

No: 02/2022/TB-HĐQT.HBC

HCMC, day 03 month August year 2022

## ANNOUNCEMENT

### To attend the Extraordinary General Meeting of Shareholders in 2022

1. **Time:** 01:00 pm, on Wednesday, day 24 month August year 2022
2. **Venue:** Lotus Lobby, 1<sup>st</sup> Floor, Rex Hotel Saigon, 141 Nguyen Hue Street, District 1, Ho Chi Minh City
3. **Agenda:**
  - 3.1 Changing some lines of business and its Charter in accordance with applicable law for the purpose of issuing share under a private placement plan that was approved by General Shareholders in the Annual General Meeting of Shareholders on April 25, 2022;
  - 3.2 Changing some Articles in the Company's Charter and Internal Regulation on Corporate Governance
  - 3.3 Presenting HBC's business strategy for the next 10 years and seek for the General Shareholders approval on the policy to the BOD, the Board of Management, Key employees and persons with outstanding achievements, can effectively contribute to achieve and excellent revenue (VND 437.500 billion) and profit (VND 21.875 billion) in 2032
  - 3.4 Updating the business performance in 2022
  - 3.5 Other important matters need to be discussed and approved by the General Shareholders.

### 3. Attendance:

- All shareholders of Hoa Binh Construction Group Joint Stock Company (**HOSE: HBC**) on the record date list of July 25, 2022 sent by Vietnam Securities Depository (VSD).
- In case of unable to attend the meeting, Shareholders can make a Power of Attorney according to the Company's form for their representatives to attend the meeting. Shareholders or authorized persons are respectfully advised to register before **04:30pm on August 22, 2022** under one of the following way:
  - ✓ Email: [vphdqt@hbcg.vn](mailto:vphdqt@hbcg.vn)
  - ✓ Send the copy to Board of Director's Office – Level 10, PaxSky Building, 123 Nguyen Dinh Chieu Street, Vo Thi Sau Ward, District 3, HCMC.
- The shareholders attending the meeting are advised to carry the original Invitation letter, Citizen Identification/ Passports/Business Registration and Power of Attorney (if any).

Invitation letter, Power of Attorney and Nomination form shall be sent to shareholders by post-delivery. Its materials shall be available on our website at [www.hbcg.vn](http://www.hbcg.vn).

Sincerely,

Attn:

1. HBC's shareholders;
2. Archive BOD's office

ON BEHALF OF THE BOD  
CHAIRMAN



LE VIET HAI



## TENTATIVE AGENDA FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022

**Time : Wednesday, 24th August 2022 - at 01:00 pm**

**Venue: Lotus lobby, 1st floor, REX HOTEL SAIGON,  
141 Nguyen Hue, District 1, Ho Chi Minh City.**

No	Duration	Details
<b>I. OPENING PROCEDURE</b>		
1	01:00 pm - 01:30 pm	Welcome shareholders
2	01:30 pm - 02:00 pm	Opening the meeting
3		Report about Attendee's legal status at the meeting
4		Approval of list of Presidium, Secretary Committee, Voting Committee
5		Approval of AGM Agenda
<b>II. MEETING CONTENTS</b>		
6	02:00 pm - 04:00 pm	Speech of Chairman of the Board of Directors
7		Board of Management report on the implementation of the plan in 2022: the results of the first six months and the update of the plan for the last six months
8		Board of Management report on on activities to carry out the 10-year strategy
9		Presenting proposals of the General Meeting of Shareholders.
10	04:00 pm - 04:30 pm	Consider each issue and vote on it in accordance with the proposals
<b>III. EGM SUMMARY</b>		
11	04:30 pm - 05:00 pm	Approval the Meeting Minutes and its Resolution
12		Taking photos
13		Closing the Extraordinary General Meeting of Shareholders





## POWER OF ATTORNEY

Attending the Extraordinary General Meeting of Shareholders in 2022

**HOA BINH CONSTRUCTION GROUP JOINT STOCK COMPANY**

Name of individual/organization (\*):.....

Address:.....

Shareholder's code: .....

number of shares owned:.....  
(Par value: 10.000 dongs per share)

Hereby authorizes Mr/Ms listed below (\*\*):

01. Full name:.....

ID card/business registration/passport:.....Date of issue:.....Place of issue:.....

02. Mr. Le Viet Hai – Chairman of the BOD

03. Mr. Le Viet Hieu – BOD member,  
Permanent Deputy CEO

04. Mr. Le Quoc Duy – BOD member, Deputy  
CEO

05. Mr. Nguyen Tuong Bao– Independent BOD  
member, Chairman of Audit Committee

06. Mr. Nguyen Cong Phu – Independent  
BOD member, member of Audit Committee

07. Mr. Duong Van Hung – Independent  
BOD member, member of Audit Committee

08. Albert Antoine – BOD member

09. David Matin Ruiz – BOD member

The authorized is entitled to attend HOA BINH CONSTRUCTION JOINT STOCK COMPANY's 2022 Extraordinary General Meeting of Shareholders (August 24, 2022) and has full shareholder status to exercise the right to speak and by directly vote on the contents that were debated and agreed at the AGM

...., day....month August year 2022

**Authorized party**  
**Sign and write full name**

**Authorization party**  
**Sign and write full name**

### Notes:

- ✓ (\*) If the shareholder is a corporation, write the corporation's name, address, and legal representative to sign and seal the document.
- ✓ (\*\*) Please fulfill in the information of the authorized person or circle the name of the authorized person as a member of the Board of Directors
- ✓ This power of attorney is effective from the date of execution until the conclusion of the 2022 Extraordinary General Meeting of Shareholders.
- ✓ To attend the meeting, the authorized recipient must bring the original ID card/ Passport as well as the Power of Attorney (if any) to the shareholder status inspection department.



# HOABINH

## EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

August 24<sup>th</sup>, 2022

### VOTE

HBC's  
Code

# HBC.....

Full name: .....

ID Number/ Passport/ Business Certificate No :

.....

No: 02/2022/TT-HĐQT.HBC

Ho Chi Minh City, day 03 month August year 2022

## **PROPOSAL**

### **EXTRAODIARY GENERAL MEETING OF SHAREHOLDERS IN 2022**

- Pursuant to the Law No. 59/2020/QH14 dated June 17, 2020 on Enterprises dated June 17, 2020 and documents guiding the implementation of the Enterprise Law;
- Pursuant to the Law No. 54/2019/QH14 dated on Securities November 26, 2019 and guiding documents on the implementation of the Securities Law;
- Pursuant to Law No. 61/2020/QH14 dated June 17, 2020 on Investment and documents guiding the implementation of the Investment Law;
- Pursuant to Law No. 03/2022/QH15 amending and supplementing several articles in 9 laws, including Public Investment Law, Public-Private Partnership Law, Investment Law (the "LOI"), Residential Housing Law, Tendering Law, Electricity Law, Enterprise Law (the "LOE"), Law on Special Consumption Tax, and Law on Civil Judgment Enforcement, which has been effective since 1 March 2022 (the "Law 03/2022").
- Pursuant to the Charter of Hoa Binh Construction Group Joint Stock Company (HBC);
- Pursuant to the Resolution of the Annual General Meeting of Shareholders (AGM) in 2022;
- Pursuant to the internal regulations on governance of Hoa Binh Construction Group Joint Stock Company (HBC);
- Pursuant to Official Letter No. 3520/UBCK-PTTT of the State Securities Commission dated June 9, 2022 responding to the dossier of notification of foreign ownership ratio of HBC;
- Based on the need to request for a capacity certificate extension.

#### **I. APPROVAL OF ADEMENDING, REDUCING AND ADDTIONING SOME LINES OF REGISTERED BUSINESS**

The Board of Directors respectfully requests that the General Meeting of Shareholders approve the modification, supplementation, and reduction of a number of the Company's registered business lines in order to facilitate the execution of the following tasks:

1. Private issuance of shares to partners in accordance with the issuance plan approved at the 2022 Annual General Meeting of Shareholders on April 25, 2022.
2. The need to renew the HBC's certificate of competence.

Deatails are as follows:

- a. Pursuant to the Business Registration Certificate issued by the Department of Planning and Investment of Ho Chi Minh City, first issued on December 1, 2000,



changed for the 34th time on March 14, 2022, there are numbers of registered business lines that are restricted access for foreign investors (According to the provisions in Section 7, List A, Appendix I - List of industries with restricted access for foreign investors promulgated together with Decree No. 31/2021 /ND-CP dated March 26, 2021 detailing and guiding the implementation of the Investment Law ) as follow:

- **Real estate business (Class 6810):** "Investment in the construction of infrastructure of cemeteries and graveyards to transfer land use rights associated with the infrastructure " is one of business lines that are banned from foreign investors
- **Wholesale of other machinery and equipment (Class 4659):** "Exercise of the right to export, import, and distribution of goods on the list of goods, foreign investors, foreign-invested economic organizations are not allowed to exercise the right to export or to import, distribution rights" is one of business lines that are banned from foreign investors
- **Travel agency (Class 7911) and Short stay service (Class 5510):** "Business travel services, except international travel services for international tourists to Vietnam." is one of business lines that are banned from foreign investors

b. Based on need to renew Organizational Capacity Certificate including some fields:

- Design, Supervision of construction works: Civil - Grade I
- Consulting, Supervision of construction works: Civil - Grade I; Industrial - Grade I
- Consulting, Management of construction investment projects: Civil - Grade I
- Construction works: Civil - Grade I; Industry - Grade I; Traffic - Class III; Technical infrastructure - Grade III.

There needs to add the following business line to the Business Registration Certificate:

No	Name of business line	Class
1	Construction of other civil engineering works. Details: Construction of technical infrastructure works	4299

Construction of other civil engineering projects.

Details: Construction of technical infrastructure works

Class: 4299

Therefore, the Board of Directors would like to seek General Shareholders to approve:

**1. Amendment of a business line:**

No	Name of registered business lines	Class	Name of business line to be amended	Class
1	Trading in real estate, land use rights belonging to owners, users or renters. Details: Real estate	6810	Trading in real estate, land use rights belonging to owners, users or renters. Details: Real estate Excluding: Construction of cemeteries, cemetery services and funeral services for transferring land use right attached to the infrastructure	6810

## 2. Reduction some of business lines:

No	Name of registered business lines	Class	Name of business lines to be reduced	Class
1	Wholesale of other machinery and equipment (Not operating at headquarter)	4659	Wholesale of other machinery and equipment (Not operating at headquarter)	4659
2	Travel agent Details: Business Tourism	7911	Travel agent Details: Business Tourism	7911
3	Short accommodation activities Details: Trading in resort, hotel (Not operating at the headquarter)	5510	Short accommodation activities Details: Trading in resort, hotel (Not operating at the headquarter)	5510

## 3. Additional of a business line:

No	Name of business line to be added	Class
1	Construction of other civil engineering works Details: Construction of technical infrastructure work	4299



**4. Approval of the amendment of Clause 1, Article 4 of the Charter of Hoa Binh Construction Group Joint Stock Company as follows:**

1. The Company's business line are:

No	Name of business line	Class
1	Construction of other civil engineering projects Details: Civil and industrial construction, bridges and roads, traffic works, water supply and drainage systems.	4290 (Main)
2	Repair of machinery. (Not operating at the headquarter)	3312
3	Repair of electrical equipment (Not operating at the headquarter)	3314
4	Installation of machinery and industrial equipment (Not operating at the headquarter)	3320
5	Construction of public works	4220
6	Installation of industrial machinery and equipment (Excluding mechanic processing, recycling and electroplating)	4321
7	Installing water supply, drainage, heating and air conditioning systems. (Excluding mechanic processing, recycling and electroplating at the headquarter and installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water purification) using refrigerant r22 in the field of seafood processing)	4322
8	Installation of other building systems Details: Installation of fire prevention and fighting systems ((Excluding mechanic processing, recycling and electroplating)	4329
9	Building Completion And Finishing	4330
10	Other specialized construction activities	4390
11	Specialized Design Activities Details: Construction consultancy (except for construction design). Structural design of civil and industrial works. Architectural design of	7410



	civil and industrial works. Home repair service. Interior	
12	Site preparation Details: Clearing of building sites	4312
13	Manufacture of clay building materials Details: Producing construction materials, interior decoration products (not operating at the headquarter)	2392
14	Plant trees and take care of the trees Details: Planting rubber, mother-of-pearl, melaleuca and eucalyptus forests.	0210
15	Sawing, planing and preserving wood Details: Preliminary wood processing (not operating in Ho Chi Minh City)	1610
16	Trading in real estate, land use rights belonging to owners, users or renters. Details: Real estate  Excluding: Construction of cemeteries, cemetery services and funeral services for transferring land use right attached to the infrastructure	6810
17	Architectural activities and related technical consulting Detail: - Electrical design of civil and industrial works - Mechanical and electrical design of civil and industrial works - Design of water supply and drainage for construction works - Management of construction investment projects - Supervising the construction and completion of civil and industrial works - Supervising the installation of electrical parts and electrical equipment for civil and industrial projects - Supervising the installation of air conditioning systems in civil works.	7110
18	Construction of other civil engineering works Details: Construction of technical infrastructure work	4299



Assign the legal representative of the Company – Mr. Le Viet Hai, position: Chairman of the Board of Directors to carry out the procedures for changing the Certificate of Business Registration in accordance with the law.

**Respectfully submit to the General Meeting of Shareholders for consideration, discussion and voting.**

**II. APPROVAL OF THE AMENDMENT OF SOME ARTICLES AND TERMS OF THE COMPANY CHARTER AS FOLLOWS:**

No	Current	Expected to be amended	Amendment Terms
1	“Executive of an enterprise” means CEO, Deputy CEO, Chief Accounting and other executives under the Company’s Charter	“Executive of an enterprise” means CEO, Permanent Deputy CEO, Deputy CEO(s), Chief Financial Officer, Chief Accounting and other executives under the Company’s Charter	point h, Clause 1 Article 1 Section I
2	Clause 1. Charter capital of the Company is: 2.308.753.980.000 VND (in words: Two thousand three hundred and eight billion seven hundred fifty three million nine hundred and eighty thousand dong).	Clause 1. Charter capital of the Company is: 2.456.543.540.000 VND (in words: Two thousand four hundred and fifty six billion five hundred and forty three million five hundred and forty thousand dong).	Clause 1, Article 5, Section IV
	The total charter capital of the company is divided into 230.875.398 shares with par value of 10.000 VND per share.	The total charter capital of the company is divided into 245.654.354 shares with par value of 10.000 VND per share.	
	1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of all shareholders attending, except for specifying in Clauses 3, 4 and 6,	1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of all shareholders attending and voting at the meeting in favor, except	Clause 1, Clause 2, Article 21, Section VI to suit the provisions of Clause 5, Article 7 of Law No.



3	Article 148 of the Law on Enterprises	for specifying in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	03/2022/QH 15
	2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders attending, except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.	2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders attending and voting at the meeting in favor, except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	
4	Organization of Management apparatus Management system of the Company have to ensure its apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily activities. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal or dismissal of the above positions must be approved by resolutions and decisions of the Board of Directors.	Organization of Management apparatus Management system of the Company have to ensure its apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily activities. The Company has a CEO, Permanent Deputy CEO, Deputy CEO (s), Chief Financial Officer, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal or dismissal of the above positions must be approved by resolutions and decisions of the Board of Directors.	Article 33 Section VIII
5	Executive of an enterprise  Clause 1: Executive of an enterprise include CEO, Deputy CEO, Chief Accounting and other	Executive of an enterprise  Clause 1: Executive of an enterprise include CEO, Permanent Deputy CEO, Deputy CEO (s), Chief Financial Officer, Chief	Clause 1, Article 34, Section VIII



	executives under the Company's Charter	Accounting and other executives under the Company's Charter	
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**Respectfully submit to the General Meeting of Shareholders for consideration, discussion and voting.**

**III. APPROVAL OF AMENDING SOME ARTICLES AND PROVISIONS IN THE INTERNAL REGULATION ON COMPANY GOVERNANCE AS FOLLOWING:**

No	Current	Expected to be amended	Amendment Terms
1	"Executive of an enterprise" means CEO, Deputy CEO, Chief Accounting and other executives appointed under the Article 33 of the Company's Charter	"Executive of an enterprise" means CEO, Permanent Deputy CEO, Deputy CEO(s), Chief Financial Officer, Chief Accounting and other executives appointed under the Article 33 of the Company's Charter	point k, Clause 1, Article 2, Chapter I
2	1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of all shareholders attending, except for specifying in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of all shareholders attending and voting at the meeting in favor, except for specifying in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	Clause 1, Clause 2, Article 20, Chapter II for compliance with the provisions of Clause 5, Article 7 of Law No. 03/2022/QH15
	2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders attending, except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.	2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders attending and voting at the meeting in favor, except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.	



3	1. Executive of an enterprise include CEO, Deputy CEO, Chief Accounting and other executives under the Company's Charter	1. Executive of an enterprise include CEO, Permanent Deputy CEO, Deputy CEO (s), Chief Financial Officer, Chief Accounting and other executives under the Company's Charter	Clause 1 Article 50 Chapter VII
4	2. Criteria and conditions for appointment of CEO	2. Criteria and conditions for appointment of CEO, Permanent Deputy CEO, Deputy CEO (s),	Clause 2 Article 50 Chapter VII
5	2. Deputy CEO and Chief Accountant Appointments The Board of Directors will appoint the Deputy CEO, Chief Accountant, and other executives in accordance with the CEO's recommendation. The application for its appointment must be submitted in the same manner as the CEO.	2. Permanent Deputy CEO, Deputy CEO (s), Chief Financial Officer and Chief Accountant Appointments The Board of Directors will appoint the Permanent Deputy CEO, Deputy CEO (s), Chief Financial Officer, Chief Accountant, and other executives in accordance with the CEO's recommendation. The application for its appointment must be submitted in the same manner as the CEO.	Clause 2 Article 52 Chapter VII

Respectfully submit to the General Meeting of Shareholders for consideration, discussion and voting.

**IV. APPROVAL OF BONUS POLICY TO THE BOARD OF MANAGEMENT, KEY EMPLOYEES, AND PERSONS WITH OUTSTANDING ACHIEVEMENTS, CAN EFFECTIVELY CONTRIBUTE TO ACHIEVE AND EXCELLENT REVENUE (437.500 VND BILLION) AND PROFIT (21.875 VND BILLION) IN 2032 AS FOLLOW:**

The projected revenues and profits are 20 billion USD and 1 billion USD, respectively, for the year 2032. If:

1. If the above profit plan is achieved, a 10% bonus profit (21,875 billion) will be awarded;
2. When the profit exceeds the plan, 50% in the total of that exceeds will be the reward.

3. If the revenue has increased five times in five years and the profit is over 5%, this bonus mode will be maintained

Bonuses are distributed by the Board of Directors based on the Bonus Regulation approved by the Board (primarily will be based on the evaluation of the effectiveness of the contribution and the completion of the main objectives of each unit (KPIs) during implementation of strategic goals).

**Respectfully submit to the General Meeting of Shareholders for consideration, discussion and voting.**

**Attn:**

- HBC's shareholders
- Archive BOD's office
- Archive Administrative's department

**ON BEHALF OF THE BOD  
CHAIRMAN**



**LE VIET HAI**





No: 02/2022/NQ-ĐHCĐ.HBC

Ho Chi Minh City, day 03 month August year 2022

**(DRAFT)**

## **RESOLUTION**

### **OF 2022 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF HOA BINH CONSTRUCTION GROUP JOINT STOCK COMPANY (HBC)**

- Pursuant to the Law No. 59/2020/QH14 dated June 17, 2020 on Enterprises dated June 17, 2020 and documents guiding the implementation of the Enterprise Law;
- Pursuant to the Law No. 54/2019/QH14 dated on Securities November 26, 2019 and guiding documents on the implementation of the Securities Law;
- Pursuant to Law No. 61/2020/QH14 dated June 17, 2020 on Investment and documents guiding the implementation of the Investment Law;
- Pursuant to Law No. 03/2022/QH15 amending and supplementing several articles in 9 laws, including Public Investment Law, Public-Private Partnership Law, Investment Law (the "LOI"), Residential Housing Law, Tendering Law, Electricity Law, Enterprise Law (the "LOE"), Law on Special Consumption Tax, and Law on Civil Judgment Enforcement, which has been effective since 1 March 2022 (the "Law 03/2022").
- Pursuant to the Charter of Hoa Binh Construction Group Joint Stock Company (HBC);
- Pursuant to the Resolution of the Annual General Meeting of Shareholders (AGM) in 2022;
- Pursuant to the internal regulations on governance of Hoa Binh Construction Group Joint Stock Company (HBC);
- Pursuant to the Minutes of Extraordinary General Shareholders Meeting of Hoa Binh Construction Group Joint Stock Company (HBC) dated August 24, 2022;

### **RESOLVED THAT:**

#### **Article 1: Approval of Amending, Reducing and Additioning some lines of Registered Business:**

##### **1. Amendment of business line:**

No	Name of registered business lines	Class	Name of business line to be amended	Class
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1	Trading in real estate, land use rights belonging to owners, users or renters. Details: Real estate	6810	Trading in real estate, land use rights belonging to owners, users or renters. Details: Real estate Excluding: Construction of cemeteries, cemetery services and funeral services for transferring land use right attached to the infrastructure	6810
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**2. Reduction of business lines:**

No	Name of registered business lines	Class	Name of business line to be reduced	Class
1	Wholesale of other machinery and equipment (Not operating at headquarter)	4659	Wholesale of other machinery and equipment (Not operating at headquarter)	4659
2	Travel agent Details: Business Tourism	7911	Travel agent Details: Business Tourism	7911
3	Short accommodation activities Details: Trading in resort, hotel (Not operating at the headquarter)	5510	Short accommodation activities Details: Trading in resort, hotel (Not operating at the headquarter)	5510

**3. Additional of business lines:**

No	Name of business line to be added	Class
1	Construction of other civil engineering works Details: Construction of technical infrastructure work	4299



**Article 2: Approval of the amendment of Clause 1, Article 4 of the Charter of Hoa Binh Construction Group Joint Stock Company as follows:**

1. The Company's business line are:

No	Name of business line	Class
1	Construction of other civil engineering projects Details: Civil and industrial construction, bridges and roads, traffic works, water supply and drainage systems.	4290 (Main)
2	<i>Repair of machinery.</i> (Not operating at the headquarter)	3312
3	Repair of electrical equipment (Not operating at the headquarter)	3314
4	Installation of machinery and industrial equipment (Not operating at the headquarter)	3320
5	Construction of public works	4220
6	Installation of industrial machinery and equipment (Excluding mechanic processing, recycling and electroplating)	4321
7	Installing water supply, drainage, heating and air conditioning systems. (Excluding mechanic processing, recycling and electroplating at the headquarter and installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water purification) using refrigerant r22 in the field of seafood processing)	4322
8	Installation of other building systems	4329

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	Details: Installation of fire prevention and fighting systems ((Excluding mechanic processing, recycling and electroplating)	
9	Building Completion And Finishing	4330
10	Other specialized construction activities	4390
11	Specialized Design Activities Details: Construction consultancy (except for construction design). Structural design of civil and industrial works. Architectural design of civil and industrial works. Home repair service. Interior	7410
12	Site preparation Details: Clearing of building sites	4312
13	Manufacture of clay building materials Details: Producing construction materials, interior decoration products (not operating at the headquarter)	2392
14	Plant trees and take care of the trees Details: Planting rubber, mother-of-pearl, melaleuca and eucalyptus forests.	0210
15	Sawing, planing and preserving wood Details: Preliminary wood processing (not operating in Ho Chi Minh City)	1610
16	Trading in real estate, land use rights belonging to owners, users or renters. Details: Real estate  Excluding: Construction of cemeteries, cemetery services and funeral services for transferring land use right attached to the infrastructure	6810
17	Architectural activities and related technical consulting	7110

A B  
 11/11/2022



	Detail: - Electrical design of civil and industrial works - Mechanical and electrical design of civil and industrial works - Design of water supply and drainage for construction works - Management of construction investment projects - Supervising the construction and completion of civil and industrial works - Supervising the installation of electrical parts and electrical equipment for civil and industrial projects - Supervising the installation of air conditioning systems in civil works.	
18	Construction of other civil engineering works Details: Construction of technical infrastructure work	4299

Assign the legal representative of the Company – Mr. Le Viet Hai, position: Chairman of the Board of Directors to carry out the procedures for changing the Certificate of Business Registration in accordance with the law.

**Article 3: Approval of the amendment some articles and terms of the Company Charter and the Internal Regulation on Corporate Governance (appendix as attached)**

**Article 4: Approval on the policy to the BOD, the Board of Management, Key employees and persons with outstanding achievements, can effectively contribute to achieve and excellent revenue (VND 437.500 billion) and profit (VND 21.875 billion) in 2032**

The projected revenues and profits are 20 billion USD and 1 billion USD, respectively, for the year 2032. If:

1. If the above profit plan is achieved, a 10% bonus profit (21,875 billion) will be awarded;
2. When the profit exceeds the plan, 50% in the total of that exceeds will be the reward.
3. If the revenue has increased five times in five years and the profit is over 5%, this bonus mode will be maintained



Bonuses are distributed by the Board of Directors based on the Bonus Regulation approved by the Board (primarily will be based on the evaluation of the effectiveness of the contribution and the completion of the main objectives of each unit (KPIs) during implementation of strategic goals).

**Article 5: Validity**

This Resolution comes into force from the date of signing. All of the shareholders, Board of Director members of Hoa Binh Construction Group Joint Stock Company is responsible for implementing this Resolution.

The General Shareholders has authorized to the Board of Directors, the Board of Management of Hoa Binh Construction Group Joint Stock Company to implement this Resolution and report its performance to shareholders according to the regulation of the Law.

Received:

- *HBC's shareholders;*
- *The BOD, Audit Committee;*
- *State Security Commission of Vietnam (SSC);*
- *Ho Chi Minh City Stock Exchange (HOSE);*
- *The BOD office (archive);*

**ON BEHLAF OF AGM  
CHAIRMAN**

**LE VIET HAI**







# HOA BINH

CÔNG TY CỔ PHẦN TẬP ĐOÀN XÂY DỰNG HÒA BÌNH  
HOA BINH CONSTRUCTION GROUP JOINT STOCK COMPANY

## APPENDIX TO AMEND THE CHARTER AND INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

ATTACHED WITH EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF

HOA BINH CONSTRUCTION GROUP JOINT STOCK COMPANY NO

02/2022/NQ-ĐHCĐ.HBC DATED AUGUST 24, 2022

### I. THE COMPANY'S CHARTER:

No	Current	To be amended	Amendment Terms
1	"Executive of an enterprise" means CEO, Deputy CEO, Chief Accounting and other executives under the Company's Charter	"Executive of an enterprise" means CEO, <b>Permanent Deputy CEO, Deputy CEO(s), Chief Financial Officer</b> , Chief Accounting and other executives under the Company's Charter	point h, Clause 1 Article 1 Section I
2	Clause 1. Charter capital of the Company is: 2.308.753.980.000 VND (in words: Two thousand three hundred and eight billion seven hundred fifty three million nine hundred and eighty thousand dong).	Clause 1. Charter capital of the Company is: 2.456.543.540.000 VND (in words: Two thousand four hundred and fifty six billion five hundred and forty three million five hundred and forty thousand dong).	Clause 1, Article 5, Section IV
	The total charter capital of the company is divided into 230.875.398 shares with par value of 10.000 VND per share.	The total charter capital of the company is divided into <b>245.654.354</b> shares with par value of 10.000 VND per share.	



3	<p>1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of all shareholders attending, except for specifying in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises</p>	<p>1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of <b>all shareholders attending and voting at the meeting in favor</b>, except for specifying in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises</p>	<p>Clause 1, Clause 2, Article 21, Section VI to suit the provisions of Clause 5, Article 7 of Law No. 03/2022/QH15</p>
	<p>2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders attending, except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.</p>	<p>2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders <b>attending and voting at the meeting in favor</b>, except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises</p>	
4	<p>Organization of Management apparatus Management system of the Company have to ensure its apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily activities. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal or dismissal of the above positions must be approved by resolutions and decisions of the Board of Directors.</p>	<p>Organization of Management apparatus Management system of the Company have to ensure its apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily activities. The Company has a CEO, <b>Permanent Deputy CEO, Deputy CEO (s), Chief Financial Officer</b>, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal or dismissal of the above positions must be approved by resolutions and decisions of the Board of Directors.</p>	<p>Article 33 Section VIII</p>
5	<p>Executive of an enterprise</p>	<p>Executive of an enterprise</p>	<p>Clause 1, Article 34,</p>





	Clause 1: Executive of an enterprise include CEO, Deputy CEO, Chief Accounting and other executives under the Company's Charter	Clause 1: Executive of an enterprise include CEO, <b>Permanent Deputy CEO</b> , Deputy CEO (s), <b>Chief Financial Officer</b> , Chief Accounting and other executives under the Company's Charter	Section VIII
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## II. INTERNAL REGULATION ON CORPORATE GOVERNANCE:

No	Current	To be amended	Amendment Terms
1	"Executive of an enterprise" means CEO, Deputy CEO, Chief Accounting and other executives appointed under the Article 33 of the Company's Charter	"Executive of an enterprise" means CEO, <b>Permanent Deputy CEO</b> , Deputy CEO(s), <b>Chief Financial Officer</b> , Chief Accounting and other executives appointed under the Article 33 of the Company's Charter	point k, Clause 1, Article 2, Chapter I
2	1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of all shareholders attending, except for specifying in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	1. The Resolution of these following issues shall be approved if it is voted for by a number of shareholders that represent at least 65% or more of votes of all <b>shareholders attending and voting at the meeting in favor</b> , except for specifying in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	Clause 1, Clause 2, Article 20, Chapter II for compliance with the provisions of Clause 5, Article 7 of Law No. 03/2022/QH15
	2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders attending, except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.	2. The Resolution shall be approved if it is voted for by a number of shareholders that represent over 50% of votes of all shareholders <b>attending and voting at the meeting in favor</b> , except for specifying in Clauses 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on	



		Enterprises.	
3	1. Executive of an enterprise include CEO, Deputy CEO, Chief Accounting and other executives under the Company's Charter	1. Executive of an enterprise include CEO, <b>Permanent Deputy CEO</b> , Deputy CEO (s), <b>Chief Financial Officer</b> , Chief Accounting and other executives under the Company's Charter	Clause 1 Article 50 Chapter VII
4	2. Criteria and conditions for appointment of CEO	2. Criteria and conditions for appointment of CEO, <b>Permanent Deputy CEO</b> , Deputy CEO (s)	Clause 2 Article 50 Chapter VII
5	2. Deputy CEO and Chief Accountant Appointments  The Board of Directors will appoint the Deputy CEO, Chief Accountant, and other executives in accordance with the CEO's recommendation. The application for its appointment must be submitted in the same manner as the CEO.	2. <b>Permanent Deputy CEO</b> , Deputy CEO (s), <b>Chief Financial Officer</b> and Chief Accountant Appointments  The Board of Directors will appoint the <b>Permanent Deputy CEO</b> , Deputy CEO (s), <b>Chief Financial Officer</b> , Chief Accountant, and other executives in accordance with the CEO's recommendation. The application for its appointment must be submitted in the same manner as the CEO.	Clause 2 Article 52 Chapter VII

