

**INTERNATIONAL INVESTMENT TRADE
AND SERVICES JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: 06/TTr-HĐQT

Hanoi, May 15, 2026

SUBMISSION

Regarding amendments and additions to the Company's Charter. (5th time)

To: General Meeting of Shareholders
International Investment Trade and Services Joint Stock Company

Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020; and the Law amending and supplementing a number of articles of the Enterprise Law No. 76/2025/QH15 dated June 17, 2025, effective from July 1, 2025;

Based on Government Decree No. 168/2025/ND-CP dated June 30, 2025, regulating business registration (replacing Decree No. 01/2021/ND-CP) and its implementing guidelines;

Based on the Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementing guidelines;

Based on the Charter (amended for the 4th time) of the International Investment, Trade and Service Joint Stock Company, approved by the General Meeting of Shareholders on June 26, 2025;

Based on Resolution No. 01/NQ-HĐQT dated January 20, 2026 and Resolution No. 09/NQ-HĐQT dated April 10, 2026 of the Board of Directors,

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplement to the Company's Charter (5th time) with the following basic reasons and contents:

I. THE NECESSITY OF AMENDING AND SUPPLEMENTING THE STATUTES

1. Updated according to new legal regulations:

Law No. 76/2025/QH15 amending and supplementing a number of articles of the Enterprise Law, effective from July 1, 2025, has added many important new provisions, including: (i) provisions on beneficial owners and public disclosure obligations; Decree No. 168/2025/ND-CP dated June 30, 2025, replacing Decree No. 01/2021/ND-CP, is the main guiding document on enterprise registration. The Company Charter needs to be updated to fully reflect these new provisions.

2. Update the organizational structure of governance:

The charter needs to be updated to reflect the new Board of Directors structure for the 2026-2031 term, including the position of Vice Chairman of the Board. At the same time, regulations regarding the authority, powers, and responsibilities of the Vice Chairman of the Board should be added to align with legal regulations and good corporate governance practices.



3. Update the registered capital:

In the event that the General Meeting of Shareholders approves the plan to increase the charter capital from VND 360 billion to VND 800 billion (according to Proposal No. 04/TTr-HĐQT), the Articles of Association need to be adjusted accordingly to reflect the new charter capital and share structure.

4. Update business lines and activities:

The charter needs to be updated to reflect the changes in the business lines and activities outlined in Proposal No. 05/TTr-HĐQT regarding the change in business lines and activities.

II. AMENDMENTS AND ADDITIONS TO THE STATUTES

Details of the amendments and additions to the Company Charter (in the form of a comparative table: Current Charter – Proposed Amendments – Basis/Reasons for Change) are fully presented in the Appendix attached to this Submission.

III. PROPOSAL

The Board of Directors respectfully requests the General Meeting of Shareholders to: Approve the amendment and supplement to the Company's Charter (5th time) as outlined in the Appendix attached to this Proposal;
Respectfully submitted!

Recipient:

- Shareholders;
- Board of Directors, Supervisory Board;
- Saved: VT, Board of Directors' Account.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN 

Phung Tien Toan





APPENDIX
Amendments and additions to the Company Charter
International Investment Trade and Services Joint Stock Company
(Attached is Report No. 06/TT-HĐQT dated May 15, 2026, from the Board of Directors)

No.	Clause	Contents of the current Charter	Revised/Supplemented Content	Reasons for revision/addition
1	Legal Basis Section (First page of the Charter)	Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 (The 2025 amended Law and the Decree replacing Decree 01/2021 have not yet been referenced)	Two new grounds have been added in addition to the existing ones: "Based on Law No. 76/2025/QH15 dated June 17, 2025 of the National Assembly amending and supplementing a number of articles of the Enterprise Law No. 59/2020/QH14, effective from July 1, 2025;" "Based on Government Decree No. 168/2025/ND-CP dated June 30, 2025, regulating business registration (replacing Decree No. 01/2021/ND-CP) and guiding documents for its implementation;"	Law 76/2025/QH15, effective July 1, 2025, adds many new provisions that need to be reflected in the Charter. Decree 168/2025/ND-CP replaces Decree 01/2021; therefore, the current relevant document must be cited.
2	Article 1. Definition of terms	Article 1 defines the terms: Company, Registered Capital, Enterprise Law, Company Manager, Related Parties, etc. There is no definition of "beneficial owner" and "Vice Chairman of the Board of Directors".	Add two new clauses to Article 1: "[k] 'Beneficial owner' is an individual who meets one of the criteria specified in Clause 35, Article 4 of the amended Enterprise Law 2025: (i) directly or indirectly owns 25% or more of the charter capital or voting shares; or (ii) has the right to control key management decisions of the Company as prescribed in Article 17 of Decree 168/2025/ND-CP." "[l] 'Vice Chairman of the Board of Directors' is a member of the Board of Directors elected by the Board of Directors in accordance with the provisions of Section B, Article 30 of these Charters."	This provides a unified definitional basis for the two new titles/concepts detailed in Article 6 (amended Clause 8) and Article 30 (new Section B).
3	Article 6. Charter capital, shares, and	Article 6. Charter capital, shares, and management of state capital in the Company	Amend the title of Article 6 to: "Article 6. Charter capital, shares, and beneficial owners of the Company" Amend clause 1 to:	The State has completed the divestment of 100% of its capital in the Company; the phrase



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	management of state capital in the Company.		"The company's charter capital is VND 800,000,000,000 (Eight hundred billion dong), divided into 80,000,000 shares with a par value of VND 10,000 per share."	"management of state capital" is no longer appropriate. The new name accurately reflects the actual content of Article 6 after Clause 8 was replaced by the provision on beneficial owners (see Item 4). Update the charter capital after the capital increase.
4	Clause 8, Article 6. Management of state capital in the Company	Clause 8 stipulates the mechanism for managing and supervising the state capital portion in the Company, including the authority of the Hanoi People's Committee and the representative of the state owner with respect to state-owned shares. (The entirety of Clause 8 is based on the premise that the State is a shareholder)	Replace the entirety of Clause 8 with the provision regarding the Beneficiary Owner: "Clause 8. Beneficiary 8.1. The concept of "beneficiary owner" is understood according to the definition in Article 1 of these Regulations. 8.2. Obligation to identify and declare (according to Article 8(5a) of the amended Enterprise Law 2025; Article 18 of Decree 168/2025): a) Individual shareholders owning 25% or more of the voting shares are obligated to disclose information about the beneficial owners to the Company; b) Shareholders that are organizations owning 25% or more of the voting shares are obligated to provide information on the ownership structure so that the Company can identify the beneficial owners; c) Individuals who have the right to control according to criterion (ii) Article 1 have the obligation to self-determine and declare if they have not already been determined according to criterion (i). 8.3. List of beneficial owners (Article 25(5) of the amended Enterprise Law; Article 19 of Decree 168/2025):	The State has completed the divestment of 100% of its capital in the Company; the regulations on state capital management in Clause 8 are no longer consistent with reality. Replace it with a provision on the Beneficiary Owner to: (i) implement Law 76/2025/QH15 and Decree 168/2025/ND-CP; (ii) utilize the existing position in Clause 8, without changing the structure of the Charter. The definition has already been added in Article 1, so Clause 8 only needs to refer to it and specify the procedure.

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			<p>The company complies, maintains, and updates a list of beneficial owners including: full name, date of birth, nationality, ethnicity, gender, contact address, ownership percentage or controlling interest, and legal document number. The list is stored at the head office in paper or electronic form.</p> <p>8.4. Notification of changes (Article 31(1) of the amended Enterprise Law; Article 52 of Decree 168/2025):</p> <p>When there are changes to the company's information, the company shall notify the provincial business registration authority within the timeframe and procedures prescribed by law.</p> <p>8.5. Information provision and security:</p> <p>The information of the beneficiary is kept confidential and will only be provided to competent state agencies upon request in accordance with legal procedures. The legal representative is responsible for the accuracy of the declared information.</p>	
5	Add Clauses 8 and 9 to Article 13. Obligations of shareholders	Article 13 lists seven obligations of shareholders, including: Clause 4: "Provide accurate information regarding name, contact address, legal document number, etc., when registering to purchase shares." (There is no obligation to declare the beneficial owner yet)	<p>Add a new Clause 8 after the current Clause 7:</p> <p>8. Shareholders who are individuals owning 25% (twenty-five percent) or more of the total voting shares have the obligation to: (i) determine their beneficial ownership status as defined in Article 1 of the Charter; (ii) fully and truthfully declare information to the Company in accordance with Clause 8.2 of Article 6 of the Charter; (iii) notify the Company within 05 (five) working days from the date of any changes to the declared information.</p> <p>Add a new Clause 9:</p> <p>9. Shareholders that are organizations owning 25% (twenty-five percent) or more of the total voting shares</p>	<p>Implement Clause 35 of Article 4 and Article 8(5a) of the amended Enterprise Law 2025 (Law 76/2025/QH15).</p> <p>Implement Article 18 of Decree 168/2025/ND-CP on declaration obligations.</p> <p>The additions to the end of Article 13 (paragraphs 8 and 9) maintain the original structure and do not disrupt the order of the existing paragraphs.</p>

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			are obligated to provide the Company with full information on the internal ownership structure of that organization so that the Company can determine the beneficial owners as stipulated in Clause 8.2 of Article 6 of the Charter and relevant laws."	
6	Point n, Clause 1, Article 15. Rights and obligations of the General Meeting of Shareholders	"n. Approving contracts and transactions as stipulated in Clause 3, Article 167 of the Enterprise Law; point a, Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020..."	Modify point n to: "n. Approving contracts and transactions as stipulated in Clause 3, Article 167 of the Enterprise Law and current implementing regulations."	Decree 155/2020/ND-CP has expired and has been replaced by Decree 168/2025/ND-CP. Referencing the "current implementing guidelines" helps ensure the Charter remains relevant even when a new Decree is issued.
7	Paragraph 1(a), Article 26. Composition of the Board of Directors	"The minimum number of Board of Directors members is 05 (five) people, including 01 (one) Chairman."	Amend Clause 1(a) to: "The minimum number of Board of Directors members is 05 (five) people, including 01 (one) Chairman of the Board of Directors and possibly 01 (one) Vice Chairman of the Board of Directors as decided by the Board of Directors."	In accordance with Clause 1, Article 156 of the 2020 Enterprise Law, the Board of Directors is permitted to elect a Vice Chairman. Establish a consistent basis with Section B added to Article 30.
8	Point h, Clause 2, Article 28. Powers of the Board of Directors	"h. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing and dismissing the General Director..."	Modify point h: "h. Electing, dismissing, and removing the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors; appointing and dismissing the General Director..." (the rest remains unchanged).	Clearly define the Board of Directors' authority in electing/dismissing the Vice Chairman, consistent with Section B of Article 30.
9	Article 30. Chairman of the Board of Directors → Amend the	Article 30 of the current regulations, titled "Chairman of the Board of Directors," comprises six clauses stipulating the	1. Change the title of Article 30 to: Article 30. Chairman and Vice-Chairman of the Board of Directors 2. The current provisions of Article 30 are reorganized into Section A:	Instead of creating a new article, incorporate the provision regarding the Vice President into Article 30 (rename it and add Section B), while maintaining the same number of

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	name and add Section B	rights, duties, election, and dismissal of the Chairman of the Board of Directors. Clause 3: In the absence of the Chairman, "authorization shall be made in writing to another member." There are no regulations regarding the Vice Chairman.	<p>"A. CHAIRMAN OF THE BOARD OF DIRECTORS" (retain the entire content of current clauses 1-6), Specifically, Clause 3 of Section A is amended as follows:</p> <p>"3. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties:</p> <p>(i) The Vice Chairman of the Board of Directors shall automatically exercise the powers and duties of the Chairman;</p> <p>(ii) If there is no Vice Chairman or the Vice Chairman is unable to perform the duties in his place, the Chairman shall authorize another member of the Board of Directors in writing;</p> <p>(iii) If no one is authorized, the remaining members shall elect a person to temporarily hold the position of Chairman by majority vote.</p> <p>3. Add Section B after the entire Section A:</p> <p>B. Vice Chairman of the Board of Directors</p> <p>7. Pot size and quantity:</p> <p>The Board of Directors shall elect 01 (one) member as Vice Chairman of the Board of Directors. The Vice Chairman shall be elected by a majority vote of the Board members with voting rights. The term of office of the Vice Chairman shall not exceed the term of office of the Board member and may be re-elected.</p> <p>8. Rights and responsibilities of the Vice President:</p> <p>a) Assisting the Chairman in organizing and managing the Board of Directors;</p> <p>b) To perform tasks assigned or delegated by the Chairman;</p> <p>c) Replacing the Chairman according to the mechanism in Clause 3, Section A of this Article;</p>	<p>articles and the structure of the Charter.</p> <p>In accordance with Clause 1, Article 156 of the 2020 Enterprise Law, the Board of Directors is permitted to elect a Vice Chairman.</p> <p>Establish a priority order for replacing the Chairman: Vice Chairman → delegation → temporary election; avoid a power vacuum.</p>

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			<p>d) Participate in the Board of Directors' subcommittees as assigned;</p> <p>e) Other rights and obligations as stipulated by law and the Charter.</p> <p>9. Dismissal and removal from office:</p> <p>The Board of Directors dismisses the Vice Chairman when his resignation is accepted or he ceases to be a member of the Board of Directors. The Board of Directors may remove him from office when deemed necessary by a majority vote. After removal, the Board of Directors shall elect a new Vice Chairman within 20 (twenty) days if necessary.</p> <p>10. Benefits:</p> <p>The Vice Chairman is entitled to remuneration and benefits as stipulated in Article 29 of the Charter and the decisions of the Board of Directors, reflecting the actual responsibilities of the position.</p>	

Note: The full text of the amended and supplemented Charter of 2026 is hereby circulated. The Charter takes effect from the date of its approval by the 2026 Annual General Meeting of Shareholders.

