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INTRODUCTION

The Charter of Vietnam Machinery Installation Corporation - JSC is drafted in accordance with the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025, the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 dated June 14, 2025, Decree No. 155/2020/ND-CP dated December 31, 2020, amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025, and Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies and other relevant legal documents.

This Charter governs the organization and operation and serves as the legal basis for the production and business activities of Vietnam Machinery Installation Corporation - JSC. Appendices and amendments to the Charter (if any) are an integral part of this Charter.

This Charter was approved by the 2026 Annual General Meeting of Shareholders of Vietnam Machinery Installation Corporation - JSC according to Resolution No. /NQ-ĐHĐCĐ dated /.... /2026.

CHAPTER I. DEFINITIONS OF TERMS IN THIS CHARTER

Article 1. Explanation of Terms

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

a) *LILAMA* or *Corporation*, depending on the context, is understood to mean Vietnam Machinery Installation Corporation - JSC.

b) *Charter capital* is the total par value of shares sold or subscribed for when a joint-stock company is established and as prescribed in Article 6 of this Charter;

c) *Voting capital* is share capital, whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;

d) *The Enterprise Law* is Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

đ) *The Securities Law* is Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024.

e) *Vietnam* is the Socialist Republic of Vietnam;

g) *Date of establishment* means the date on which Vietnam Machinery Installation Corporation - JSC was first granted its Enterprise Registration Certificate;

h) *The executives* are the General Director, Deputy General Director, and Chief Accountant of LILAMA;

i) *Managers* are the managers of LILAMA, including the Chairman of the Board of Directors, Members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant of LILAMA;

k) *Related parties* are individuals and organizations as prescribed in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;

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

m) *Major Shareholders* are those defined in Clause 18, Article 4 of the Securities Law;

n) *Operating period* means the operating period of LILAMA as prescribed in Clause 5, Article 2 of this Charter;

o) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries;

p) *The parent company* is Vietnam Machinery Installation Corporation - JSC for other companies falling under one of the following cases:

p.1. Owning more than 50% of the charter capital or the total number of common shares of that company;

p.2. Control arrangements based on agreements between LILAMA and other companies shall be recorded in the Charter of the company in which LILAMA exerts control;

p.3. Other cases as prescribed by law.

q) *Subsidiaries* are enterprises belonging to one of the enterprises specified in point p of this Article, organized in the form of a single-member limited liability company, a joint-stock company, a limited liability company with two or more members, or a company established abroad.

r) *Associated company* is an enterprise in which LILAMA owns 50% or less of its charter capital or total number of common shares. Affiliated companies are organized and operate in accordance with the Enterprise Law;

s) *Other enterprises* are enterprises in which LILAMA holds shares or capital contributions;

t) *Member units* are subsidiaries or affiliated companies;

u) *A representative* is a person authorized in writing by LILAMA to

exercise LILAMA's rights, responsibilities, and obligations in other businesses in accordance with the law and this Charter.

v) *Dividends* are after-tax profits paid for each share in cash or other assets as decided by the General Meeting of Shareholders of LILAMA.

2. In this Charter, references to one or more provisions or other documents shall include their amendments, supplements or replacements (if any).

3. The headings of Chapters and Articles in this Charter are used for ease of reference and shall not affect the interpretation of this Charter.

CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF LILAMA

Article 2. Name, form, headquarters, branches, representative offices, business locations and operating period of LILAMA

1. Business name:

- Name in Vietnamese: **TỔNG CÔNG TY LẮP MÁY VIỆT NAM - CTCP**

- Name in English: **VIETNAM MACHINERY INSTALLATION CORPORATION - JSC**

- Abbreviation: **LILAMA**

- LILAMA's logo: LILAMA's logo was granted a trademark registration certificate by the Intellectual Property Office - Ministry of Science and Technology under Decision No. A4626/QĐ-DK dated July 21, 2004, as follows:



Description: The LILAMA logo is an elliptical globe with a blue background, featuring lines of longitude and latitude, and the word LILAMA in red, italics on a white background, in the center.

2. LILAMA is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. LILAMA's registered office:

- Head office address: 124 Minh Khai Street, Tuong Mai Ward, Hanoi City

- Phone: 0243.8637747

- Fax: 0243.8638104

- Email: info@lilama.com.vn

Website: www.lilama.com.vn

4. The Corporation may establish branches and representative offices in its business areas to implement LILAMA's operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless operations cease before the deadline stipulated in Clause 1, Article 62 of this Charter, LILAMA's operating period is indefinite from the date of establishment.

Article 3. Legal representative of LILAMA

1. LILAMA has 01 (one) legal representative. The General Director is the legal representative of LILAMA.

2. The legal representative is responsible as prescribed in Article 13 of the Enterprise Law.

3. The rights and obligations of the legal representative are stipulated in Article 38 of this Charter.

4. The legal representative must reside in Vietnam. When leaving Vietnam, they must authorize another person in writing to exercise the rights and obligations of the legal representative. In this case, the legal representative remains responsible for the exercise of the delegated rights and obligations.

CHAPTER III. OBJECTIVES AND SCOPE OF BUSINESS AND OPERATIONS OF LILAMA

Article 4. Business lines and operational objectives of LILAMA

1. Business lines:

No.	Business line	Business code
1	Construction of other civil engineering works Detail: Investing in and constructing projects, including: industrial (hydroelectric, thermal power, cement, petrochemical, paper, and steel), civil, transportation, irrigation, water supply and drainage, and urban infrastructure. EPC general contractor for the construction of civil, industrial, transportation, irrigation, postal, urban and industrial park infrastructure, and power line and substation projects.	4290
2	Architectural and related engineering consulting activities	7110

	Details: Construction consulting, general contractor for all or part of investment projects in industrial, civil and infrastructure works such as: project planning, design and cost estimation, supervision consulting, project management.	
3	Installation of industrial machinery and equipment Details: Production and business activities in accordance with the state's construction industry development plan, including the fields of construction and installation of machinery and equipment.	3320
4	Shipbuilding and floating structures Details: Construction of new types of river and sea transport vessels.	3011
5	Mechanical processing; metal treatment and coating Details: Manufacturing equipment and fabricating steel structures for industrial and civil construction projects.	2592
6	Technical inspection and analysis Details: Testing, experimenting, and calibrating electrical equipment, automatic control systems, and heating systems for technological lines; monitoring and inspecting the quality of welds and the mechanical properties of materials.	7120
7	Wholesale of machinery, equipment and other machine parts Details: Business in supplies, machinery, equipment, spare parts, production materials, consumer goods, raw materials for production and consumption, technology and automation lines, consumer goods, and transportation vehicles. Providing technology and automation control equipment.	4659
8	Agents, brokers, auctioneers Details: Acting as a sales agent for domestic and international industries, distributing goods for production and consumption in accordance with the law.	4610
9	Other remaining business support service activities not classified elsewhere. Details: Export of materials, machinery, equipment, spare parts, production materials, consumer goods, raw materials for production and consumption, technology and automation lines,	8299

	consumer goods, and transportation vehicles. Export of materials, equipment, and industrial supplies for machinery installation and construction.	
10	Road freight transport Details: Business in transportation, cargo, and handling of oversized and overweight equipment.	4933
11	Other professional, scientific and technological activities not elsewhere classified Details: Translation of specialized standards and documents in the field of equipment manufacturing and installation, and new technological production lines.	7490
12	Vocational education Details: Training of technical workers in various trades to meet the production needs of the Corporation and the wider community; advanced training and certification for welders.	8532
13	Labor supply and management Details: Training and implementation of sending Vietnamese workers to work abroad for a limited period of time (Labor export).	7830
14	Repair and maintenance of transport vehicles (excluding cars, motorcycles, and other motor vehicles) Details: Repair of various types of river and road transport vessels and boats. sea	3315
15	Specialized design activities Details: Design of steel structure equipment for industrial and civil construction projects.	7410
16	Real estate business, land use rights belonging to the owner, user or lessee. Details: Real estate business Real estate development business	6810
17	Consulting and brokerage services for real estate auctions and land use rights auctions.	6820

	Details: Apartment building operation management	
18	Support services related to promoting and organizing tourist tours. Details: Travel and tourism business	7920
19	Short-term accommodation services Details: Hotel business	5510
20	Restaurants and mobile food service Details: Restaurant business	5610
21	Other recreational activities not otherwise classified Details: Amusement park business	9329
22	Rental of machinery, equipment and other tangible goods. Details: Construction and transportation equipment rental	7730
23	Other manufacturing not classified elsewhere Details: Manufacturing of building materials	3290
24	Wholesale of other building materials and installation equipment. Details: Business in building materials	4663

2. LILAMA's operational objectives:

a. To conduct profitable business, preserve and grow the capital of shareholders investing in LILAMA; to fulfill the targets set forth in the resolutions of the General Meeting of Shareholders;

b. Develop LILAMA into a company with high levels of technology, management, and specialization; engage in business activities not prohibited by law, and closely integrate production and business with science and technology;

c. Improve the quality of management and investment efficiency, expand joint ventures and partnerships, and enhance reputation and competitiveness in domestic and international markets;

d. Improve the living standards of workers and promote the corporate culture;

e. To build and maintain cooperative relationships and develop sustainable strategic partnerships between LILAMA and its subsidiaries, affiliated companies, and other related businesses.

Article 5. Scope of business and operations of LILAMA

1. Scope of business

a) LILAMA is permitted to plan and conduct production and business activities in accordance with the registered business lines as prescribed in this Charter and to notify the business registration authority of any changes to the registration details as published on the National Business Registration Portal.

b) LILAMA may engage in other business activities after obtaining written consent from the state ownership representative agency holding the controlling stake or capital contribution, and after approval by the General Meeting of Shareholders in accordance with the procedures prescribed by law;

2. Activities of LILAMA

2.1. Regarding LILAMA's capital mobilization and lending activities.

a) LILAMA is allowed to raise capital on the principle of self-borrowing, self-repayment, and self-responsibility as prescribed by law; the capital raising plan must ensure the ability to repay the debt.

b) LILAMA is authorized to grant loans and guarantees to its subsidiaries at credit institutions, provided that the total value of the guarantees does not exceed the actual capital contribution of LILAMA at the time of lending or guaranteeing.

Specifically, according to LILAMA's Financial Management Regulations.

2.2. Regarding LILAMA's investment activities

LILAMA's investment activities are carried out in accordance with the forms of investment stipulated in the law on investment and other relevant laws; and the purchase of securities in accordance with the law on securities. Specifically, this is in accordance with the Regulations on Investment Decentralization and Management.

2.3. Transfer of investment projects and investment capital of LILAMA in other enterprises

a) Principle:

- Comply with the provisions of the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 dated June 14, 2025, the law on enterprises and other relevant laws;

- Fully reflect the actual value of the investment project and LILAMA's investment capital, including the value of land use rights as prescribed by land law and other relevant laws;

- Ensuring market principles, openness, transparency, and freedom from restrictions imposed by the conditions for offering securities to the public as prescribed by securities law.

b) Method of transfer:

- The transfer of LILAMA's investment capital in joint-stock companies listed or registered for trading on the stock market shall be carried out in accordance with the provisions of the law on securities;

- The transfer of LILAMA's investment capital in unlisted or unregistered joint-stock companies on the stock market shall be carried out through public auction or other methods as prescribed by law;

- The transfer of LILAMA's investment capital in business cooperation contracts, single-member limited liability companies, and limited liability companies with two or more members shall be carried out in accordance with the provisions of the law on enterprises and the law on investment;

- The transfer of all or part of an investment project to another investor when meeting the transfer conditions stipulated by the law on investment, the law on land, the law on housing, the law on real estate business, and other relevant laws;

2.4. Leasing, lease-purchase, mortgaging, pledging, buying, and selling of LILAMA's fixed assets shall be carried out in accordance with LILAMA's Financial Management Regulations.

2.5. Other activities of LILAMA in accordance with its Charter, regulations, and legal provisions.

3. The representative of state capital in LILAMA shall exercise the rights and responsibilities and report to and seek the opinion of the state ownership representative body before voting at the General Meeting of Shareholders and the Board of Directors' meeting in accordance with the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 dated June 14, 2025, applicable laws and regulations of the Ministry of Construction on governing the activities of the representative of state capital.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHARE CERTIFICATES AND BONDS

Article 6. Charter capital and shares

1. Charter capital

a) LILAMA's charter capital is VND 797,261,040,000 (In words: Seven hundred ninety-seven billion two hundred sixty-one million forty thousand dong). The total charter capital of LILAMA is divided into 79,726,104 shares with a par value of VND 10,000/share.

b) The charter capital is contributed voluntarily by shareholders in the form of money or their legally owned assets.

c) LILAMA may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of the law.

2. Shares

a) LILAMA's shares on the date of adoption of this Charter are common shares. As a privatized state-owned enterprise, LILAMA does not have founding shareholders. Shareholders and their share ownership are specified in LILAMA's Shareholder Register, and the rights and obligations of common shareholders are stipulated in Articles 13 and 14 of this Charter.

b) LILAMA may issue preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

c) Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in LILAMA, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Board of Directors of LILAMA. The Board of Directors may distribute those shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.

d) LILAMA may purchase shares issued by LILAMA itself in the manner stipulated in this Charter and applicable law.

đ) LILAMA may issue other types of securities in accordance with the provisions of the law.

Article 7. Share Certificate

1. Shareholders of LILAMA are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of LILAMA's share capital. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership, or within other timeframes as prescribed in the issuance terms, from the date of full payment for the shares as specified in LILAMA's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay LILAMA the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, LILAMA will reissue the share certificate to the shareholder upon the shareholder's request. The shareholder's request must include the following information:

a) Information regarding shares that have been lost, damaged, or otherwise

destroyed;

b) A commitment to be responsible for any disputes arising from the re-issuance of the share certificate.

Article 8. Shareholder Register

1. LILAMA must establish and maintain a shareholder register from the date of issuance of its Enterprise Registration Certificate. The shareholder register may be in written form, an electronic data file, or both, recording information about the share ownership of LILAMA shareholders. The content of the shareholder register is in accordance with Clause 2, Article 122 of the Enterprise Law.

2. The shareholder register is kept at the Vietnam Securities Depository and Clearing Corporation under LILAMA's shareholder management authorization. Shareholders have the right to inspect, search, or extract and copy the contents of the shareholder register during the working hours of the Vietnam Securities Depository and Clearing Corporation.

3. In the event that a shareholder changes their contact address or identification documents, they must promptly notify the Vietnam Securities Depository and Clearing Corporation authorized by LILAMA to update the shareholder register. LILAMA is not responsible for the inability to contact a shareholder due to failure to notify them of the shareholder's change of contact address.

4. By authorization of LILAMA, the Vietnam Securities Depository and Clearing Corporation must promptly update changes in shareholders in the shareholder register at the request of the relevant shareholders as prescribed in this Charter.

Article 9. Other securities certificates

1. Bond certificates or other securities certificates of LILAMA are issued in accordance with the law and this Charter, bearing the signature of the legal representative and the seal of LILAMA.

2. Except for private placement of bonds decided by the General Meeting of Shareholders in accordance with point a, clause 1, Article 130 of the Enterprise Law, The Board of Directors has the right to decide on the type of bonds, the total value of the bonds, and the timing of issuance, but must report to the General Meeting of Shareholders at the next meeting. The report must be accompanied by documents and records explaining the Board of Directors' decision on bond issuance.

Article 10. Offering of shares

1. A share offering is when LILAMA increases the number of shares, or the types of shares it is authorized to offer, in order to increase its charter capital.

2. The offering of shares can be carried out in the following forms:

a) Offering shares to existing shareholders in accordance with Article 124 of the Enterprise Law;

b) Private placement of shares;

c) Offering shares to the public.

3. The offering of LILAMA shares is conducted in accordance with the provisions of securities law.

4. LILAMA shall register the change in charter capital within 10 days from the date of completion of the share sale.

Article 11. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

3. The inheritance, gifting, and transfer of shares shall be carried out in accordance with the provisions of the law.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 12. Organizational structure, governance and control

LILAMA's organizational structure for management, administration, and control includes:

1. General Meeting of Shareholders;

2. Board of Directors;

3. Supervisory Board;

4. General Director.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of Shareholders

1. Ordinary shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise

the right to vote directly or through an authorized representative or other forms as prescribed by law. Each common share has one voting right;

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

c) Priority is given to purchasing new shares in proportion to each shareholder's ownership of common shares in LILAMA;

d) To freely transfer one's shares to others, except in cases where transfer is restricted by law;

đ) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;

e) Review, search, extract, or copy the LILAMA Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) When LILAMA is dissolved or goes bankrupt, receive a portion of the remaining assets in proportion to their shareholding in LILAMA;

h) Requiring LILAMA to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i) Equal treatment. Each share of the same class grants the shareholder equal rights, obligations, and benefits. In the case of LILAMA having preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) To have full access to regular and extraordinary information published by LILAMA in accordance with the law;

l) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;

b) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of

Directors, and other documents, except for documents related to trade secrets and business secrets of LILAMA;

c) Request the Supervisory Board to examine specific issues related to the management and operation of LILAMA when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and ID/legal document number of individual shareholders; name, enterprise registration number or ID/legal document number of organizational shareholders, and head office address; number of shares and registration date of each shareholder, total number of shares of the entire shareholder group, and ownership percentage in the total number of shares of LILAMA; the issue to be examined and the purpose of the examination;

d) Propose matters for inclusion in the General Meeting of Shareholders agenda. Proposals must be in writing and submitted to LILAMA no later than 3 working days before the meeting opening; the proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

đ) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board as prescribed in Clause 2, Article 28 of this Charter. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a) Ordinary shareholders forming a group to nominate people to the Board of Directors and the Supervisory Board must notify LILAMA and the shareholders attending the meeting three (03) working days before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as prescribed in this Charter as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 14. Obligations of Shareholders

Common shareholders have the following obligations:

1. Pay for the committed shares in full and on time.
2. Shareholders may not withdraw contributed capital in the form of

common shares from LILAMA in any form, except in cases where the shares are repurchased by LILAMA or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in LILAMA shall be jointly and severally liable for LILAMA's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with LILAMA's Charter and Internal Management Regulations.

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

5. Maintain the confidentiality of information provided by LILAMA in accordance with LILAMA's Charter and the law; use the provided information only to exercise and protect their lawful rights and interests; and not disclose, copy or send information provided by LILAMA to other organizations or individuals.

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

a) Attend and vote directly at the meeting;

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

c) Attend and vote via online meeting, electronic voting, or other electronic means;

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

7. Be personally responsible when performing any of the following acts in the name of LILAMA:

a) Violation of the law;

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

c) Pay off debts that are not yet due in light of financial risks to LILAMA.

8. Fulfill other obligations as prescribed by applicable law.

Article 15. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of LILAMA. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the financial year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters in accordance with the law and LILAMA's Charter, particularly approving the audited annual financial statements. If the audited annual financial statements of LILAMA contain material exceptions, adverse audit opinions, or disclaimers, LILAMA must invite a representative of the approved auditing firm that audited LILAMA's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending LILAMA's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of LILAMA;
- b) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
- c) Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 13 of this Charter; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- đ) Other cases as prescribed by law and this Charter.

4. Convene an extraordinary general meeting of shareholders.

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is as prescribed in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request a representative of LILAMA to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by LILAMA. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law.

5. The General Meeting of Shareholders of LILAMA may be held in person, online, in a hybrid format, or by obtaining written opinions. In an online meeting, shareholders participate and vote via online conference, electronic voting or other electronic means.

Article 16. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approve LILAMA's development orientation;
- b) Decide on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;
- c) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d) Decide on investment, transfer of investment projects, and transfer of investment capital in other enterprises. Selling assets worth 35% or more of the total asset value recorded in LILAMA's most recent financial statement;
- d) Decide to amend and supplement the LILAMA Charter;
- e) Approve annual financial statements;
- g) Decide to the repurchase more than 10% of the total number of shares sold of each class;
- h) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to LILAMA and LILAMA shareholders;
- i) Decide to reorganize or dissolve LILAMA;
- k) Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) Approve the internal regulations on governance; the regulations on the operation of the Board of Directors and the Supervisory Board;

m) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of LILAMA's operations, and dismiss approved auditors when deemed necessary;

n) Other rights and obligations as prescribed by law and this Charter.

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

a) LILAMA's annual business plan;

b) Audited annual financial statements;

c) Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;

d) Report of the Supervisory Board on LILAMA's business results, the performance of the Board of Directors, and the General Director;

đ) Self-assessment report on the performance of the Supervisory Board and its members;

e) Profit distribution, allocation of funds as prescribed by law, and dividend rates for each share of each class in accordance with the Enterprise Law, the rights associated with that share class, and LILAMA's business results. This dividend rate shall not exceed the rate proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;

g) Number of members of the Board of Directors and the Supervisory Board;

h) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Deciding on the selection of an auditing firm or approving a list of auditing firms and authorizing the Board of Directors to make the selection; deciding on the auditing firm approved to conduct audits of LILAMA's operations when deemed necessary;

l) Supplementing and amending the LILAMA Charter;

m) The type of shares and the number of new shares to be issued for each type of share;

n) Dividing, separating, merging, consolidating or transforming LILAMA;

o) Reorganizing and dissolving (liquidating) LILAMA and appointing a liquidator;

p) Deciding on investment, transfer of investment projects, and transfer of investment capital in other enterprises and selling assets worth 35% or more of

the total asset value recorded in LILAMA's most recent financial statement;

q) Deciding to the repurchase more than 10% of the total number of shares sold of each class;

r) LILAMA entering into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of LILAMA's assets as recorded in the most recent financial statement;

s) Approving transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;

t) Approving the Internal Regulations on LILAMA governance, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Supervisory Board;

u) Handling violations by the Board of Directors and the Supervisory Board that cause damage to LILAMA and its shareholders;

v) Authorizing the Board of Directors to exercise the rights and obligations of the General Meeting of Shareholders in accordance with this Charter and the provisions of the law;

x) Other matters as prescribed by law and this Charter.

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

Article 17. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be in writing. The authorization document must follow LILAMA's template and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the attending representative must also present the original authorization document from the shareholder or the authorized representative of

the shareholder (if not previously registered with LILAMA).

3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

- a) The grantor has died, has limited legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

This clause does not apply if LILAMA receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 18. Changes to Rights

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those shareholders of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedures for conducting such separate meetings are carried out in accordance with the provisions of Articles 20, 21 and 23 of this Charter.

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of LILAMA's profits or assets shall not be altered when LILAMA issues additional shares of the same class.

Article 19. Convening meetings, meeting agendas and notices convening the

General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 15 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice convening the General Meeting of Shareholders. LILAMA must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the program and content for the meeting;

c) Prepare documents for the meeting;

d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

đ) Determine the time and location for holding the meeting;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks related to the meeting.

3. The notice convening the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the website of LILAMA and the State Securities Commission, and the stock exchange where LILAMA's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the website of LILAMA. In cases where documents are not sent with the notice convening the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and materials to be used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;

c) Voting slip;

d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 13 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to LILAMA no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

a) The petition was submitted in violation of the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as prescribed in Clause 2, Article 13 of this Charter;

c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;

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

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 20. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when the number of shareholders in attendance represents more than 50% of the total voting rights.

2. If the first meeting does not meet the quorum requirements as prescribed in Clause 1 of this Article, a notice convening a second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as prescribed in Clause 2 of this Article, a notice convening a third meeting must be sent within 20 days of the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

Article 21. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before the meeting commences, LILAMA must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, LILAMA issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution. Finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

a) Arrange seating at the General Meeting of Shareholders venue;

b) Ensure the safety of everyone present at the meeting venues;

c) To facilitate shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, and abstention. The results of the vote count shall be announced by the chairman immediately before the closing of the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;

b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;

c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

10. In the event that LILAMA applies modern technology to organize the General Meeting of Shareholders through online meetings, LILAMA is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and the law on securities.

Article 22. Forms of adopting resolutions at the General Meeting of Shareholders

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting or by obtaining opinions in writing.

2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:

a) Amend and supplement the content of the LILAMA Charter;

b) The type of shares and the total number of shares of each type;

c) Increase or decrease LILAMA's charter capital;

d) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

đ) Decide on investment, transfer of investment projects, transfer of investment capital in other enterprises, and sale of assets with a value of 35% or more of the total asset value recorded in LILAMA's most recent financial statement;

e) Approve annual financial statements;

g) Reorganize or dissolve LILAMA.

3. Except as provided in Clause 2 of this Article, resolutions of the General Meeting of Shareholders on other matters in Article 16 of this Charter shall be adopted by obtaining shareholder opinions in writing or by voting at the General Meeting of Shareholders.

Article 23. Conditions for the adoption of a Resolution of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders

present and voting at the meeting, except as provided in Clauses 3, 4 and 6 of this Article:

- a) Amend and supplement the content of the LILAMA Charter;
- b) The type of shares and the total number of shares of each type;
- c) Increase or decrease LILAMA's charter capital;
- d) Changes in industry, occupation, and business sector;
- đ) Changes to LILAMA's organizational and management structure;
- e) Decisions regarding investment, transfer of investment projects, and transfer of investment capital in other enterprises. Selling assets with a value of 35% or more of the total asset value recorded in LILAMA's most recent financial statement;
- g) Approve annual financial statements;
- h) Reorganize or dissolve LILAMA.

2. Resolutions are passed when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting. except as provided in clauses 1, 3, 4 and 6 of this Article.

3. The voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the LILAMA Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations or the LILAMA Charter.

4. In cases where a resolution is adopted by obtaining shareholder opinions in writing, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 65% of the total voting rights of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption; sending the resolution may be replaced by posting it on LILAMA's website.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total number of preferred shares

of that class, or if it is approved by preferred shareholders of the same class who own 75% or more of the total number of preferred shares of that class in the case of adopting a resolution by written ballot.

7. Resolutions passed by 100% of the total voting shares of the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the LILAMA Charter.

Article 24. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing on matters as prescribed in Clause 3, Article 22 of this Charter in order to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of LILAMA.

2. The Board of Directors must prepare ballots, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 19 of this Charter.

3. The opinion ballot must contain the following main contents:

- a) Name, registered office address, and enterprise registration number;
- b) Purpose of soliciting opinions;
- c) Full name, contact address, nationality, and ID/legal document number of the individual shareholder; name, enterprise registration number or ID/legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and ID/legal document number of the representative of the organization shareholder; number of shares of each class and voting rights of the shareholder;
- d) Issues requiring consultation before a resolution can be passed;
- đ) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
- e) The deadline for sending the answered opinion ballots to LILAMA;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed opinion ballots to LILAMA by mail, fax, or email in accordance with the following regulations:

a) In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to LILAMA must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

b) In case of sending by fax or email, the opinion ballots sent to LILAMA must be kept confidential until the time of vote counting;

c) Opinion ballots sent to LILAMA after the deadline specified in the ballot itself, or that have been opened (in the case of mail) or disclosed (in the case of fax or email), are invalid. Unsubmitted ballots will be considered as non-voting ballots.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions at LILAMA. The vote counting report must include the following main contents:

a) Name, registered office address, and enterprise registration number;

b) The purpose and issues requiring consultation for the resolution to be adopted;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;

d) The total number of votes in favor, against, and abstentions for each issue;

đ) The issue that was approved and the corresponding percentage of votes in favor;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for any resolution invalidated due to dishonest or inaccurate vote counting. Any resolution passed as a result of dishonest or inaccurate vote counting shall be invalid.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days from the date the vote count is completed. Sending the vote count minutes and resolutions may be replaced by posting them on LILAMA's website within 24 hours of the vote count being completed.

7. The completed opinion ballots, vote counting records, adopted resolutions, and related documents accompanying the opinion ballots shall be kept at LILAMA's headquarters.

8. Resolutions adopted by shareholder consultation in writing, as prescribed in Clause 4, Article 23 of this Charter, shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

Article 25. Resolutions and Minutes of the General Meeting of Shareholders

1. General Meetings of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, registered office address, and enterprise registration number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- d) Summarize the proceedings and the opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- e) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were passed and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the information as prescribed in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the end of the meeting. The chairperson and secretary of the meeting, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes drawn up in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese minutes shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders,

appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at LILAMA's head office.

Article 26. Validity of resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders take effect from the date of their adoption or from the effective date specified in the resolution.

2. A resolution passed by 100% of the total voting shares of the General Meeting of Shareholders is legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the LILAMA Charter.

3. In the event that a shareholder or group of shareholders requests the Court or Arbitration Tribunal to annul a resolution of the General Meeting of Shareholders as prescribed in Article 27 of this Charter, that resolution shall remain in effect until the decision of the Court or Arbitration Tribunal takes effect, except in cases where interim measures are applied by a competent authority.

Article 27. Request for annulment of a resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 13 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and making resolutions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the LILAMA Charter, except as prescribed in Clause 7, Article 23 of this Charter.

2. The content of the resolution violates the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 28. Nomination and candidacy for members of the Board of Directors

1. Once candidates for the Board of Directors have been identified, LILAMA must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on LILAMA's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit

to performing their duties honestly, diligently, and in the best interests of LILAMA if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors that must be published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- đ) Interests related to LILAMA and its related parties;
- e) Other information (if any);
- g) LILAMA is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors as follows: Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of six (06) candidates; from 60% to less than 70% may nominate a maximum of seven (07) candidates; from 70% to less than 80% may nominate a maximum of eight (08) candidates; from 80% to 90% may nominate a maximum of nine (09) candidates; Over 90% nominated a maximum of eleven (11) candidates.

3. If the number of candidates for the Board of Directors, nominated through candidacy and application, is still insufficient as prescribed in Clause 3, Article 13 of this Charter, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with this Charter, LILAMA's internal governance regulations, and the Board of Directors' operating regulations. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Possess professional qualifications and experience in business management or in the field, industry, or profession of LILAMA's business, and are not necessarily shareholders of LILAMA;

c) Members of the LILAMA Board of Directors may also be members of the Board of Directors of other companies;

d) Must not be related to the General Director or other managers of LILAMA; or to any manager or person authorized to appoint LILAMA managers.

Article 29. Composition and term of office of members of the Board of Directors

1. The number of Board of Directors members shall be at least five (5) and at most eleven (11). The specific number for each term shall be decided by the General Meeting of Shareholders.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. If all members of the Board of Directors complete their terms simultaneously, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

The structure of LILAMA's Board of Directors must ensure that at least one-third of the total number of Board of Directors members are non-executive members. LILAMA minimizes the number of Board members who also hold executive positions within LILAMA to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with the following regulations:

4.1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Does not meet the qualifications and conditions stipulated in Clause 4, Article 28 of this Charter;

b) A resignation letter has been submitted and accepted;

4.2. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

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

4.3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members

of the Board of Directors except in the cases stipulated in points 4.1 and 4.2 of this clause.

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

a) The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in LILAMA's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except as provided in point a of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

6. Members of the Board of Directors do not necessarily have to be shareholders of LILAMA.

Article 30. Powers and obligations of the Board of Directors

1. The Board of Directors is the governing body of LILAMA, having full authority to act on behalf of LILAMA to decide and exercise the rights and obligations of LILAMA, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the LILAMA Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

2.1. Decide on LILAMA's strategic plan, medium-term development plan, and annual business plan;

2.2. Propose types of shares and the total number of shares authorized for sale for each type;

2.3. Decide to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;

2.4. Decide on the selling price of LILAMA's shares and bonds;

2.5. Decide on the repurchase of shares as prescribed in Clauses 1 and 2 of Article 133 of the Enterprise Law;

2.6. Decide on investment options and investment projects within the authority and limits prescribed by law;

2.7. Decide on solutions for market development, marketing, and technology;

2.8. Approve purchase and sale contracts and other contracts and transactions with a value exceeding VND 800,000,000,000 (Eight hundred billion dong), excluding contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in point p, clause 2, Article 16 of this Charter, and clauses 1 and 3, Article 167 of the Enterprise Law;

2.9. Decide or authorize the General Director to decide on investments, transfers of investment projects, transfers of investment capital in other enterprises, and the sale of assets with a value less than 35% of the total asset value recorded in LILAMA's most recent financial statement. The specific authorization is stipulated in LILAMA's internal regulations or in a separate document;

2.10. Elect, dismiss, and remove the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts, rewarding, and disciplining the General Director, Deputy General Director, and Chief Accountant of LILAMA; deciding on the salaries, remuneration, bonuses, and other benefits of these managers; appointing, dismissing, and terminating the representatives of capital contributions and representatives participating in the Supervisory Board; nominating them to participate in the General Meeting of Shareholders and management positions in other enterprises; deciding on the remuneration and other benefits of those individuals;

2.11. Supervise and direct the General Director and other managers in the daily operation of LILAMA's business;

2.12. Decide on the organizational structure; promulgate LILAMA's internal regulations on governance, the operating regulations of the Board of Directors after being approved by the General Meeting of Shareholders; decide to issue or authorize the General Director to decide to issue other management regulations of LILAMA as prescribed in LILAMA's internal regulations or a separate decision; decide on the establishment of subsidiaries, branches, representative offices and the contribution of capital or purchase of shares in other enterprises; approve the plans of establishment, reorganization, and dissolution of departments/divisions and other dependent units as proposed by the General Director of LILAMA.

2.13. Review the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

2.14. Submit the audited annual financial statements to the General Meeting of Shareholders;

2.15. Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

2.16. Propose the reorganization or dissolution of LILAMA; request for LILAMA's bankruptcy;

2.17. Propose to the General Meeting of Shareholders to amend and supplement the Charter, increase or decrease LILAMA's charter capital;

2.18. Propose the issuance of convertible bonds and warrants that allow holders to purchase shares at a predetermined price;

2.19. The following matters require approval from the Board of Directors:

a) Contracts and transactions as prescribed in Clause 2, Article 167 of the Enterprise Law;

b) Lending and borrowing; using LILAMA's assets as collateral or security for loans; guaranteeing loans for other businesses; and LILAMA's compensation activities;

c) Investments not included in the business plan and budget that exceed 20% of the annual business plan and budget value;

d) The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

đ) Valuation of assets contributed to LILAMA in non-monetary form during the issuance of shares or bonds by LILAMA, including gold, land use rights, intellectual property rights, technology and technological know-how;

e) The repurchase or redemption shall not exceed 10% of the total number of shares of each class offered for sale within twelve (12) months;

g) Deciding on the repurchase or redemption price of LILAMA shares;

h) Business matters or transactions that the Board of Directors deems necessary for the benefit of LILAMA within the scope of its authority and responsibility.

2.20. Exercise the rights and fulfill the obligations as authorized by the General Meeting of Shareholders.

2.21. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the LILAMA Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with the Securities Law and relevant laws.

Article 31. Remuneration, salaries and other benefits of members of the Board of Directors

1. LILAMA has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to remuneration and

bonuses.

Remuneration is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate. The Board of Directors determines the remuneration for each member based on mutual agreement. Full-time Board members receive salaries according to the grades, ranks, and relevant salary regulations of LILAMA, while part-time Board members receive remuneration and allowances for their work. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is included in LILAMA's business expenses in accordance with the law on corporate income tax, is presented as a separate item in LILAMA's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors performing work or other duties outside the normal scope of a member's duties may be compensated in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders and the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased by LILAMA after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and LILAMA's Charter.

Article 32. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Chairman of the Board of Directors may not also hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Develop the program and plan of activities for the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;
- c) Organizing the adoption of resolutions and decisions by the Board of Directors;

d) Monitoring the implementation of resolutions and decisions of the Board of Directors;

đ) Convene and preside over the General Meeting of Shareholders;

e) To organize and implement the rights and responsibilities of the Board of Directors;

f) Other rights and obligations as prescribed by the Enterprise Law and LILAMA's Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

Article 33. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) Based on a proposal from the Supervisory Board;

b) Based on a proposal from the General Director or at least 05 other managers;

c) A proposal must be submitted by at least two members of the Board of Directors;

d) When the Chairman of the Board of Directors deems it necessary.

4. Proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as prescribed in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by LILAMA; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 05 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods, ensuring they reach the contact address of each Board member registered with LILAMA.

7. The Chairman of the Board of Directors or the convener shall send notices of meeting and accompanying documents to the members of the Supervisory Board as with the members of the Board of Directors. Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors members are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

a) Attend and vote directly at the meeting;

b) Authorize another person to attend the meeting and vote as prescribed in Clause 12 of this Article;

c) Attend and vote via online meeting, electronic voting, or other electronic means;

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

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. In the case of a Board of Directors meeting held via online meeting when all or some members are located in different places, provided that each participating member is able to:

a) Listen to each of the other Board members who are participating in the meeting speak;

b) To address all other attending members simultaneously. Discussions among members may take place in person by telephone or by other means of communication, or a combination of these methods. A Board member participating in such a meeting is considered to be “present” at that meeting. The meeting location as prescribed in this Charter is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during online meetings are formally organized and implemented, taking effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all Board members present at the meeting in the minutes.

12. Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors.

13. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. These resolutions have the same effect and validity as resolutions adopted at the meeting.

14. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting, or the minutes shall be prepared in multiple copies, each copy signed by at least one (01) member of the Board of Directors attending the meeting. The minutes shall include the contents stipulated in Article 158 of the Enterprise Law, and must be signed by the chairperson and the person recording the minutes.

15. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is being considered for signing with LILAMA, and who is aware of their own interest, is responsible for disclosing this interest at the first Board meeting discussing the signing of the contract or transaction. If a member of the Board of Directors is unaware of their own or related parties' interest at the time the contract or transaction is signed with LILAMA, that member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.

Article 34. Assisting the Board of Directors, subcommittees, and the person in charge of corporate governance at LILAMA

1. The Board of Directors uses LILAMA's organizational structure and seal to carry out its work; in addition, the Board of Directors may establish supporting departments with a structure and staffing determined by the Board of Directors.

2. The Board of Directors may establish subcommittees to advise the Board on development policies, human resources, compensation, internal auditing, etc. The functions, duties, and number of members of the subcommittee shall be decided by the Board of Directors.

3. Person in charge of corporate governance of LILAMA

3.1. The Board of Directors must appoint at least one person in charge of corporate governance of LILAMA to support corporate governance work. The person in charge of corporate governance may concurrently act as LILAMA's Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

3.2. The person in charge of corporate governance of LILAMA may not concurrently work for an approved audit organization that is auditing LILAMA's financial statements.

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

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

b) Prepare for meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) Advising on meeting procedures;

d) Attend meetings;

đ) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

- e) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on LILAMA's information disclosure activities;
- h) To serve as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the company's charter;
- k) Entitled to salary and allowances in accordance with LILAMA's regulations on salaries and allowances.
- l) Other rights and obligations as prescribed by law and the LILAMA Charter.

CHAPTER VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 35. Organizational structure of the management apparatus

LILAMA's management system must ensure that the management team is accountable to the Board of Directors and subject to the Board's supervision and direction in LILAMA's day-to-day business operations. LILAMA has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution of the Board of Directors.

Article 36. Executives of LILAMA

1. LILAMA's executives include the General Director, Deputy General Directors and Chief Accountant.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, LILAMA may recruit other executives in a number and with qualifications consistent with LILAMA's structure and management regulations as prescribed by the Board of Directors. These executives are responsible for supporting LILAMA in achieving its operational and organizational goals.
3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.
4. The salaries of executives are determined by the Board of Directors in accordance with LILAMA's labor and salary regulations, are included in LILAMA's business expenses as prescribed by corporate income tax laws, are presented as a separate item in LILAMA's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 37. Appointment and dismissal of the General Director

1. The Board of Directors appoints one member of the Board of Directors or another person as the General Director.

2. The General Director is responsible for managing LILAMA's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law

b) They must not be related to the managers, auditors of LILAMA, or representatives of state capital in LILAMA;

c) Possess professional qualifications and experience in business management or in the field, industry, or profession of LILAMA's business;

d) Other standards and conditions as prescribed by law.

4. The Board of Directors may dismiss the General Director when approved by a majority of the Board members with voting rights present at the meeting and shall appoint a new General Director as replacement.

Article 38. Duties and powers of the General Director

1. The General Director has the following rights and responsibilities:

a) To organize and decide on matters related to LILAMA's day-to-day business operations that do not fall within the authority of the Board of Directors; to represent LILAMA in signing financial, commercial, and civil contracts;

b) To organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders,

c) To implement LILAMA's business plan and investment plan that have been approved by the Board of Directors and the General Meeting of Shareholders, or have been delegated, authorized, or are within their authority;

d) To propose to the Board of Directors a plan for the organizational structure and internal management regulations of LILAMA;

đ) To appoint, dismiss, remove, reward, and discipline management positions within LILAMA, except for positions under the authority of the Board of Directors;

e) To decide on the salary and other benefits mechanism for employees and managers in LILAMA in accordance with the approval and regulations of the

Board of Directors;

f) To decide on the establishment, reorganization, and dissolution of departments/divisions and other dependent units of LILAMA after approval by the Board of Directors;

g) To recruit, sign contracts with, and terminate employment contracts with employees;

h) To propose a plan for paying dividends or handling business losses;

i) To prepare and submit to the Board of Directors or the General Meeting of Shareholders for approval: Annual production and business plan, long-term development strategy; business coordination plan between LILAMA and its subsidiaries and affiliated companies; investment projects; human resource development plan; system of technology indicators, product standards, wage rates; marketing solutions, market development, application of technology in production; risk prevention plans; capital mobilization and utilization plans; periodic reports, statistical reports, quarterly, semi-annual and annual financial statements; internal management regulations of LILAMA;

j) To propose to the Board of Directors to appoint a representative for LILAMA 's capital contribution and a representative to participate in the control of other enterprises;

k) To propose to the Board of Directors the appointment, dismissal, removal, commendation, disciplinary action, salary level, and other benefits for positions within the Board of Directors' appointing authority;

l) To decide on the necessary measures to be taken in case of emergency and report immediately to the Board of Directors and the competent state authorities;

m) To propose the number and titles of management personnel that LILAMA needs to recruit for the Board of Directors to appoint or dismiss in order to best carry out LILAMA's management activities; to advise the Board of Directors on the salary, remuneration, benefits, and other terms of employment contracts with management personnel;

n) In December of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year based on meeting the requirements of the relevant budget as well as the five-year financial plan;

o) Prepare long-term, annual, and quarterly budgets for LILAMA (hereinafter referred to as the budget) to serve the long-term, annual, and quarterly management activities of LILAMA in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors

for approval and must include the information stipulated in the Corporation's regulations;

p) To carry out all other activities as prescribed in this Charter, other internal regulations, and resolutions of the Board of Directors.

q) Other rights and obligations as prescribed in resolutions, decisions, delegations, authorizations of the Board of Directors, this Charter, and legal provisions.

2. The General Director is accountable to the Board of Directors, the General Meeting of Shareholders, and the law for the performance of assigned duties and powers. Reporting requirements must be followed as prescribed by LILAMA and applicable laws.

Article 39. Deputy General Director, Chief Accountant and supporting staff

1. Assisting the General Director are the Deputy General Directors, the Chief Accountant, and the support staff. The Deputy General Directors and the Chief Accountant are appointed, dismissed, removed from office, rewarded, and disciplined by the Board of Directors.

2. Departments, divisions, **dependent units** are established to assist the Board of Directors and the General Director in managing and developing LILAMA's production and business activities. Their functions and duties shall be specified for each unit and at each relevant time.

CHAPTER IX. SUPERVISORY BOARD

Article 40. Nomination and candidacy for members of the Supervisory Board and composition of the Supervisory Board

1. The nomination and election of members of the Supervisory Board shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 28 of this Charter. If there are still vacancies for the Supervisory Board, the Board of Directors and the Supervisory Board shall nominate additional candidates; the nomination of additional candidates must be clearly announced before the General Meeting of Shareholders proceeds with voting in accordance with the law.

2. Composition of the Supervisory Board

2.1. The number of members of the Supervisory Board of LILAMA is from three (03) to five (05) Supervisors, the specific number is decided and elected by the General Meeting of Shareholders. The term of a member of the Supervisory Board is not more than 05 years and can be re-elected for an unlimited number of terms.

2.2. Members of the Supervisory Board must meet the following standards

and conditions:

a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Possess a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to LILAMA's business operations;

c) Not a family member of a member of the Board of Directors, the General Director, or other managers;

d) Not a family member of the representative of LILAMA's capital contribution or the representative of state capital in LILAMA;

đ) Need not be a company manager, shareholder, or employee of LILAMA;

e) Not allowed to work in the accounting or finance department of LILAMA;

f) Must not be a member or employee of an auditing firm approved to audit LILAMA's financial statements for the three consecutive years prior to the audit;

g) Possess good health, moral character, honesty, and good compliance with legal regulations;

h) Other standards and conditions as prescribed by other relevant laws.

3. Members of the Supervisory Board shall be removed from office in the following cases:

a) No longer meets the qualifications and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;

b) A resignation letter has been submitted and accepted;

4. Members of the Supervisory Board shall be dismissed in the following cases:

a) Failure to complete assigned tasks or duties;

b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;

c) Repeated and serious violations of the obligations of a member of the Supervisory Board as prescribed in the Enterprise Law and this Charter;

d) Other cases as decided by the General Meeting of Shareholders, the provisions of this Charter, and the law.

Article 41. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be by majority vote. The Head of the Supervisory Board must have professional experience in

one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to LILAMA's business activities for three (03) years or more.

2. Rights and obligations of the Head of the Supervisory Board:

- a) Convene and prepare the agenda for the Supervisory Board meeting;
- b) To request the Board of Directors, the General Director, and other executives to provide relevant information to perform the duties of the Supervisory Board;
- c) On behalf of the Supervisory Board, request the Board of Directors to hold extraordinary meetings when necessary to perform the duties of the Supervisory Board;
- d) On behalf of the Supervisory Board, convene and preside over extraordinary meetings of the General Meeting of Shareholders and the Board of Directors in accordance with the law and this Charter;
- d) Prepare work plans and assign specific tasks to the Supervisors in accordance with the Supervisory Board's operating regulations. Supervise and direct the Supervisors in carrying out their assigned tasks and the duties and powers of the Supervisory Board;
- e) Ensure that the Supervisors receive complete, objective, accurate information and have the minimum time necessary to study and discuss the issues that the Supervisory Board must consider;
- g) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.
- h) Other powers and duties as prescribed by law and this Charter;

Article 42. Rights and obligations of the Supervisory Board

The Supervisory Board has the rights and obligations as prescribed in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. Propose and recommend that the General Meeting of Shareholders approve the list of auditing firms approved to audit LILAMA's financial statements; decide on the auditing firm approved to conduct an audit of LILAMA's operations, and dismiss approved auditors when deemed necessary.
- 2. Be accountable to shareholders for the Supervisory Board's supervisory activities.
- 3. Monitoring LILAMA's financial situation and ensuring compliance with the law in the operations of Board members, the General Director, and other managers.
- 4. Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.

5. In the event of discovering any violations of the law or the LILAMA Charter by members of the Board of Directors, the General Director, or other executives of LILAMA, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

6. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

8. Has the right to access LILAMA's records and documents kept at its head office, branches, and other locations; has the right to visit the workplaces of LILAMA's managers and employees during working hours.

9. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of LILAMA.

10. Other rights and obligations as prescribed by law and this Charter.

Article 43. Responsibilities of the Supervisor

1. Strictly adhere to the law, LILAMA's charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, carefully and to the best of their ability in order to ensure the maximum lawful interests of LILAMA.

3. Be loyal to the interests of LILAMA and its shareholders; not abuse their position or title, or use the Company's information, know-how, business opportunities or other assets for personal gain or to serve the interests of other organizations or individuals.

4. To independently, objectively, and honestly monitor and evaluate the financial situation and production and business operations, management, and administration of LILAMA within the scope assigned by the Head of the Supervisory Board, ensuring compliance with the law and this Charter.

5. Attend Supervisory Board meetings, discuss and vote on all matters on the meeting agenda, except in cases where voting is prohibited due to conflicts of interest as prescribed by law and this Charter.

6. Request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board in accordance with the law and this Charter.

7. Request the General Director, other managers, and authorized representatives of LILAMA at its subsidiaries and affiliated companies to provide information and documents on the financial situation and production and business activities of the company and related units in order to perform their duties as prescribed in Article 42 of this Charter.

8. Other obligations as prescribed by the Enterprise Law and LILAMA's Charter.

9. In the event that the Supervisor violates the provisions of Clauses 1 to 8 of this Article and causes damage to LILAMA or other parties, the Supervisor shall be held personally or jointly liable for compensation for such damage. Any income and other benefits obtained by the Supervisor as a result of the violation must be returned to LILAMA.

10. If the Board of Directors discovers that a Supervisory Board member has violated their assigned rights and obligations, the Board must notify the Supervisory Board in writing; and require the person committing the violation to cease the violation and remedy the consequences.

Article 44. Meetings of the Supervisory Board

1. The Supervisory Board may hold regular or extraordinary meetings, but must meet at least twice a year, with at least two-thirds of the Supervisory Board members in attendance. Decisions of the Supervisory Board are adopted if approved by a majority of the Supervisory Board members present at the meeting who have the right to vote. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

3. The Head of the Supervisory Board must convene a meeting of the Supervisory Board within five (05) days from the date of receiving the following proposal:

- a) Upon the recommendation of the Chairman of the Board of Directors;
- b) There is a proposal from at least two-thirds ($\frac{2}{3}$) of the members of the Supervisory Board;
- c) Other cases as prescribed by law and this Charter;

Article 45. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board

- 1. Members of the Supervisory Board are paid salaries, remuneration,

bonuses, and other benefits as decided by the General Meeting of Shareholders. The principle is that full-time members of the Supervisory Board receive salaries according to the grades, ranks, and relevant salary regulations of LILAMA, while part-time members receive remuneration and allowances for their work. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders.

Salaries and operating expenses of the Supervisory Board are included in LILAMA's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in LILAMA's annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties honestly and diligently for the benefit of LILAMA.

Article 46. Responsibility for honesty and avoiding conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of LILAMA.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between LILAMA, its subsidiaries, and other companies in which LILAMA holds a controlling stake of 50% or more of the charter capital, with those entities or their related parties as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, LILAMA must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors are not permitted to vote on

transactions that benefit that member or a related party, as prescribed in the Enterprise Law and LILAMA's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

6. Transactions between LILAMA and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Supervisory Board members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b) For transactions with a value exceeding 35% of total assets, or transactions that, when aggregated with prior transactions within 12 months, result in a cumulative value of 35% or more of the total asset value recorded in the most recent financial statement, the significant details of such transactions, as well as the relationship and interests of the Board of Directors members, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of disinterested shareholders.

Article 47. Liability for damages and compensation; right to sue members of the Board of Directors and the General Director

1. Liability for damages and compensation

a) Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their violations.

b) LILAMA shall indemnify any individual who is, was, or may be involved in complaints, lawsuits, or proceedings (including civil and administrative cases, and not cases initiated by LILAMA) provided that such person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of LILAMA who have been or are performing duties under LILAMA's authorization, acting honestly and diligently in the interests of LILAMA in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

c) When performing functions, duties, or carrying out tasks authorized by LILAMA, members of the Board of Directors, Supervisory Board members, other executives, employees, or authorized representatives of LILAMA shall be compensated by LILAMA when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by LILAMA) in the following cases:

- Acted honestly, cautiously, and diligently in the best interests of LILAMA, and in a manner that did not conflict with its interests;
- Complying with the law and there is no evidence to confirm that they failed to fulfill their responsibilities.

d) Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. LILAMA may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

2. Right to sue members of the Board of Directors and the General Director

a) Shareholders, or groups of shareholders owning at least 1% of the total number of common shares, have the right to independently or on behalf of LILAMA to initiate legal proceedings for individual or joint liability against members of the Board of Directors or the General Director to demand the return of benefits or compensation for damages to LILAMA or others in the following cases:

- Violation of the responsibilities of LILAMA's managers as prescribed in Article 165 of the Enterprise Law;
- Failure to perform, incomplete performance, untimely performance, or performance contrary to the provisions of the law or LILAMA Charter, resolutions, or decisions of the Board of Directors regarding assigned rights and obligations;
- Abusing one's position, authority, and using information, know-how, business opportunities, and other assets of LILAMA for personal gain or to serve the interests of other organizations or individuals;
- Other cases as prescribed by law and LILAMA's Charter.

b) The procedures for initiating a lawsuit shall be carried out in accordance with the provisions of the law on civil procedure. In cases where a shareholder or group of shareholders initiates a lawsuit on behalf of LILAMA, the costs of filing a lawsuit shall be included in LILAMA's expenses, except in cases where the lawsuit is dismissed.

c) Shareholders or groups of shareholders as prescribed in this Article have the right to review, search for, and extract necessary information as determined by the Court or Arbitration body before or during the litigation process.

CHAPTER XI. RELATIONSHIP BETWEEN LILAMA AND ITS DEPENDENT UNITS, SUBSIDIARIES AND AFFILIATED COMPANIES

Article 48. Relationship between LILAMA and its dependent units

1. Dependent units are dependent accounting units of LILAMA and are centrally accounted for at LILAMA; they operate without their own capital and assets, in the form of branches and representative offices of LILAMA.
2. Dependent units of LILAMA are authorized to sign economic contracts, conduct business activities, financial activities, organize personnel, and delegate authority according to LILAMA's specific regulations and rules.

Article 49. Relationship between LILAMA and its subsidiaries

1. To decide on the capital contribution and transfer of capital invested by LILAMA in the subsidiary; to exercise the rights of shareholders and capital contributors as prescribed by law and the charter of the subsidiary; and to be responsible for the debts and other financial obligations of the enterprise to the extent of the capital that LILAMA has contributed to the subsidiary.
2. Appointing representatives to exercise the rights of shareholders and capital contributors; dismissing, rewarding, and disciplining representatives; determining the salary, bonuses, allowances, and other benefits of representatives; and evaluating representatives. Inspecting and supervising subsidiaries in accordance with the law.
3. The Representative is required to perform the assigned tasks as prescribed in Clause 4 of this Article, and to report periodically or on an ad hoc basis on the investment situation, finances, capital utilization efficiency of LILAMA, and the business results of its subsidiaries.
4. After the Representative reports and receives approval from the LILAMA Board of Directors, LILAMA assigns the Representative the task of voting at the General Meeting of Shareholders/Board of Directors to decide on the following matters concerning the subsidiary:
 - a. Objectives, tasks, and business sectors; restructuring, dissolution, and bankruptcy proceedings of enterprises;
 - b. Articles of association, amendments and supplements to the articles of association of the enterprise;
 - c. Increases or decreases in charter capital; timing and methods of capital raising; types of shares and the total number of shares of each type authorized for offering; repurchase of more than 10% of the total number of shares sold of each type;
 - d. Nomination and election of, recommendation for dismissal or removal of, commendation and handling of violations by members of the Board of

Directors, Chairman of the Board of Directors/Board of Members, and members of the Supervisory Board. Nomination for appointment, recommendation for dismissal, signing of contracts, and termination of contracts with the General Director (Director), Deputy General Director (Deputy Director), and Chief Accountant of the enterprise. Salary framework, remuneration, bonuses, and other benefits for the above-mentioned positions;

d. The enterprise's five-year production and business strategy, plan, and investment and development plan;

e. Policies regarding capital contributions, holding, increasing, and decreasing the capital of investment companies in other enterprises; establishing, reorganizing, and dissolving branches, representative offices, and other dependent accounting units; and accepting enterprises that voluntarily participate as subsidiaries or affiliated companies;

f. Investment policies, asset purchase/sale, loan/lending contracts in accordance with the Regulations on the Management of LILAMA's Representatives in Other Enterprises; policies on foreign debt borrowing by the enterprise;

g. Financial statements, profit distribution, allocation and use of funds, annual dividend rates;

h. Recruitment policies; compensation, salary, and bonus schemes of the enterprise.

5. Conduct regular and periodic monitoring and inspection in accordance with the law and LILAMA regulations regarding the management, use, preservation, and development of LILAMA's capital in the enterprise; the implementation of strategies and plans; and the evaluation of the achievement of assigned goals and tasks, operational results, and production and business efficiency.

6. Other matters as prescribed in the Regulations on the Management of LILAMA's Representatives at Other Enterprises.

7. As independent legal entities in the production and business process, LILAMA and its subsidiaries sign and execute contracts, agreements, and other transactions according to market mechanisms to achieve the objectives of each party.

Article 50. Relationship between LILAMA and its affiliated companies

1. To decide on the capital contribution and transfer of capital invested by LILAMA in affiliated companies; to exercise the rights of shareholders and capital contributors as prescribed by law and the Charter of the affiliated company; and to be responsible for the debts and other financial obligations of the

enterprise to the extent of the capital that LILAMA has contributed to the affiliated company.

2. Appointing representatives to exercise the rights of shareholders and capital contributors; dismissing, rewarding, and disciplining representatives at affiliated companies; deciding on the salary, bonuses, allowances, and other benefits of representatives; and evaluating representatives.

3. Require the Representative to perform the duties as prescribed in LILAMA's Regulations on the Management of Representatives at Other Enterprises.

4. As independent legal entities in the production and business process, LILAMA and its affiliated companies sign and execute contracts, agreements, and other transactions according to market mechanisms to achieve the objectives of each party.

Article 51. Companies voluntarily affiliated with LILAMA

Companies that voluntarily participate in affiliation with LILAMA are established, organized, and operate in accordance with the law, and are bound by rights and obligations to LILAMA under the Contract or Association Agreement between that company and LILAMA.

CHAPTER XII. RIGHT TO INSPECT LILAMA'S BOOKS AND RECORDS

Article 52. Right to access books and records

1. Ordinary shareholders have the right to access the books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the LILAMA Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of LILAMA.

2. In cases where an authorized representative of a shareholder or group of shareholders requests a search of books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access LILAMA's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.

4. LILAMA must keep this Charter and any amendments to them, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The LILAMA charter must be published on LILAMA's website.

CHAPTER XIII. PARTY ORGANIZATION, TRADE UNIONS AND WORKERS

Article 53. Party organizations, trade unions and workers

1. The Communist Party of Vietnam, the Trade Union, and other socio-political organizations within LILAMA operate within the framework of the Constitution, laws, and the charters/bylaws of each organization, in accordance with legal regulations.

2. LILAMA provides favorable conditions in terms of facilities, time, and other necessary resources to enable members of the Communist Party of Vietnam, the Trade Union, and other socio-political organizations working at LILAMA to fully comply with the regulations and rules of their respective organizations.

3. The General Director must develop a plan for the Board of Directors to approve matters relating to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives.

4. The General Director shall develop a plan for the Board of Directors to approve matters relating to LILAMA's relationship with trade union organizations in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, LILAMA's regulations and applicable laws.

CHAPTER XIV. PROFIT DISTRIBUTION

Article 54. After-tax Profit Distribution

1. The General Meeting of Shareholders decided on the distribution of LILAMA's after-tax profits.

2. Profits after tax, after offsetting losses from previous years that have expired and are no longer deductible from pre-tax profits as prescribed by the Corporate Income Tax Law (if any), shall be used to cover the following expenses:

a) Expenses are covered from after-tax profits in accordance with relevant laws;

b) Costs of surveys and explorations for investment purposes but which do not meet the conditions for project implementation as prescribed by the Government; costs of failed investments in investment projects or investments with specific characteristics and high risks as prescribed by the Government;

c) Costs incurred in carrying out political tasks assigned by competent authorities in accordance with government regulations;

3. The remaining after-tax profit, after processing the matters stipulated in Clause 2 of this Article, shall be distributed according to the following principles:

a) No more than 50% shall be allocated to the Development Investment Fund for use in expanding the enterprise's production and business activities, and supplementing its charter capital;

b) Allocate no more than 3 months' actual salary to the reward and welfare fund if the actual after-tax profit is not lower than the planned profit; allocate no more than 3 months' actual salary multiplied by the ratio of the actual after-tax profit to the planned profit if the actual after-tax profit is lower than the planned profit;

c) Establishing other funds as prescribed by relevant laws;

d) Distributing dividends to shareholders. Dividends may be paid in cash or shares as prescribed by law.

4. LILAMA does not pay interest on dividend payments or payments related to a particular stock.

5. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

6. In the event that dividends or other payments related to a stock are paid in cash, LILAMA must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If LILAMA has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, LILAMA shall not be liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

7. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

8. Other matters related to profit distribution shall be handled in accordance with the law.

CHAPTER XV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 55. Bank Accounts

1. LILAMA opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, LILAMA may, if necessary, open bank accounts abroad in accordance with the law.

3. LILAMA conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where LILAMA maintains accounts.

Article 56. Fiscal Year

LILAMA's fiscal year begins on the first day of January each year and ends on December 31st of the same year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31st of the same year.

Article 57. Accounting System

1. The accounting system used by LILAMA is either a standard corporate accounting system or a specific accounting system issued and approved by a competent authority.

2. LILAMA shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain LILAMA's transactions.

3. LILAMA uses the Vietnamese Dong as its accounting currency. If LILAMA's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

CHAPTER XVI. ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES

Article 58. Annual, semi-annual and quarterly financial statements

1. LILAMA must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. LILAMA shall publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. The annual financial statements must truthfully and objectively reflect LILAMA's operational situation.

3. LILAMA must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

Article 59. Annual Report

LILAMA must prepare and publish an Annual Report in accordance with the regulations of the law on securities and the securities market.

CHAPTER XVII. AUDITING

Article 60. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these firms to audit LILAMA's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to LILAMA's annual financial statements.

3. An independent auditing firm shall examine, verify, prepare an audit report and submit that report to the Board of Directors in accordance with the law on auditing and the contract with LILAMA.

4. Independent auditors conducting the audit of LILAMA's financial statements are entitled to attend General Meetings of Shareholders, receive notices and other information related to the General Meetings of Shareholders, and express their opinions at the meeting on matters related to the audit of LILAMA's financial statements.

CHAPTER XVIII. SEAL OF LILAMA

Article 61. The Seal of LILAMA

1. The seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content

of the seals of LILAMA, its branches, representative offices, project boards, construction teams, and other dependent units of LILAMA.

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws and regulations.

CHAPTER XIX. DISSOLUTION AND LIQUIDATION OF LILAMA

Article 62. Dissolution of LILAMA

1. LILAMA may be dissolved in the following circumstances:

- a) In accordance with resolutions and decisions of the General Meeting of Shareholders;
- b) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of LILAMA is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority as prescribed by law.

Article 63. Liquidation

1. At least six (06) months before the end of LILAMA's operating term or after a decision to dissolve LILAMA, the Board of Directors shall establish a Liquidation Committee of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent LILAMA auditor. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among LILAMA employees or independent experts. All costs related to liquidation shall be given priority in payment by LILAMA before other debts of LILAMA.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the business registration authority. From that point onwards, the Liquidation Committee will represent LILAMA in all matters related to the liquidation of LILAMA before the Court and administrative agencies.

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

- a) Liquidation costs;
- b) Outstanding wages, severance pay, social insurance contributions, and other employee benefits as prescribed in collective bargaining agreements and signed employment contracts;
- c) Tax debt;

d) Other debts of LILAMA;

đ) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

CHAPTER XX. RESOLVING INTERNAL DISPUTES

Article 64. Resolution of internal disputes

1. In the event of disputes or complaints arising from LILAMA's operations, the rights and obligations of shareholders shall be governed by the Enterprise Law, LILAMA's Charter, other legal regulations, or agreements between:

a) Shareholders with LILAMA;

b) Shareholders with the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to present relevant information within 60 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board, either party may request the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

2. If a conciliation agreement is not reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, one party may bring the dispute to the competent Economic Court.

3. The parties shall bear their own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

CHAPTER XXI. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 65. Amendments and supplements to the LILAMA Charter

1. Amendments and additions to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law provides provisions related to LILAMA's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions shall apply to govern LILAMA's operations.

CHAPTER XXII. EFFECTIVE DATE

Article 66. Effective Date

1. This Charter, comprising 22 chapters and 66 articles, was unanimously approved by the 2026 Annual General Meeting of Shareholders of LILAMA and its full text was accepted by Resolution No. .../NQ-DHĐCĐ dated .../.../2026. This Charter takes effect from .../.../2026 and replaces the LILAMA Charter dated June 29, 2021 and the Appendix dated March 7, 2025 amending and supplementing the Charter dated June 29, 2021.

2. This Charter is made in 10 (ten) copies of equal validity, and shall be kept at the head office of LILAMA.

3. This Charter is the sole and official document of LILAMA.

4. Copies or extracts of the LILAMA Charter are valid only when signed by the Chairman of the Board of Directors or the legal representative of LILAMA and stamped with the LILAMA seal.

**ON BEHALF OF
THE BOARD OF DIRECTORS**

LEGAL REPRESENTATIVE