulations of the Board of Directors; and

r. To decide on other matters as prescribed by Law and this Company Charter.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

a. The Company's annual business plan;

b. The audited annual financial statements;

c. The Board of Directors' corporate governance report and the performance of the Board of Directors and each Board member;

d. The Company's business performance report and the performance reports of the Board of Directors and the Director;

e. The dividend rate for each class of share;

f. The number of members of the Board of Directors;

g. The election, dismissal, and removal of members of the Board of Directors;

h. The budget or the total remuneration, bonuses, and other benefits for the Board of Directors;

i. The approval of the list of approved auditing firms and the selection of an auditing firm to inspect the Company's operations when deemed necessary;

j. Amendments and supplements to this Company Charter;

k. The classes and quantity of new shares to be issued for each class of shares;

l. The division, separation, consolidation, merger, or transformation of the Company;

m. The reorganization or dissolution (liquidation) of the Company and the appointment of liquidators;

n. Decisions on investment or asset disposals with a value of 35% or more of the total asset value, as recorded in the latest financial statements;

o. Decisions on the Company's repurchase of more than 10% of the total issued shares of each class;

p. The Company's execution of contracts and transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law, with a transaction value equal to or greater than 35% of the Company's total asset value, as recorded in the latest financial statements;

q. Approval of the following transactions:

(i) Granting loans or providing guarantees to members of the Board of Directors, the Director, or other managers who are not Shareholders, as well as to individuals or entities related to them;

(ii) Transactions with a value of 35% or more, or transactions that result in a total transaction value within 12 months reaching 35% or more of the Company's total asset value, as recorded in the latest financial statements, between the Company and any of the following entities:

- Members of the Board of Directors, the Director, other managers, and their related persons;
- Shareholders, authorized representatives of Shareholders who own more than 10% of the Company's total ordinary share capital, and their related persons;
- Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law;

(iii) Loan agreements or asset sales contracts with a value exceeding 10% of the total asset value, as recorded in the latest audited financial statements, between the Company and a Shareholder holding at least 51% of the total voting shares, or such Shareholder's related persons;

r. Approval of internal corporate governance regulations and the Board of Directors' operation regulations; and

s. Other matters as stipulated by Law and this Company Charter.

3. Shareholders shall not participate in voting in the following cases:

a. Contracts specified in Clause 1, Article 14 of this Company Charter, where the Shareholder or their related person is a party to the contract; and

b. The Company's repurchase of shares from such Shareholder or their related person, except in cases where the share repurchase is conducted proportionally among all Shareholders or through order matching or a public tender offer on the Stock Exchange.

4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorized Representative

1. The Authorized Representative of a Shareholder that is an organization shall be appointed in writing in accordance with the Law and shall act on behalf of that Shareholder to exercise rights and fulfill obligations as prescribed in this Company Charter and the Enterprise Law.

2. The appointment of an Authorized Representative shall comply with the following provisions:

   a. A Shareholder that is an organization holding at least 5% but less than 10% of the total ordinary shares may appoint a maximum of two (02) Authorized Representatives.

   b. A Shareholder that is an organization holding at least 10% of the total ordinary shares may appoint a maximum of three (03) Authorized Representatives.

3. If a Shareholder that is an organization appoints multiple Authorized Representatives, it must specify the number of shares allocated to each Authorized Representative. If the Shareholder fails to specify the allocation, the shares shall be equally distributed among all Authorized Representatives.

4. The written authorization for the Authorized Representative must be notified to the Company and shall only take effect from the date the Company receives the document. The authorization document must contain the following essential details:

   a. The name of the organization, its business registration number, establishment number, securities trading code, shareholder code, and registered office address, in the case of a Shareholder that is an organization;

   b. The number of Authorized Representatives, the number of shares represented, and the corresponding ownership percentage for each Authorized Representative;

   c. The full name, contact address, nationality, and legal identification document number of each Authorized Representative;

   d. The term of authorization for each Authorized Representative, including the effective date of representation; and

   e. The full name and signatures of each Authorized Representative and the legal representative of the Shareholder.

Article 16. Convening the General Meeting of Shareholders, Meeting Agenda and Contents, and Meeting Invitation

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The General Meeting of Shareholders may also be convened in the cases specified in Points b and c, Clause 4, Article 13 of this Company Charter.

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

   a. Prepare the list of Shareholders eligible to attend the meeting and announce information regarding the final registration date for the list of eligible Shareholders at least twenty (20) days before that date. The list of eligible Shareholders must be finalized no more than ten (10) days before the meeting invitations are sent;

b. Provide information and handle complaints related to the list of Shareholders;

c. Establish the agenda and meeting contents;

d. Prepare documents for the meeting;

e. Draft resolutions of the General Meeting of Shareholders according to the planned agenda, and prepare a list of candidates along with detailed information in case of elections for the Board of Directors;

f. Determine the time and venue of the meeting;

g. Send meeting invitations to all eligible Shareholders in accordance with this Company Charter; and

h. Perform other necessary tasks related to the organization of the meeting.

3. The meeting invitation shall be sent to all eligible Shareholders and simultaneously published via the State Securities Commission of Vietnam, the Stock Exchange, and the Company's website. The meeting invitation must be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders in a manner that ensures delivery to the Shareholder's contact address. The meeting invitation, agenda of the General Meeting of Shareholders, documents related to the matters to be voted on, and draft resolutions shall be published on the Company's website. The meeting invitation shall specify the Company's website address to enable Shareholders to access the meeting documents.

4. Shareholders or groups of Shareholders as defined in Clause 3, Article 11 of this Company Charter have the right to propose additional agenda items for the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least five (5) working days before the meeting date. The proposal must clearly state the Shareholder's name, the number and class of shares owned, and the proposed agenda item.

5. If the person convening the General Meeting of Shareholders rejects a proposal under Clause 4, Article 16, they must provide a written response no later than two (2) working days before the meeting, stating the reason for the rejection. The person convening the General Meeting of Shareholders may only reject a proposal in the following cases:

a. The proposal does not comply with the requirements in Clause 4, Article 16 of this Company Charter;

b. At the time of the proposal, the Shareholder or group of Shareholders does not hold at least 5% of the total ordinary shares of the Company; or

c. The proposed issue does not fall within the authority of the General Meeting of Shareholders.

6. The person convening the General Meeting of Shareholders must accept and include proposals submitted under Clause 4, Article 16 in the proposed meeting agenda, unless the proposal is rejected under Clause 5, Article 16. The proposal shall be officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

Article 17. Exercising the Right to Attend the General Meeting of Shareholders

1. Shareholders and Authorized Representatives of institutional Shareholders may attend the General Meeting of Shareholders in person, authorize a Proxy Holder in writing, or participate through one of the methods specified in Clause 3 of this Article.

2. The authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing. The Power of Attorney shall be prepared in accordance with civil law provisions and must clearly state the full name of the Proxy Holder, the number of shares represented, and other necessary details as announced by the Company. If multiple Proxy Holders are appointed, the number of shares allocated to each Proxy Holder must be specified. The Proxy Holder must present the authorization document when registering for the meeting before entering the meeting room.

3. A Shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:

   a. Attending and voting directly at the meeting;

   b. Authorizing another person to attend and vote at the meeting;

   c. Attending and voting through online conferences or electronic means, electronic voting, or other electronic forms;

   d. Submitting a voting ballot to the meeting via mail, fax, or email.

4. The Board of Directors shall issue regulations on online meetings and electronic voting in cases where the General Meeting of Shareholders is conducted via online conferences or electronic means, with or without electronic voting or other digital forms.

Article 18. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when Shareholders representing more than 51% of the total voting shares of the Company are in attendance.

2. If the required Shareholder quorum specified in Clause 1, Article 18 is not met within sixty (60) minutes from the scheduled start time, the meeting convenor must cancel the meeting. The second meeting invitation must be sent within thirty (30) days from the originally scheduled meeting date. The second General Meeting of Shareholders shall be conducted if Shareholders representing at least 33% of the total voting shares of the Company are in attendance.

3. If the second General Meeting of Shareholders cannot be conducted due to insufficient Shareholders as required in Clause 2, Article 18 within one hundred twenty (120) minutes from the scheduled start time, the third meeting invitation must be sent within twenty (20) days from the originally scheduled second meeting date. In this case, the third General Meeting of Shareholders shall proceed regardless of the number of attending Shareholders and shall have the authority to decide on all matters originally proposed for approval at the first meeting.

4. At the request of the Chairperson of the meeting, the General Meeting of Shareholders shall have the right to modify the meeting agenda, as specified in Clause 3, Article 16 of this Company Charter.

Article 19. Proceedings for Conducting Meetings and Voting at the General Meeting of Shareholders

1. On the day of the General Meeting of Shareholders, the Company must carry out the Shareholder registration process and continue the registration until all eligible Shareholders present have completed their registration.

2. During Shareholder registration, the Company shall issue one or more voting ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the full name of the Shareholder, the full name of the Proxy Holder, and the number of votes assigned to that Shareholder. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot. The vote counting results shall be announced immediately at the General Meeting of Shareholders by the Vote Counting Committee upon completion of the vote count. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.

3. Shareholders arriving late to the General Meeting of Shareholders shall have the right to register immediately and participate in the meeting, including voting, from the moment they complete their registration. The Chairperson shall not be obligated to pause the meeting to allow late-arriving Shareholders to register. Any voting sessions conducted before the arrival of the late Shareholders shall remain valid and unaffected.

4. The Chairperson of the Board of Directors or a Board member authorized by the Chairperson shall preside over the Annual General Meeting of Shareholders and other General Meetings of Shareholders convened by the Board of Directors. If the Chairperson of the Board of Directors is absent or temporarily unable to perform their duties, the remaining Board members shall elect one among themselves to preside over the meeting by majority vote. If no Board member is available to preside over the meeting, the highest-ranking Board member shall lead the meeting and facilitate the election of a Chairperson from among the attendees. The candidate with the highest number of votes shall be appointed as the Chairperson of the meeting. In other cases, the person who signed the notice convening the General Meeting of Shareholders shall conduct the meeting and facilitate the election of a Chairperson from among the attendees. The candidate with the highest number of votes shall be designated as the Chairperson of the meeting. In the above election cases, the names of the candidates and the number of votes received by each candidate shall be publicly announced. The Chairperson shall appoint one or more persons to act as secretaries for the General Meeting of Shareholders.

5. The Chairperson shall have the right to determine the order, procedures, or any unexpected matters arising outside the meeting agenda during the General Meeting of Shareholders.

6. The Chairperson may postpone the General Meeting of Shareholders, even if the required quorum is met, to another time and location determined by the Chairperson without requiring approval from the General Meeting of Shareholders, if the Chairperson determines that (a) The attendees do not have sufficient seating accommodations at the meeting venue; or (b) The communication facilities at the meeting venue do not ensure proper participation, discussion, and voting by Shareholders; or (c) Certain attendees are disrupting the meeting, potentially preventing it from being conducted fairly and legally. The postponement period shall not exceed three (03) working days from the originally scheduled meeting date.

7. If the Chairperson unlawfully postpones or suspends the General Meeting of Shareholders in violation of Clause 6, Article 19, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and continue conducting the meeting until its conclusion. The validity of prior votes at the meeting shall not be affected.

8. The Chairperson of the General Meeting of Shareholders may take any necessary actions to conduct the meeting properly and orderly or to ensure that the meeting reflects the will of the majority of attending Shareholders.

9. The Chairperson of the General Meeting of Shareholders may require Shareholders or Proxy Holders attending the meeting to undergo security screening or comply with other lawful and reasonable security measures. If any Shareholder or Proxy Holder refuses to comply with such security measures, the Chairperson, after careful consideration, may deny or expel the Shareholder or Proxy Holder from the General Meeting of Shareholders.

10. After careful consideration, the Chairperson may take appropriate measures to:

    a. Arrange seating at the main meeting venue;

    b. Ensure the safety of all attendees at the meeting venue; and

    c. Facilitate Shareholders' participation (or continued participation) in the General Meeting of Shareholders.

    The Chairperson of the General Meeting of Shareholders shall have full authority to modify the aforementioned measures and implement any necessary measures as deemed appropriate. The applied measures may include issuing admission tickets or using other alternative methods.

11. Clauses 1 to 10 of Article 19 shall also apply to General Meetings of Shareholders conducted via online conferences, electronic meetings, electronic voting, or other digital formats. Resolutions adopted at General Meetings of Shareholders held via online or electronic voting shall have the same legal validity as resolutions adopted at in-person meetings.

Article 20. Forms of Adopting Resolutions by the General Meeting of Shareholders

The General Meeting of Shareholders shall approve all resolutions within its authority by means of voting at the meeting or by collecting written opinions from Shareholders.

Article 21. Conditions for Adoption of Resolutions by the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by Shareholders representing at least 65% of the total voting shares of all Shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 5 of Article 21 of this Company Charter

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

    b. Changes to the business sectors and industries of the Company;

    c. Changes to the Company's management structure as prescribed in Article 137 of the Enterprise Law;

    d. Investment projects or transactions involving asset sales valued at 35% or more of the total asset value of the Company as recorded in the latest audited financial statements; and

    e. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by Shareholders representing more than 50% of the total voting shares of all Shareholders attending and voting at the meeting, except for cases specified in Clauses 1, 3, 4, and 5 of Article 21 of this Company Charter.

3. The election of Board of Directors members shall be conducted by cumulative voting, whereby each Shareholder has a total number of voting rights equal to the total number of shares owned multiplied by the number of Board members to be elected. A Shareholder may allocate all or part of their total votes to one or several candidates. The elected Board members shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of Board members has been elected. If two or more candidates receive the same number of votes for the last available Board position, the General Meeting of Shareholders shall conduct another round of voting among those candidates or decide based on the selection criteria stipulated in the Election Regulations.

4. If a resolution is adopted by collecting written opinions from Shareholders, it shall be considered approved if it receives affirmative votes from Shareholders representing more than 50% of the total voting shares of all Shareholders eligible to vote.

5. Any change or cancellation of special rights attached to a class of preferred shares shall take effect only if approved by Shareholders representing at least 65% of the total voting shares of all attending Shareholders. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preferred Shareholders shall be valid only if approved by at least 75% of the total shares of that class held by attending preferred Shareholders or at least 75% of the total shares of that class held by preferred Shareholders in the case of resolutions adopted by collecting written opinions.

6. A meeting of preferred Shareholders to approve the change of rights as mentioned above shall be valid only if at least two (02) Shareholders (or their Authorized Representatives) holding at least one-third (1/3) of the par value of the issued shares of that class are present. If the required quorum is not met, the meeting shall be reconvened within 30 days and at the reconvened meeting, all holders of that class of shares, regardless of the number of attendees and shares held, shall be deemed to satisfy the quorum requirement if they attend in person or through an Authorized Representative. At such meetings of preferred Shareholders, those present in person or by proxy may request secret voting. Each share of the same class shall carry equal voting rights at such meetings.

7. The procedures for conducting such separate meetings shall be carried out in accordance with Articles 18, 19, 20, and 21 of this Company Charter.

8. Unless otherwise stipulated in the terms of share issuance, the special rights attached to preferred shares regarding the distribution of profits or assets of the Company shall not be affected by the issuance of additional shares of the same class.

Article 22. Authority and Procedures for Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from Shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. If deemed necessary for the benefit of the Company, the Board of Directors shall have the right to collect written opinions from Shareholders to adopt any resolution within the authority of the General Meeting of Shareholders.

2. The Board of Directors must prepare the opinion collection ballots, the draft resolution of the General Meeting of Shareholders, and explanatory documents related to the draft resolution and send them to all Shareholders eligible to vote at least ten (10) days before the deadline for returning the completed opinion ballots.

3. The opinion collection ballot must include the following key details:

   a. The name, registered office address, and business registration number of the Company;

   b. The purpose of collecting written opinions;

   c. The full name, contact address, nationality, and legal identification document number for an individual Shareholder; or the name, registered office address, business registration number, or legal identification document number for an institutional Shareholder; or the full name, contact address, nationality, and legal identification document number of the Authorized Representative of an institutional Shareholder; along with the number of shares held in each class and the corresponding voting rights of the Shareholder;

   d. The matters to be voted on;

   e. The voting options, including approve, disapprove, or abstain for each matter;

   f. The deadline for submitting the completed opinion ballot to the Company; and

   g. The full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may submit their completed opinion ballots to the Company via mail, fax, or email under the following provisions:

   a. By mail: The completed opinion ballot must be signed by the Shareholder (if an individual), the Authorized Representative, or the legal representative of the institutional Shareholder. The ballot must be sealed in an envelope, and no one is allowed to open it before vote counting.

   b. By fax or email: The opinion ballot must remain confidential until the time of vote counting.

   c. Opinion ballots submitted after the deadline specified on the opinion ballot, or opened before vote counting (if sent by mail), or disclosed before vote counting (if sent by fax or email) shall be invalid. Any opinion ballot not submitted shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of Shareholders who do not hold managerial positions in the Company. The vote-counting minutes must include the following key contents:

   a. The name, registered office address, and business registration number of the Company;

   b. The purpose and matters for which opinions are being collected to approve the resolution;

   c. The number of Shareholders and the total number of voting ballots received, specifying the valid and invalid votes, as well as the methods used to submit the ballots;

d. The total number of votes in favor, against, and abstentions for each matter;

e. The matters approved and their corresponding approval ratios; and

f. The full names and signatures of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote counters. Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the accuracy and integrity of the vote-counting minutes and for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be published on the Company's website within twenty-four (24) hours from the time of vote counting completion.

7. The completed opinion ballots, vote counting minutes, full text of the adopted resolution, and all related documents sent along with the opinion ballots must be kept at the Company's registered office.

8. A resolution adopted through written opinions of Shareholders shall be valid if it is approved by Shareholders representing more than 50% of the total voting shares of all Shareholders eligible to vote. Such a resolution shall have the same legal validity as a resolution adopted at the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an additional version in a foreign language if necessary, and must include the following key details:

a. The Company's name, registered office address, and business registration number;

b. The date, time, and location of the General Meeting of Shareholders;

c. The agenda and content of the meeting;

d. The full names of the Chairperson and the Secretary;

e. A summary of the meeting proceedings and Shareholders' opinions on each agenda item discussed;

f. The number of Shareholders and total voting shares of Shareholders attending the meeting, including an attached list of registered Shareholders or their representatives, with the corresponding number of shares and voting rights;

g. The total number of votes cast for each voting matter, specifying the voting method, the number of valid and invalid votes, the number of affirmative votes, negative votes, and abstentions, and the corresponding percentage of total votes of attending Shareholders;

h. The approved matters and the corresponding voting percentages; and

i. The full names and signatures of the Chairperson and the Secretary.

If the Chairperson or the Secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all the required content as specified in this clause. The minutes must explicitly state the refusal of the Chairperson or Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes.

3. The Chairperson, the Secretary, or any other signatories of the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the minutes' content.

4. Both the Vietnamese and foreign language versions of the meeting minutes shall have equal legal validity. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

5. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the conclusion of the meeting.

6. The minutes of the General Meeting of Shareholders, the attached list of registered Shareholders, the adopted resolutions, and any related documents sent along with the meeting invitation must be kept at the Company's registered office.

Article 24. Request for Revocation of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or vote counting minutes of written opinion collection, or from the date the Company publicly discloses these documents, Shareholders or groups of Shareholders as specified in Clause 3, Article 11 of this Company Charter shall have the right to request a Court or Arbitration Tribunal to review and revoke the resolution or part of the resolution in the following cases:

1. The procedures for convening the meeting and the decision-making process of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Company Charter, except in the case specified in Clause 2, Article 25 of this Company Charter; or

2. The content of the resolution violates the Law or this Company Charter.

Article 25. Effectiveness of Resolutions of the General Meeting of Shareholders

1. A resolution of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date specified in the resolution.

2. A resolution of the General Meeting of Shareholders adopted with 100% of the total voting shares shall be valid and legally effective, even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and this Company Charter.

3. If a Shareholder or group of Shareholders requests a Court or Arbitration Tribunal to revoke a resolution of the General Meeting of Shareholders as stipulated in Article 24 of this Company Charter, the resolution shall remain in effect until a final revocation decision by the Court or Arbitration Tribunal takes effect, unless a temporary emergency measure is applied by the competent authority.

CHAPTER VII

BOARD OF DIRECTORS AND MEMBERS OF BOARD OF DIRECTORS

Article 26. Composition and Term of Members of the Board of Directors

1. The Board of Directors shall consist of between 03 and 11 members. The specific number of Board members for each term shall be determined by the General Meeting of

Shareholders. The term of office for a Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. The Board of Directors must include a number of Independent Board Members in accordance with the Law. An individual may not serve as an Independent Board Member for more than two (02) consecutive terms. Board members may be non-Vietnamese citizens and/or non-residents of Vietnam.

2. Shareholders or groups of Shareholders holding at least 10% of the total voting shares of the Company shall have the right to nominate candidates for the Board of Directors as specified in this Article. Shareholders or groups of Shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 65%, up to five (05) candidates; and 65% or more, the right to nominate the full number of candidates.

3. The Company must disclose information regarding Board candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that Shareholders can review the candidates before voting. Board candidates must submit a written commitment confirming the truthfulness and accuracy of their disclosed personal information and commit to performing their duties with honesty, diligence, and in the best interest of the Company if elected. The disclosed information regarding Board candidates shall include:

   a. Full name, date of birth;

   b. Qualification;

   c. Professional experience;

   d. Other managerial positions (including Board memberships in other companies);

   e. Interests related to the Company and related parties of the Company;

   f. Other relevant information, if required by the Company's Articles of Association;

   g. Information on other companies where the candidate holds a Board position, other managerial roles, and any related interests in such companies (if any).

4. If the number of Board of Directors candidates nominated and self-nominated does not meet the required number, the incumbent Board of Directors may nominate additional candidates in accordance with the Company's Internal Corporate Governance Regulations and the Board of Directors' operation regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes on the election of Board members as required by law.

5. Members of the Board of Directors must meet the following qualifications and conditions:

   a. Have full civil capacity and not be prohibited from establishing or managing an enterprise under the Enterprise Law;

   b. Possess professional qualifications or experience in business administration or in the Company's main business sector or industry.

6. A Board member shall no longer hold office if they are dismissed, removed, or replaced by a resolution of the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

7. The appointment of Board members must be disclosed in accordance with the laws on securities and the stock market.

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

   a. The number of Board members is reduced by more than one-third of the total number of Board members of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of Board members falls below one-third;

   b. The number of Independent Board Members decreases, failing to maintain the required legal ratio;

   c. Except in the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed Board member at the next meeting.

9. The composition of the Board of Directors is as follows:

   The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total Board members are non-executive members. The Company shall minimize the number of Board members holding executive positions to ensure the independence of the Board of Directors.

   The total number of Independent Board Members must comply with the following requirements:

   a. At least one (01) Independent Board Member if the Board of Directors consists of 03 to 05 members;

   b. At least two (02) Independent Board Members if the Board of Directors consists of 06 to 08 members;

   c. At least three (03) Independent Board Members if the Board of Directors consists of 09 to 11 members.

10. A Board member is not required to be a Shareholder of the Company.

11. Independent Board Members must meet the qualifications and conditions specified by the Securities Law and Enterprise Law. An Independent Board Member must notify the Board of Directors if they no longer meet the required qualifications and conditions under the Enterprise Law and shall automatically cease to be an Independent Board Member from the date when they no longer satisfy such criteria. The Board of Directors must inform the General Meeting of Shareholders at the next meeting about the status of the Independent Board Member who no longer meets the requirements or convene a General Meeting of Shareholders to elect a replacement within six (06) months from the date the notification is received from the affected Independent Board Member.

Article 27. Rights and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to make decisions and exercise the Company's rights and obligations, except for those rights and obligations that fall within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall have the following rights and duties:

   a. Determine the Company's strategy, medium-term development plans, and annual business plans;

   b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director, Deputy Directors, and Chief Accountant; determine their salaries and other benefits;

   c. Decide on the Company's organizational structure and internal management regulations;

   d. Resolve complaints by the Company against a Manager and decide on the Company's representative in legal proceedings involving such Managers;

   e. Propose the classes of shares and the total number of shares to be offered for each class;

   f. Propose the issuance of convertible bonds or bonds with warrants for approval by the General Meeting of Shareholders;

   g. Decide on the issuance of other types of bonds or other debt instruments;

   h. Determine the offering price of bonds, shares, and other securities of the Company;

   i. Propose the annual dividend rate and determine the interim dividend rate; decide on the dividend payment timeline and procedures; and decide on the handling of business losses incurred during the Company's business operations;

   j. Propose the restructuring, dissolution, or bankruptcy filing of the Company;

   k. Appoint, dismiss, or remove authorized representatives to exercise the Company's ownership rights over shares or capital contributions in other companies; determine their compensation and other benefits; nominate individuals for managerial positions in such companies; and appoint, dismiss, and remove managers in companies fully owned by the Company;

   l. Establish branches or representative offices of the Company;

   m. Establish Subsidiaries wholly owned by the Company;

   n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of this Company Charter;

   o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or greater than the threshold specified in Point n, Clause 2, Article 27 of this Company Charter;

p. Approve investments or asset sales valued between 1% and less than 35% of the total asset value of the Company, as recorded in the latest audited financial statements. This provision does not apply to contracts and transactions stipulated in Clause 3, Article 41 of this Company Charter;

q. Approve the purchase or sale of shares and capital contributions in other companies, whether established in Vietnam or abroad;

r. Determine the valuation of non-cash assets contributed to the Company, including gold, land use rights, intellectual property rights, technology, technical know-how, and other assets that can be valued in Vietnamese Dong;

s. Approve the Company's repurchase of no more than 10% of the total number of shares sold of each class within twelve (12) months; determine the repurchase price of the Company's shares in accordance with the Law;

t. Supervise and direct the Director in managing the Company's daily business operations;

u. Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions from the General Meeting of Shareholders to pass resolutions;

v. Submit the annual financial report to the General Meeting of Shareholders;

w. Develop the Company's internal governance regulations and submit them to the General Meeting of Shareholders for approval; and

x. Exercise other rights and duties as stipulated by Law and this Company Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote.

4. The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following:

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

b. Summary of Board meetings and decisions made by the Board of Directors;

c. Report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of the charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.

d. Activities of Independent Board Members and their evaluation of the Board's performance;

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

f. Activities of other committees under the Board of Directors (if any);

g. Supervisory results regarding the Director;

h. Supervisory results regarding other executives;

i. Future plans.

5. Board members holding executive positions (including the Chairperson, Vice Chairperson of the Board of Directors, or other titles in the Company), or Board members serving on committees under the Board of Directors or performing additional tasks beyond the usual responsibilities of a Board member, may receive additional remuneration in the form of a lump sum payment per assignment, salary, commission, profit-sharing, or other forms of compensation as determined by the Board of Directors.

Article 28. Chairperson and Vice Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. If deemed necessary, based on the proposal of the Chairperson, the Board of Directors may elect one or more Vice Chairpersons from among its members. The Chairperson of the Board of Directors shall not concurrently hold the position of Director of the Company.

2. The Chairperson of the Board of Directors shall have the following rights and duties:

a. Develop the agenda and activity plan of the Board of Directors;

b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

c. Organize the approval of resolutions and decisions of the Board of Directors;

d. Supervise the implementation of resolutions and decisions of the Board of Directors;

e. Preside over the General Meeting of Shareholders;

f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders;

g. Represent the Company in signing contracts in which the Company is a party;

h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;

j. Negotiate and sign contracts that require approval from the General Meeting of Shareholders as prescribed by law;

k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.

l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;

m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited financial statements. This provision

does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of this Company Charter;

n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of this Company Charter;

o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of this Company Charter;

p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and this Company Charter.

3. The Vice Chairperson shall have the same rights and obligations as the Chairperson only when authorized by the Chairperson. This authorization applies only if the Chairperson has notified the Board of Directors of their absence due to force majeure or inability to perform their duties. In such cases, if the Chairperson does not appoint the Vice Chairperson to act on their behalf, the remaining Board members shall designate the Vice Chairperson. If both the Chairperson and Vice Chairperson are temporarily unable to perform their duties, the Board of Directors may appoint another Board member to act as Chairperson, based on a majority vote.

4. If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.

Article 29. Meetings of the Board of Directors

1. **Meeting for electing the Chairperson**: If the Board of Directors elects the Chairperson, the first Board meeting of the new term must be held within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes. If there are multiple members with the highest and equal number of votes, those members shall elect one among them to convene the Board meeting, based on a majority vote.

2. **Regular meetings**: The Chairperson of the Board of Directors shall convene Board meetings, set the agenda, and decide on the time and location of the meeting. The Chairperson may convene meetings whenever deemed necessary, but at least once per quarter.

3. **Extraordinary meetings**: The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the interests of the Company. Additionally, the Chairperson must convene a Board meeting in the following cases:

   a. At the request of an Independent Board Member;

   b. At the request of the Director;

   c. At the request of at least two (2) Board members; or

   d. In other cases, as prescribed by Law and this Company Charter.

A request to convene a Board meeting, as stipulated in this Article, must be made in writing, clearly stating the purpose, matters to be discussed, and issues under the Board's authority for decision-making.

4. Meetings of the Board of Directors, as specified in Clause 3 of this Article, must be held within seven (07) working days from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3 of this Article, may convene the Board meeting themselves.

5. **Meeting location**: Meetings of the Board of Directors shall be held at the Company's registered address or other locations in Vietnam or abroad, as decided by the Chairperson of the Board of Directors.

6. **Meeting notice and agenda**: The notice of the Board of Directors meeting must be sent to all Board members at least three (03) working days before the meeting date. The notice must be in writing and must include the agenda, date, time, and location of the meeting, along with the necessary documents regarding the issues to be discussed and voted on at the meeting of the Board of Directors.

   The meeting notice may be sent via postal mail, fax, email, or other means, but it must reach the registered address of each Board member as recorded with the Company.

7. **Quorum:** Board meetings shall be considered valid and may be conducted if at least three-fourths (3/4) of the total Board members are present, including those attending via Proxy Holder. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting shall be considered valid if more than one-half (1/2) of the total Board members are present, including those attending via Proxy Holder.

   A Board member shall be considered as attending and voting in the following cases:

   a. Attending and voting directly at the meeting;

   b. Authorizing another person to attend and vote as per the provisions of this Company Charter;

   c. Attending and voting through an online conference, electronic voting, teleconference, or other similar means;

   d. Submitting a voting ballot to the meeting via postal mail, fax, or email.

   In the case of voting by postal mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.

8. Board members must attend all Board meetings. A Board member may authorize another person to attend and vote on their behalf only if the majority of the Board members approve.

9. Voting:

   a. Except as provided in Point b, Clause 9, Article 29 of this Company Charter, each Board member or Proxy Holder attending the Board meeting shall have one (01) vote;

b. Board members shall not vote on contracts, transactions, or proposals in which they or their Related Persons have an interest that conflicts or may conflict with the interests of the Company;

c. Majority Voting Principle: Resolutions or decisions of the Board of Directors shall be approved if they receive the affirmative votes of more than 50% of the Board members with voting rights present at the meeting. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

10. **Meetings and Adoption of Resolutions by Written Consultation**: The Board of Directors may hold a meeting and adopt all resolutions within its authority by collecting written opinions from its members.

The procedure for conducting meetings and collecting written opinions shall be as follows:

a. The Chairperson of the Board of Directors shall have the authority to convene a meeting and collect written opinions from Board members to adopt Board resolutions at any time if deemed necessary for the benefit of the Company.

b. The Chairperson of the Board of Directors must prepare a written opinion request for Board members. The request must include the following key details: (i) the issues requiring opinions, (ii) voting options, including approval, disapproval, and abstention, (iii) the deadline for submitting the completed opinion form to the Company, and (iv) the name and signature of the Chairperson of the Board of Directors and the name and signature of each consulted Board member.

c. The Chairperson of the Board of Directors shall organize the vote counting process and prepare a vote-counting minutes with the assistance of the Company Secretary. The vote counting report must contain the following key details: (i) The issues requiring opinions, (ii) the total number of Board members who participated in the voting, distinguishing between valid and invalid votes, (iii) the total number of votes in favor, against, and abstentions for each issue, (iv) the resolutions that have been approved, and (v) the names and signatures of the Chairperson of the Board of Directors and the Company Secretary.

d. When collecting written opinions, a resolution shall be passed if it receives affirmative votes from a majority of Board members (more than 50%) of the total Board members with voting rights regarding the consulted issue. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

e. A resolution adopted by collecting written opinions shall have the same validity and effect as a resolution passed at a duly convened and held Board meeting.

11. **Invitees Attending Meetings as Observers**: The Director and third-party experts may attend Board meetings as invitees at the request of the Chairperson of the Board of Directors but shall not have voting rights, except when they are Board members or Proxy Holders authorized by a Board member as per Clause 8, Article 29 of this Company Charter.

Article 30. Minutes of the Board of Directors Meetings

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following contents:

   a. The name, registered office address, and business registration number of the Company;

   b. Date, time, and location of the meeting;

   c. Purpose, agenda, and meeting contents;

   d. Names of each attending Board member or Proxy Holder, and their method of participation; names of absent members and the reason for their absence;

   e. Matters discussed and voted on during the meeting;

   f. Summary of statements made by each attending Board member, following the order of the meeting's discussion (if any);

   g. In cases where the Board of Directors passes a resolution or decision within its authority, the voting results must clearly indicate the members who voted in favor, against, or abstained;

   h. Resolutions that have been approved and the corresponding voting ratios; and

   i. Names and signatures of the Chairperson and the minutes taker (meeting secretary), except in cases specified in Clause 2 of this Article.

2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors agree to adopt and sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and the minutes taker shall bear personal liability for any damage to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law, the Company Charter, and applicable laws.

3. The Chairperson, the minutes taker, and any other signatories of the minutes shall be responsible for ensuring the truthfulness and accuracy of the contents recorded in the minutes of the Board of Directors meetings.

4. The minutes of the Board of Directors meetings and the documents used during the meeting must be kept at the Company's head office.

5. Minutes prepared in both Vietnamese and a foreign language shall have the same legal effect. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

Article 31. Person in Charge of Corporate Governance and Company Secretary

1. The Board of Directors of the Company shall appoint at least one person as the Person in Charge of Corporate Governance to support corporate governance activities. The Person in Charge of Corporate Governance may concurrently hold the position of Company Secretary.

2. The Person in Charge of Corporate Governance must not simultaneously work for any approved auditing organization currently conducting the audit of the Company's financial statements.

3. The Person in Charge of Corporate Governance has the following rights and responsibilities:

   a. Advising the Board of Directors on organizing General Meeting of Shareholders in compliance with regulations and handling shareholder-related affairs;

   b. Preparing meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors;

   c. Providing guidance on meeting procedures;

   d. Attending meetings;

   e. Advising on the procedures for drafting resolutions of the Board of Directors in compliance with the law;

   f. Providing financial information, copies of Board of Directors meeting minutes, and other relevant information to Board members;

   g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

   h. Acting as the primary liaison with relevant stakeholders;

   i. Ensuring confidentiality of information in accordance with legal regulations and this Company Charter; and

   j. Other rights and responsibilities as stipulated by law and this Company Charter.

4. The Company Secretary has the following rights and responsibilities:

   a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors meetings; taking minutes of meetings;

   b. Assisting Board members in fulfilling their assigned rights and responsibilities;

   c. Supporting the Board of Directors in the implementation of corporate governance principles;

   d. Assisting the Company in shareholder relations, protecting shareholders' legal rights and interests, and ensuring compliance with information disclosure obligations, transparency, and administrative procedures;

   e. Other rights and responsibilities as stipulated in the Company's Articles of Association.

CHAPTER VIII

AUDIT COMMITTEE AND MEMBERS OF THE AUDIT COMMITTEE

Article 32. Composition of the Audit Committee

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee must have at least two (2) members. The Chairperson of the Audit Committee

must be an Independent Board Member. Other members of the Audit Committee must be Non-Executive Board Members.

2. Members of the Audit Committee must have knowledge of accounting and auditing, as well as a general understanding of law and the Company's operations, and must not fall into the following categories:

   a. Working in the accounting or finance department of the Company;

   b. Being a member or employee of an approved auditing firm that has audited the Company's financial statements within the past three (3) consecutive years.

3. The Chairperson of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

4. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 33. Rights and Responsibilities of the Audit Committee

The Audit Committee has the following rights and responsibilities:

1. Supervise the accuracy and integrity of the Company's financial statements and official disclosures related to the Company's financial results.

2. Review the internal control and risk management systems.

3. Examine related-party transactions that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations regarding transactions that require such approvals.

4. Oversee the Company's internal audit department.

5. Recommend the selection of an independent auditing firm, including its fees and contractual terms, for approval by the Board of Directors before submission to the Annual General Meeting of Shareholders.

6. Monitor and assess the independence and objectivity of the external auditor, as well as the effectiveness of the audit process, especially if the Company engages the audit firm for non-audit services.

7. Ensure the Company's compliance with legal regulations, regulatory requirements, and internal rules.

8. Have access to documents related to the Company's operations and communicate with other Board Members, the Director, and the Chief Accountant to gather necessary information for the Audit Committee's activities.

9. Request representatives of the approved auditing firm to attend and respond to financial audit-related matters at Audit Committee meetings.

10. Utilize external legal, accounting, or other advisory services when necessary.

11. Develop and propose risk identification and management policies to the Board of Directors and suggest solutions to mitigate emerging risks in the Company's operations.

12. Submit a written report to the Board of Directors if a Board Member or the Director fails to fulfill their responsibilities as stipulated in the Law on Enterprises and this Company Charter.

13. Develop the Audit Committee's operation regulations and submit them to the Board of Directors for approval.

14. Exercise other rights and responsibilities as prescribed by law.

Article 34. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice a year. The meeting minutes of the Audit Committee must be detailed and clear. The minute taker and all attending members of the Audit Committee must sign the meeting minutes. Minutes of the Audit Committee meetings must be fully stored.

2. The Audit Committee passes decisions through voting at meetings, collecting written opinions, or other methods as specified in the Audit Committee's operation regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's operation regulations stipulate a higher percentage, a decision of the Audit Committee is approved if a majority of the attending members agree; in case of a tie, the final decision shall be determined by the Audit Committee Chairperson's opinion.

Article 35. Report on the Activities of Independent Board Members in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent Board Members in the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders.

2. The report on the activities of Independent Board Members in the Audit Committee at the Annual General Meeting of Shareholders must include the following:

   a. Remuneration, operational expenses, and other benefits of the Audit Committee and each of its members as stipulated in the Enterprise Law;

   b. Summary of Audit Committee meetings, including conclusions and recommendations;

   c. Results of oversight regarding financial statements, business operations, and financial situation of the Company;

   d. Assessment report on transactions between the Company, subsidiaries, and other companies in which the Company holds more than 50% of registered capital, involving Board Members, the Director, other executives, and their related persons; transactions between the Company and companies where a Board Member, Director, or other executive was a founder or manager within the past three years before the transaction;

   e. Assessment of the Company's internal control and risk management system;

   f. Supervision results of the Board of Directors, Director, and other executives of the Company;

   g. Evaluation of cooperation between the Audit Committee, Board of Directors, Director, and shareholders;

   h. Other relevant matters (if any).

CHAPTER IX

DIRECTOR

Article 36. Organizational Structure of Executive Body

The Company shall establish a management system in which the executive body is responsible for and operates under the leadership of the Board of Directors. The Company shall have a Director, one or more Deputy Directors, and a Chief Accountant appointed by the Board of Directors. The Director and Deputy Directors may concurrently serve as members of the Board of Directors and shall be appointed, dismissed, or removed by the Board of Directors.

Article 37. Company Executives

1. The Company's executives include the Director, Deputy Directors (if any), and the Chief Accountant.
2. Upon the Director's recommendation and with the approval of the Board of Directors, the Company may recruit additional executives in a number and with qualifications appropriate to the Company's structure and internal management regulations as determined by the Board of Directors. Company executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The Director shall receive a salary and bonuses. The salary and bonuses of the Director shall be determined by the Board of Directors.
4. The salaries of the executives shall be included in the Company's business expenses in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 38. Directors

1. The Board of Directors shall appoint a member of the Board of Directors or hire another individual to serve as the Director.
2. The Director is responsible for managing the Company's daily business operations, operating under the supervision of the Board of Directors, and is accountable to the Board of Directors and the Law for performing the assigned rights and obligations. The Director's term shall not exceed five (05) years and may be reappointed. The appointment may become invalid according to the provisions of the employment contract. The Director must not be a person prohibited by law from holding this position.
3. The Director has the following rights and obligations:
    a. Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, as well as execute the Company's business and investment plans as approved by the Board of Directors and the General Meeting of Shareholders;
    b. Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors (except for signing contracts and transactions on behalf of the Company, which must be authorized by the Company's Legal Representative), and organize and operate the Company's daily business activities in accordance with best management practices;
    c. Recommend the organizational structure and internal management regulations of the Company;
    d. Propose dividend distribution plans or solutions for handling business losses;

e. Recruit employees;

f. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

g. Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors);

h. Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as "projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations;

i. Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation;

j. Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, following internal regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide;

k. Propose measures to improve the Company's operations and management; and

l. Exercise other rights and obligations as prescribed by law, this Company Charter, the Company's regulations, and resolutions and decisions of the Board of Directors.

4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.

CHAPTER X

PREVENTION OF CONFLICTS OF INTEREST

Article 39. Duty of Diligence

Members of the Board of Directors and the Director have the responsibility to perform their duties with honesty, in the best interests of the Company, and with the level of diligence that a prudent person would exercise in an equivalent position and under similar circumstances.

Article 40. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors and the Director shall not exploit business opportunities that could benefit the Company for personal gain. They must not use any information obtained through their position for personal benefit or to serve the interests of other organizations or individuals.

2. Members of the Board of Directors and the Director must disclose to the Company their related interests, including:

   a. The name, enterprise registration number, head office address, and business sector of any enterprise in which they are an owner or hold shares or contributed capital;

the percentage and the date of ownership or acquisition of such shares or contributed capital;

b. The name, enterprise registration number, head office address, and business sector of any enterprise in which their Related Persons are owners, co-owners, or hold over 10% of the registered capital.

Such disclosure must be made within seven (07) working days from the date of the arising related interest. Any modifications or additions must be reported to the Company within seven (07) working days from the date of the change.

The declarations under this provision must be kept at the Company's head office. Shareholders, Authorized Representatives of Shareholders, members of the Board of Directors, and the Director have the right to review the disclosed information at any time if deemed necessary.

3. If a member of the Board of Directors or the Director, acting in a personal capacity or on behalf of another party, engages in any activity within the scope of the Company's business, they must disclose the nature and details of such activity to the Board of Directors and may only proceed if approved by the majority of the remaining Board members. If they fail to declare or act without the Board's approval, all income generated from such activities shall belong to the Company.

4. Members of the Board of Directors, the Director, and their Related Persons shall not use or disclose internal information to others for the purpose of executing related transactions.

5. Transactions between the Company and one or more members of the Board of Directors, the Director, other executives, and individuals or organizations related to these parties shall not be deemed invalid under the following circumstances:

a. For transactions valued at 35% or less of the total assets recorded in the latest audited financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been reported to the Board of Directors and approved by a majority vote of non-conflicted Board members.

b. For transactions valued at more than 35%, or transactions that result in a cumulative transaction value exceeding 35% of total assets within a 12-month period from the date of the first transaction, the key terms of the transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been disclosed to the Shareholders and approved by the General Meeting of Shareholders through a vote of non-conflicted shareholders.

Article 41. Approval of Contracts and Transactions Between the Company and Related Persons

1. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following related persons:

a. Shareholders, Authorized Representatives of institutional shareholders holding more than 10% of the total ordinary shares of the Company, and their Related Persons;

b. Members of the Board of Directors, the Director, and their Related Persons;

c. Enterprises in which a Board Member or the Director is an owner or holds shares or capital contributions;

d. Enterprises in which a Related Person of a Board Member or the Director is an owner, jointly owns, or individually owns more than 10% of the registered capital.

2. The Board of Directors shall approve the following contracts and transactions:

a. Contracts and transactions specified in Clause 1 of Article 41, with a value less than 35% of the total assets recorded in the latest audited financial statements; or

b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons.

In such cases, the Company's Representative signing the contract or transaction must notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

a. Contracts and transactions as stipulated in Clause 1, Article 41, with a value of 35% or more of the Company's total assets, as recorded in the latest audited financial statements, or contracts and transactions that result in cumulative transactions exceeding 35% of total assets within twelve (12) months from the date of the first transaction, based on the latest audited financial statements; or

b. Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the latest audited financial statements, between the Company and a shareholder holding at least 51% of the total voting shares, or their Related Persons.

4. When approving contracts and transactions as stipulated in Clause 3, Article 41 of this Company Charter, the Company's representative signing the contract or transaction must notify the Board of Directors about the related parties involved and provide a draft contract or a summary of the key contents of the transaction. The Board of Directors shall submit the draft contract or transaction or provide an explanation of the key contents of the contract or transaction to the General Meeting of Shareholders either at the General Meeting of Shareholders or when collecting written opinions from shareholders. In this case, any shareholder with a related interest in the contract or transaction shall not have voting rights. The contract or transaction shall be approved in accordance with Clause 1 or Clause 4 of Article 21 of this Company Charter.

5. Any contract or transaction shall be null and void by a court decision and subject to legal handling if it was entered into in violation of Article 41. Any signatory of the contract or transaction, shareholders, Board members, or the Director involved shall be jointly liable for compensating any resulting damages and must return to the Company any benefits gained from such contracts or transactions.

Article 42. Liability for Damages and Indemnity

1. Members of the Board of Directors and the Director who violate their obligations, duties of honesty and diligence, or fail to fulfill their duties with due care and professional competence shall be liable for any damages caused by their violations.

2. The Company shall indemnify individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil, administrative cases, and cases where the Company is not the plaintiff) if such individuals have served or are serving as members of the Board of Directors, the Director, or have acted at the request of the Company, provided that the individuals have acted honestly, diligently, and in good faith in the best interests of the Company or not against its best interests, in compliance with the law, and there is no evidence confirming that they have violated their duties.

3. Indemnity costs include incurred expenses (including legal fees), fines, or other payments actually arising in the settlement of such cases, within the limits permitted by law. The Company may purchase insurance for such individuals to cover the above-mentioned indemnity liabilities.

CHAPTER XI

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 43. Right to Inspect Books and Records

1. Ordinary shareholders have the right to inspect company books and records as follows:

   a. Ordinary shareholders have the right to view, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections to inaccurate information; and view, inspect, extract, or copy the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

   b. A shareholder or group of shareholders holding at least 5% of the total ordinary shares has the right to view, inspect, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Audit Committee, contracts, and transactions subject to approval by the Board of Directors, and other documents, excluding those involving trade secrets or business secrets of the Company.

2. If a shareholder or group of shareholders authorizes a representative to inspect the books and records, the request must be accompanied by a power of attorney or a notarized copy of the power of attorney.

3. Members of the Board of Directors and the Director have the right to inspect the list of shareholders and other company books and records for purposes related to their duties, provided such information is kept confidential.

4. The Company must retain this Company Charter and any amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, meeting minutes and resolutions of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books, and any other documents required by law at its head office.

5. The Company's Articles of Association must be published on the Company's website.

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The Director must develop a plan for approval by the Board of Directors on matters within its authority regarding recruitment, employment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary actions for employees of the Company, including managers and other executives under the appointment authority of the Director.

2. The Director must also develop a plan for approval by the Board of Directors on matters within its authority regarding the Company's relationship with trade union organizations, in accordance with best management standards and practices, the practices and policies stated in this Company Charter, the Company's internal regulations, and current laws.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 45. Dividend Payment

1. The General Meeting of Shareholders shall determine the annual dividend payment rate and method from the Company's retained earnings. Dividends may be paid in cash, shares of the Company, or other assets as decided by the General Meeting of Shareholders. The Company shall only pay dividends to shareholders after fulfilling all tax obligations and other financial obligations in accordance with the law, setting up reserves, and fully covering previous losses as required by law and this Company Charter. After paying dividends, the Company must still ensure that it is able to meet all due debts and other property obligations.

2. Pursuant to the Law on Enterprises, the Board of Directors may decide to make an interim dividend payment.

3. In the case of cash dividends, the Company shall pay in Vietnamese Dong. Payment may be made directly or via bank transfer to the bank account provided by the shareholder. If the Company makes a transfer based on accurate bank account details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the transferred amount. Dividend payments for shares listed or registered for trading on a Stock Exchange may be made in accordance with local practices or the laws of the country where the shares are listed or registered for trading.

4. The Company shall not pay interest on dividend payments or other amounts related to any class of shares.

5. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the authority to implement such a resolution.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision specifying a record date to finalize the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other relevant materials.

7. Other matters related to profit distribution shall be carried out in accordance with applicable laws.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 46. Bank Accounts

1. The Company shall open bank accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. Subject to prior approval by the competent authority, the Company may open bank accounts abroad in accordance with legal regulations if necessary. All payments and accounting transactions of the Company shall be conducted through VND or foreign currency accounts at the banks where the Company maintains accounts.

Article 47. Fiscal Year

The fiscal year of the Company shall commence on January 1st and end on December 31st of the same year.

Article 48. Accounting System

1. The Company shall use the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company shall maintain accounting records in Vietnamese. It shall retain accounting documents in accordance with the type of business activities in which it engages. These records must be accurate, up to date, systematic, and sufficient to explain and justify the Company's transactions.
3. The Company shall use Vietnamese Dong (or a freely convertible foreign currency, subject to approval by the competent state authority) as the currency for accounting purposes.

CHAPTER XV

FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 49. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The audited annual financial statements must be disclosed in accordance with regulations on information disclosure in the securities market.
2. The annual financial statements must include full reports, appendices, and notes as required by corporate accounting laws. These statements must reflect the Company's operations honestly and objectively.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements as required by laws on information disclosure in the securities market.

Article 50. Annual Reports

The Company shall prepare and disclose its Annual Report in accordance with the provisions of laws on securities and the securities market.

CHAPTER XVI

AUDITING OF THE COMPANY

Article 51. Auditing

1. At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is legally operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company for the following fiscal year, based on terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. At the discretion of the Board of Directors, the auditor conducting the audit of the Company's financial statements may attend the General Meeting of Shareholders and shall be entitled to receive notices and other related information that shareholders are entitled to, and to express opinions at the General Meeting on audit-related matters.

CHAPTER XVII

COMPANY SEAL

Article 52. Company Seal

1. The Company's seal includes a physical seal made at a seal engraving facility or a digital signature seal in accordance with laws on electronic transactions.

2. The Board of Directors shall determine the quantity, form, content, and design of the Company's seal, as well as those of its branches or representative offices.

3. The management and retention of the Company's seal, including that of its branches or representative offices, shall be carried out in accordance with the Seal Management and Retention Regulation issued by the Director.

CHAPTER XVIII

DISSOLUTION

Article 53. Cases and Conditions for Dissolution of the Company

1. The Company may be dissolved under the following circumstances:

   a. Pursuant to a resolution of the General Meeting of Shareholders;

   b. Other cases as provided by law.

2. The dissolution of the Company shall comply with the conditions prescribed by Law.

Article 54. Procedures for Dissolution

The dissolution of the Company shall be conducted in accordance with the procedures prescribed by law.

Article 55. Liquidation

1. After a resolution on the Company's dissolution has been passed, the Board of Directors must establish a Liquidation Committee consisting of three members: two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operation regulations. Members of the Committee may be selected from

the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment before the Company's other debts.

2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and commencement of activities. From that point, the Committee shall represent the Company in all matters related to liquidation before Courts and administrative authorities.

3. Proceeds from the liquidation shall be paid in the following order:

   a. Liquidation expenses;

   b. Salary debts, severance pay, social insurance, and other employee benefits as per collective labor agreements and signed employment contracts;

   c. Tax liabilities;

   d. Other debts of the Company;

   e. The remaining amount, after payment of items (a) through (d), shall be distributed to shareholders. Preferred shares shall be given priority in payment.

CHAPTER XIX

INTERNAL DISPUTE RESOLUTION

Article 56. Internal Dispute Resolution

1. In the event of a dispute or complaint related to the Company's operations or the rights and obligations of Shareholders under this Company Charter, the Law on Enterprises, or other legal provisions, between:

   a. A Shareholder and the Company; or

   b. A Shareholder and the Board of Directors, the Director, or other Executives.

   The parties involved shall make every effort to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairperson of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant issues within five (05) working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairperson of the Board, the Shareholder shall have the right to appoint an independent expert to act as a mediator for the dispute resolution process.

2. If no mediation agreement is reached within sixty (60) days from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or a competent People's Court for resolution.

3. Each party shall bear its own costs related to negotiation and mediation procedures. The costs associated with dispute resolution at the Court or Arbitration shall be paid as per the decision of the Court or Arbitration.

CHAPTER XX

AMENDMENTS AND SUPPLEMENTS TO THIS COMPANY CHARTER

Article 57. Amendments and Supplements to this Company Charter

1. Amendments and supplements to this Company Charter must be reviewed and decided upon by the General Meeting of Shareholders.

2. In cases where there are legal provisions related to the Company's operations that are not covered in this Company Charter, or where new legal regulations differ from the provisions of this Company Charter, those legal regulations shall automatically apply and govern the Company's activities.

Chapter XXI

EFFECTIVE DATE

Article 58. Effective Date

1. This Company Charter consist of 21 sections, 58 articles, and 01 appendix, unanimously approved by the Annual General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company on [day] [month] 2025, and fully approved for its effectiveness. this Company Charter shall take effect from [day]/[month]/2025.

2. This Company Charter may be made in multiple copies, all of which have equal validity, with at least one copy retained at the Company's head office.

3. This Company Charter are the sole and official version of the Company and replaces all previous versions and amendments.

4. Copies or extracts of this Company Charter shall be valid only when signed by the Chairperson of the Board of Directors or at least half of the total number of Board members.

Signature of the Company's Legal Representative

APPENDIX 1

LIST OF BUSINESS LINES OF THE COMPANY

No.	Name of Business Lines	Code
1	Wholesale of computer, computer peripheral equipment and software (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	4651
2	Wholesale of electronic and telecommunications equipment and supplies (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	4652
3	Wholesale of other machinery and equipment Details: Wholesale of machinery and equipment for mining, quarrying and construction; Wholesale of machinery, electrical equipment and electric materials; Wholesale of office machinery and equipment ; Wholesale of medical equipment and machinery; (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	4659
4	Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	4741
5	Organization of conventions and trade shows	8230
6	Repair of machinery and equipment	3312
7	Advertising (excluding tobacco advertising);	7310
8	Wholesale of motor vehicles and other motor vehicles Details: +Wholesale of small cars (with 9 or fewer seats) + Wholesale of other motor vehicles: passenger cars, 12 seats or more, including special-purpose vehicles such as ambulances. lorries, including special-purpose vehicles such as tank trucks, refrigerated trucks, trailers and semi-trailers. special-purpose motor vehicles: garbage trucks, road sweeper lorries, water spraying trucks, concrete-mixing trucks. vehicles whether or not fitted with overhead lifting equipment, used in factories, warehouses, airfields, wharfs, railway stations.	4511
9	Commission agents for automobiles and other motor vehicles	4513

	Details: - Retail sale of automobiles (9 seats or fewer) Commission agents for other motor vehicles: - passenger cars, 9 seats or more, including special-purpose vehicles such as ambulances, prisoner vehicles, funeral cars; - lorries, including special-purpose vehicles such as tank trucks, refrigerated trucks, trailers and semi-trailers; - special-purpose motor vehicles: tank trucks, rescue vehicles, fire trucks, garbage trucks, road sweeper lorries, water-spraying trucks, concrete-mixing trucks, X-ray screening trucks etc The detailed business lines mentioned above exclude auction activities. Commission agents for other motor vehicles: - passenger cars, 12 seats or more, including special-purpose vehicles such as ambulances, prisoner vehicles, funeral cars; - lorries, including special-purpose vehicles such as tank trucks, refrigerated trucks, trailers and semi-trailers; - special-purpose motor vehicles: tank trucks, rescue vehicles, fire trucks, garbage trucks, road sweeper lorries, water-spraying trucks, concrete-mixing trucks, X-ray screening trucks etc	
10	Sale of parts and accessories for motor vehicles and other motor vehicles Details: - Wholesale of parts and accessories for motor vehicles; Retail sale of motor car (with 9 or fewer seats) parts and accessories Activities of commission agents for parts and accessories for motor vehicles and other motor vehicles (excluding auction activities)	4530
11	Freight transport by road	4933
12	Other passenger land transport	4932
13	Short-term accommodation activities	5510
14	Restaurants and mobile food service activities (excluding bar, karaoke and disco activities);	5610
15	Beverage serving activities (excluding bar business);	5630
16	Site preparation (Excluding mine detection, blasting services, and similar activities at construction sites);	4312
17	Other remaining business support service activities n.e.c. Details: Import and export of goods traded by the Company (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	8299
18	Activities auxiliary to financial service activities n.e.c Details: Entrustment and supervision services based on fees and contracts (Excluding financial and securities activities)	6619
19	Inland passenger water transport	5021
20	Warehousing and storage	5210
21	Service activities incidental to water transportation (Excluding: establishment, operation, maintenance of maritime signals, public waters,	5222

	and shipping routes; surveying public waters, shipping lanes for maritime notice publication; hydrographic surveys and chart publications for waters, seaports, shipping channels, and routes; maritime safety publications; marine safety regulation in public waters and routes; maritime electronic information services; and marine pilotage services)	
22	Cargo handling	5224
23	Maintenance and repair of motor vehicles	4520
24	Other transportation support activities Details: logistics activities; - Forwarding of freight; - Arranging or organizing of transport operations by rail, road, sea or air - Logistics activities; - Issue and procurement of transport documents and waybills; - Activities of customs agents; - Activities of sea-freight forwarders; - Brokerage for ship and aircraft space; - Other related activities such as: temporary crating for the sole purpose of protecting the goods during transit, uncrating, sampling, weighing of goods. Logistics services (excluding air transport and postal services). (For conditional business lines, the Enterprise shall only operate upon satisfying the conditions as prescribed by law.)	5229
25	Sale of motorcycles	4541
26	Sale of motorcycle parts and accessories	4543
27	Machining; treatment and coating of metals	2592
28	Manufacture of lifting and handling equipment	2816
29	Manufacture of tanks, reservoirs and containers of metal	2512
30	Sale, maintenance and repair of motorcycles	4542
31	Manufacture of agricultural and forestry machinery	2821
32	Manufacture of machinery for mining, quarrying and construction	2824
33	Manufacture of other special-purpose machinery Details: Manufacture of machinery for producing building materials Manufacture of other special-purpose machinery n.e.c	2829
34	- Manufacture of basic iron and steel	2410
35	Wholesale of agricultural machinery, equipment and supplies (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	4653
36	Building completion and finishing	4330
37	Renting and leasing of motor vehicles	7710
38	Specialized design activities Details: - Fashion design related to textiles, garments, footwear, jewelry, furniture,	7410

	interior decoration, other fashion products, as well as other personal and household goods; - Graph design services; - Interior decoration activities.	
39	Land transport of passengers by urban or suburban transport systems (except via bus)	4931
40	Wholesale of solid, liquid and gaseous fuels and related products (For conditional business lines, the Enterprise shall only operate upon satisfying the conditions as prescribed by law) (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	4661
41	**Commission agents, brokers and auction agents** **Details: Sales agency of goods** (Excluding the exercise of the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise export, import, and distribution rights)	**4610** (main)
42	Sea and coastal freight water transport	5012
43	Trading of own or rented property and land use rights (Excluding investment in construction of cemetery and graveyard infrastructure for the purpose of transferring land use rights associated with infrastructure)	6810
44	Real estate consultancy and brokerage and auctioning, land use right auctioning Details: Real estate consultancy and brokerage	6820
45	Security and commodity contracts brokerage Details: Brokerage of commodity contracts	6612
46	Activities of insurance agents and brokers Details: Insurance agency activities	6622
47	Other activities auxiliary to insurance and social insurance Details: Support activities for insurance agents	6629
48	Retail sale of small cars (with 9 or fewer seats)	4512
49	Renting and leasing of other machinery, equipment and tangible goods without operator Details: Renting and leasing of construction machinery and equipment without operator	7730
50	Service activities incidental to rail transportation (Excluding management and operation of national railway and urban railway infrastructure invested by the State)	5221
51	Service activities incidental to land transportation	5225
52	Manufacture of motor vehicles and other motor vehicles	2910

53	Construction of other civil engineering projects	4299
54	Construction of residential buildings	4101
55	Manufacture of parts and accessories for motor vehicles and other motor vehicles	2930
56	Manufacture of bodies (coachwork) for motor vehicles and other motor vehicles; manufacture of trailers and semi-trailers	2920

DỰ THẢO

VIETNAM MACHINE
INVESTMENT DEVELOPMENT
JOINT STOCK COMPANY
-----o0o-----

No.: [illegible]/2025/TTr-HDQT-VIMID

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

PROPOSAL

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

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

- Articles of Association of Vietnam Machine Investment Development Joint Stock Company;

- Business situation and investment activities of the Company in the following years.

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

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

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

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

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

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

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

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

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, April 19, 2025

PROPOSAL

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

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

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

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

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

I. **Approve the on-going implementation of the plan to transfer the registration of trading of all shares of Vietnam Machine Investment Development Joint Stock Company on UPCOM to list on Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable laws.**

II. **Authorize the Board of Directors of the Company to decide and organize the implementation of all procedures and sign documents related to the listing of Company shares on HOSE in accordance with regulations, including but not limited to the following tasks:**

1. Decision on execution and implementation of related documents to listing shares at HOSE;
2. Implementation of procedures for canceling registration of share trading at UPCOM;

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

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

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

Best regards,

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

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY
-----o0o-----
No.: 09/2025/TTr-HDQT-VIMID

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

PROPOSAL

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

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

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

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

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

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

Best regards,

Attachments:

(i) (i) Draft of the Internal Corporate Governance Regulations and Appendix 01: Detailed contents of amendments and supplements to the Internal Corporate Governance Regulations;

(ii) (ii) Draft of the Board of Directors' Operation Regulations and Appendix 02: Detailed contents of amendments and supplements to the Board of Directors' Operational Regulations.

Recipients:

- General Meeting of Shareholders in 2025;

- Board of Directors, Board of Management;

- Filing: Archived

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON

Nguyen Thi Thu Huyen

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

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

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

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

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

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

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

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

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

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

		the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of the Company Charter; d. Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors, including representing the Company in signing contracts to which the Company is a party, and organize and operate the Company's daily business activities in accordance with best management practices; e. Decide on the number of employees, their salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts; f. Propose measures to improve the Company's operations and management; and g. Exercise other rights and obligations as prescribed by law, these Articles of Association, the Company's regulations, and resolutions and decisions of the Board of Directors.	e. Recruit employees; f. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors; g. Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors); h. Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as "projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations; i. Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation; j. Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, following internal	

			regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide; k. Propose measures to improve the Company's operations and management; and l. Exercise other rights and obligations as prescribed by law, these Articles of Association, the Company's regulations, and resolutions and decisions of the Board of Directors.	
20	Clause 4, Article 28, Chapter IV	4. Dismissal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	Amended to be consistent with the Company Charter.
21	Article 34, Chapter VI	These Governance Regulations shall take effect from June 1, 2021 and shall replace any previous internal corporate governance regulations of the Company.	These Governance Regulations shall take effect from ... [day] ... [month], 2025 and shall replace any previous internal corporate governance regulations of the Company.	Amended to be consistent with the Company Charter.

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

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

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

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

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

		Directors shall elect a replacement within ten (10) days.	replacement within ten (10) days from the date of receiving the resignation or removal decision.	
7				
8	Point b, Clause 2, Article 13, Chapter III	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director; determine salaries and other benefits of the Director;	b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director, Deputy Directors, and Chief Accountant; determine salaries and other benefits of the Director, Deputy Directors, and Chief Accountant;	Amended to be consistent with the Company Charter.
9	Clause 3, Article 13, Chapter III	3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote. Board of Directors may adopt a resolution authorizing the Chairperson of the Board to make decisions or perform one or more rights and duties within the authority of the Board as stated in Clause 2 of this Article.	3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote.	Amended to be consistent with the Company Charter.
10	Clause 4, Article 13, Chapter III	Not yet provided – Additions	4. The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following: a. Remuneration, operating expenses, and other benefits of the Board of Directors and each Board member	Supplemented to be consistent with the Company Charter.

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

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

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

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

INTERNAL CORPORATE GOVERNANCE REGULATIONS

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

(Amendment No.: …)

(Issued together with Decision No. … dated … /… /2025 of General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company)

Hanoi, April …, 2025

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CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of Application: This internal corporate governance regulation of Vietnam Machine Investment Development Joint Stock Company (the "Company") provides for the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Director; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the Director; and other activities in accordance with the Company's The Company Charter and other prevailing legal provisions.

2. Subjects of Application: This internal corporate governance regulation shall apply to Shareholders, members of the Board of Directors, the Director, and other relevant individuals and organizations.

Article 2. Definitions

1. In this Governance Regulations, the following terms shall be understood as follows:

   a. "Shareholder" means an individual or organization that owns at least one share of the Company.

   b. "Company" means Vietnam Machine Investment Development Joint Stock Company.

   c. "The Company Charter" means the Charter of the Company approved at the 2025 Annual General Meeting of Shareholders on .../.../.../2025.

   d. "Enterprise Law" means Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, including guiding documents and any amendments, supplements, or replacements (if any).

   e. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, including guiding documents and any amendments, supplements, or replacements (if any).

   f. "Related Person" means any individual or organization as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.

   g. "Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights as prescribed by Law.

   h. "Proxy Holder" means a person authorized by a Shareholder (individual or organization) or the Authorized Representative of an institutional Shareholder to attend and vote at the General Meeting of Shareholders in the forms specified in the Company Charter and the Enterprise Law.

   i. "Executive" means the Director, Deputy Directors (if any), and the Chief Accountant.

   j. "Manager" means the Chairperson of the Board of Directors, members of the Board of Directors, and the Director.

   k. "Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the

Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.

l. "Governance Regulations" mean these internal corporate governance regulations.

m. "Stock Exchange" means the stock exchange where the Company is listed or has its shares registered for trading.

n. "Independent Member of the Board of Directors" means a member of the Board of Directors who meets the independence requirements stipulated by Law.

o. "Vietnam" means the Socialist Republic of Vietnam.

2. In this Governance Regulations, references to a regulation or document shall include any amendments, supplements, or replacement versions of such regulation or document.

3. Titles (chapters, articles of these Governance Regulations) are used for convenience and shall not affect the content of these Governance Regulations.

4. "Person" shall include both individuals and organizations.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all Shareholders with voting rights and is the highest decision-making authority of the Company.

2. The General Meeting of Shareholders shall have the following rights and obligations:

a. To approve the development strategy of the Company;

b. To approve the audited annual financial statements of the Company;

c. To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law;

d. To decide on the number of members of the Board of Directors;

e. To select the auditing firm;

f. To elect, dismiss, and remove members of the Board of Directors;

g. To determine the total remuneration, bonuses, and other benefits for the Board of Directors;

h. To approve amendments and supplements to the Company Charter of the Company;

i. To decide on the types and quantity of new shares to be issued for each type of share;

j. To decide on the division, separation, consolidation, merger, or transformation of the Company;

k. To decide on the dissolution of the Company;

l. To review and handle violations by members of the Board of Directors that have caused damage to the Company and/or Shareholders;

m. To approve investment or asset disposal transactions where the asset value is 35% or

more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements;

n. To decide on the Company's repurchase of more than 10% of the total issued shares of each type;

o. To decide on the Company's execution of contracts and transactions as stipulated in Clause 3, Article 41 of the Company Charter;

p. To decide on the issuance of convertible bonds or bonds with warrants;

q. To approve the internal corporate governance regulations and the operation regulations of the Board of Directors; and

r. To decide on other matters as prescribed by Law and the Company Charter.

Article 4. Convening the General Meeting of Shareholders, Meeting Agenda and Contents, and Meeting Invitation

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The General Meeting of Shareholders may also be convened in the cases specified in Points b and c, Clause 4, Article 13 of the Company Charter.

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

   a. Prepare the list of Shareholders eligible to attend the meeting. The list of eligible Shareholders must be finalized no more than 10 days before the meeting invitations are sent;

   b. Provide information and handle complaints related to the list of Shareholders;

   c. Establish the agenda and meeting contents;

   d. Prepare documents for the meeting;

   e. Draft resolutions of the General Meeting of Shareholders according to the planned agenda, and prepare a list of candidates along with detailed information in case of elections for the Board of Directors;

   f. Determine the time and venue of the meeting;

   g. Send meeting invitations to all eligible Shareholders in accordance with the Company Charter; and

   h. Perform other necessary tasks related to the organization of the meeting.

3. The meeting invitation shall be sent to all eligible Shareholders and simultaneously published via the State Securities Commission of Vietnam, the Stock Exchange, and the Company's website. The meeting invitation must be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders in a manner that ensures delivery to the Shareholder's contact address. The meeting invitation, agenda of the General Meeting of Shareholders, documents related to the matters to be voted on, and draft resolutions shall be published on the Company's website. The meeting invitation shall specify the Company's

website address to enable Shareholders to access the meeting documents.

4. Shareholders or groups of Shareholders as defined in Clause 3, Article 11 of the Company Charter have the right to propose additional agenda items for the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least five (5) working days before the meeting date. The proposal must clearly state the Shareholder's name, the number and class of shares owned, and the proposed agenda item.
5. If the person convening the General Meeting of Shareholders rejects a proposal under Clause 4, of this Article, they must provide a written response no later than two (2) working days before the meeting, stating the reason for the rejection. The person convening the General Meeting of Shareholders may only reject a proposal in the following cases:
   a. The proposal does not comply with the requirements in Clause 4 of this Article 4 ;
   b. At the time of the proposal, the Shareholder or group of Shareholders does not hold at least 5% of the total ordinary shares of the Company; or
   c. The proposed issue does not fall within the authority of the General Meeting of Shareholders.
6. The person convening the General Meeting of Shareholders must accept and include proposals submitted under Clause 4 of this Article 4 in the proposed meeting, unless the proposal is rejected under Clause 5 of this Article 4. The proposal shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

Article 5. Exercising the Right to Attend the General Meeting of Shareholders

1. Shareholders and Authorized Representatives of institutional Shareholders may attend the General Meeting of Shareholders in person, authorize a Proxy Holder in writing, or participate through one of the methods specified in Clause 3 of this Article.
2. The authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing. The Power of Attorney shall be prepared in accordance with civil law provisions and must clearly state the full name of the Proxy Holder, the number of shares represented, and other necessary details as announced by the Company. If multiple Proxy Holders are appointed, the number of shares allocated to each Proxy Holder must be specified. The Proxy Holder must present the authorization document when registering for the meeting before entering the meeting room.
3. A Shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:
   a. Attending and voting directly at the meeting;
   b. Authorizing another person to attend and vote at the meeting;
   c. Attending and voting through online conferences or electronic means, electronic voting, or other electronic forms;
   d. Submitting a voting ballot to the meeting via mail, fax, or email.

Article 6. Registration Procedures and Conditions for Convening the General Meeting of Shareholders

1. Registration procedures for attending the General Meeting of Shareholders:

a. On the day of the General Meeting of Shareholders, the Company must carry out the Shareholder registration process and continue the registration until all eligible Shareholders present have completed their registration.

b. Shareholders attending the meeting must bring the documents specified in the invitation or notice of the General Meeting of Shareholders issued by the Company to verify their shareholder status.

c. Shareholders arriving late to the General Meeting of Shareholders shall have the right to register immediately and participate in the meeting, including voting, from the moment they complete their registration. The Chairperson shall not be obligated to pause the meeting to allow late-arriving Shareholders to register. Any voting sessions conducted before the arrival of the late Shareholders shall remain valid and unaffected.

2. Conditions for Holding the General Meeting of Shareholders:

a. The General Meeting of Shareholders shall be conducted when Shareholders representing more than 51% of the total voting shares of the Company are in attendance.

b. If the required Shareholder quorum specified in point a of this Clause is not met within sixty (60) minutes from the scheduled start time, the meeting convenor must cancel the meeting. The second meeting invitation must be sent within thirty (30) days from the originally scheduled meeting date. The second General Meeting of Shareholders shall be conducted if Shareholders representing at least 33% of the total voting shares of the Company are in attendance.

c. If the second General Meeting of Shareholders cannot be conducted due to insufficient Shareholders as required in point b of this Clause within one hundred twenty minutes from the scheduled start time, the third meeting invitation must be sent within twenty (20) days from the originally scheduled second meeting date. In this case, the third General Meeting of Shareholders shall proceed regardless of the number of attending Shareholders and shall have the authority to decide on all matters originally proposed for approval at the first meeting.

Article 7. Voting Methods, Vote Counting, Announcement of Voting Results, and Adoption of Resolutions by the General Meeting of Shareholders

1. Voting Methods

a. During Shareholder registration, the Company shall issue one or more voting ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the full name of the Shareholder, the full name of the Proxy Holder, and the number of votes assigned to that Shareholder.

b. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot.

2. Vote Counting and Announcement of Voting Results:

a. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.

b. The vote counting committee shall review, consolidate, and report the voting results for each matter immediately during the General Meeting of Shareholders after vote

counting has been completed.

3. Adoption of Resolutions by the General Meeting of Shareholders: Resolutions shall be adopted in accordance with Article 21 of the Company Charter. The Chairperson or the Secretary of the General Meeting of Shareholders shall announce the resolution after the voting results are reported and before the meeting is closed.

Article 8. Authority and Procedures for Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from Shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. If deemed necessary for the benefit of the Company, the Board of Directors shall have the right to collect written opinions from Shareholders to adopt any resolution within the authority of the General Meeting of Shareholders.

2. The Board of Directors must prepare the opinion collection ballots, the draft resolution of the General Meeting of Shareholders, and explanatory documents related to the draft resolution and send them to all Shareholders eligible to vote at least ten (10) days before the deadline for returning the completed opinion ballots.

3. The opinion collection ballot must include the following key details:

   a. The name, registered office address, and business registration number of the Company;

   b. The purpose of collecting written opinions;

   c. The full name, contact address, nationality, and legal identification document number for an individual Shareholder; or the name, registered office address, business registration number, or legal identification document number for an institutional Shareholder; or the full name, contact address, nationality, and legal identification document number of the Authorized Representative of an institutional Shareholder; along with the number of shares held in each class and the corresponding voting rights of the Shareholder;

   d. The matters to be voted on;

   e. The voting options, including approve, disapprove, or abstain for each matter;

   f. The deadline for submitting the completed opinion ballot to the Company; and

   g. The full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may submit their completed opinion ballots to the Company via mail, fax, or email under the following provisions:

   a. By mail: The completed opinion ballot must be signed by the Shareholder (if an individual), the Authorized Representative, or the legal representative of the institutional Shareholder. The ballot must be sealed in an envelope, and no one is allowed to open it before vote counting.

   b. By fax or email: The opinion ballot must remain confidential until the time of vote counting.

   c. Opinion ballots submitted after the deadline specified on the opinion ballot, or opened before vote counting (if sent by mail), or disclosed before vote counting (if sent by fax

or email) shall be invalid. Any opinion ballot not submitted shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of Shareholders who do not hold managerial positions in the Company. The vote-counting minutes must include the following key contents:

   a. The name, registered office address, and business registration number of the Company;

   b. The purpose and matters for which opinions are being collected to approve the resolution;

   c. The number of Shareholders and the total number of voting ballots received, specifying the valid and invalid votes, as well as the methods used to submit the ballots;

   d. The total number of votes in favor, against, and abstentions for each matter;

   e. The matters approved and their corresponding approval ratios; and

   f. The full names and signatures of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote counters.

   Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the accuracy and integrity of the vote-counting minutes and for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be published on the Company's website within twenty-four 24 hours from the time of vote counting completion.

7. The completed opinion ballots, vote counting minutes, full text of the adopted resolution, and all related documents sent along with the opinion ballots must be kept at the Company's registered office.

8. If a resolution is adopted by collecting written opinions from Shareholders, it shall be considered approved if it receives affirmative votes from Shareholders representing more than 50% of the total voting shares of all Shareholders eligible to vote.

9. A resolution adopted through written opinions of Shareholders shall have the same legal validity as a resolution adopted at the General Meeting of Shareholders.

Article 9. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an additional version in a foreign language if necessary, and must include the following key details:

   a. The Company's name, registered office address, and business registration number;

   b. The date, time, and location of the General Meeting of Shareholders;

   c. The agenda and content of the meeting;

   d. The full names of the Chairperson and the Secretary;

   e. A summary of the meeting proceedings and Shareholders' opinions on each agenda item discussed;

   f. The number of Shareholders and total voting shares of Shareholders attending the

meeting, including an attached list of registered Shareholders or their representatives, with the corresponding number of shares and voting rights;

g. The total number of votes cast for each voting matter, specifying the voting method, the number of valid and invalid votes, the number of affirmative votes, negative votes, and abstentions, and the corresponding percentage of total votes of attending Shareholders;

h. The approved matters and the corresponding voting percentages; and

i. The full names and signatures of the Chairperson and the Secretary.

If the Chairperson or the Secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all the required content as specified in this clause. The minutes must explicitly state the refusal of the Chairperson or Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes.

3. The Chairperson, the Secretary, or any other signatories of the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the minutes' content.

4. Both the Vietnamese and foreign language versions of the meeting minutes shall have equal legal validity. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

5. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four hours from the conclusion of the meeting.

6. The minutes of the General Meeting of Shareholders, the attached list of registered Shareholders, the adopted resolutions, and any related documents sent along with the meeting invitation must be kept at the Company's registered office.

Article 10. Request for Revocation of Resolutions of the General Meeting of Shareholders

Within ninety days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or vote counting minutes of written opinion collection, or from the date the Company publicly discloses these documents, Shareholders or groups of Shareholders as specified in Clause 3, Article 11 of this The Company Charter shall have the right to request a Court or Arbitration Tribunal to review and revoke the resolution or part of the resolution in the following cases:

1. The procedures for convening the meeting and the decision-making process of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except in the case specified in Clause 2, Article 25 of the Company Charter; or

2. The content of the resolution violates the Law or the Company Charter.

Article 11. Disclosure of Meeting Minutes (Vote Counting Minutes in Case of Collecting Shareholders' Written Opinions) and Resolutions of the General Meeting of Shareholders

The meeting minutes (or vote counting minutes in the case of collecting shareholders' written opinions), the Resolutions of the General Meeting of Shareholders, and accompanying

documents shall be disclosed in accordance with regulations on information disclosure on the securities market.

Article 12. Procedures for Organizing the General Meeting of Shareholders via Online Conference or Electronic Means

1. In addition to physical meetings, the Annual or Extraordinary General Meeting of Shareholders may be held in the form of an online conference or through electronic means, with or without electronic voting or other equivalent electronic forms, in the event of (i) force majeure events, including but not limited to: natural disasters, wars, pandemics, uprisings, riots, terrorism, or restrictive or prohibitive decisions by competent State authorities; and/or (ii) other objective circumstances under which the Board of Directors deems it inconvenient and/or inappropriate to organize a physical General Meeting of Shareholders.

2. In case the Board of Directors decides to convene a General Meeting of Shareholders in the manner specified in Clause 1 of this Article, it shall issue and publish on the Company's website the Regulations on organizing and voting for such meeting no later than twenty-one (21) days before the date of the meeting, including the following main contents:
   a. Detailed instructions on procedures for organizing and conducting the General Meeting of Shareholders as specified in Clause 1 of this Article;
   b. Regulations on electronic voting and other equivalent voting methods that enable shareholders to exercise their voting rights at the General Meeting of Shareholders;
   c. Regulations on vote counting and the announcement of vote counting results; and
   d. Other relevant matters concerning the organization of the General Meeting of Shareholders as specified in Clause 1 of this Article.

CHAPTER III BOARD OF DIRECTORS

Article 13. Rights and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to make decisions and exercise the Company's rights and obligations, except for those rights and obligations that fall within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall have the following rights and duties:
   a. Determine the Company's strategy, medium-term development plans, and annual business plans;
   b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director, Deputy Directors, and Chief Accountant; determine their salaries and other benefits;
   c. Decide on the Company's organizational structure and internal management regulations;
   d. Resolve complaints by the Company against a Manager and decide on the Company's representative in legal proceedings involving such Managers;
   e. Propose the classes of shares and the total number of shares to be offered for each class;

f. Propose the issuance of convertible bonds or bonds with warrants for approval by the General Meeting of Shareholders;

g. Decide on the issuance of other types of bonds or other debt instruments;

h. Determine the offering price of bonds, shares, and other securities of the Company;

i. Propose the annual dividend rate and determine the interim dividend rate; decide on the dividend payment timeline and procedures; and decide on the handling of business losses incurred during the Company's business operations;

j. Propose the restructuring, dissolution, or bankruptcy filing of the Company;

k. Appoint, dismiss, or remove authorized representatives to exercise the Company's ownership rights over shares or capital contributions in other companies; determine their compensation and other benefits; nominate individuals for managerial positions in such companies; and appoint, dismiss, and remove managers in companies fully owned by the Company;

l. Establish branches or representative offices of the Company;

m. Establish Subsidiaries wholly owned by the Company;

n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of the Company Charter;

o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or greater than the threshold specified in Point n, Clause 2 of this Article;

p. Approve investments or asset sales valued between 1% and less than 35% of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Clause 3, Article 41 of the Company Charter;

q. Approve the purchase or sale of shares and capital contributions in other companies, whether established in Vietnam or abroad;

r. Determine the valuation of non-cash assets contributed to the Company, including gold, land use rights, intellectual property rights, technology, technical know-how, and other assets that can be valued in Vietnamese Dong;

s. Approve the Company's repurchase of no more than 10% of the total number of shares sold of each class within twelve (12) months; determine the repurchase price of the Company's shares in accordance with the Law;

t. Supervise and direct the Director in managing the Company's daily business operations;

u. Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions from the General Meeting of Shareholders to pass resolutions;

v. Submit the annual financial report to the General Meeting of Shareholders;

w. Develop the Company's internal governance regulations and submit them to the General

Meeting of Shareholders for approval; and

x. Exercise other rights and duties as stipulated by Law and the Company Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each member of the Board of Directors shall have one vote.

4. The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following:

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

   b. Summary of Board meetings and decisions made by the Board of Directors;

   c. Report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of the Company Charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.

   d. Activities of Independent Board Members and their evaluation of the Board's performance;

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

   f. Activities of other committees under the Board of Directors (if any);

   g. Supervisory results regarding the Director;

   h. Supervisory results regarding other executives;

   i. Future plans.

Article 14. Term and Number of Members of the Board of Directors

1. The Board of Directors shall consist of between 03 and 11 members. The specific number of Board members for each term shall be determined by the General Meeting of Shareholders.
2. The term of office for a Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. The Board of Directors must include a number of Independent Board Members in accordance with the Law. An individual may not serve as an Independent Board Member for more than two (02) terms. Board members may be non-Vietnamese citizens and/or non-residents of Vietnam.

Article 15. Qualifications and Conditions of Members of the Board of Directors

1. Members of the Board of Directors must meet the following qualifications and conditions:

   a. Have full civil capacity and not be prohibited from establishing or managing an enterprise under Clause 2, Article 17 of the Enterprise Law;

   b. Possess professional qualifications or experience in business administration or in the Company's main business sector or industry;

   c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company.

2. An independent member of the Board of Directors shall meet the qualifications and conditions prescribed by the Law on Enterprises and other relevant legal regulations.

Article 16. Nomination and Candidacy for Members of the Board of Directors

1. Shareholders or groups of Shareholders holding at least 10% of the total voting shares of the Company shall have the right to nominate candidates for the Board of Directors as specified in this Article. Shareholders or groups of Shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 65%, up to five (05) candidates; and 65% or more, the right to nominate the full number of candidates.

2. The nomination and candidacy application dossier for a member of the Board of Directors shall basically include: a nomination or candidacy application form in the Company's prescribed format; a curriculum vitae and required personal information declared by the candidate in accordance with the Company's form; a certified copy of the candidate's ID card, citizen identity card, or passport; and other documents as required by the Company and applicable laws. The nomination and candidacy application dossier for a member of the Board of Directors shall be submitted to the Company in accordance with the relevant notice.

Article 17. Method of Electing Members of the Board of Directors

The election of Board of Directors members shall be conducted by cumulative voting, whereby each Shareholder has a total number of voting rights equal to the total number of shares owned multiplied by the number of Board members to be elected. A Shareholder may allocate all or part of their total votes to one or several candidates. The elected Board members shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of Board members has been elected. If two or more candidates receive the same number of votes for the last available Board position, the General Meeting of Shareholders shall conduct another round of voting among those candidates or decide based on the selection criteria stipulated in the Election Regulations.

Article 18. Dismissal, Removal and Replacement of Members of the Board of Directors

1. Members of the Board of Directors shall be dismissed or removed in the following cases:

   a. The member no longer satisfies the qualifications and conditions to be a member of the Board as prescribed by the Enterprise Law, the Company Charter, or is prohibited by law from acting as a Board member;

   b. The member submits a written resignation accepted by the Company;

   c. The member fails to participate in Board activities for six consecutive months, except in force majeure cases; and

   d. The member is dismissed or removed by the General Meeting of Shareholders.

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

   a. The number of Board members is reduced by more than one-third of the total number of Board members of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of Board members falls below one-third;

b. The number of Independent Board Members decreases, failing to maintain the required legal ratio;

c. Except in the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed Board member at the next meeting.

Article 19. Notice of Election, Dismissal, or Removal of Members of the Board of Directors

All information regarding the election, dismissal, or removal of members of the Board of Directors must be disclosed in accordance with the regulations of the Securities Law and the securities market.

Article 20. Method of Nominating Candidates for the Board of Directors

1. If the number of Board of Directors candidates nominated and self-nominated does not meet the required number, the incumbent Board of Directors may nominate additional candidates. The nomination of additional candidates by the Board of Directors under this Article must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with the provisions of the law.

2. The Board of Directors shall make efforts to disclose information related to the candidates on the Company's website as required by law, subject to the availability of information provided by the candidates.

Article 21. Chairperson and Vice Chairperson of the Board of Directors

1. The Board of Directors shall elect one of its members to serve as Chairperson. If deemed necessary, based on the proposal of the Chairperson, the Board of Directors may elect one or more Vice Chairpersons from among its members. The Chairperson of the Board of Directors shall not concurrently hold the position of Director of the Company.

2. The Chairperson of the Board of Directors shall have the following rights and duties:

   a. Develop the agenda and activity plan of the Board of Directors;

   b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

   c. Organize the approval of resolutions and decisions of the Board of Directors;

   d. Supervise the implementation of resolutions and decisions of the Board of Directors;

   e. Preside over the General Meeting of Shareholders;

   f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders;

   g. Represent the Company in signing contracts in which the Company is a party;

   h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

   i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;

   j. Negotiate and sign contracts that require approval from the General Meeting of

Shareholders as prescribed by law;

k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.

l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;

m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of these The Company Charter;

n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of the Company Charter;

o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of the Company Charter;

p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and the Company Charter.

3. The Vice Chairperson shall have the same rights and obligations as the Chairperson only when authorized by the Chairperson. This authorization applies only if the Chairperson has notified the Board of Directors of their absence due to force majeure or inability to perform their duties. In such cases, if the Chairperson does not appoint the Vice Chairperson to act on their behalf, the remaining Board members shall designate the Vice Chairperson. If both the Chairperson and Vice Chairperson are temporarily unable to perform their duties, the Board of Directors may appoint another Board member to act as Chairperson, based on a majority vote.

4. If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.

Article 22. Meetings of the Board of Directors

1. Meeting for electing the Chairperson: If the Board of Directors elects the Chairperson, the first Board meeting of the new term must be held within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes. If there are multiple members with the highest and equal number of votes, those members shall elect one among them to convene the Board meeting, based on a majority vote.

2. Regular meetings: The Chairperson of the Board of Directors shall convene Board meetings, set the agenda, and decide on the time and location of the meeting. The Chairperson may convene meetings whenever deemed necessary, but at least once per quarter.

3. Extraordinary meetings: The Chairperson of the Board of Directors shall convene

extraordinary meetings when deemed necessary for the interests of the Company. Additionally, the Chairperson must convene a Board meeting in the following cases:

a. At the request of an Independent Board Member;

b. At the request of the Director;

c. At the request of at least two (02) Board members; or

d. Other cases as prescribed by Law and the Company Charter.

A request to convene a Board meeting, as stipulated in this Article, must be made in writing, clearly stating the purpose, matters to be discussed, and issues under the Board's authority for decision-making.

4. Meetings of the Board of Directors, as specified in Clause 3 of this Article, must be held within 07 working days from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3 of this Article, may convene the Board meeting themselves.

5. Meeting location: Meetings of the Board of Directors shall be held at the Company's registered address or other locations in Vietnam or abroad, as decided by the Chairperson of the Board of Directors.

6. Meeting notice and agenda: The notice of the Board of Directors meeting must be sent to all Board members at least 03 working days before the meeting date. The notice must be in writing and must include the agenda, date, time, and location of the meeting, along with the necessary documents regarding the issues to be discussed and voted on at the meeting of the Board of Directors.

The meeting notice may be sent via postal mail, fax, email, or other means, but it must reach the registered address of each Board member as recorded with the Company.

7. Quorum: Board meetings shall be considered valid and may be conducted if at least three-fourths (3/4) of the total Board members are present, including those attending via Proxy Holder. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting shall be considered valid if more than one-half (1/2) of the total Board members are present, including those attending via Proxy Holder.

A Board member shall be considered as attending and voting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote as per the provisions of the Company Charter;

c. Attending and voting through an online conference, electronic voting, teleconference, or other similar means;

d. Submitting a voting ballot to the meeting via postal mail, fax, or email.

In the case of voting by postal mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.

8. Board members must attend all Board meetings. A Board member may authorize another person to attend and vote on their behalf only if the majority of the Board members approve.

9. Voting:

   a. Except as provided in Point b, Clause 9, Article 29 of the Company Charter, each Board member or Proxy Holder attending the Board meeting shall have one (01) vote;

   b. Board members shall not vote on contracts, transactions, or proposals in which they or their Related Persons have an interest that conflicts or may conflict with the interests of the Company;

   c. Majority Voting Principle: Resolutions or decisions of the Board of Directors shall be approved if they receive the affirmative votes of more than 50% of the Board members with voting rights present at the meeting. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

10. Meetings and Adoption of Resolutions by Written Consultation: The Board of Directors may hold a meeting and adopt all resolutions within its authority by collecting written opinions from its members.

    The procedure for conducting meetings and collecting written opinions shall be as follows:

    a. The Chairperson of the Board of Directors shall have the authority to convene a meeting and collect written opinions from Board members to adopt Board resolutions at any time if deemed necessary for the benefit of the Company.

    b. The Chairperson of the Board of Directors must prepare a written opinion request for Board members. The request must include the following key details: (i) the issues requiring opinions, (ii) voting options, including approval, disapproval, and abstention, (iii) the deadline for submitting the completed opinion form to the Company, and (iv) the name and signature of the Chairperson of the Board of Directors and the name and signature of each consulted Board member.

    c. The Chairperson of the Board of Directors shall organize the vote counting process and prepare a vote-counting minutes with the assistance of the Company Secretary. The vote counting report must contain the following key details: (i) The issues requiring opinions, (ii) the total number of Board members who participated in the voting, distinguishing between valid and invalid votes, (iii) the total number of votes in favor, against, and abstentions for each issue, (iv) the resolutions that have been approved, and (v) the names and signatures of the Chairperson of the Board of Directors and the Company Secretary.

    d. When collecting written opinions, a resolution shall be passed if it receives affirmative votes from a majority of Board members (more than 50%) of the total Board members with voting rights regarding the consulted issue. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

    e. A resolution adopted by collecting written opinions shall have the same validity and effect as a resolution passed at a duly convened and held Board meeting.

11. Invitees Attending Meetings as Observers: The Director and third-party experts may attend Board meetings as invitees at the request of the Chairperson of the Board of Directors but shall not have voting rights, except when they are Board members or Proxy Holders authorized by a Board member as per Clause 8, Article 29 of the Company Charter.

Article 23. Minutes of the Board of Directors Meetings

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following contents:

   a. The name, registered office address, and business registration number of the Company;

   b. Date, time, and location of the meeting;

   c. Purpose, agenda, and meeting contents;

   d. Names of each attending Board member or Proxy Holder, and their method of participation; names of absent members and the reason for their absence;

   e. Matters discussed and voted on during the meeting;

   f. Summary of statements made by each attending Board member, following the order of the meeting's discussion (if any);

   g. In cases where the Board of Directors passes a resolution or decision within its authority, the voting results must clearly indicate the members who voted in favor, against, or abstained;

   h. Resolutions that have been approved and the corresponding voting ratios; and

   i. Names and signatures of the Chairperson and the minutes taker (meeting secretary), except in cases specified in Clause 2 of this Article.

2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors agree to adopt and sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and the minutes taker shall bear personal liability for any damage to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law, the Company's The Company Charter, and applicable laws.

3. The Chairperson, the minutes taker, and any other signatories of the minutes shall be responsible for ensuring the truthfulness and accuracy of the contents recorded in the minutes of the Board of Directors meetings.

4. The minutes of the Board of Directors meetings and the documents used during the meeting must be kept at the Company's head office.

5. Minutes prepared in both Vietnamese and a foreign language shall have the same legal effect. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

Article 24. Composition of the Audit Committee

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee must have at least two (2) members. The Chairperson of the Audit Committee must be an Independent Board Member. Other members of the Audit Committee must be Non-Executive Board Members.

2. Members of the Audit Committee must have knowledge of accounting and auditing, as well

as a general understanding of law and the Company's operations, and must not fall into the following categories:

a. Working in the accounting or finance department of the Company;

b. Being a member or employee of an approved auditing firm that has audited the Company's financial statements within the past three (3) consecutive years.

3. The Chairperson of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

4. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 25. Rights and Responsibilities of the Audit Committee

The Audit Committee has the following rights and responsibilities:

1. Supervise the accuracy and integrity of the Company's financial statements and official disclosures related to the Company's financial results.

2. Review the internal control and risk management systems.

3. Examine related-party transactions that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations regarding transactions that require such approvals.

4. Oversee the Company's internal audit department.

5. Recommend the selection of an independent auditing firm, including its fees and contractual terms, for approval by the Board of Directors before submission to the Annual General Meeting of Shareholders.

6. Monitor and assess the independence and objectivity of the external auditor, as well as the effectiveness of the audit process, especially if the Company engages the audit firm for non-audit services.

7. Ensure the Company's compliance with legal regulations, regulatory requirements, and internal rules.

8. Have access to documents related to the Company's operations and communicate with other Board Members, the Director, and the Chief Accountant to gather necessary information for the Audit Committee's activities.

9. Request representatives of the approved auditing firm to attend and respond to financial audit-related matters at Audit Committee meetings.

10. Utilize external legal, accounting, or other advisory services when necessary.

11. Develop and propose risk identification and management policies to the Board of Directors and suggest solutions to mitigate emerging risks in the Company's operations.

12. Submit a written report to the Board of Directors if a Board Member or the Director fails to fulfill their responsibilities as stipulated in the Law on Enterprises and this The Company Charter.

13. Develop the Audit Committee's Operation Regulations and submit them to the Board of Directors for approval.

14. Exercise other rights and responsibilities as prescribed by law.

Article 26. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice a year. The meeting minutes of the Audit Committee must be detailed and clear. The minute taker and all attending members of the Audit Committee must sign the meeting minutes. Minutes of the Audit Committee meetings must be fully stored.

2. The Audit Committee passes decisions through voting at meetings, collecting written opinions, or other methods as specified in the Audit Committee's Operation Regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's Operation Regulations stipulate a higher percentage, a decision of the Audit Committee is approved if a majority of the attending members agree; in case of a tie, the final decision shall be determined by the Audit Committee Chairperson's opinion.

Article 27. Person in Charge of Corporate Governance and Company Secretary

1. The Board of Directors of the Company shall appoint at least one person as the Person in Charge of Corporate Governance to support corporate governance activities. The Person in Charge of Corporate Governance may concurrently hold the position of Company Secretary.
2. The Person in Charge of Corporate Governance must not simultaneously work for any approved auditing organization currently conducting the audit of the Company's financial statements.

3. The Person in Charge of Corporate Governance has the following rights and responsibilities:

    a. Advising the Board of Directors on organizing General Meeting of Shareholders in compliance with regulations and handling shareholder-related affairs;

    b. Preparing meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors;

    c. Providing guidance on meeting procedures;

    d. Attending meetings;

    e. Advising on the procedures for drafting resolutions of the Board of Directors in compliance with the law;

    f. Providing financial information, copies of Board of Directors meeting minutes, and other relevant information to Board members;

    g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

    h. Acting as the primary liaison with relevant stakeholders;

    i. Ensuring confidentiality of information in accordance with legal regulations and the Company Charter; and

    j. Other rights and responsibilities as stipulated by law and the Company Charter.

4. The Company Secretary has the following rights and responsibilities:

   a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors meetings; taking minutes of meetings;

   b. Assisting Board members in fulfilling their assigned rights and responsibilities;

   c. Supporting the Board of Directors in the implementation of corporate governance principles;

   d. Assisting the Company in shareholder relations, protecting shareholders' legal rights and interests, and ensuring compliance with information disclosure obligations, transparency, and administrative procedures;

   e. Other rights and responsibilities as stipulated in the Company Charter.

CHAPTER IV. DIRECTOR

Article 28. Directors

1. The Board of Directors shall appoint a member of the Board of Directors or hire another individual to serve as the Director.

2. The Director is responsible for managing the Company's daily business operations, operating under the supervision of the Board of Directors, and is accountable to the Board of Directors and the Law for performing the assigned rights and obligations. The term of the Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may become invalid according to the provisions of the employment contract. The Director must not be a person prohibited by law from holding this position.

3. The Director has the following rights and obligations:

   a. Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, as well as execute the Company's business and investment plans as approved by the Board of Directors and the General Meeting of Shareholders;

   b. Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors (except for signing contracts and transactions on behalf of the Company, which must be authorized by the Company's Legal Representative), and organize and operate the Company's daily business activities in accordance with best management practices;

   c. Recommend the organizational structure and internal management regulations of the Company;

   d. Propose dividend distribution plans or solutions for handling business losses;

   e. Recruit employees;

   f. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

   g. Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors);

   h. Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as

"projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations;

i. Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation;

j. Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, following internal regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide;

k. Propose measures to improve the Company's operations and management; and

l. Exercise other rights and obligations as prescribed by law, these The Company Charter, the Company's regulations, and resolutions and decisions of the Board of Directors.

4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.

5. The Director shall receive a salary and bonuses. The salary and bonuses of the Director shall be determined by the Board of Directors. The salaries of the Director shall be included in the Company's business expenses in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER V. COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE DIRECTOR

Article 29. Working Relationship Between the Board of Directors and the Director

1. The Board of Directors is responsible for governance functions, including strategic planning and policy-making, while the Director is responsible for the executive functions and implementation of the resolutions approved by the Board of Directors.

2. The Director shall assign individuals to research, prepare operational plans, and implement the Company's projects to be submitted to the Board of Directors.

3. During the implementation of the Board's resolutions and decisions, if any inconsistencies are identified, the Director shall report to the Board of Directors for timely adjustments.

4. The Director may be invited to attend regular and extraordinary meetings of the Board of Directors to report on the progress of the implementation of the Board's resolutions, and to propose or comment on the Board's strategies and policies in alignment with the actual conditions of the Company.

5. The Board of Directors shall establish an inspection and supervision mechanism to monitor the Director's implementation of the strategies, policies, and decisions made by the Board.

Article 30. Convening a Meeting of the Board of Directors at the Request of the Director

1. The Director shall have the right to request the convening of a Board of Directors meeting

in the following cases

a. To handle urgent matters beyond the Director's authority as prescribed by law and the Company Charter; and

b. Other cases deemed necessary by the Director.

2. The procedures for convening the Board of Directors meeting shall comply with Article 29 of the Company Charter.

Article 31. Reports from the Director to the Board of Directors

1. The Director shall report to the Board of Directors on the performance of assigned duties and powers during the meetings of the Board of Directors.

2. The reports from the Director to the Board of Directors shall include the following:

a. Implementation results of resolutions and decisions of the Board of Directors and other tasks delegated by the Board;

b. Progress of the approved business plans and related budgets;

c. Periodic business, investment, and financial performance;

d. Compliance by the Board of Management and departments with legal regulations, the Company's internal policies, and risk management;

e. Forecasts and plans for significant business operations and investment transactions; and

f. Other specific matters as required by the Board of Directors.

Article 32. Coordination of Control, Management, and Supervision Activities between Members of the Board of Directors and the Director

1. Members of the Board of Directors may engage in discussions during meetings of the Board of Directors and other meetings attended by the Director.

2. Members of the Board of Directors are responsible for providing written responses to matters requiring the Board's opinion within the time limit specified in the related written opinion request, unless otherwise provided in the Company Charter.

3. Based on the activity reports of the Director and information provided by the Director upon the Board's request, the Audit Committee of the Company has the right to request the Board of Directors to review the Director's decisions. In the event of signs of violations of the law, the Company Charter, or internal regulations of the Company that may cause damage to the Company, the Audit Committee has the right to send a notice to the Director requesting immediate suspension of the execution of such decisions.

Article 33. Evaluation of the Director's Performance

1. The Chairperson of the Board of Directors shall establish criteria and conduct performance evaluations of the Director. These evaluation criteria shall be carefully developed to balance the interests of the Director with the long-term interests of the Shareholders and the Company.

2. The Chairperson of the Board of Directors shall assess the Director based on the following main groups of criteria:

a. Achievement of business operation objectives;

b. Responsibilities of the Director; and

c. Professional competence and leadership capabilities of the Director.

CHAPTER VI. EXECUTION PROVISIONS

Article 34. Effectiveness of the Governance Regulations

These Governance Regulations shall take effect from ... [day] ... [month], 2025 and shall replace any previous internal corporate governance regulations of the Company.

Article 35. Implementation

The Board of Directors, the Board of Management, relevant departments, and individuals shall be responsible for the implementation of these Governance Regulations.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON OF THE BOARD OF DIRECTORS

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

OPERATION REGULATIONS OF THE BOARD OF DIRECTORS VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

(Amendment No.: ...)

(Issued together with Decision No. ... dated ... /... /2025 of General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company)

Hanoi, [date]....., 2025

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CHAPTER I
GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of Adjustment: Operation Regulations of the Board of Directors of Vietnam Machine Investment Development Joint Stock Company specifies the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and Board members to operate in accordance with the Enterprise Law, the Company Charter and other relevant laws.

2. Subjects of application: Operation Regulations of the Board of Directors shall apply to the Board of Directors and its members.

Article 2. Definitions

1. In the Regulations, the following terms shall be interpreted as follows:

   a. "Shareholder" means an individual or organization that owns at least one share of the Company.

   b. "Company" means Vietnam Machine Investment Development Joint Stock Company.

   c. "The Company Charter" means the Charter of the Company approved at the 2025 Annual General Meeting of Shareholders on .../.../.../2025.

   d. "Enterprise Law" means Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, including guiding documents and any amendments, supplements, or replacements (if any).

   e. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, including guiding documents and any amendments, supplements, or replacements (if any).

   f. "Related Person" means any individual or organization as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.

   g. "Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights and obligations as prescribed by Law.

   h. "Proxy Holder" means a person authorized by a Shareholder (individual or organization) or the Authorized Representative of an institutional Shareholder to attend and vote at the General Meeting of Shareholders in the forms specified in the Company Charter and the Enterprise Law.

   i. "Manager" means the Chairperson of the Board of Directors, members of the Board of Directors, and the Director.

   j. "Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.

   k. "Regulations" means the Operation Regulations of the Board of Directors.

l. "Stock Exchange" means the stock exchange where the Company is listed or has its shares registered for trading.

m. "Independent Member of the Board of Directors" means a member of the Board of Directors who meets the independence requirements stipulated by Law.

n. "Vietnam" means the Socialist Republic of Vietnam.

2. In the Regulations, references to a regulation or document shall include any amendments, supplements, or replacement of such regulation or document.

3. Titles (chapters, articles of the Regulations) are used for convenience and shall not affect the content of the Regulations.

4. "Person" shall include both individuals and organizations.

Article 3. Operating principles of the Board of Directors

1. The Board of Directors operates on the principle of collective responsibility. Members of the Board of Directors are personally responsible for their work and are jointly responsible to the General Meeting of Shareholders and to the Laws on resolutions and decisions of the Board of Directors for the development of the Company.

2. The Board of Directors assigns the responsibility to the Director to organize and implement the resolutions and decisions of the Board of Directors.

CHAPTER II

MEMBER OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights in accordance with the Enterprise Law, the Securities Law, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its departments and units.

2. Members of the Board of Directors shall be obliged in accordance with the Company Charter, internal corporate governance regulations, and the following obligations:

   a. Perform their duties with honesty and diligence in the best interests of the Shareholders and the Company;

   b. Attend all meetings of the Board of Directors and express opinions on the issues discussed;

   c. Promptly and fully report to the Board of Directors remuneration received from subsidiaries, affiliates and other organizations;

   d. Report to the Board of Directors on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the registered capital with members of the Board of Directors and related persons of such members; and transactions between the Company and companies in which members of the Board of Directors are founding members or hold a managerial position within the last 03 years prior to the time of transaction;

3. Disclose information when trading shares of the Company in accordance with the Law;

Independent members of the Board of Directors shall make an evaluation report on activities of the Board of Directors.

Article 5. Right of Information by Members of the Board of Directors

1. Members of the Board of Directors have the right to request the Director and Deputy Directors of the Company to provide information and documents on the financial situation and business activities of the Company and its units in the Company.

2. Those who are requested shall provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

Article 6. Term and Number of Members of the Board of Directors

1. The Board of Directors shall consist of between 03 and 11 members. The specific number of Board members for each term shall be determined by the General Meeting of Shareholders.

2. The term of office for a Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. The Board of Directors must include a number of Independent Board Members in accordance with the Law. An individual may not serve as an Independent Board Member for more than two (02) consecutive terms. Board members may be non-Vietnamese citizens and/or non-residents of Vietnam.

3. In case all members of the Board of Directors end their term of office, they shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided in the Company's The Company Charter.

Article 7. Qualifications and Conditions of Members of the Board of Directors

1. Members of the Board of Directors must meet the following qualifications and conditions:

   a. Have full civil capacity and not be prohibited from establishing or managing an enterprise under Clause 2, Article 17 of the Enterprise Law;

   b. Possess professional qualifications or experience in business administration or in the Company's main business sector or industry;

   c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company.

2. An independent member of the Board of Directors shall meet the qualifications and conditions prescribed by the Enterprise Law and other relevant legal regulations.

3. An Independent Board Member shall notify the Board of Directors if they no longer meet the required qualifications and conditions prescribed by law and shall automatically cease to be an Independent Board Member from the date they no longer satisfy such qualifications and conditions. The Board of Directors shall inform the General Meeting of Shareholders at the next meeting about the status of the Independent Board Member who no longer meets the qualifications and conditions or convene a General Meeting of Shareholders to elect a replacement within 06 months from the date of receipt of notice of the relevant independent member of the Board of Directors.

Article 8. Chairperson and Vice Chairperson of the Board of Directors

1. The Board of Directors shall elect one of its members to serve as Chairperson. If deemed necessary, based on the proposal of the Chairperson, the Board of Directors may elect one or more Vice Chairpersons from among its members. The Chairperson of the Board of

Directors shall not concurrently hold the position of Director of the Company.

2. The Chairperson of the Board of Directors shall have the following rights and duties:

   a. Develop the agenda and activity plan of the Board of Directors;

   b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

   c. Organize the approval of resolutions and decisions of the Board of Directors;

   d. Supervise the implementation of resolutions and decisions of the Board of Directors;

   e. Preside over the General Meeting of Shareholders;

   f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders;

   g. Represent the Company in signing contracts in which the Company is a party;

   h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

   i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;

   j. Negotiate and sign contracts that require approval from the General Meeting of Shareholders as prescribed by law;

   k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.

   l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;

   m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of the Company Charter;

   n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of the Company Charter;

   o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of the The Company Charter;

   p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and the Company Charter.

3. The Vice Chairperson shall have the same rights and obligations as the Chairperson only when authorized by the Chairperson. This authorization applies only if the Chairperson has

notified the Board of Directors of their absence due to force majeure or inability to perform their duties. In such cases, if the Chairperson does not appoint the Vice Chairperson to act on their behalf, the remaining Board members shall designate the Vice Chairperson. If both the Chairperson and Vice Chairperson are temporarily unable to perform their duties, the Board of Directors may appoint another Board member to act as Chairperson, based on a majority vote.

4. If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.

Article 9. Nomination and Candidacy for Members of the Board of Directors

1. Shareholders or groups of Shareholders holding at least 10% of the total voting shares of the Company shall have the right to nominate candidates for the Board of Directors as specified in this Article. Shareholders or groups of Shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 65%, up to five (05) candidates; and 65% or more, the right to nominate the full number of candidates.

2. The nomination and candidacy application dossier for a member of the Board of Directors shall basically include: a nomination or candidacy application form in the Company's prescribed format; a curriculum vitae and required personal information declared by the candidate in accordance with the Company's form; a certified copy of the candidate's ID card, citizen identity card, or passport; and other documents as required by the Company and applicable laws. The nomination and candidacy application dossier for a member of the Board of Directors shall be submitted to the Company in accordance with the relevant notice.

Article 10. Method of Electing Members of the Board of Directors

The election of Board of Directors members shall be conducted by cumulative voting, whereby each Shareholder has a total number of voting rights equal to the total number of shares owned multiplied by the number of Board members to be elected. A Shareholder may allocate all or part of their total votes to one or several candidates. The elected Board members shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of Board members has been elected. If two or more candidates receive the same number of votes for the last available Board position, the General Meeting of Shareholders shall conduct another round of voting among those candidates or decide based on the selection criteria stipulated in the Election Regulations.

Article 11. Dismissal, Removal and Replacement of Members of the Board of Directors

1. Members of the Board of Directors shall be dismissed or removed in the following cases:

   a. The member no longer satisfies the qualifications and conditions to be a member of the Board as prescribed by the Enterprise Law, the Company Charter, or is prohibited by law from acting as a Board member;

   b. The member submits a written resignation accepted by the Company;

   c. The member fails to participate in Board activities for six (06) consecutive months without the Board's approval, except in force majeure cases; and

   d. The member is dismissed or removed by the General Meeting of Shareholders.

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

   a. The number of Board members is reduced by more than one-third (1/3) of the total number of Board members of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of Board members falls below one-third;

   b. The number of Independent Board Members decreases, failing to maintain the required legal ratio;

   c. Except in the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed Board member at the next meeting.

Article 12. Notice of Election, Dismissal, or Removal of Members of the Board of Directors

All information regarding the election, dismissal, or removal of members of the Board of Directors must be disclosed in accordance with the regulations of the Securities Law and the securities market.

CHAPTER III

BOARD OF DIRECTORS

Article 13. Rights and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to make decisions and exercise the Company's rights and obligations, except for those rights and obligations that fall within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall have the following rights and duties:

   a. Determine the Company's strategy, medium-term development plans, and annual business plans;

   b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director, Deputy Directors, and Chief Accountant; determine their salaries and other benefits;

   c. Decide on the Company's organizational structure and internal management regulations;

   d. Resolve complaints by the Company against a Manager and decide on the Company's representative in legal proceedings involving such Managers;

   e. Propose the classes of shares and the total number of shares to be offered for each class;

   f. Propose the issuance of convertible bonds or bonds with warrants for approval by the General Meeting of Shareholders;

   g. Decide on the issuance of other types of bonds or other debt instruments;

   h. Determine the offering price of bonds, shares, and other securities of the Company;

   i. Propose the annual dividend rate and determine the interim dividend rate; decide on the

dividend payment timeline and procedures; and decide on the handling of business losses incurred during the Company's business operations;

j. Propose the restructuring, dissolution, or bankruptcy filing of the Company;

k. Appoint, dismiss, or remove authorized representatives to exercise the Company's ownership rights over shares or capital contributions in other companies; determine their compensation and other benefits; nominate individuals for managerial positions in such companies; and appoint, dismiss, and remove managers in companies fully owned by the Company;

l. Establish branches or representative offices of the Company;

m. Establish Subsidiaries wholly owned by the Company;

n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of the Company Charter;

o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or greater than the threshold specified in Point n, Clause 2 of this Article;

p. Approve investments or asset sales valued between 1% and less than 35% of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Clause 3, Article 41 of the Company Charter;

q. Approve the purchase or sale of shares and capital contributions in other companies, whether established in Vietnam or abroad;

r. Determine the valuation of non-cash assets contributed to the Company, including gold, land use rights, intellectual property rights, technology, technical know-how, and other assets that can be valued in Vietnamese Dong;

s. Approve the Company's repurchase of no more than 10% of the total number of shares sold of each class within twelve (12) months; determine the repurchase price of the Company's shares in accordance with the Law;

t. Supervise and direct the Director in managing the Company's daily business operations;

u. Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions from the General Meeting of Shareholders to pass resolutions;

v. Submit the annual financial report to the General Meeting of Shareholders;

w. Develop the Company's internal governance regulations and submit them to the General Meeting of Shareholders for approval; and

x. Exercise other rights and duties as stipulated by Law and the Company Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote.

4. The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following:

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

   b. Summary of Board meetings and decisions made by the Board of Directors;

   c. Report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of the charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.

   d. Activities of Independent Board Members and their evaluation of the Board's performance;

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

   f. Activities of other committees under the Board of Directors (if any);

   g. Supervisory results regarding the Director;

   h. Supervisory results regarding other executives;

   i. Future plans.

Article 14. Duties and powers of the Board of Directors in approval and execution of transaction contracts between the Company and related persons

1. The Board of Directors shall approve contracts and transactions between the Company and the following related persons:

   a. Shareholders, Authorized Representatives of institutional shareholders holding more than 10% of the total ordinary shares of the Company, and their Related Persons;

   b. Members of the Board of Directors, the Director, and their Related Persons;

   c. Enterprises in which a Board Member or the Director is an owner or holds shares or capital contributions;

   d. Enterprises in which a Related Person of a Board Member or the Director is an owner, jointly owns, or individually owns more than 10% of the registered capital.

2. The Board of Directors shall approve the following contracts and transactions:

   a. Contracts and transactions stipulated in Clause 1, Article 14, with a value less than 35%, or transactions that result in a total transaction value within 12 months from the date of the first transaction with a value less than 35% of the Company's total asset value as recorded in the latest audited consolidated financial statements; or

   b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited consolidated financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons.

   In such cases, the Company's Representative signing the contract or transaction must

notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.

Article 15. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

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

   a. When the Board of Directors deems it necessary for the benefit of the Company;

   b. When the number of Board members falls below the quorum required by Law;

   c. At the request of a Shareholder or a group of Shareholders as stipulated in Clause 3, Article 11 of the Company Charter; and in other cases as prescribed by Law and the Company Charter.

2. Convening an Extraordinary General Meeting of Shareholders:

   The Board of Directors shall convene the General Meeting of Shareholders within sixty (60) days from the date when the number of Board members falls below the minimum required by Law or from the date of receipt of a request to convene a meeting as specified in Point c, Clause 4, Article 13 of the Company Charter.

3. The person convening the General Meeting of Shareholders shall perform the following tasks:

   a. Prepare the list of Shareholders eligible to attend the meeting and announce information regarding the final registration date for the list of eligible Shareholders at least twenty (20) days before that date. The list of eligible Shareholders must be finalized no more than 10 days before the meeting invitations are sent;

   b. Provide information and handle complaints related to the list of Shareholders;

   c. Establish the agenda and meeting contents;

   d. Prepare documents for the meeting;

   e. Draft resolutions of the General Meeting of Shareholders according to the planned agenda, and prepare a list of candidates along with detailed information in case of elections for the Board of Directors;

   f. Determine the time and venue of the meeting;

   g. Send meeting invitations to all eligible Shareholders in accordance with the Company Charter; and

   h. Perform other necessary tasks related to the organization of the meeting.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. **Meeting for electing the Chairperson**: If the Board of Directors elects a Chairperson, the first Board meeting of the new term shall be held within seven (07) business days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes. If there are multiple members with the highest and equal number of votes, those members shall elect one among them to convene the Board meeting, based on a majority vote.

2. **Regular meetings**: The Chairperson of the Board of Directors shall convene Board meetings, set the agenda, and decide on the time and location of the meeting. The Chairperson may convene meetings whenever deemed necessary, but at least once per quarter.

3. **Extraordinary meetings**: The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the interests of the Company. Additionally, the Chairperson must convene a Board meeting in the following cases:

   a. At the request of an Independent Board Member;

   b. At the request of the Director;

   c. At the request of at least two (2) Board members; or

   d. Other cases as prescribed by Law and the Company Charter.

   A request to convene a Board meeting, as stipulated in this Article, must be made in writing, clearly stating the purpose, matters to be discussed, and issues under the Board's authority for decision-making.

4. Meetings of the Board of Directors, as specified in Clause 3 of this Article, must be held within 07 working days from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3 of this Article, may convene the Board meeting themselves.

5. **Meeting location**: Meetings of the Board of Directors shall be held at the Company's registered address or other locations in Vietnam or abroad, as decided by the Chairperson of the Board of Directors.

6. **Meeting notice and agenda**: The notice of the Board of Directors meeting shall be sent to all Board members at least 03 business days before the date of the meeting. The notice must be in writing and must include the agenda, date, time, and location of the meeting, along with the necessary documents regarding the issues to be discussed and voted on at the meeting of the Board of Directors.

   The meeting notice may be sent via postal mail, fax, email, or other means, but it must reach the registered address of each Board member as recorded with the Company.

7. **Quorum:** Board meetings shall be considered valid and may be conducted if at least three-fourths (3/4) of the total Board members are present, including those attending via Proxy Holder. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting shall be considered valid if more than one-half (1/2) of the total Board members are present, including those attending via Proxy Holder.

   A Board member shall be considered as attending and voting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote as per the provisions of the Company Charter;

c. Attending and voting through an online conference, electronic voting, teleconference, or other similar means;

d. Submitting a voting ballot to the meeting via postal mail, fax, or email.

In the case of voting by postal mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.

8. Board members must attend all Board meetings. A Board member may authorize another person to attend and vote on their behalf only if the majority of the Board members approve.

9. **Voting:**

a. Except as provided in Point b, Clause 9, Article 29 of the Company Charter, each Board member or Proxy Holder attending the Board meeting shall have one (01) vote;

b. Board members shall not vote on contracts, transactions, or proposals in which they or their Related Persons have an interest that conflicts or may conflict with the interests of the Company;

c. Majority Voting Principle: Resolutions or decisions of the Board of Directors shall be approved if they receive the affirmative votes of more than 50% of the Board members with voting rights present at the meeting. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

10. **Meetings and adoption of resolutions by written consultation**: The Board of Directors may hold a meeting and adopt all resolutions within its authority by collecting written opinions from its members.

The procedure for conducting meetings and collecting written opinions shall be as follows:

a. The Chairperson of the Board of Directors shall have the authority to convene a meeting and collect written opinions from Board members to adopt Board resolutions at any time if deemed necessary for the benefit of the Company.

b. The Chairperson of the Board of Directors must prepare a written opinion request for Board members. The request must include the following key details: (i) the issues requiring opinions, (ii) voting options, including approval, disapproval, and abstention, (iii) the deadline for submitting the completed opinion form to the Company, and (iv) the name and signature of the Chairperson of the Board of Directors and the name and signature of each consulted Board member.

c. The Chairperson of the Board of Directors shall organize the vote counting process and prepare a vote-counting minutes with the assistance of the Company Secretary. The vote counting report must contain the following key details: (i) The issues requiring opinions, (ii) the total number of Board members who participated in the voting, distinguishing between valid and invalid votes, (iii) the total number of votes in favor, against, and abstentions for each issue, (iv) the resolutions that have been approved, and (v) the names and signatures of the Chairperson of the Board of Directors and the Company Secretary.

d. When collecting written opinions, a resolution shall be passed if it receives affirmative votes from a majority of Board members (more than 50%) of the total Board members with voting rights regarding the consulted issue. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

e. A resolution adopted by collecting written opinions shall have the same validity and effect as a resolution passed at a duly convened and held Board meeting.

11. **Invitees attending meetings as observers**: The Director and third-party experts may attend Board meetings as invitees at the request of the Chairperson of the Board of Directors but shall not have voting rights, except when they are Board members or Proxy of a Board member as prescribed in Clause 8, Article 29 of the Company Charter.

Article 17. Minutes of the Board of Directors Meetings

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following contents:

   a. The name, registered office address, and business registration number of the Company;

   b. Date, time, and location of the meeting;

   c. Purpose, agenda, and meeting contents;

   d. Names of each attending Board member or Proxy Holder, and their method of participation; names of absent members and the reason for their absence;

   e. Matters discussed and voted on during the meeting;

   f. Summary of statements made by each attending Board member, following the order of the meeting's discussion (if any);

   g. In cases where the Board of Directors passes a resolution or decision within its authority, the voting results must clearly indicate the members who voted in favor, against, or abstained;

   h. Resolutions that have been approved and the corresponding voting ratios; and

   i. Names and signatures of the Chairperson and the minutes taker (meeting secretary), except in cases specified in Clause 2 of this Article.

2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors agree to adopt and sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and the minutes taker shall bear personal liability for any damages to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law, the Company's The Company Charter, and applicable laws.

3. The Chairperson, the minutes taker, and any other signatories of the minutes shall be responsible for ensuring the truthfulness and accuracy of the contents recorded in the minutes of the Board of Directors meetings.

4. The minutes of the Board of Directors meetings and the documents used during the meeting

must be kept at the Company's head office.

5. Minutes prepared in both Vietnamese and a foreign language shall have the same legal effect. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

CHAPTER V

REPORTING AND DISCLOSURE OF BENEFITS

Article 18. Annual report

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

   a. The Company's business performance report;

   b. Financial statements;

   c. Report on evaluation of management and administration of the Company;

2. The reports specified in the Articles shall be kept at the Company's head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders owning shares of the Company continuously for at least 01 year have the right to review the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practice certificates.

Article 19. Remuneration, Bonuses, and Other Benefits of the Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration shall be calculated according to the number of working days required to complete the duties of the Board of Directors and daily remuneration. The Board of Directors estimates the remuneration for each member according to the unanimous principle. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

2. The remuneration of the Board members shall be included in the Company's business expenses in accordance with law provisions, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

3. Board members holding executive positions (including the Chairperson, Vice Chairperson of the Board of Directors, or other titles in the Company), or Board members serving on committees under the Board of Directors or performing additional tasks beyond the usual responsibilities of a Board member, may receive additional remuneration in the form of a lump sum payment per assignment, salary, commission, profit-sharing, or other forms of compensation as determined by the Board of Directors.

4. Members of the Board of Directors shall have the right to be paid for all travel, meals, accommodation and other reasonable expenses incurred in the course of carrying out their responsibilities as members of the Board of Directors, including expenses incurred upon attending General Meetings of Shareholders and the Board of Directors.

Article 20. Disclosure of related benefits

1. Members of the Board of Directors shall disclose to the Company their related interests, including:

   a. The name, enterprise registration number, head office address, and business sector of any enterprise in which they are an owner or hold shares or contributed capital; the percentage and the date of ownership or acquisition of such shares or contributed capital;

   b. The name, enterprise registration number, head office address, and business sector of any enterprise in which their Related Persons are owners, co-owners, or hold over 10% of the registered capital.

2. Such disclosure shall be made within seven (07) business days from the date of arising the related interest. Any amendment or supplement shall be reported to the Company within seven (07) business days from the date of amendment or supplement.

3. The declarations under this provision must be kept at the Company's head office. Shareholders, Authorized Representatives of Shareholders, members of the Board of Directors, and the Director have the right to review the disclosed information at any time if deemed necessary.

4. If a member of the Board of Directors, acting in a personal capacity or on behalf of another party, engages in any activity within the scope of the Company's business, they shall disclose the nature and details of such activity to the Board of Directors and may only proceed if approved by the majority of the remaining Board members. If they fail to declare or act without the Board's approval, all income generated from such activities shall belong to the Company.

CHAPTER VI

RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD AND THE AUDIT COMMITTEE

Article 21. Relationship between Members of the Board of Directors

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

2. During the process of handling work, the members of the Board of Directors who are assigned the main responsibility shall proactively coordinate in handling if there is an issue related to the field in charge of another Board member. In case there are different opinions between the members of the Board of Directors, the members shall report to the Chairperson of the Board of Directors for consideration of decisions according to their authority or for holding meetings or collecting opinions from the members of the Board of Directors in accordance with the provisions of the Law, the Company Charter and the Regulations.

3. In case of re-assignment between the Board members, the Board members shall hand over the relevant work, documents and materials. This handover shall be made in writing and reported to the Chairperson of the Board of Directors on such handover.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors may issue resolutions and decisions for the

implementation of the Directors and the executive apparatus. At the same time, the Board of Directors shall inspect and supervise the implementation of resolutions and decisions issued by the Board of Directors.

Article 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a coordinative relationship. The working relationship between the Board of Directors and the Audit Committee follows the principle of equality and independence, and closely coordinates and supports each other in the process of performing their tasks.

2. Upon receiving inspection minutes or general reports of the Audit Committee, the Board of Directors is responsible for researching and directing relevant departments to develop plans and make timely corrections.

CHAPTER VII

EXECUTION PROVISIONS

Article 24. Validity

These Regulations shall take effect from .../.../2025/.../..... and replace the previously issued Operation Regulation(s) of the Board of Directors of the Company.

Article 25. Implementation

The Board of Directors, the Executive Board, relevant departments and individuals are responsible for implementing the Regulations.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON OF THE BOARD OF DIRECTORS

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

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

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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Hanoi, April 19, 2025

MINUTES OF MEETINGS
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025
VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

I. TIME AND LOCATION OF THE MEETING

Name of company:	Vietnam Machine Investment Development Joint Stock Company
Company code:	0104498100
Head office:	BT1-07, An Hung New Urban Area, To Huu Street, Duong Noi Ward, Ha Dong District, Hanoi City, Vietnam
Meeting time:	08:00, April 19, 2025
Location:	Room 406, 4th Floor, Nam Cuong Building, Nguyen Thanh Binh Street, Duong Noi Urban Area, La Khe Ward, Ha Dong District, Hanoi City.

II. MEETING PARTICIPANTS

1. Report on checking the status of shareholders:

1.1. Shareholder Qualification Inspection Committee

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

1.2. Report on checking the status of shareholders

- The total number of shares of the Company is 21,525,000 voting shares.
- Number of attending shareholders: ...shareholders, representing... shares, accounting for...% of shares with voting rights.
- Number of absent shareholders: ... shareholders.
- Pursuant to the provisions of the Law on Enterprises and the Articles of Association of Vietnam Machine Investment Development Joint Stock Company, the General Meeting is eligible to conduct.
- Method of voting: direct vote. At the meeting, the General Meeting of Shareholders agreed on 01 share corresponding to 01 vote.

- The total number of votes with voting rights at this meeting is ... votes, representing ... shares with voting rights, accounting for...% of votes with voting rights.

2. Chairperson and Secretary of the meeting:

- Chairperson of the General Meeting: Mr. Nguyen Vu Tru - Vice Chairperson of the Board of Directors (as authorized by the Chairperson of the Board of Directors – Ms. Nguyen Thi Thu Huyen, Pursuant to Decision No. 03/2025/QD-HDQT-VIMID dated February 21, 2025)
- Member of the Presidium: Mr. Chu Quang Huy - Independent Member of the Board of Directors, (nominated by the Chairperson of the General Meeting and voted unanimously by 100% of the shareholders attending the General Meeting).
- Secretary of the General Meeting appointed by the Chairperson: Mr. Vu Quoc Hoa – Governance Officer cum Company Secretary.

3. Vote for the Vote Counting Committee:

- The Chairperson of the General Meeting nominated the list of the Vote Counting Committee consisting of the following names:
  + Head of Vote Counting Committee:
  + Member of the Vote Counting Committee:
- The General Meeting of Shareholders approves the list of the Vote Counting Committee with a total number of voting shares of [...] shares, reaching 100%of the total voting shares attending the General Meeting.

III. APPROVAL OF AGENDA OF THE GENERAL MEETING AND WORKING REGULATIONS OF THE GENERAL MEETING

1. The General Meeting shall vote to approve the agenda of the General Meeting with an approval rate of 100%, the approved contents include:

No.	Content of voting	Document code
1	Report of the Board of Directors on performance of the Board of Directors in 2024	01/2025/BC-HDQT-VIMID
2	Evaluation Report of Independent Members of the Board of Directors in the Audit Committee	01/2025/BC–UBKT–VIMID
3	Report on business performance in 2024 and business plan in 2025	01/2025/BC-BGD-VIMID
4	Financial statements in 2024 audited by Nam Viet Auditing and Accounting Financial Consulting Services Company Limited	(Attached to Report No. 02/2025/BC-HDQT-VIMID)
5	Proposal on business plan in 2025	01/2025/TTr-HDQT-VIMID
6	Proposal on profit distribution in 2024 and profit distribution plan in 2025	02/2025/TTr-HDQT-VIMID
7	Proposal on selection of auditing company for	03/2025/TTr-HDQT-VIMID

	financial statements in 2025	
8	Proposal on payment of remuneration to the Board of Directors in 2024 and remuneration payment plan for the Board of Directors in 2025	04/2025/TTr-HDQT-VIMID
9	Proposal on dividend payment in 2024	05/2025/TTr-HDQT-VIMID
10	Proposal on amendment and supplement to the Company Charter	06/2025/TTr-HDQT-VIMID
11	Proposal on approval of approval of investment plan and policy for the Truck Manufacturing and Assembly Plant Project	07/2025/TTr-HDQT-VIMID
12	Proposal on continuing to transfer registration of the shares of Vietnam Machine Investment Development Joint Stock Company – VVS on UPCOM to list on Ho Chi Minh City Stock Exchange	08/2025/TTr-HDQT-VIMID
13	Proposal on amendment and supplement to the Internal Regulations on Corporate Governance and Operation Regulations of the Board of Directors	09/2025/TTr-HDQT-VIMID

2. Vote to approve the working regulations of the General Meeting:

Mr. Nguyen Vu Tru - Chairperson of the General Meeting reads the working regulations of the Annual General Meeting of Shareholders in 2025.

The General Meeting of Shareholders unanimously approved the working regulations with the total number of voting shares of ... shares, reaching...% of the total number of shares with voting rights to attend the meeting.

IV. DEVELOPMENTS

Mr. Nguyen Vu Tru and Mr. Chu Quang Huy presented the contents of the reports and proposals in the meeting as stated in Section III of the Minutes to the shareholders of the company.

V. VOTING

The General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company discussed and voted to approve via the following method:

- Method of voting: Direct vote. At the meeting, the General Meeting of Shareholders agreed on 01 share corresponding to 01 vote.
- The total number of votes with voting rights at this meeting is [ ] votes representing [ ] voting shares, accounting for [ ]% of votes with voting rights.

Vote counting results are approved for each content as follows:

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

Content 5: Business plan in 2025

Results of vote counting:

Number of voting	… Shares	Account for… % of voting shares

votes attending the meeting		
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares

Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

Item 9: Dividend payment in 2024

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid	… Shares	Account for… % of voting shares attending

votes:		the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

Content 10: Amendment and Supplement to the Company Charter

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting

Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

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

Results of vote counting:

Number of voting votes attending the meeting	… Shares	Account for… % of voting shares
Number of valid votes:	… Shares	Account for… % of voting shares attending the meeting

Number of invalid votes:	… Shares	Account for… % of voting shares attending the meeting
Number of for votes:	… Shares	Account for… % of voting shares attending the meeting
Number of against votes:	… Shares	Account for… % of voting shares attending the meeting
Number of blank votes:	… Shares	Account for… % of voting shares attending the meeting

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

VI. MEETING CLOSING

Mr. Vu Quoc Hoa - Secretary of the General Meeting read the Minutes and Resolutions of the Annual General Meeting of Shareholders in 2025.

The General Meeting voted and unanimously approved the full text of the Minutes and Resolutions of the Annual General Meeting of Shareholders in 2025 with a voting rate of...% of the total voting shares of attending shareholders.

Mr. Nguyen Vu Tru - Chairperson of the General Meeting declared the closing of the General Meeting.

The meeting ended at… in the morning of the same day. The minutes is made into 02 copies in Vietnamese with the same legal validity for archive at the company.

SECRETARY	**CHAIRPERSON** **BOD VICE CHAIRPERSON**
Vu Quoc Hoa	**Nguyen Vu Tru**

DỰ THẢO

VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

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

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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Hanoi, April 19, 2025

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025
VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents;*
- *Articles of Association of Vietnam Machine Investment Development Joint Stock Company;*
- *Minutes of the Annual General Meeting of Shareholders in 2025 No. 01/2025/BB-DHDCDTN-VIMID dated April 19, 2025;*

HEREIN RESOLVED TO

Article 1: Approve reports of the Board of Directors on governance and the performance of the Board of Directors in 2024.

Article 2: Approve the evaluation report of the Independent Member of the Board of Directors in the Audit Committee.

Article 3: Approve the report of the Board of Management on business performance of the company in 2024.

Article 4: Approve the Company's financial statements in 2024 audited by AASC Auditing Firm Company Limited.

Article 5: Approve the business plan in 2025

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

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

Article 6: Approve the profit distribution in 2024 and the profit distribution plan in 2025.

Article 7: Approve the selection of AASC Auditing Firm Company Limited as the auditing company for semi-annual financial statements and financial statements in 2025.

Article 8: Approve the payment of remuneration to the Board of Directors in 2024 and the remuneration payment plan for the Board of Directors in 2025.

Article 9: Approve the payment of cash dividend in 2024 the ratio of 10%.

Article 10: Approve the amendment and supplement of the Company Charter.

Article 11: Approval of the investment plan and policy for the Truck Manufacturing and Assembly Project.

Article 12: Approve the on-going implementation of transfer registration of the shares of Vietnam Machine Investment Development Joint Stock Company – VVS on UPCOM to list on Ho Chi Minh City Stock Exchange.

Article 13: Approve the amendment and supplement to the Internal Regulations on Corporate Governance and Operation Regulations of the Board of Directors.

Article 14: This Resolution takes effect from the date of execution. Members of the Board of Directors, Directors of the company and officers in charge of departments/units of the Company are responsible for implementation.

Recipients:
- Shareholders of the Company;
- State Securities Commission of Vietnam; Hanoi Stock Exchange;
- Website of the company;
- Filing: Archived

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON
BOD VICE CHAIRPERSON

Nguyen Vu Tru