

**LIST OF DOCUMENTS*****2026 Annual General Meeting of Shareholders (AGM)***

<b>No.</b>	<b>Document Title</b>	<b>Notes</b>
1	AGM Agenda	Draft
2	AGM Organizational Regulations	Draft
3	Election Regulations for the Board of Directors and Supervisory Board (2026–2031), application forms and CV template.	Draft
4	Report of the Board of Directors	Draft
5	Report of the General Director	Draft
6	Report of the Supervisory Board	Draft
7	Proposal on Approval of the Presidium, Vote Counting Committee and Secretariat.	Draft
8	Proposal on Approval of 2025 Business Results and 2026 Business Plan.	Draft
9	Proposal on Approval of the Audited 2025 Financial Statements.	Draft
10	Proposal on Restructuring LICOOGI's Financial Investments.	Draft
11	Proposal on Amendments to the Charter, Internal Corporate Governance Regulations and Board Regulations of LICOOGI Corporation - JSC, together with detailed drafts.	Draft
12	Proposal on 2025 Profit Distribution and Proposed 2026 Dividend Rate.	Draft
13	Proposal on Salaries and Remuneration of the Board of Directors and Supervisory Board for 2025 and the Proposed Amounts for 2026.	Draft
14	Proposal on Selection of the Auditor for the 2026 Financial Statements.	Draft
15	Proposal on Approval of the List of Nominees and Candidates for the Board of Directors and Supervisory Board (2026–2031).	Draft
16	Minutes of the 2026 Annual General Meeting of Shareholders.	Draft
17	Resolution of the 2026 Annual General Meeting of Shareholders.	Draft

# AGENDA FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF LICOGI CORPORATION – JSC

(Online Meeting)

Date: June 26, 2026

Time	Agenda
7h30 - 8h00	Shareholder registration; Preparation of the list of shareholders attending the Meeting
8h00 - 8h15	Report on the verification of shareholders' eligibility to attend the Meeting; Opening of the Meeting: Statement of reasons, and introduction of attendees; Election of the Presidium, Vote Counting Committee, and appointment of the Secretariat
	<b>MEETING PROCEEDINGS</b>
8h15 - 10h00	<ul style="list-style-type: none"> <li>- Approval of the Meeting Agenda;</li> <li>- Approval of the Meeting Rules and Regulations;</li> <li>- Approval of the Election Regulations for members of the Board of Directors (BOD) and the Supervisory Board (SB) for the 2026–2031 term;</li> <li>- Report of the Board of Directors;</li> <li>- Report of the General Director;</li> <li>- Report of the Supervisory Board;</li> <li>- Audited Financial Statements for the fiscal year 2025.</li> </ul>
	<b>Approval of Proposals submitted by the Board of Directors and the Supervisory Board:</b> <ul style="list-style-type: none"> <li>- Proposal on the 2025 business performance and investment results; and the 2026 business and investment plan;</li> <li>- Proposal on the audited 2025 Financial Statements;</li> <li>- Proposal on the restructuring of LICOGI Corporation – JSC’s financial investments in other enterprises</li> <li>- Proposal on amendments and supplements to the Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Directors of LICOGI Corporation – JSC;</li> <li>- Proposal on the 2025 profit distribution plan and the projected dividend payout ratio for 2026;</li> <li>- Proposal on the payment of salaries and remuneration for the Board of Directors and the Supervisory Board in 2025, and the proposed salaries and remuneration for 2026;</li> <li>- Proposal on the selection of the independent auditor for the 2026 Financial Statements;</li> <li>- Other proposals falling within the authority of the General Meeting of Shareholders (if any).</li> </ul>
10h00 - 10h30	<b>Election of members of the Board of Directors and the Supervisory Board for the 2026–2031 term</b> <ul style="list-style-type: none"> <li>- Presentation and approval of the list of nominees and candidates for the Board of Directors and the Supervisory Board for the 2026–2031 term</li> </ul>
10h30 - 11h00	<b>Discussion of agenda items and voting on resolutions</b>
11h00 - 11h30	<b>The Vote Counting Committee conducts the vote counting and announces the voting and election results.</b> <ul style="list-style-type: none"> <li>- The Board of Directors holds its first meeting to elect the Chairman and Vice Chairman of the Board of Directors;</li> <li>- The Supervisory Board holds its first meeting to elect the Head of the Supervisory Board (if practicable);</li> <li>- Announcement of the results of the first meetings of the Board of Directors and the Supervisory Board;</li> <li>- The newly elected Board of Directors and Supervisory Board are introduced to the General Meeting of Shareholders and deliver remarks.</li> </ul>
11h30 - 11h45	<b>Approval of the Minutes and Resolution of the General Meeting of Shareholders</b>
11h45 - 12h00	<b>Closing of the General Meeting of Shareholders</b>

**ORGANIZING COMMITTEE OF THE GENERAL  
MEETING OF SHAREHOLDERS**





LICO GI CORPORATION - JSC  
Address: G1 Building, Thanh Liet Ward,  
Hanoi

THE SOCIALIST REPUBLIC OF VIETNAM  
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Hanoi, date , 2026

**REGULATIONS  
ON THE ORGANIZATION OF THE 2026 GENERAL MEETING OF  
SHAREHOLDERS OF LICO GI CORPORATION – JSC  
(ONLINE MEETING)**

**Chapter I  
GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

1. These Regulations apply to the organization of the 2026 Annual General Meeting of Shareholders to be held on June 26, 2026 (hereinafter referred to as the “Meeting”) of LICO GI Corporation – JSC (the “Corporation”).
2. These Regulations specifically stipulate the rights and obligations of shareholders/their authorized representatives, participants of the Meeting, as well as the conditions and procedures for conducting the Meeting.

**Article 2: Legal Basics**

1. The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, on June 17, 2020 (the “Law on Enterprises”), and its guiding documents;
2. The Charter of the Corporation and the Internal Corporate Governance Regulations approved by the General Meeting of Shareholders on June 24, 2021

**Article 3: Interpretation of Terms**

1. “*Online General Meeting of Shareholders*” means the Annual General Meeting of Shareholders held in an online format, allowing shareholders to exercise their voting rights.
2. “*Electronic Voting*” refers to the act whereby shareholders or their authorized representatives connect to the Internet and cast their votes via the electronic voting system designated and announced by the Corporation.
3. “*Electronic Voting System*” is the system provided to shareholders or their authorized representatives to enable the exercise of relevant rights when attending the Online General Meeting of Shareholders.
4. “*Identification Element*” refers to the necessary information used to identify an entity in a given context accurately.
5. “*Authentication*” means the process of verifying whether the information provided or declared by an entity is accurate and legitimate.

## **6. Election**

- “*Evenly Allocated Voting*” is a method of cumulative voting in which the shareholder or the authorized representative of the shareholder either allocates all voting rights to one candidate or evenly distributes voting rights among multiple candidates. After the distribution, the number of votes allocated to each candidate is rounded down to the nearest whole number. Any remaining fractional votes (if any) will be discarded.

-“*Specified Vote Allocation*” is another method of cumulative voting in which the shareholder or the authorized representative of the shareholder specifies the number of votes for each candidate, provided that the total number of allocated votes does not exceed the total number of voting rights held by the shareholder or their authorized representative

7. “*Force Majeure Event*” refers to an event beyond the control and anticipation of the convener of the Meeting, which could not be prevented despite having taken all necessary and possible measures.

### **Article 4: Meeting Attending Conditions**

Shareholders or authorized representatives of shareholders whose names are on the list of shareholders as of the record date (27/5/2026) are entitled to attend the Meeting.

### **Article 5 Regulations on Authorization to Attend the Meeting**

In the event that a shareholder does not attend the online Meeting, they may authorize another person to attend on their behalf in writing. Such authorization must comply with the provisions on meeting authorization as stipulated in the Law on Enterprises, the Corporation’s Charter, other relevant legal regulations, and must be in written form using the form prescribed by the Corporation.

## **Chapter II**

### **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS / AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS AND OTHER PARTICIPANTS OF THE MEETING**

#### **Article 6: Rights and Obligations of Shareholders/Authorized Representatives of Shareholders**

1. Rights of shareholders/authorized representatives of shareholders when attending the Meeting:

a) To attend and vote on all matters within the authority of the Meeting as stipulated by the Law on Enterprises, its guiding documents, other relevant legal regulations, and the Corporation’s Charter;

b) To be publicly informed by the Meeting Organizing Committee about the agenda of the Meeting.

2. Obligations of shareholders/authorized representatives of shareholders when attending the Meeting:

a) Shareholders/authorized representatives shall attend the 2026 Annual General Meeting of Shareholders online and participate in electronic voting. Registration for the online meeting and electronic voting will be specifically guided by the Corporation in the meeting invitation notice;

b) Shareholders/authorized representatives and other participants of the Meeting must maintain confidentiality, properly use and preserve documents, and are prohibited from copying, recording, or sharing any materials with outsiders without the permission of the Chairperson;c) Shareholders/authorized representatives and other participants must comply with the provisions of these Regulations and respect the decisions made during the Meeting.

c) Shareholders/the authorized representatives of shareholders and other participants of the General Meeting must comply with the provisions of these Regulations and respect the outcomes of the General Meeting's proceedings.

#### **Article 7: Rights and Obligations of the Shareholders' Eligibility Verification Committee**

The Shareholders' Eligibility Verification Committee is appointed by the Board of Directors before the opening of the Meeting to perform the following functions and duties:

1. Verify the validity and legality of shareholders' powers of attorney;
2. Verify the eligibility of shareholders/authorized representatives of shareholders and the attendance status of shareholders/authorized representatives at the Meeting;
3. Report to the Meeting on the results of the verification of shareholders' eligibility

#### **Article 8: Rights and Obligations of the Vote Counting Committee**

1. The Vote Counting Committee is nominated by the Presidium and approved by the Meeting through a vote.

2. Duties of the Vote Counting Committee:

- Accurately determine the voting results at the Meeting;
- Prepare the Vote Counting Minutes and take responsibility before the Meeting for the performance of their duties;
- Report the vote counting results to the Meeting and notify the Secretariat of the results;
- Review and report to the Meeting any cases of violations of voting or election regulations, or complaints regarding the vote counting result

#### **Article 9: Rights and Obligations of the Presidium and the Secretariat**

1. The Presidium is approved by the Meeting through a vote and is responsible for presiding over the Meeting.

2. The decisions of the Presidium on procedures or any events arising outside the official agenda of the Meeting shall be final and binding.

3. The Presidium shall carry out all actions deemed necessary to conduct the Meeting properly and orderly, or to ensure that the Meeting reflects the will of the majority of shareholders in attendance.

4. The Presidium has the right to postpone the General Meeting of Shareholders, despite having the required number of attendees as stipulated to a later time or change the meeting venue in the following cases:

a) Any participant acts in a manner that disrupts the order of the Meeting or threatens its fairness and legality;

b) The communication facilities at the meeting venue do not ensure the full participation, discussion, and voting rights of shareholders.

The postponement period must not exceed three (03) days from the originally scheduled date of the Meeting.

5. The Secretariat is appointed by the Presidium to perform supporting tasks as assigned by the Presidium.

### **Chapter III**

#### **CONDUCTING THE MEETING**

##### **Article 10: Conditions**

The Meeting shall be conducted when the shareholders and authorized representatives attending the Meeting represent more than 50% of the total voting shares, based on the list of shareholders as of the record date

##### **Article 11: Method of Conducting the Meeting**

1. The Meeting shall be held on 26/6/2026.

2. The method of registration and electronic voting through the online General Meeting of Shareholders is specified in detail in the ***Guidelines for Attending the Online General Meeting of Shareholders and Electronic Voting***, attached as an Appendix to this Regulation.

3. The Meeting shall sequentially discuss and approve the matters listed in the agenda as specified in Point b, Clause 1, Article 6 of this Regulation.

##### **Article 12: In case the meeting can not be held**

1. If the first Meeting does not meet the conditions for conducting as stipulated in Article 10 of this Regulation, the notice of invitation for the second Meeting must be sent within 30 days from the scheduled date of the first Meeting. The second Meeting may proceed if the attending shareholders and authorized representatives represent at least 33% of the total voting shares.

2. If the second Meeting still does not meet the conditions specified in Clause 1 of this Article, the notice of invitation for the third Meeting must be sent within 20 days from the scheduled date of the second Meeting. In this case, the Meeting may proceed regardless of the total number of voting shares represented by the shareholders and authorized representatives attending.

## **Chapter IV**

### **VOTING PRINCIPLES AND PROCEDURES**

#### **Article 13: Voting principles**

All matters on the agenda of the Meeting must be approved by collecting opinions from all shareholders/authorized representatives of shareholders attending the Meeting. For each voting item, the number of votes shall be calculated based on the total number of shares owned by the shareholders or represented by authorized representatives attending and voting at the General Meeting of Shareholders.

#### **Article 14: Procedures**

Shareholders shall cast their votes (agree, disagree, or no opinion) on the matters in the agenda via the electronic voting system as prescribed and announced by the Corporation.

Shareholders/authorized representatives attending the online General Meeting of Shareholders and voting electronically must comply with the ***Guidelines for Attending the Online General Meeting of Shareholders and Electronic Voting*** provided in the Appendix to this Regulation.

#### **Article 15: Voting Procedures and Conditions for Resolutions to be Approved**

1. Each ordinary share owned by a shareholder corresponds to one voting right. The number of votes of each shareholder/authorized representative corresponds to the number of voting shares owned by that shareholder or the number of voting shares represented by the authorized representative attending the Meeting according to the registration.

a) Matters requiring voting at the Meeting shall be approved when shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the Meeting vote in favor, except for the following matters, which shall be approved only if shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the Meeting vote in favor:

- Types and total number of shares of each type;
- Changes in business sectors and fields;
- Changes in the organizational management structure of the Corporation;
- Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the Corporation's latest financial statements;
- Reorganization or dissolution of the Corporation.

b) The election of additional members to the Board of Directors shall be conducted in accordance with the principle of cumulative voting.

2. Resolutions of the General Meeting of Shareholders that adversely affect the rights and obligations of preferred shareholders shall only be approved if preferred shareholders of the same type attending the Meeting, representing at least 75% of the total preferred shares of that type, vote in favor.

3. Resolutions passed by 100% of the total voting shares are valid and effective even if the procedures and process for convening the Meeting and approving the resolution violate

the provisions of the Enterprise Law and the Corporation's Charter

## **Chapter V**

### **PRINCIPLES AND PROCEDURES FOR ELECTING ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS**

#### **Article 16. Number of Members of the Board of Directors (BOD) for the term of 2026-2031**

Number of BOD's members is 5.

Number of the Supervisory Board is 3.

#### **Article 17. Voting Principles**

1. Voting must comply with the law, the Charter of the Corporation, and must be conducted by secret ballot.

2. For each voting round, shareholders or their authorized representatives shall use only one ballot, reflecting the number of voting shares they hold or represent.

3. Members of the Vote Counting Committee are not listed as nominees or candidates for member of the Board of Directors

#### **Article 18. Voting Method**

1. The list of candidates for the Board of Directors shall be arranged in alphabetical order A, B, C, ... by full name, and all full names must be clearly printed on the ballot.

2. Voting Method:

- Voting shall be conducted by the cumulative voting method, in which each shareholder/authorized representative has a total number of votes equal to the number of shares they own/represent multiplied by the number of members to be elected. The shareholder may allocate all or part of their total votes to one or more candidates. The total number of votes allocated to all candidates must equal the total number of votes the shareholder or authorized representative is entitled to.

#### **Article 19. Election Principles**

1. The successful candidates shall be those receiving the highest number of votes in descending order, starting with the candidate who receives the most votes, until the required number of elected members determined by the General Meeting of Shareholders is reached.

2. In the event that two or more candidates receive an equal number of votes for the final position, a second round of voting shall be conducted to select one among them. If the second round also has the same results, the General Meeting of Shareholders shall authorize the Presidium to select the successful candidate based on alphabetical order A, B, C, ... of names listed on the ballot.

## **Chapter VI**

### **MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 20: The minutes**

The content of the General Meeting of Shareholders must be recorded in the Minutes in accordance with Article 34 of the Corporation's Charter. The Minutes of the Meeting must be completed, read out, and approved before the Meeting is finished. The Minutes shall bear the signatures of the Chairperson and the Secretary.

In the event that the Chairperson and the Secretary refuse to sign the Minutes, the Minutes shall still be valid if be signed by all other members of the Board of Directors attending the meeting and must include all content as prescribed in Clause 1, Article 34 of the Corporation's Charter. The Minutes must clearly state that the Chairperson and the Secretary refused to sign. The Minutes of the Meeting serve as the basis for issuing the Resolutions of the Meeting

## **Chapter VII**

### **EFFECTIVENESS**

#### **Article 21: Effectiveness**

1. This Regulation consists of 7 Chapters, 21 Articles, and 01 Appendix, and takes effect immediately upon approval by the 2026 Annual General Meeting of Shareholders.
2. Shareholders, authorized representatives of shareholders, and all participants of the Meeting are responsible for complying with the provisions of this Regulation.

**GENERAL MEETING OF SHAREHOLDERS**  
**CHAIRMAN OF BOD**

**Dinh Viet Tung**

## **APPENDIX: GUIDELINES FOR ATTENDING THE ONLINE GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC VOTING**

*(Issued together with the Regulation on the Organization of the 2026 Annual General Meeting of Shareholders of LICOGI Corporation – JSC)*

### **Article 1. Scope and Subjects of Application**

This Regulation stipulates the attendance at the online General Meeting of Shareholders and electronic voting by shareholders or their authorized representatives at the 2026 Annual General Meeting of Shareholders of LICOGI Corporation – JSC (the Corporation).

### **Article 2. Conditions and Methods for Attending the Online General Meeting of Shareholders and Electronic Voting**

#### **1. Conditions for Attendance:**

- Being listed in the shareholder list eligible to attend the General Meeting of Shareholders as per the Corporation's announcement, or having a valid authorization to attend the meeting;
- Shareholders or their authorized representatives must have electronic devices capable of connecting to the Internet, including but not limited to: computers, mobile phones, or other electronic devices with Internet access.

#### **2. Method of Attendance:**

- Each shareholder listed in the Corporation's shareholder list eligible to attend the General Meeting of Shareholders will be provided with one and only one username and password to access the online General Meeting and electronic voting system. Upon receiving the invitation letter containing information related to system login and other identification factors, the shareholder is responsible for safeguarding their information to ensure that only the shareholder has the right to attend and vote on the system.

- Shareholders are obligated to provide personal information and addresses to the Corporation. To ensure the confidentiality of shareholders' personal information, the Corporation may request shareholders to re-submit personal information, which must include at least: For individuals: ID card number / Citizen ID number / Passport number, mobile phone number, email address, permanent or temporary residence address (contact address). For organizational shareholders: Business registration number, contact phone number, and registered office address. The Corporation may send the username and password information for shareholders to attend and vote, as mentioned in Article 3 of this Guidance, through email or other methods based on the registered information of the shareholders.

- Shareholders attending online and voting electronically may authorize others to attend on their behalf in accordance with the Corporation's Charter and current legal regulations. Accordingly, for authorized representatives, after receiving a valid written authorization from both the authorizer and the authorized party, the Corporation will provide the username and password to the authorized representative to exercise the rights and obligations as per the authorization content.

- The Corporation provides login information to the authorized representatives based on the authorization information provided by the shareholders and in the same manner as

sending meeting invitations to shareholders (via invitation letters/email/phone number). Shareholders bear full responsibility for the authorization information submitted to the Corporation.

### **Article 3. Provision of Login Information for the Online Shareholders' Meeting and Electronic Voting System**

1. The access link to the electronic voting system, username, password, and other identification elements (if any) for attending the online Shareholders' Meeting will be provided in the Meeting Invitation Notice (or through another notification method as stipulated by the Corporation). Shareholders or their authorized representatives are responsible for keeping their username, password, and other identification elements confidential to ensure that only the Shareholder or authorized representative has the right to vote on the electronic voting system and bear full responsibility for the registered information.

2. When a Shareholder or their authorized representative requests a reissue of login information, the Corporation may provide it via direct communication or email/phone.

3. The Corporation recommends that Shareholders or their authorized representatives, upon receiving login information including at least the username and password, promptly access the system to change their password to ensure information security.

### **Article 4. Rights and Responsibilities of Shareholders/Authorized Representatives When Attending the Online General Meeting of Shareholders**

1. Shareholders or their authorized representatives attending the General Meeting of Shareholders have the right to vote on all matters within the authority of the Meeting in accordance with the law and the Corporation's Charter, through the electronic voting system.

2. Shareholders or their authorized representatives are responsible for maintaining the confidentiality of login information to ensure that only the Shareholder or authorized representative may cast votes on the electronic voting system. The voting results submitted via the electronic system shall be considered the final decision of the Shareholder or authorized representative. The Shareholder or authorized representative shall bear all legal and corporate responsibility for their electronic voting results submitted through the system.

3. Shareholders or their authorized representatives must immediately notify the Corporation upon discovering that their username, password, and/or other identification elements have been lost, stolen, disclosed, or suspected of being disclosed, by contacting the corporation to lock the account or secure login device. The Shareholder or authorized representative shall be held responsible for any damage, loss, or other risks that occur prior to the time the corporation receives such notice if the cause lies with the Shareholder or their authorized representative.

### **Article 5. Method of Recognizing Shareholders/Authorized Representatives Attending the Online General Meeting of Shareholders**

1. A shareholder or an authorized representative of a shareholder is considered to have attended the General Meeting of Shareholders in the form of online participation at the time the Shareholder Eligibility Verification Committee publicly reports at the Meeting that the shareholder or authorized representative has "Registered to attend" and submitted the

"Confirmation of Online Participation in the General Meeting of Shareholders" via the Corporation's electronic voting system as stipulated in this Regulation.

2. Shareholders or authorized representatives who log in after the opening of the Meeting still have the right to participate and vote immediately upon logging in; the Chairperson is not obligated to pause the Meeting for late log-ins, and the validity of matters already voted on prior to their log-in shall remain unchanged.

#### **Article 6. Authorization Process**

1. Shareholders may authorize others in accordance with Article 5 of the Regulation on the Organization of the 2026 Annual General Meeting of Shareholders of the Corporation, which governs authorization to attend the Meeting.

2. The authorization is only legally effective when the following conditions are met:

- The shareholder completes all required information in the Corporation's official authorization form.

- The authorization form must bear full signatures, clearly stating the full names and seals (if the authorizing party is an organization) of both the authorizing party and the authorized party.

- The Corporation receives the original signed authorization form before the official opening of the Meeting.

3. Revocation of an approved authorization: the shareholder must send an official written request to revoke the authorization to the Corporation before the official opening of the Meeting. The effective time of the revocation will be based on the time the Corporation receives the official written request.

4. The revocation of the authorization is not valid if the authorized representative has already cast a vote on any item in the agenda of the General Meeting of Shareholders.

#### **Article 7. Discussion at the Online General Meeting of Shareholders**

1. The discussion at the online General Meeting of Shareholders shall be moderated by the Presidium, in accordance with the provisions of the Corporation's Charter.

2. For shareholders or authorized representatives attending the online General Meeting of Shareholders and participating in electronic voting, shareholders and their authorized representatives may ask questions directly or submit them to the Corporation via the online platform selected for hosting the Meeting or through other methods as guided in the Notice of Meeting. The Secretariat is responsible for recording the name of the shareholder/authorized representative, shareholder/representative code (if any), and the content of the questions

#### **Article 8. Principles and Procedures for Electronic Voting**

1. From the moment shareholders or authorized representatives receive their login credentials for the online General Meeting of Shareholders and electronic voting system, they are entitled to access and vote on matters within the authority of the General Meeting.

After the voting period specified in the system notification ends, the electronic voting system will no longer record any votes submitted by shareholders or their authorized representatives.

**2. Voting:** Shareholders or authorized representatives shall vote on each item listed in the meeting agenda. When voting electronically, for each agenda item, shareholders or their authorized representatives shall select one of three options—“Agree,” “Disagree,” or “Abstain”—on the electronic ballot set up in the voting system. Upon completing votes on all items in a voting session, shareholders or their authorized representatives must click “Vote” to save and submit their results to the system.

**3. Election:** Shareholders or their authorized representatives shall cast their votes using the cumulative voting method. Accordingly, shareholders/authorized representatives may vote by either placing an “X” in the box under the “Evenly Allocated Voting” column or by specifying the number of votes in the box under the “Specified Vote Allocation” column corresponding to the name of the candidate they wish to vote for. Once the voting selections are completed, the shareholder/authorized representative must click “Vote” to submit the voting results to the system.

4. In the event the meeting agenda is supplemented with items proposed by shareholders or groups of shareholders and such items are approved by the General Meeting, shareholders or their authorized representatives may cast additional votes. If shareholders or their authorized representatives do not vote on these supplemental items, it shall be considered that they have abstained from voting on those items.

5. Shareholders or their authorized representatives may change their votes multiple times, but cannot cancel their votes. The electronic voting system will only record the final vote submitted before the closing time of each voting session as prescribed.

## **Article 9. Electronic Vote Counting Method**

**1. Voting:** The voting system records each shareholder’s or authorized representative’s ballot by the number of votes in favor, against, and abstentions.

**2. Election:** The system records the number of votes each candidate receives from the shareholders or their authorized representatives participating in the election.

## **Article. Force Majeure Events**

1. During the online General Meeting of Shareholders and the electronic voting process, force majeure events beyond the control of the Corporation may occur, such as natural disasters, fires, power outages, internet connection failures, other technical issues, or requests or directives from the Government or other competent authorities. The Corporation shall mobilize all available resources to timely resolve the incidents so that the meeting can continue, but not exceeding 60 minutes from the time the incident occurs.

2. In the event that the force majeure circumstances cannot be resolved within 60 minutes, the Chairperson shall declare a temporary suspension of the meeting. All voting results approved before the suspension (if any) shall be deemed invalid. These matters will be re-voted upon in the next convened General Meeting of Shareholders.



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi City

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Hanoi, June 26<sup>th</sup>, 2026

**REGULATIONS ON  
ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE  
SUPERVISORY BOARD OF LICO GI CORPORATION – JSC  
FOR THE 2026 – 2031 TERM OF OFFICE**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding document;

- Pursuant to the Charter of LICO GI Corporation - JSC (Second Amendment and Supplement) approved by the General Meeting of Shareholders on June 24, 2021;

The Regulation on the election of members of the Board of Directors and the Supervisory Board of LICO GI Corporation - JSC (“the Corporation”) for the 2026 – 2031 term at the 2026 General Meeting of Shareholders shall be implemented as follows:

**I. NUMBER, CONDITIONS, CRITERIA AND TERM OF OFFICE OF  
MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD**

**1. Number of the Board of Directors, the Supervisory Board**

- Number of the Board of Directors for the term of 2026 – 2031 is 05 (five) members;

- Number of the Supervisory Board for the term of 2026 – 2031 is 03 (three) members.

**2. Term of Office of Members of the Board of Directors and the Supervisory Board**

The term of office of the Board of Directors and the Supervisory Board shall be five (05) years. The term of office of members of the Board of Directors and members of the Supervisory Board shall correspond to the term of office of the Board of Directors and the Supervisory Board, respectively, shall not exceed five (05) years, and such members may be re-elected for an unlimited number of terms.

**3. Criteria and Conditions for Members of the Board of Directors**

Members of the Board of Directors must satisfy the following criteria and conditions:

a) Having full civil act capacity and not being subject to any prohibition on the establishment and management of enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises and other relevant provisions of law

b) Possessing professional qualifications and experience in business administration or in the business sectors and industries of the Corporation, and not necessarily being a shareholder of the Corporation;

c) Having good health, professional ethics, integrity, and knowledge of the law;

d) Not concurrently serving as a member of the Supervisory Board of the Corporation, but may concurrently serve as a member of the Board of Directors of other companies, provided that such concurrent positions do not exceed five (05) other companies

e) Satisfying other criteria and conditions as prescribed by law and the Internal Corporate Governance Regulations of LICOGI Corporation - JSC.

#### **4. Criteria and Conditions for Members of the Supervisory Board.**

Members of the Supervisory Board must satisfy the following criteria and conditions:

a) Having full civil act capacity and not being subject to any prohibition on the establishment and management of enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises and other relevant provisions of law.

b) Possessing professional qualifications and experience in corporate management; holding at least a university degree in economics, finance, accounting, auditing, banking, law, business administration, or another discipline relevant to the business activities of LICOGI Corporation - JSC, with at least three (03) years of direct working experience in the fields of construction, finance, accounting, auditing, or banking.

c) Not being a family member of any member of the Board of Directors, the General Director, or other managers of LICOGI. Not being a representative of LICOGI's contributed capital, a representative of state capital at LICOGI, or a manager at any subsidiary or affiliated company of LICOGI.

d) Not being a manager of the Corporation and not necessarily being a shareholder or employee of LICOGI.

Not being employed in the accounting or finance department of LICOGI; and not being a member or employee of the independent auditing firm that has audited LICOGI's financial statements during the preceding three (03) consecutive years.

e) Having good health, professional ethics, integrity, and knowledge of the law.

f) Satisfying other criteria and conditions as prescribed by law.

## **II. RIGHT TO NOMINATE MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD**

### **1. Right to nominate members of the Board of Directors and the Supervisory Board**

1.1. The nomination of candidates for election to the Board of Directors shall be conducted in accordance with the principle that shareholders holding voting shares shall have the right to nominate candidates as prescribed in Clause 2, Article 36 of the Charter of

LICOGI Corporation - JSC, specifically “Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate and stand for election to the Board of Directors and shall have the right to aggregate the voting rights of each shareholder to nominate candidates to the Board of Directors.”

1.2. The nomination of candidates for election to the Supervisory Board shall be conducted in accordance with the same principles applicable to the nomination of candidates for election to the Board of Directors as stipulated in Point 1.1, Clause 1, Section II above.

1.3. In the event that the number of candidates for the Board of Directors or the Supervisory Board nominated and self-nominated remains insufficient as required under the Charter of the Corporation, the incumbent Board of Directors may nominate additional candidates to the Board of Directors, and the incumbent Supervisory Board may nominate additional candidates to the Supervisory Board. Any additional nominations made by the incumbent Board of Directors or the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders conducting the election of members of the Board of Directors and members of the Supervisory Board in accordance with the law.

## **2. Other Provisions Relating to the Right to Nominate Members of the Board of Directors and the Supervisory Board**

The nomination must be made in writing. The written nomination must clearly state the name of the shareholder or group of shareholders; the number and class of shares held by such shareholder or group of shareholders; the name of the nominated candidate; and the signatures of the nominating shareholder or group of shareholders.

Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of such grouping before the opening of the General Meeting of Shareholders

## **III. NOMINATION DOSSIER FOR ELECTION TO THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD**

The nomination dossier for election to the Board of Directors and the Supervisory Board shall include:

- Nomination form for candidates to the Board of Directors and the Supervisory Board (in the prescribed form);
- Curriculum vitae self-declared by the nominated candidate (in the prescribed form;
- Copies of the Identity Card (ID)/Citizen Identity Card (CID)/Passport, or other lawful personal identification documents, together with diplomas, certificates and other documents evidencing professional qualifications and expertise...
- In cases where the nominating person is an authorized representative of a shareholder, a Power of Attorney must be attached (bearing the shareholder's signature and

certification by the People's Committee of the ward/commune or a notarization practice organization in the case of an individual shareholder; or bearing the signature of the legal representative and the corporate seal in the case of an organizational shareholder). Such Power of Attorney must include contents authorizing/permitting the use of the entrusted shares for nomination purposes and the aggregation of shares with other shareholders to nominate candidates for election to the Board of Directors and the Supervisory Board.

#### **IV. PRINCIPLES FOR THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD**

1. The voting for the election of members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method, whereby each shareholder or authorized representative (hereinafter referred to as "shareholder/representative shareholder") shall have a total number of votes corresponding to the number of shares owned and represented under authorization multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. A shareholder/representative shareholder may allocate all or part of his/her total votes to one or several candidates

2. The list of candidates for election to the Board of Directors and the Supervisory Board shall be arranged in alphabetical order (A, B, C, etc.) by name, and the full names of the candidates shall be stated on the ballot paper.

3. A shareholder/representative shareholder voting for any candidate shall enter the number of votes in the column "Number of Votes" or mark an "X" in the column "Cumulative Voting" corresponding to such candidate.

4. The total number of votes cast by a shareholder/representative shareholder for all candidates must not exceed the total number of votes such shareholder/representative shareholder is entitled to cast.

5. Principles for determining elected candidates:

- Candidates elected to the Board of Directors and the Supervisory Board shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate receiving the highest number of votes until the required number of members is filled in accordance with regulations.

- In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates having the same number of votes in order to select the candidate(s) receiving the higher number of votes to fill the remaining position(s).

- If the results of the second voting remain tied, the General Meeting of Shareholders shall authorize the Presidium to select the elected candidate(s) according to the alphabetical order A, B, C, etc. shown on the ballot paper.

#### **V. PREPARATION AND ANNOUNCEMENT OF ELECTION RESULTS**

1. After the vote counting is completed, the Vote Counting Committee shall prepare the vote-counting minutes. The contents of the vote-counting minutes shall include: the total

number of shareholders/representative shareholders attending the General Meeting; the total number of shareholders/representative shareholders participating in the voting; the percentage of voting rights of the shareholders/representative shareholders participating in the voting compared to the total voting rights of the shareholders/representative shareholders attending the General Meeting (under the cumulative voting method); the number and percentage of valid and invalid ballots; the number and percentage of votes cast for each candidate to the Board of Directors and the Supervisory Board; and the list of elected members of the Board of Directors and the Supervisory Board

- The full text of the vote-counting minutes must be announced before the General Meeting.

2. The election results shall be recorded in the Resolution of the General Meeting.

## **VI. EFFECTIVENESS**

This Regulation shall take effect immediately upon being approved by the 2026 General Meeting of Shareholders and shall apply solely to the election of members of the Board of Directors and the Supervisory Board of LICOGI Corporation - JSC for the 2026–2031 term at the 2026 General Meeting of Shareholders./.

**FOR AND ON BEHAFL OF BOD  
CHAIRMAN**

**Dinh Viet Tung**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**NOMINATION FORM**

**MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD**  
**LICOGI CORPORATION - CTCP**

**To: The 2026 Annual General Meeting of Shareholders of LICOGI Corporation - JSC**

I/We am/are shareholder(s)/a group of shareholders holding: \_\_\_\_\_ shares.

(In words: \_\_\_\_\_ shares),  
equivalent to \_\_\_\_\_ % of the total voting shares of LICOGI Corporation - JSC (“the Corporation”) as of the record date for exercising the right to attend the 2026 General Meeting of Shareholders (June 26, 2026), including:

<b>No</b>	<b>Name of Nominating Shareholder</b>	<b>Enterprise Registration No./ Identity Card No./Citizen Identity Card No./Passport No., Date of Issue, Place of Issue</b>	<b>Address</b>	<b>Number of Shares Owned</b>	<b>Number of Shares Represented</b>
1.	Organization: ...				
2.	Individual: ...				
3.	Group of shareholders: ...				
	<b>TOTAL</b>				

Pursuant to the Charter on Organization and Operation of LICOGI Corporation - JSC and the applicable provisions of law, after reviewing the conditions and criteria relating to the

nomination of candidates for election to the Board of Directors and the Supervisory Board of LICOGI Corporation - JSC, I/we hereby nominate the following person(s):

1. Mr./Ms.: \_\_\_\_\_  
Date of birth: \_\_\_\_\_  
Identity Card/Citizen Identity Card/Passport No.: \_\_\_\_\_  
Date of issue: \_\_\_\_\_ Place of issue: \_\_\_\_\_  
Address: \_\_\_\_\_  
Nominated for the position of:  
☐ Member of the Board of Directors  
☐ Member of the Supervisory Board
2. Mr./Ms.: \_\_\_\_\_  
Date of birth: \_\_\_\_\_  
Identity Card /Citizen Identity Card/Passport No.: \_\_\_\_\_  
Date of issue: \_\_\_\_\_ Place of issue: \_\_\_\_\_  
Address: \_\_\_\_\_  
Nominated for the position of:  
☐ Member of the Board of Directors  
☐ Member of the Supervisory Board
3. ....

**Attachments:**

- Curriculum vitae self-declared by the candidate (with a photograph taken within the most recent six (06) months attached);
- Notarized copies of the candidate's ID Card/Citizen Identity Card/Passport, diplomas and certificates;
- Notarized copies of the Enterprise Registration Certificate/ID Card/Citizen Identity Card/Passport of the nominating shareholder/group of shareholders;
- Power of Attorney (in cases where the nominating person is an authorized representative of a shareholder) (bearing the shareholder's signature and certification by the People's Committee of the ward/commune or a notarization practice organization in the case of an individual shareholder; or bearing the signature of the legal representative and the corporate seal in the case of an organizational shareholder), including authorization contents such as: authorization/permission to use the entrusted shares for nomination purposes and to aggregate shares with other shareholders in order to nominate candidates for election to the Board of Directors and the Supervisory Board of LICOGI Corporation - JSC;
- Other relevant documents (if any).

I/We hereby undertake that:

1. The above-mentioned candidate(s) fully satisfy the eligibility criteria and conditions as prescribed by applicable laws and the Charter on organization and operation of LICOGI Corporation - JSC.
2. I/We shall ensure the maintenance of sufficient ownership of voting shares of LICOGI Corporation - JSC up to the record date for exercising the right to attend the 2026 General Meeting of Shareholders (May 27, 2026), in order to ensure the legal validity of the right to nominate the above-mentioned candidate(s) for membership of .....

Sincerely!

**HAREHOLDER / REPRESENTATIVE OF  
A GROUP OF SHAREHOLDERS**

*(Sign, full name)*

**Note:** The nomination form should be sent to the Board of Directors of LICOGI Corporation - JSC **no later than 16:00 on June 23, 2026** for information disclosure purposes, at the following address: Board of Directors Office-LICOGI Corporation-JSC G1 Building (No. 491 Nguyen Trai Street), Thanh Liet Ward, Hanoi, Vietnam

Fax: (0243) 8542655, If sent by fax, the original hard copy must also be sent via express delivery to the Board of Directors of LICOGI.

Image 4x6

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**CURRICULUM VITAE**

**1. Personal information**

- Full name at birth (in CAPITAL LETTERS): .....
- Commonly used name: .....
- Alias: .....
- Date of birth: .....
- Place of birth (commune/district/province): .....
- Nationality: .....
- Permanent address (as stated in Identity Card/Citizen Identity Card): .....
- Contact address: .....
- Identity Card/Citizen Identity Card/Passport No.: .....
- Issued by: ..... Date of issue: .... / .... / ....
- Name/Address of authorized representative organization (if any): .....

**2. Educational background**

- General education: .....
- Professional qualifications / expertise: .....
- Academic title(s) / degree(s): .....

**3. Working experience** (*clearly stating working history and managerial positions held*)

- From (month/year) – to (month/year): .....
- From (month/year) – to (month/year):: .....
- From (month/year) – to (month/year):: .....

**4. Family relationships**

(spouse, biological parents, adoptive parents, parents-in-law, children, adopted children, sons-in-law, daughters-in-law, siblings, brothers/sisters-in-law, etc.):

Full name	Relationship	Year of birth	Occupation and working organization

**5. Interests related to LICOGI Corporation - JSC and its related parties:**

.....

**6. Commitment**

I hereby commit not to violate the provisions of applicable laws and the Charter of LICOGI Corporation - JSC; declare that the above information is true and correct, and I take full legal responsibility for all information stated in this declaration.

*(Authenticated signature in accordance with the law, or certification by the commune/ward People's Committee of the place of residence, or certification by the nominating organization)*

....., June , 2026

Declarant

(Signature and full name)

**Note:** *A notarized copy of diplomas and certificates must be attached to the curriculum vitae*



## LICO GI CORPORATION - JSC

Address: G1 Building, Thanh Liet, Hanoi

Tel: 84-4-38542365 Fax: 84-4-38542655 Email: [info@licogi.vn](mailto:info@licogi.vn) Webstie: [www.licogi.com.vn](http://www.licogi.com.vn)

Enterprise code: 0100106440

Hanoi, June 26, 2026

# **REPORT OF THE BOARD OF DIRECTORS ON ACTIVITIES IN 2025, 2021-2026 TERM AND ORIENTATION FOR 2026, 2026-2031 TERM**

## **PART I. PERFORMANCE OF THE BOARD OF DIRECTORS IN 2025 AND 2026- 2031 TERM**

### **1. Situation Overview**

The 2021–2022 period was severely impacted by the COVID-19 pandemic, during which economic growth slowed and production and business activities faced significant difficulties. From mid-2022, the economy began to gradually recover; however, it remained volatile, directly affecting the operations of the Corporation. During the 2023–2024 period, the real estate market declined, credit policies were tightened, and rising input costs negatively impacted the Corporation’s output, revenue, and business efficiency. Nevertheless, increased public investment and the recovery of the industrial sector created favorable conditions for the Corporation to gradually stabilize its production and business activities. In this context, LICO GI proactively implemented restructuring measures, enhanced its competitiveness, and oriented its strategic shift toward infrastructure and industrial construction sectors in a more sustainable and efficient manner.

During the term, the Corporation’s governance and executive management structure underwent a number of changes aimed at enhancing governance effectiveness and aligning with the Corporation’s strategic direction and development requirements at each stage.

- The Board of Directors (the “BOD”) submitted proposals to the Annual General Meeting of Shareholders (“GMS”) on three occasions for the dismissal and election of additional members of the Board of Directors and the Supervisory Board (“SB”) in compliance with the Law on Enterprises and the Corporation’s Charter. Specifically, three BOD members were dismissed and three new members were elected to replace them; two Supervisors were dismissed and two new Supervisors were elected.

With respect to the Executive Management Board, there were two changes of the General Director, two changes of Deputy General Directors, two Deputy General Directors retired in accordance with applicable regulations, and two changes of the Chief Accountant of the Corporation.

The dismissal and appointment of managerial personnel were carried out in strict compliance with the Corporation’s internal regulations on personnel appointment.

## **2. Results of the Performance of Duties and Powers of the Board of Directors**

### **2.1. Performance Results**

*The Board of Directors (“BOD”) fully exercised its rights and fulfilled its obligations in accordance with applicable laws, the Corporation’s Charter, and resolutions of the General Meeting of Shareholders (“GMS”), specifically as follows:*

Following the election and supplementary election of BOD members by the GMS, the BOD elected the Chairman and Vice Chairman of the Board. The Chairman assigned responsibilities to each BOD member in accordance with their qualifications and expertise, while promoting their capabilities, intellect, independence, and creativity. The BOD operated in accordance with its Organization and Operation Regulations, ensuring the principles of centralized leadership, democracy, collective decision-making, and individual accountability. The members of the BOD maintained unity and consensus, engaging in discussions and debates on matters where differing opinions existed in order to reach common agreement.

The BOD adequately prepared agendas, contents, and supporting documents, convened and successfully organized the Annual General Meetings of Shareholders, or obtained shareholders’ opinions in writing, in compliance with applicable laws and the Corporation’s Charter. Based on the resolutions adopted by the 2021 General Meeting of Shareholders, the BOD promulgated the Corporation’s Charter (Second Amendment and Supplement), the Internal Corporate Governance Regulations (First Amendment and Supplement), and the Regulations on the Operation of the Board of Directors (Second Amendment and Supplement) to ensure compliance with legal requirements and the guidance issued by the Ministry of Finance applicable to public companies.

- Issued annual action plans for the implementation of the resolutions of the General Meeting of Shareholders and directed as well as supervised the Executive Management in organizing and carrying out such resolutions.

- Maintained regular quarterly Board meetings, as well as extraordinary meetings when necessary, to ensure the timely resolution of business matters. In order to enable prompt decision-making and seize business opportunities while maintaining the principles of independent and prudent governance, members of the Board of Directors acted proactively and responsibly by increasing the use of consultations, discussions, written opinions, and email communications. During the past term, the Board of Directors convened 62 meetings (averaging 12 meetings per year) and issued 493 resolutions and decisions. The issuance of such resolutions and decisions was carried out in full compliance with applicable legal requirements and the Corporation’s internal regulations.

*(Details of the resolutions, decisions, and minutes of meetings are currently maintained and archived at the Office of the Board of Directors.)*

- Corporate governance: The Board of Directors managed the Corporation in accordance with applicable laws, the Corporation’s Charter, the Regulations on the Operation of the Board of Directors, the Internal Corporate Governance Regulations

approved by the General Meeting of Shareholders, the Financial Regulations, the Information Disclosure Regulations, and other relevant rules and regulations. These governance activities were aimed at protecting the interests of the Corporation and its shareholders while enabling the General Director to proactively manage business operations under the supervision and oversight of the Board of Directors. In addition, the Board regularly directed the review, amendment, supplementation, and timely issuance of internal regulations and policies in line with best practices for public companies, thereby ensuring transparency and enhancing the effectiveness of corporate governance.

- Related-party transactions: During the past term, the Corporation entered into 68 loan agreements and loan extension agreements with its major shareholder, Dong Khu Real Estate Investment and Business Company Limited, to support its business operations. The Corporation also entered into 99 contracts relating to construction works, trading of goods and materials, and loan transactions with companies in which members of the Board of Directors, Supervisory Board, General Director, and other managers of the Corporation have served or are currently serving as members of the Board of Directors or General Directors (Directors). All of these contracts and transactions were of relatively small value and fell within the approval authority of the Board of Directors pursuant to the Law on Enterprises and Article 59 of the Corporation's Charter. During the year, no contracts or transactions were entered into with members of the Board of Directors, Supervisory Board, General Director, Deputy General Directors, Chief Accountant, or their related persons.

- Investment activities: During the term, the Board of Directors directed the Corporation to concentrate its resources on the development of housing and urban area projects, including the Thinh Liet New Urban Area Project, the South Ha Long Railway Station New Urban Area Project, and the project for the shell-and-core construction of residential units along National Highway 18A. The Corporation also terminated the implementation of the LICOGI Corporation Headquarters Construction Project at Land Plot No. 07-E7 in the Cau Giay New Urban Area following the issuance of Decision No. 4982/QĐ-UBND dated 24 September 2024 by the Hanoi People's Committee regarding the termination of the assignment of project-investor studies for 11 land plots in the Cau Giay New Urban Area, including Plot No. 07-E7.

- Financial position and business performance:

During the 2021–2025 period, the Corporation's financial position and business performance experienced fluctuations; however, the overall trend was one of recovery and significant improvement in operating efficiency during the latter years of the term. Net revenue remained relatively stable and showed an upward trend, increasing from VND 1,988 billion in 2021 to VND 2,276 billion in 2025, representing growth of approximately 14.5%.

Profit before tax and profit after tax declined sharply in 2023, reflecting the general difficulties faced by the construction and real estate markets. Nevertheless, profitability recovered positively from 2024 and grew strongly in 2025, with profit before tax reaching

VND 124 billion and profit after tax reaching VND 106 billion, representing increases of nearly eight times and fifteen times, respectively, compared with 2023.

Compared with the annual business plans approved by the General Meeting of Shareholders, actual performance varied from year to year. Notably, actual profit before tax in 2024 and 2025 exceeded planned targets, reflecting the Corporation's efforts in management, cost optimization, and operational restructuring. However, revenue and production value targets were not achieved in certain years, indicating that business operations continued to be affected by market conditions and project implementation schedules.

With respect to the financial structure, the leverage ratio (Total Assets/Equity) remained relatively high but stable throughout the period, fluctuating between approximately 9.4 and 9.9 times. This indicates that the Corporation continues to rely significantly on borrowed capital and highlights the need for ongoing financial risk management in the coming years.

Overall, the Corporation's financial position improved in both scale and efficiency toward the end of the term. Nevertheless, certain risks remain, particularly those relating to capital structure, debt obligations, and asset quality. These issues will continue to require close attention and direction from the Board of Directors in the next term in order to enhance the Corporation's financial sustainability and resilience.

- Debt collection and receivables management: Debt recovery was one of the key areas of focus of the Board of Directors, particularly in the context of financial constraints. The Board regularly held meetings with the Executive Management Board and the Debt Recovery Committee to monitor progress and develop specific solutions for individual receivables, especially long-outstanding and doubtful debts.

- Implementation of the Corporation's restructuring program:

Based on the Corporation's restructuring orientation approved by the General Meeting of Shareholders in 2024, the Board of Directors directed the Executive Management Board to develop a restructuring plan for approval by the Board and subsequent implementation.

In 2024, the Corporation reorganized its workforce and streamlined its organizational structure to better align with business and operational requirements. As a result, the number of employees was reduced from 121 to 57, while maintaining an effective operating structure and contributing to a reduction in management and administrative costs.

In 2025, the Corporation officially terminated the operation of its Representative Office in Ho Chi Minh City effective from 1 July 2025, in accordance with the resolution approved by the 2025 General Meeting of Shareholders.

- Divestment from enterprises in which the Corporation holds equity interests:

During the term, the Corporation implemented divestment transactions in several investee companies as follows:

LICOGI 14 Joint Stock Company: 2,149,700 shares; Investment and Construction Joint Stock Company No. 18 (LICOGI 18): 196,600 shares; LICOGI 13 Joint Stock Company: 1,000,000 shares; Bac Ha Hydropower Joint Stock Company: 2,000 shares

For the remaining companies in the approved divestment portfolio, divestment activities have either not yet been implemented or have only been carried out on a limited scale due to unfavorable market conditions, continued volatility in the stock market, and the inability to identify suitable investors or strategic partners.

## ***2.2. Working Relationship of the Board of Directors***

- Members of the Board of Directors maintained close coordination and regularly exchanged information on matters related to their assigned responsibilities. The Board member is primarily responsible for a particular matter proactively coordinated its handling whenever issues arose that were related to areas under the responsibility of other Board members.

- The Board of Directors issued resolutions and decisions for implementation by the General Director and the executive management team. At the same time, the Board monitored and supervised the implementation of such resolutions and decisions. Depending on the agenda of regular or extraordinary meetings, the Board invited the General Director, Deputy General Directors, Chief Accountant, heads of relevant departments, and the Corporation's capital representatives at investee enterprises to attend meetings, present reports on specific matters, and provide their opinions and recommendations.

- The Board of Directors maintained close cooperation with the Supervisory Board while ensuring its operational independence. Notices of meetings and meeting materials of the Board of Directors were provided to Supervisors in the same manner and within the same timeframes as those applicable to Board members, in accordance with relevant regulations. The Board respected, carefully considered, and duly took into account the opinions and recommendations expressed by Supervisors attending Board meetings.

## **3. Shortcomings and Limitations**

During the past term, in addition to the achieved results, the direction and management of the Board of Directors still revealed several shortcomings and limitations that need to be seriously acknowledged, as follows:

- The effectiveness of production and business operations has not been stable, reflected in significant fluctuations in profit indicators, particularly in 2023 when profit declined sharply compared to previous years. This shows that the Company's production and business capacity remains limited in the face of adverse developments and negative market impacts;

- Although management has prioritized capital preservation and efforts to improve accumulated losses (from the pre-equitization period), production and revenue targets have not yet met the plan assigned by the General Meeting of Shareholders. Therefore, the Board

of Directors needs to adopt breakthrough solutions to promote revenue growth in the coming period;

- The financial structure is not yet truly safe, with a high financial leverage ratio maintained throughout the 2021–2026 period, indicating heavy dependence on borrowings; financial risk management and capital balancing need to be further strengthened;

- The divestment from enterprises in which the Corporation holds capital remains limited and has not met expectations. Stronger and more decisive implementation is required to unlock capital, reduce financial pressure, and improve capital efficiency;

- Although the Board of Directors has directed the Executive Board and relevant units to implement measures to address and rectify audit qualifications over the years, several issues remain unresolved, affecting the quality of the consolidated financial statements and the Corporation's financial governance;

There has not been sufficient decisiveness in directing the development and issuance of a Salary Regulation and annual salary progression mechanism to replace the outdated current salary regulation, which is one of the causes of difficulties in recruitment, attracting, and retaining employees.

#### **4. Assessment of the Performance of the Executive Management Board**

The Board of Directors has exercised its authority to issue resolutions and decisions, and has conducted supervision, inspection, and direction of the Executive Management Board and other managers in the conduct of the Corporation's day-to-day business operations in accordance with the Corporation's Charter, the Regulations on the Operation of the Board of Directors, and other relevant internal governance regulations of LICOGL.

The management and executive activities of the Executive Management Board have been carried out in compliance with applicable laws and the Corporation's internal governance regulations. The Executive Management Board has demonstrated considerable effort and commitment in corporate management, debt recovery, cash flow management, and the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors, thereby maintaining stable operations and gradually meeting the objectives, directions, and requirements set by the General Meeting of Shareholders and the Board of Directors. Throughout the five-year term, the Parent Company maintained profitability in every year.

However, certain targets approved by the General Meeting of Shareholders were not achieved. These included employment generation, production output, and revenue targets, while outstanding receivables remained high, financial imbalance persisted, and interest expenses continued to place significant pressure on the Corporation's sustainable development.

The objective and subjective causes of these shortcomings have been reported annually by the Board of Directors and have also been presented by the General Director in the Report on Business Performance in 2025, the 2026 Business Plan, and the Five-Year

Development Orientation for the 2026–2031 period.

## **5. Remuneration, Compensation and Operating Expenses of the Board of Directors and the Supervisory Board**

- Based on the remuneration framework for the Board of Directors approved annually by the General Meeting of Shareholders, the Board of Directors arranged for the payment of salaries and remuneration to individual Board members in a consistent manner. Such payments were separately disclosed in the Corporation's annual financial statements and submitted to the General Meeting of Shareholders for approval. In 2025, the total salaries and remuneration paid to the Board of Directors amounted to VND 1,354,000,000, equivalent to 91% of the approved plan, while the total remuneration paid to the Supervisory Board amounted to VND 456,000,000, equivalent to 79% of the approved plan.

- Other expenses incurred for members of the Board of Directors and the Supervisory Board, including working facilities, transportation, telephone expenses, and meal allowances, were provided in accordance with the Corporation's regulations and on a prudent and cost-efficient basis. Apart from these items, neither the Board of Directors nor the Supervisory Board incurred any additional expenses.

## **PART II. OPERATIONAL ORIENTATION OF THE BOARD OF DIRECTORS FOR 2026 AND THE 2026–2031 TERM**

- In 2026, Vietnam's construction and infrastructure development market is expected to maintain its growth momentum, driven by the continued acceleration of public investment, particularly in transportation infrastructure, energy projects, and industrial park development. In addition, the gradual recovery of the real estate market, together with the continued increase in foreign direct investment (FDI) inflows, is expected to stimulate demand for both industrial and civil construction projects.

- For LICOGI Corporation – Joint Stock Company, this presents an opportunity to leverage its strengths in infrastructure construction, foundation engineering, and industrial construction. However, the market also continues to face a number of challenges, including increasingly intense competition among contractors, fluctuations in construction material prices, and project implementation schedules that remain dependent on the disbursement of investment capital.

In light of the above opportunities and challenges, the Board of Directors of the Corporation has established the following key objectives, strategic orientations, and specific solutions.

### **1. Performance of the Duties and Responsibilities of the Board of Directors**

- As the governing body of the Corporation, the Board of Directors will fully exercise its rights and fulfill its obligations in accordance with applicable laws, the Corporation's Charter, the Regulations on the Operation of the Board of Directors, the Internal Corporate Governance Regulations, and the resolutions of the General Meeting of Shareholders. The Board will act in the best interests of the Corporation and its

shareholders, with particular emphasis on developing and submitting for approval by the General Meeting of Shareholders medium-term development strategies and annual business plans that are closely aligned with the Corporation's actual circumstances and the development orientations and policies of the Government.

## **2. Organizational Restructuring, Corporate Transformation and Development**

- The Corporation will continue reviewing and evaluating the performance of its dependent branches and will propose the dissolution or termination of operations of those branches that are operating inefficiently.

- The operations of subsidiaries and associate companies will also be comprehensively assessed in order to develop appropriate restructuring measures that maximize the interests of the Corporation. The management of the Corporation's invested capital in other enterprises will be strengthened through regular reviews and evaluations of the performance of capital representatives, as well as the selection and appointment of qualified personnel to undertake these responsibilities, particularly in enterprises where the Corporation has significant investment exposure.

- Functional departments will be reorganized and restructured to ensure a streamlined, efficient, and effective organizational structure. At the same time, the Corporation may recruit additional high-quality personnel to support its development needs and strategic objectives, optimize human resources, reduce operating costs, and enhance adaptability to changing market and business conditions.

- The Corporation will develop a set of key performance indicators (KPIs) and job descriptions for employees; update its remuneration and salary policies; incorporate new requirements under the Labour Code and other relevant regulations; and prepare and issue new employment contract templates. The Corporation will also undertake the re-execution of employment contracts for its existing workforce in accordance with the updated regulatory framework.

## **3. Business Operations**

- Continue implementing the restructuring orientation approved by the General Meeting of Shareholders in 2024, focusing on strengthening core business areas, including construction and installation; industrial production and construction materials; and residential and urban real estate investment and development, thereby gradually stabilizing operations and, in the future, potentially considering diversification into other business sectors;

- Proactively seek and develop infrastructure, industrial, and energy projects, while enhancing cooperation with domestic and foreign partners to expand market presence and improve the efficiency of production and business operations.

- The Board of Directors has established, as a key objective throughout the term, the maintenance of a minimum double-digit profit growth rate in line with the Government's policy of promoting strong and sustainable economic growth in the coming years. At the same time, the Corporation will focus on fully eliminating accumulated losses, improving

operational efficiency, and strengthening risk management to ensure that no losses are incurred throughout the entire term.

#### **4. Urban Development and Housing Project Investments**

-Expedite the preparation and completion of legal documentation for submission to relevant departments, agencies, and the Hanoi People's Committee in order to obtain an extension of the investment policy approval for the Thinh Liet New Urban Area Project during 2026.

- The Corporation will proactively prepare the necessary resources and conditions to ensure readiness for the subsequent stages of project implementation once the Hanoi People's Committee issues its decision approving the adjustment of the investment policy for the Thinh Liet New Urban Area Project.

- In addition, continued emphasis will be placed on the efficient utilization of existing resources, including machinery, equipment, and physical assets, with a view to reducing costs and enhancing overall operational efficiency.

#### **5. Risk Management and Internal Control**

- The Corporation will continue to review, update, and improve its system of internal regulations, policies, and management procedures to ensure compliance with applicable laws and corporate governance requirements.

- The corporate governance framework will be further enhanced in line with modern governance practices and standards, thereby strengthening the effectiveness of internal controls, improving transparency, and mitigating operational and business risks.

#### **6. Financial Management**

- The Corporation will continue to restructure its debt obligations and optimize its financial investment portfolio. Financial plans will be developed for each stage to ensure the efficient utilization of capital for business operations, investment activities, and debt repayment, thereby gradually reducing interest expenses.

- Greater emphasis will be placed on project acceptance, final settlement, and debt collection activities. For long-outstanding and difficult-to-recover receivables, the Corporation will continue to strengthen and complete the relevant legal documentation in order to facilitate resolution in accordance with applicable laws and regulations.

- In addition, the Corporation will further enhance the quality of its financial and accounting management practices to ensure the provision of complete, transparent, and timely financial information. Financial investments will be reviewed regularly, and provisions will be recognized and processed in accordance with applicable regulations. At the same time, the Board of Directors will direct the Executive Management Board and relevant units to develop a clear roadmap and specific measures to gradually address audit qualifications and audit findings, thereby improving the quality of the Corporation's financial statements and enhancing transparency in its operations.

- Cost management and the application of economic and technical norms will be

strengthened, together with improvements in management effectiveness throughout the entire project cycle, including bidding, contract administration, project execution, acceptance, and final settlement. Technical innovations and management improvement initiatives will continue to be encouraged in order to control costs and enhance overall business performance and operational efficiency.

## **7. Investment and Development Activities**

- LICOGI Corporation – Joint Stock Company will continue to pursue its strategic orientation as a general construction contractor, with its subsidiaries serving as the direct construction and project execution entities.

- The Corporation will concentrate its resources on accelerating the implementation of urban development and housing projects. Investments in new machinery and equipment will be undertaken only after careful evaluation of operational requirements, investment efficiency, and capital utilization effectiveness.

- At the same time, the Corporation will continue to review and dispose of outdated, obsolete, or surplus equipment that is no longer required for operations. The proceeds from such disposals will be used to reinvest in machinery and equipment that are better aligned with technological requirements and capable of enhancing construction productivity and operational efficiency.

## **8. Development of the LICOGI Brand and Shareholder Relations**

- The Corporation will continue to maintain and strengthen cooperative relationships with its subsidiaries, associate companies, and other enterprises bearing the LICOGI brand in order to align development strategies in terms of markets and technology, facilitate information sharing, and promote cooperation across business activities on the principles of equality, autonomy, and mutual benefit.

- Effective from 1 January 2026, the Corporation will no longer qualify as a public company under the provisions of Law No. 56/2024/QH15 dated 29 November 2024 on the amendment and supplementation of a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations, as it no longer satisfies the requirement that at least 10% of its voting shares be held by a minimum of 100 investors who are not major shareholders.

- Although the Corporation will no longer be classified as a public company, it remains committed to strengthening its relationship with shareholders through timely, transparent, and comprehensive disclosure of information on the Corporation's website, enabling shareholders to closely monitor and stay informed of all business and operational activities of the Corporation. The Corporation is currently awaiting the official decision of the State Securities Commission regarding this matter.

- The Corporation's leadership will continue to maintain regular communication with representatives of major shareholders to ensure alignment on development strategies,

address urgent matters in a timely manner, and seek support from major shareholders in areas such as financing and business opportunities.

- The above constitutes the Board of Directors' Report on its activities in 2025, the 2021–2026 term, and its operational orientation for 2026 and the 2026–2031 term.

- Drawing upon its 65-year tradition of construction and development, together with a strong spirit of unity, determination, and resilience, the Board of Directors firmly believes that LICOGI Corporation will overcome all challenges and continue to achieve sustainable growth and development.

The Board of Directors welcomes and appreciates the valuable comments and recommendations of shareholders, which will assist the Board and the Corporation's management in successfully fulfilling the responsibilities entrusted to them by the General Meeting of Shareholders.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Dinh Viet Tung**



## LICO GI CORPORATION - JSC

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Hanoi, June , 2026

### REPORT OF THE GENERAL DIRECTOR ON THE BUSINESS PERFORMANCE IN 2025 AND THE BUSINESS PLAN FOR 2026

Based on the actual data of the 2025 performance report and the current status of operations carried out by the Parent Company and its subsidiaries, the General Director of LICO GI Corporation – JSC respectfully submits to the General Meeting of Shareholders the report on the business performance results in 2025 and the business plan for 2026 of the Corporation as follows

#### I. BUSINESS PERFORMANCE IN 2025, 2021-2025 PERIOD

##### 1. Business performance in 2025

##### *1.1. Assessment of the Parent Company's Performance in Implementing the 2025 Plan*

The year 2025 is considered to have provided favorable conditions for enterprises in the construction sector in general, as well as for companies within the LICO GI system in particular. However, for LICO GI Corporation – JSC, due to ongoing financial difficulties and the fact that the capital restructuring plan has not been implemented as scheduled, production and business activities in 2025 have not yet achieved a breakthrough or strong growth.

Overall, the Corporation's business results in 2025 basically met and exceeded the targets approved by the General Meeting of Shareholders for 2025, as follows:

No	Item	Unit	2025 Plan	2025 Actual	Percentage % actual 2025/ Plan 2025
<b>I</b>	<b>Parent Company</b>				
1	Production value	VND billion	286,960	339,170	118,2
2	Revenue	VND billion	430,745	432,117	100,3
3	Profit before tax	VND billion	6,699	6,697	99,9
4	Profit after tax	VND billion		6,697	
5	Contributions to the State Budget	VND billion	348,885	377,690	108,3
6	Devidend (%)	%			
7	Investment value	VND billion	0,616	0,500	81,2
<b>II</b>	<b>Parent-Subsidiary Consolidation</b>				
1	Production value	VND billion	2.178,059	2.274,286	104,4
2	Revenue	VND billion	2.427,674	2.470,371	101,8
3	Profit before tax	VND billion	52,107	124,270	238,5
4	Profit after tax	VND billion		106,642	

No	Item	Unit	2025 Plan	2025 Actual	Percentage % actual 2025/ Plan 2025
5	Contributions to the State Budget	VND billion	513,917	486,814	94,7
6	Investment value	VND billion	490,786	125,387	25,5

### ***1.2. Implementation of on going works:***

In 2025, the parent company – LICOGI Corporation (JSC) signed 04 construction contracts with a total value of VND 381.547 billion. These projects include: construction of technical infrastructure and low-rise buildings for the Ha Phong Residential and Commercial Service Area – Quang Ninh; site leveling, gate and fence works for the Residential and Commercial Service Area in Bac Giang City; construction of technical infrastructure for the Tay Yen Tu Spiritual and Ecological Area; and completion of remaining works under previously signed contracts with a remaining value of VND 63.713 billion.

Most of these projects were contracted by LICOGI Corporation and assigned to its subsidiaries for execution. Overall, the construction works have basically ensured the required schedule and quality standards.

### ***1.3. Financial situation of parent company:***

#### ***a. Payment capacity:***

- In 2025, the financial situation of the Parent Company remained difficult and financially imbalanced. Current liabilities exceeded current assets by VND 791 billion, although this gap improved by VND 33 billion compared to the beginning of the year (VND 824 billion at the beginning of 2025). Total outstanding borrowings as of 31 December 2025 amounted to VND 1,510 billion, of which short-term borrowings were VND 884 billion, accounting for 59% of total debt structure. The shortage of capital and the imbalance in funding sources significantly affected the Company's ability to meet due principal and interest payments, as well as to secure sufficient funding for production and business activities.

Financial investments and dividend income from subsidiaries and associate companies:

- The value of financial investments as of 31/12/2025: VND 1,819.308 billion, including:

- + Investments in subsidiaries : VND 1,448.580 billion;
- + Investments in associate companies : VND 321.547 billion;
- + Other investments : VND 49.181 billion;
- + Provision for impairment of financial investments : VND 123.835 billion.

- Dividend income: Dividends distributed in 2025 amounted to VND 88 billion. The financial investments generating returns include: Bac Ha Hydropower Joint Stock Company; Dong Anh Building Materials Joint Stock Company; Dong Anh Mechanical Joint Stock Company; and Dakdrinh Hydropower Joint Stock Company.

- Some investments in subsidiaries over the past period have not been effective. These companies have incurred prolonged losses, are unable to repay bank loans, and their assets

have been liquidated by banks to recover debts. In addition, tax authorities have enforced tax obligations and blocked invoices. Several entities have almost ceased operations and accumulated losses. The qualified opinions in the consolidated financial statements of the Corporation are largely derived from the financial statements of these companies, including: LICOGI Quang Ngai Company, LICOGI 10 Company, LICOGI 15 Company, LICOGI 20 Company, Electromechanical Installation Company, and LICOGI 2 One-Member Limited Liability Company.

***b. Results of divestment activities in 2025:***

In 2025, the Corporation completed the divestment of its financial investment in Investment and Construction Joint Stock Company No. 18 (LICOGI 18), with 106,900 shares sold. The total proceeds amounted to VND 4.678 billion. This divestment contributed to partially easing the Corporation's difficulties in meeting principal and interest payments on bank loans during 2025.

In addition, for the divestment portfolio approved by the Annual General Meeting of Shareholders, the Corporation has not yet executed any further divestment transactions in companies such as Bac Ha Hydropower Joint Stock Company, LICOGI 12, LICOGI 13, and LICOGI 14, mainly due to unfavorable market prices and the absence of suitable buyers.

Given the current financial imbalance, continued financial restructuring and reorganization of investment portfolios in 2026 is considered essential for the Corporation's operations. Furthermore, the underperformance of several subsidiaries has had a significant negative impact on the Corporation's financial situation and brand reputation. Therefore, it is necessary to review, restructure, or fully divest the Corporation's capital contributions in these subsidiaries. This would help recover inefficient investments, address audit qualifications comprehensively, and reduce accumulated losses recorded in the Corporation's consolidated financial statements.

***1.4. Status of project implementation of the Corporation***

***Think Liet New Urban Area Project:***

**Land use scale:** 351,618 m<sup>2</sup> located in Hoang Mai Ward, Hanoi City.

As of 31/12/2025, the total area of land already cleared is 298,504.9 m<sup>2</sup>; the remaining area still under compensation and site clearance is 53,113.1 m<sup>2</sup>.

In 2025, the Corporation also completed the temporary payment of VND 348.885 billion to the State Budget for the item "*Opportunity Cost of the Think Liet New Urban Area Project*," in accordance with the Government Inspectorate's Conclusion No. 1229/KL-TTCP dated 30/05/2023 (*payment made on 23/04/2025*). Accordingly, LICOGI Housing and Urban Development One-Member Limited Liability Company has met the conditions to proceed with procedures for adjustment of the investment policy and other subsequent legal steps, serving as a basis for implementing the project investment components.

At the same time, in 2025, the Corporation also approved amendments to several contents of the “Thinh Liet New Urban Area Project,” including: adjusting the project implementation schedule to be completed in Q3/2029, and changing the project name to “Yen So Lakeside New Urban Area Project.

#### ***1.5. Investment, management, and utilization of machinery and equipment in 2025:***

- *Investment, repair, and maintenance:* Maintenance and repair of machinery and equipment mainly involved servicing several passenger vehicles at the Corporation’s head office. In addition, repairs were carried out on machinery and equipment that could be leased to partners, including the Casagrande B300XP bored piling rig, Hitachi KH 180 crane, Nippon Sharyo DH650 crane, and several auxiliary equipment items, with total expenditure of approximately VND 0.5 billion.

- *Disposal of machinery and equipment:* Due to the fact that machinery and equipment assets are currently mortgaged to banks, the Corporation has not been able to carry out any asset disposal activities.

- *Asset utilization:* The utilization of machinery and equipment in the past year has shown significant improvement and positive development. The total annual value of machinery, equipment, and tools leasing contracts reached VND 2.07 billion, making a significant contribution to offsetting depreciation expenses as well as equipment maintenance and repair costs of the enterprise.

#### ***1.6. Personnel organization and enterprise restructuring activities:***

As of 01/01/2025, the total number of employees in the Corporation’s departments and units was 57, all of whom were participating in social insurance. By 31/12/2025, the number of employees remaining in the Corporation’s departments and units was 56, of whom 49 were participating in social insurance.

The remaining 56 employees are key personnel working at the Board of Directors, Supervisory Board, Executive Board, functional departments of the Corporation, and the Corporation’s Trade Union Office. They are responsible for performing professional and operational tasks across various fields of the Corporation, implementing assigned political tasks, and safeguarding employees’ rights and interests.

In addition, in order to manage, preserve, and enhance the efficiency of the Corporation’s invested capital in other enterprises, during 2025 the Corporation also assigned (authorized) certain personnel to act as capital representatives and controllers. The Corporation also nominated and introduced personnel to participate in governance, management, and supervisory roles in 13 subsidiaries, 10 associate companies, and other investee enterprises.

## **2. Business performance results for the 2021–2025 period and development orientation for 2026–2031**

### ***2.1 Business performance results for the 2021–2025 period***

*Unit: VND billion*

No	INDICATOR	2021	2022	2023	2024	2025
1	<b>Parent company</b>					
1.1	Total Revenue	591,873	521,363	479,503	334,632	432,117
1.2	Profit after corporate income tax	9,464	12,550	6,129	5,329	6,697
2	<b>Parent subsidiaries consolidation</b>					
2.1	Total Revenue	2.204,651	2.325,434	2.205,197	2.432,413	2.470,371
2.2	Profit after corporate income tax	103,487	43,908	6,795	73,351	106,642

Overall, the business performance in the 2021–2025 period, although not marked by breakthrough growth in revenue or output, has still ensured the fulfillment of annual targets approved by the General Meeting of Shareholders (GMS). The Corporation has maintained stable growth, preserved capital, and created a foundation for future development in the coming years.

Specifically:

The parent company's total revenue for the 2021–2025 period reached VND **2,359.488** billion, with total profit of VND **40.169** billion.

The consolidated revenue (parent–subsidiaries) reached VND **11,638.066** billion, with consolidated profit of VND **334.183** billion.

***2.1. Development orientation for the 2026–2031 period***

Based on the socio-economic development objectives for the 2026–2031 period, the actual situation of the Corporation, and building on its strengths and achievements while addressing limitations from the 2021–2025 period, LICOGI Corporation – Joint Stock Company aims to become a strong enterprise in the construction and infrastructure sector, acting as a main contractor in the coming period. The Corporation targets an average annual growth rate of at least 10%–15% during 2026–2031, with a breakthrough phase expected in 2027–2028. To achieve these objectives, the Corporation will implement the following key solutions:

\* Continuing organizational restructuring and efficiency improvement:

- Continue reviewing, evaluating, reorganizing, and restructuring functional departments to ensure a streamlined, efficient, and effective organizational structure.

- Recruit additional qualified and competent management personnel with strong organizational capabilities to ensure effective operation when implementing infrastructure

and construction projects.

- Review and reassess capital representative personnel at invested enterprises; where necessary, propose to the Board of Directors and General Meeting of Shareholders to replace or dismiss representatives who fail to perform their duties effectively or do not act in the best interests of the Corporation.

- Cooperate and establish linkages with universities, colleges, and vocational training institutions to supply and develop human resources for the Corporation.

- Develop performance evaluation indicators, regulations, and rules to assess work efficiency; apply software systems to ensure objective and accurate performance evaluation.

\* Restructuring financial investments and loans:

- Restructure loans and inefficient financial investments based on continued implementation of resolutions approved by the General Meeting of Shareholders regarding divestment from certain entities, ensuring resources for new investments and future business growth.

- Restructure wholly-owned subsidiaries, including organizing at least one specialized unit for civil construction projects and one specialized unit for infrastructure construction projects.

\* Regarding the Thinh Liet Project:

- Increase charter capital to ensure sufficient equity capital of at least 15% of the total project investment in accordance with regulations.

- Complete legal procedures and finalize the infrastructure and construction components of the project as required, and bring products to market for business exploitation.

## II. BUSINESS AND PRODUCTION PLAN FOR 2026

### 1. 2026 Business and production targets for 2026:

No	Item	Unit	2025 Actual	2026 plan	Percentage % 2026 plan/ 2025 actual
<b>I</b>	<b>Parent company</b>				
1	Production value	VND billion	339,170	465,721	137,3
2	Total revenue	VND billion	432,117	533,033	123,4
3	Profit before tax	VND billion	6,697	7,368	110,0
4	State budget contribution	VND billion	377,690	0,853	0,2
5	Dividend (%)	%			
6	Investment value	VND billion	0,500	0,647	129,5
<b>II</b>	<b>Parent -subsidiaries consolidation</b>				
1	Production value	VND billion	2.274,286	2.578,847	113,4
2	Total revenue	VND billion	2.470,371	2.809,643	113,7

No	Item	Unit	2025 Actual	2026 plan	Percentage % 2026 plan/ 2025 actual
3	Profit befor tax	VND billion	124,270	79,600	64,1
4	State budget contribution	VND billion	486,814	154,638	31,8
5	Investment value	VND billion	125,387	424,722	338,7

## **2. Activities to be implemented in 2026**

- Review and reorganize functional departments; refine the functions and responsibilities of each department; and re-determine staffing levels within departments.

- Review and complete internal regulations of the Corporation regarding work performance evaluation and employee compliance assessment.

- Develop recruitment plans to hire at least one senior manager in charge of organizing and implementing infrastructure construction activities, as well as young and capable professionals in this field.

- Complete procedures for extension of the investment policy approval and plans for land use fee payment for the Thinh Liet New Urban Area Project.

- Continue implementing divestment activities in enterprises as approved by the General Meeting of Shareholders (GMS).

- Develop a plan to increase the charter capital of the Parent Company – LICOGI Corporation - Joint Stock Company to ensure financial capacity for the implementation of the Thinh Liet New Urban Area Project.

This concludes the report of the General Director on the business performance results for 2025, the 2021–2025 period, and the business orientation for 2026.

**Thank you!**

**GENERAL DIRECTOR**

**Phan Thanh Hai**



## LICO GI CORPORATION - JSC

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Ha Noi, June ,2026

### SUPERVISORY BOARD REPORT

#### Results of Activities in 2025, Summary of the 2021–2026 Term, and Operational Plan for the 2026–2031 Term

**To: The General Meeting of Shareholders of LICO GI Corporation – JSC**

Pursuant to the functions and duties prescribed in the Law on Enterprises, the Charter of LICO GI Corporation – Joint Stock Company (“LICO GI”), and the Regulations on the Organization and Operation of the Supervisory Board of LICO GI Corporation – Joint Stock Company (“Supervisory Board” or “SB”),

The Supervisory Board hereby reports to the General Meeting of Shareholders of LICO GI Corporation – Joint Stock Company on the results of inspection and supervision of the Company’s operations in 2025, the 2021–2026 term, and the operational plan for the 2026–2031 term, as follows

#### I. RESULTS OF SUPERVISORY BOARD ACTIVITIES IN 2025

##### 1. Information on Supervisory Board members

No	Full name	Position
1	Phan Hai Trieu	Head of Supervisory Board
2	Kieu Bich Hoa	Member of Supervisory Board
3	Duong Thi Phuong	Member of Supervisory Board

##### 2. Remuneration of the Supervisory Board

The remuneration of the Supervisory Board in 2025 was paid in accordance with the Resolution of the Annual General Meeting of Shareholders 2025.

##### 3. Meetings of the Supervisory Board

In 2025, the Supervisory Board held four (04) meetings with the full attendance of all members (100%). In addition, members of the Supervisory Board regularly exchanged work-related matters via telephone, email, and other communication channels in order to clarify professional issues and promptly handle arising matters.

No	Full name	Position	Meetings attended	Reason of Absence
1	Phan Hai Trieu	Head of Supervisory Board	04/04	-
2	Kieu Bich Hoa	Member of Supervisory Board	04/04	-

3	Duong Thi Phuong	Member of Supervisory Board	04/04	-
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#### **4. Activities of the Supervisory Board**

In 2025, the Supervisory Board conducted inspections and supervision of compliance with legal regulations, the Charter, and the internal regulations of the Corporation in relation to the management and administration of production and business activities by the Board of Directors and the Management Board, as follows:

- Assessed the performance of the Board of Directors and the Management Board, and reviewed the legality, order, and procedures for issuing Resolutions and Decisions of the Board of Directors and the General Director, ensuring compliance with applicable laws, the Charter, and internal regulations of the Corporation;
- Proposed to the General Meeting of Shareholders the selection of an independent auditing firm to conduct the audit of the separate and consolidated financial statements of the Corporation for 2025;
- Reviewed the audited financial statements of the Corporation for 2024; reviewed the reviewed semi-annual financial statements for 2025;
- Monitored the disclosure of information by the Corporation in accordance with legal requirements applicable to public companies;
- Coordinated with the Board of Directors and the Management Board in organizing the Annual General Meeting of Shareholders (AGM) in 2025 of the Corporation;
- Assigned representatives to attend meetings of the Board of Directors. At these meetings, representatives of the Supervisory Board provided opinions on matters related to the Corporation's operations;
- Performed other duties in accordance with the functions and responsibilities of the Supervisory Board.

#### **5. Results of the Review of Related-Party Transactions**

Transactions with related parties were reported and subject to monitoring and control. No irregularities were identified in relation to related-party transactions.

#### **6. Results of Supervision of the Board of Directors and the Management Board.**

##### **6.1. Supervision of the implementation of tasks assigned by the 2025 Annual General Meeting of Shareholders**

On 19 June 2025, LICOGI held its Annual General Meeting of Shareholders (AGM 2025) and issued Resolution No. 81/2025/NQ-ĐHĐCĐ approving 12 matters, including the authorization and assignment to the Board of Directors to direct the implementation of certain tasks. Accordingly, most of the assigned tasks under the Resolution have been closely monitored and directed by the Board of Directors, while the Management Board has also made significant efforts to implement them.

In 2025, the Board of Directors held 10 meetings and issued 70 Resolutions and Decisions. All meetings were duly convened and properly conducted, with complete minutes recorded. Resolutions and Decisions were issued in accordance with proper

procedures, within authorized competence, and in compliance with applicable laws and LICOGI's internal regulations.

#### ***6.1.1. Selection of an Independent Auditing Firm for the Audit of the 2025 Financial Statements (Separate and Consolidated) and the Review of the 2025 Semi-annual Financial Statements (Separate and Consolidated) of LICOGI***

The 2025 Annual General Meeting of Shareholders approved the proposal on the list of auditing firms for the year 2025 and authorized the Board of Directors to organize its implementation. Accordingly, LICOGI established a Tender Evaluation Committee comprising members from relevant professional departments to conduct the selection of the auditing service provider in accordance with applicable regulations.

The entire procurement process for the financial statement audit services, including issuance of invitation letters, bid opening, bid evaluation, and contract price negotiation, was conducted in full compliance with applicable laws and LICOGI's internal regulations.

Following the bid evaluation process, International Auditing Company Limited (iCPA) was selected as the winning bidder and officially appointed as the auditing firm for LICOGI for the year 2025.

#### ***6.1.2. Implementation of the Restructuring of LICOGI Corporation***

The 2024 Annual General Meeting of Shareholders approved the orientation for the restructuring of LICOGI Corporation and assigned the Board of Directors to approve the detailed restructuring plan and take responsibility for organizing its implementation in accordance with the approved objectives, requirements, and roadmap.

During 2024 and 2025, the Board of Directors and the Management Board have implemented activities in line with the approved orientation, including: gradually downsizing construction and installation activities, minimizing inefficient direct construction activities at the Corporation level, and promoting cooperation with subsidiaries and affiliated entities with stronger execution capacity, whereby LICOGI acts mainly as a management entity receiving management fees, thereby generating cash flow to maintain credit facilities with banks.

In addition, LICOGI has accelerated the liquidation of fully depreciated and unusable assets, while assets that remain usable are leased for exploitation in order to offset depreciation costs and generate cash flow for the enterprise.

LICOGI has also implemented the restructuring of its organizational structure and workforce, aiming for a lean and efficient model, focusing on key functional departments to meet the requirements of the business restructuring plan, minimizing operating costs, and aligning with the current financial situation of the Corporation.

#### ***6.1.3. Financial Situation and Business Performance of LICOGI***

The separate financial statements and the consolidated financial statements of LICOGI Corporation – Joint Stock Company for the financial year ended 31 December 2025 have fairly and accurately reflected, in all material respects, the financial position, business performance, and cash flows of LICOGI. These financial statements were audited by International Auditing Company Limited (iCPA).

Certain emphasis of matter and qualified opinions issued by the independent auditor are presented in detail in the Audit Report.

*The consolidated data on LICOGI's financial position and business performance is summarized as follows:*

*(Unit: VND million)*

No	Indicator	Consolidated Financial Statements			Separated Financial Statements		
		2025	2024	Growth rate 2025/ 2024	2025	2024	Growth rate 2025/ 2024
<b>A</b>	<b>Financial situation</b>						
<b>I</b>	<b>Total asset</b>	<b>5.406.625</b>	<b>4.616.642</b>	<b>17,1%</b>	<b>3.080.947</b>	<b>2.651.275</b>	<b>16,2%</b>
1	Current asset	2.408.758	2.164.614	11,3%	955.577	853.161	12,0%
2	Non current asset	2.997.868	2.452.029	22,3%	2.125.370	1.798.114	18,2%
<b>II</b>	<b>Total Capital</b>	<b>5.406.625</b>	<b>4.616.642</b>	<b>17,1%</b>	<b>3.080.947</b>	<b>2.651.275</b>	<b>16,2%</b>
1	Equity	572.614	489.932	16,9%	550.829	544.131	1,2%
2	Liabilities	4.834.011	4.126.710	17,1%	2.530.118	2.107.143	20,1%
2a	Current Liabilities	3.792.816	3.436.553	10,4%	1.746.840	1.678.150	4,1%
2b	Non-current Liabilities	1.041.195	690.158		783.278	428.994	
	Working Capital (Current Assets- Current Liabilities)	-1.384.058	-1.271.939		-791.263	-824.989	33.726
	Liabilities/Total Capital Ratio	89,41%	89,39%	0,02%	82,12%	79,48%	2,64%
<b>B</b>	<b>Business Results</b>						
1	Net Revenue	2.276.370	2.249.694	1,19%	305.939	208.297	47%
2	Profit Before Tax	124.270	85.023	46%	6.697	5.329	26%
3	Profit After Tax	106.642	73.352	45%	6.697	5.329	26%

**- Business Performance:**

+ The key business performance indicators of the Parent Company have basically met the approved plan. Specifically, net revenue reached VND 432.117 billion, equivalent to 100.32% of the plan; profit before tax reached VND 6.697 billion, equivalent to 99.97% of the plan. In 2025, corporate management expenses decreased by VND 4.7 billion, equivalent to a 22.2% reduction compared to 2024.

+ The consolidated business results were positive: consolidated revenue reached VND 2,470.372 billion, equivalent to 101.76% of the plan; consolidated profit before tax reached VND 124.27 billion, equivalent to 238.5% of the plan. In particular, net revenue in 2025 reached VND 2,276.370 billion, an increase of VND 26.675 billion compared to 2024 (equivalent to a 1.19% increase).

The increase in net revenue in 2025 compared to 2024 mainly came from trading activities in goods and construction materials at subsidiaries. However, the construction segment decreased compared to 2024 due to overall market difficulties

and in line with the business restructuring orientation approved by the General Meeting of Shareholders.

Financial income in 2025 reached VND 147.632 billion, an increase of VND 25.582 billion compared to 2024 (equivalent to a 20.96% increase). The increase in financial income was mainly driven by interest income from deposits and loans (VND 15.7 billion, an increase of VND 9.32 billion compared to the previous year), dividend and profit distributions (VND 120.962 billion, an increase of VND 11.67 billion compared to the previous year), as well as other income such as foreign exchange differences and gains from the disposal of investments.

The profit or loss from joint ventures and associates in 2025 reached VND 46.370 billion, a decrease of VND 14.3 billion compared to 2024 (equivalent to a 23.57% decrease).

Both selling expenses and enterprise management expenses decreased compared to the previous year. Specifically, selling expenses in 2025 amounted to VND 47.611 billion, down by VND 4.549 billion compared to the previous year, while enterprise management expenses in 2025 amounted to VND 126.975 billion, down by VND 36.927 billion compared to the previous year. The main reason was cost optimization, including reductions in personnel expenses and provisions for doubtful debts.

Consolidated profit after tax (including non-controlling interests) reached VND 106.642 billion, an increase of VND 33.291 billion compared to 2024. Of which, profit after tax attributable to the Corporation amounted to VND 81.28 billion, an increase of VND 21.61 billion compared to 2024, reflecting a significant improvement in the Corporation's business performance compared to the previous year.

- Regarding asset scale and capital structure: the capital structure of the Corporation remained largely unchanged compared to 2024, with the proportion of total liabilities to total capital at 89.41% as of year-end, an increase of 0.02% compared to the beginning of the year.

+ As of 31 December 2025, total assets reached more than VND 5,406 billion, an increase of VND 790 billion compared to 01 January 2025 (equivalent to a 17% increase). The ratio of current assets to non-current assets was 44.6% / 55.4%, indicating a significant imbalance compared to the structure of short-term and long-term funding sources at 70.2% / 29.8%. As of 31 December 2025, total current liabilities exceeded current assets by approximately VND 1,384 billion, compared to VND 1,272 billion as of 01 January 2025. The negative gap between current liabilities and current assets has not improved, requiring key solutions to restructure LICOGI's financial capacity.

+ Total liabilities at year-end 2025 increased by VND 707.3 billion (equivalent to 17.1%) compared to the beginning of the year. Of which, current liabilities increased by VND 356.3 billion and non-current liabilities increased by VND 351 billion.

Regarding financial ratios as of 31 December 2025: liquidity ratios continued to reflect an imbalance in short-term payment capacity at the Corporation. The current ratio was 1.118; the quick ratio was 0.635; and the cash ratio was 0.104. This situation is due to the mismatch between asset and funding structures, where the Corporation's assets are mainly long-term assets, while funding sources are predominantly short-term

liabilities such as borrowings and payables due within one year. This imbalance has not shown signs of improvement compared to the beginning of the year.

#### ***6.1.4. Divestment of Capital in Investee Enterprises***

The 2025 Annual General Meeting of Shareholders approved the continuation of the divestment plan for capital contributions in eight (08) investee entities in which LICOGI Corporation has invested, as previously approved under the Resolution of the 2023 Annual General Meeting of Shareholders. The implementation period is from 2025 to 2026.

The General Meeting of Shareholders delegated and authorized the Board of Directors to organize the implementation, including deciding on the divestment plan and method of financial investments in the above enterprises, determining the timing of divestment and selling price, ensuring the maximization of the Corporation's interests and compliance with applicable regulations.

In 2025, the Corporation conducted divestment only in Investment and Construction Joint Stock Company No. 18, with a divested volume of 106,900 shares.

The divestment of capital in other investee enterprises has not yet been implemented due to macroeconomic conditions and the downturn of the stock market, which has resulted in difficulties in identifying potential investors.

#### **6.2. Supervision Results of the Management Board**

- The Management Board has promptly and strictly implemented the Resolutions and Decisions of the Board of Directors, acting in the best interests of the Corporation, and has been proactive in managing and administering the Corporation's daily production and business activities.

- Decisions issued by the Management Board were made in accordance with its functions, duties, and authority as stipulated by applicable laws and LICOGI's internal regulations.

#### **7. Assessment of Coordination among the Supervisory Board, the Board of Directors, the Management Board, and Shareholders**

- The Supervisory Board has maintained effective coordination with the Board of Directors and the Management Board of the Corporation, as follows:

- The Supervisory Board was invited to attend meetings of the Board of Directors and provided opinions on matters discussed at such meetings. It also reviewed and contributed comments (where necessary) on proposals and written requests for approval submitted by the Management Board to the Board of Directors. The Supervisory Board regularly received emails and documents sent to the Board of Directors to monitor the management and administration of production and business activities, thereby ensuring the best interests of shareholders. In 2025, the Supervisory Board did not receive any complaints from shareholders regarding the Corporation's operations or the performance of the Board of Directors and the Management Board.

- The Supervisory Board was provided with information and documents in accordance with the provisions of the Law on Enterprises and the Charter of LICOGI Corporation.

## **II. SUMMARY OF SUPERVISORY BOARD ACTIVITIES FOR THE 2021–2026 TERM**

### **1. Organization and Operations of the Supervisory Board**

#### ***1.1 Composition of the Supervisory Board***

The Supervisory Board for the 2021–2026 term consists of three (03) members. During the term, there were certain changes in personnel, as detailed below:

<b>Full name</b>	<b>Position</b>	<b>Appointment/Termination</b>
Phan Hai Trieu	Head of Supervisory Board	Appointment on 30/06/2022
Kieu Bich Hoa	Member of Supervisory Board	Appointment on 24/06/2021
Duong Thi Phuong	Member of Supervisory Board	Appointment on 30/06/2022
Nguyen Thi Khanh Phuong	Head of Supervisory Board	Appointment on 24/06/2021 Termination on 30/06/2022
Nguyen Thu Trang	Member of Supervisory Board	Appointment on 24/06/2021 Termination on 30/06/2022

#### ***1.2 Activities of the Supervisory Board***

Pursuant to the Regulations on the Organization and Operation of the Supervisory Board, as amended and supplemented for the first time and approved by the General Meeting of Shareholders on 24 June 2021, the activities performed by the Supervisory Board for the 2021–2026 term are as follows:

- Evaluated the performance of the Board of Directors and the Management Board, and reviewed the legality, procedures, and processes for issuing Resolutions and Decisions of the Board of Directors and the General Director, ensuring compliance with applicable laws, the Charter, and the Corporation’s internal regulations;

- Proposed to the General Meeting of Shareholders the selection of an independent auditing firm to conduct the annual audit of the Corporation’s financial statements;

- Reviewed and assessed the completeness, legality, and fairness of the audited annual financial statements and the six-month financial statements of LICOGI submitted to the General Meeting of Shareholders;

- Reviewed contracts and transactions with related parties of LICOGI falling under the approval authority of the Board of Directors or the General Meeting of Shareholders, and provided recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;

- Monitored information disclosure activities of the Corporation in accordance with legal requirements applicable to public companies;

- Coordinated with the Board of Directors and the Management Board in organizing the Annual General Meeting of Shareholders of the Corporation;

- Assigned representatives to attend meetings of the Board of Directors. At such meetings, the Supervisory Board provided opinions on matters related to the Corporation’s operations;

- Performed other duties in accordance with the functions and responsibilities of the Supervisory Board.

### ***1.3 General Assessment of the Supervisory Board's Performance for the 2021–2026 Term***

Throughout the term, the Supervisory Board has fully performed the duties and responsibilities assigned by the General Meeting of Shareholders, including monitoring, inspecting, and supervising governance and management activities. The Supervisory Board has maintained regular working relations with the Board of Directors and the Management Board to ensure that the Corporation operates in compliance with applicable laws. It has also regularly exchanged information with the Board of Directors and the Management Board regarding the implementation of business plans and Resolutions approved by the General Meeting of Shareholders.

The Supervisory Board members have consistently demonstrated independence, objectivity, and strict adherence to the law in the performance of their duties, thereby ensuring the maximum protection of the legitimate interests of LICOGI Corporation.

## **2. Assessment of Supervisory Results for the 2021–2026 Term**

### ***2.1 Assessment of the Board of Directors' Performance during the Term***

- Corporate governance has been conducted in full compliance with applicable laws, regulations governing public companies, the Charter and organizational regulations of the Corporation, and the Resolutions of the General Meeting of Shareholders;

- Governance activities have ensured transparency and disclosure;

- The Board of Directors has held periodic meetings in accordance with regulations. All meetings were properly documented with minutes recording agreed contents, and Resolutions were issued to direct implementation;

- During the term, the Board of Directors submitted and obtained approval from the General Meeting of Shareholders for the Corporation's restructuring orientation. The Board of Directors and the Management Board are currently implementing activities in accordance with the approved restructuring orientation.

### ***2.2 Assessment of the Implementation of Resolutions of the General Meeting of Shareholders/Board of Directors by the Management Board during the Term***

- The Management Board has promptly and strictly implemented the Resolutions and Decisions of the Board of Directors, acting in the best interests of the Corporation, and has been proactive in managing and administering the Corporation's daily production and business activities.

- Decisions issued by the Management Board were made in accordance with its functions, duties, and authority as prescribed by applicable laws and LICOGI's internal regulations.

### ***2.3 Assessment of Business Performance for the 2021–2025 Period***

The consolidated data on LICOGI's revenue and profit for the 2021–2025 period is summarized as follows:

*Unit: VND Billion*

No	Indicator	2021	2022	2023	2024	2025
1	Revenue from sales and services	1.991,49	1.989,20	2.035,96	2.250,36	2.276,37
2	Profit after tax	103,49	43,91	6,80	73,36	106,64

Total revenue over the years has remained stable with slight growth, with most revenue primarily derived from trading activities in goods and construction materials at subsidiaries. Revenue from the construction segment decreased due to general market difficulties as well as the Corporation's strategic orientation to restructure and shift its business activities in line with management direction.

Despite various challenges and relatively stable revenue without significant fluctuations, the Corporation's profit after tax has gradually improved over the years. Over the past five (05) years, the Corporation has not recorded any losses.

#### ***2.4 Assessment of the Financial Situation in the Period 2021 - 2025***

Overall, the Corporation's financial situation during the term has shown positive changes (total liabilities decreased, capital was shifted for restructuring to repay loans, reducing financial pressure, and maintaining credit relationships with banks and financial institutions). However, some risks related to capital structure, debt pressure, and asset quality still remain. These are issues that the Board of Directors needs to continue to focus on and implement appropriate solutions in the next phase to enhance the sustainability, safety, and financial efficiency of the Corporation.

Debt recovery has always been a particular concern of the Board of Directors, especially in the context of the Corporation facing many financial difficulties. The Board of Directors has regularly worked with the Executive Board and the Debt Collection Department to understand the situation, assess each debt, and propose specific solutions, especially for long-standing and uncollectible debts.

### **3. Recommendations for the Board of Directors and the Management Board for the Next Term**

Through its supervisory activities over the Board of Directors and the Management Board of LICOGI, the Supervisory Board acknowledges that, overall, the Board of Directors has issued decisive orientations and directives to the Management Board and executive leadership at all levels of LICOGI. The Management Board has also made significant efforts in implementing the tasks assigned by the Board of Directors.

However, the Supervisory Board would like to present the following recommendations to further enhance the effectiveness of the Board of Directors and the Management Board:

- Continue reviewing and reducing indirect costs that do not directly serve production and business activities, thereby improving the efficiency of the Corporation's operations, management, and administration;

- Concentrate all resources, resolve legal bottlenecks, and promptly implement funding solutions to accelerate the progress of the Thinh Liet New Urban Area Project, aiming to bring it into business operation, exploitation, and revenue generation as soon as possible;

- Strengthen receivables management, capital recovery, and implement decisive and effective measures, especially for long-outstanding receivables, in order to improve financial conditions and address current capital imbalance;

- Continue working with credit institutions to restructure due debts; develop detailed repayment plans and ensure adequate cash flow balance to avoid bad debts and overdue obligations. Enhance efforts to secure loans with lower interest rates to reduce financial costs and alleviate financial pressure on LICOGI;

- The Corporation's cash flow currently relies heavily on financial investment activities; however, these activities are subject to uncertainty and high risk due to fluctuations in the stock market and performance of subsidiary companies. The Management Board is requested to strengthen governance over subsidiaries in which the Corporation holds controlling interests in order to improve the efficiency of invested capital;

- Restructure LICOGI's investment portfolio, particularly in underperforming companies and entities where LICOGI holds minority stakes, in order to mobilize capital for investment projects and enhance the financial capacity of the parent company;

- Actively propose and implement effective solutions to manage and preserve capital in loss-making subsidiaries (LICOGI 10, LICOGI 15, LICOGI 17, LICOGI 20, Mechanical & Electrical Installation Company, Licogi Quang Ngai); closely monitor risks associated with LICOGI 2 One-Member Limited Liability Company regarding the Nam Ga Ha Long Urban Area project, which remain significant.

### **III. SUPERVISORY BOARD WORK PLAN FOR THE 2026□2031 TERM**

The Supervisory Board develops its work plan for the next term as follows:

- To monitor and supervise the Management Board in compliance with applicable laws, the Company Charter, and the implementation of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors, as well as the Corporation's production and business management activities;

- To continue coordinating with the Board of Directors and the Management Board in reviewing the Corporation's organizational restructuring, in order to further improve and complete the organizational structure, functions, duties, and internal management system and procedures toward a leaner, more efficient model in line with the Corporation's practical operations;

- To supervise the organization and convening of Board of Directors meetings in accordance with applicable laws and the Company Charter. Matters discussed at

Board meetings shall be reported, deliberated, and assessed in a transparent, public, and prudent manner;

- To periodically review and verify the accuracy, completeness, and truthfulness of the Corporation's separate and consolidated financial statements;

- To strengthen supervision of investment management and the investment structure of the Corporation in other enterprises, including organizing inspection and supervision programs at selected subsidiaries with significant capital contributions and under the Corporation's controlling influence;

- To provide professional advisory opinions to the Board of Directors to improve efficiency in capital utilization, asset management, and cost optimization of the Corporation;

- To develop inspection programs for specific areas and handle ad-hoc requests from shareholders when necessary;

- To submit for approval a list of independent auditing firms for selection of the external auditor for the Corporation's annual financial statements, ensuring efficiency in both audit quality and cost;

- To organize professional discussion and experience-sharing sessions to enhance the expertise and professional competence of Supervisory Board members;

- To maintain effective coordination between the Supervisory Board, the Board of Directors, the Management Board, and shareholders on a cooperative basis to improve overall efficiency;

- To perform other duties in accordance with the functions and responsibilities of the Supervisory Board.

This report of the Supervisory Board presents the results of operations in 2025, the summary of activities for the 2021–2026 term, and the work plan for the 2026–2031 term.

The Supervisory Board would like to express its sincere appreciation to all shareholders for their trust in assigning us the supervision of LICOGI during the past term. We also sincerely thank the Board of Directors and the Management Board for their support and cooperation in enabling us to fulfill our duties.

Respectfully submitted!

We wish the General Meeting of Shareholders every success.

**FOR AND ON BEHALF OF SB  
HEAD OF SP**

**PHAN HAI TRIEU**



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi City

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Hanoi, June 26<sup>th</sup>, 2026

## **PROPOSAL**

### **Re: Approval of the Presidium, Vote Counting Committee, and Appointment of the Secretariat for the 2026 Annual General Meeting of Shareholders of LICO GI Corporation – JSC**

#### **To: The General Meeting of Shareholders of LICO GI Corporation – JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents for implementation;
- Pursuant to the Charter of LICO GI Corporation – JSC (Second amended version) approved by the General Meeting of Shareholders on June 24, 2021;
- Pursuant to Resolution No. .../2026/NQ-HĐQT dated .../05/2026 of the Board of Directors regarding the organization of the 2026 Annual General Meeting of Shareholders;
- Pursuant to the Minutes of the Board of Directors meeting dated .../.../2026 regarding the approval of the content and agenda of the 2026 Annual General Meeting of Shareholders;

The Board of Directors of LICO GI Corporation – JSC respectfully submits to the General Meeting of Shareholders for approval the number and list of members of the Presidium, Vote Counting Committee, and the appointment of the Secretariat of the 2026 Annual General Meeting of Shareholders, as follows:

#### **1. The Presidium shall consist of 03 members, as follows:**

- Mr. Đinh Việt Tùng, Chairman of the Board of Directors, as Chairperson;
- Mr. Phan Thanh Hải, Vice Chairman of the Board of Directors and General Director, as member;
- Mr. Nguyễn Danh Quân, Member of the Board of Directors, as member;

#### **2. The Vote Counting Committee shall consist of 03 members, as follows:**

- Mr. Nguyễn Trọng Thanh, Head of the Human Resources Department, as Head of the Committee;
- Mr. Nguyễn Công Nghị, Vice Chairman of the Trade Union of the Corporation, as member;
- Ms. Phạm Minh Tâm, Legal Inspection Department Specialist, as member

*The Vote Counting Committee shall be supported by a number of staff from FPT Securities Joint Stock Company – the consultant for the online General Meeting of Shareholders*

#### **3. The Secretariat shall consist of 02 members, as follows:**

- Ms. Nguyễn Thị Oanh, Chief of the Office of the Board of Directors and Company Secretary, as Head of the Secretariat;
- Mr. Phạm Kim Ngọc, Secretary to the General Director, as member.

The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval.

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Dinh Viet Tung**



**LICOGI CORPORATION JOINT  
STOCK COMPANY**

Address: G1 Building, Thanh Liet Ward,  
Ha noi City

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence - Freedom - Happiness**

No: /2026/TTr-HĐQT

Ha Noi, 2026

**PROPOSAL**

**Re: Approval of the 2025 Business Performance and Investment Results; 2026  
Business and Investment Plan**

**To: THE GENERAL MEETING OF SHAREHOLDERS OF LICOGI  
CORPORATION – JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing and implementing regulations;

- Pursuant to the Charter on Organization and Operation of LICOGI Corporation – JSC (Second Amendment), approved by the General Meeting of Shareholders on June 24, 2021

- Pursuant to the Separate Financial Statements audited by iCPA International Auditing Co., Ltd. and issued on March 31, 2026, and the Consolidated Financial Statements audited by iCPA International Auditing Co., Ltd. and issued on March 31, 2026;

- Pursuant to the Minutes of the Board of Directors' Meeting dated //2026 approving the contents and agenda of the 2026 General Meeting of Shareholders,

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the Report on the 2025 Business Performance and Investment Results and the 2026 Business and Investment Plan, with the key targets set out below:

**I. 2025 Business Performance and Investment**

**1. Business Performance Results**

No	Description	Unit	Plan 2025	Actual 2025	Rate % Actual 2025/ Plan 2025
<b>I</b>	<b>Parent Company</b>				
1	Charter Capital	billion	900,000	900,000	100,0
2	Production Value	billion	286,960	339,170	118,2
3	Revenue	billion	430,745	432,117	100,3
4	Profit Before Tax	billion	6,699	6,697	99,9
5	Profit After Tax	billion		6,697	
6	State Budget Contribution	billion	348,885	377,690	108,3
7	Dividend (%)	%	0	0	
8	Investment Value	billion	0,616	0,500	81,2
<b>II</b>	<b>Consolidated Group (Parent Company and Subsidiaries)</b>				

No	Description	Unit	Plan 2025	Actual 2025	Rate % Actual 2025/ Plan 2025
1	Production Value	billion	2.178,059	2.274,286	104,4
2	Revenue	billion	2.427,674	2.470,371	101,8
3	Profit Before Tax	billion	52,107	124,270	238,5
4	Profit After Tax	billion		106,642	
5	State Budget Contribution	billion	513,917	486,814	94,7
6	Investment Value	billion	490,786	125,387	25,5

## 2. Investment Results:

**2.1. The total value of Financial Investments as at December 31, 2025:** VND 1.819,308 billion

Comprising: + Investments in subsidiaries: VND 1,448,580 billion;

+ Investments in associates: VND 321.547 billion;

+ Other investments: VND 49.181 billion;

*(Provision for impairment of financial investments: VND 123,835 billion).*

**2.2. Total Investment Value in 2025:** VND 0.500 billion

*Including:* + Repair and maintenance of construction equipment: VND 0.500 billion

## I. 2026 Business and Investment Plan

### 1. 2026 Business Plan

No	Description	Unit	Actual 2025	Plan 2026	Rate % Plan 2026/Actual 2025
<b>I</b>	<b>Parent Company</b>				
1	Charter Capital	billion	900,000	900,000	100
2	Production Value	billion	339,170	465,721	137,3
3	Revenue	billion	432,117	533,033	123,4
4	Profit Before Tax	billion	6,697	7,368	110,0
5	State Budget Contribution	billion	377,690	0,853	0,2
6	Dividend (%)	%	0		
7	Investment Value	billion	0,500	0,647	129,5
<b>II</b>	<b>Consolidated Group (Parent Company and Subsidiaries)</b>				
1	Production Value	billion	2.274,286	2.578,847	113,4
2	Revenue	billion	2.470,371	2.809,643	113,7
3	Profit Before Tax	billion	124,270	79,600	64,1
4	State Budget Contribution	billion	486,814	154,638	31,8
5	Investment Value	billion	125,387	424,722	338,7

### 1. Parent Company Investment Portfolio for 2026:

The total planned investment in machinery, equipment, workshops, and repair works is **VND 0.647 billion**.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval and authorizes the Board of Directors of LICOGI Corporation – JSC to take responsibility for organizing and implementing the above-mentioned business and investment plan, including making adjustments to the value of investment items where deemed necessary.

**The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval.**

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Dinh Viet Tung**



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi

Số ..... /2026/TTr-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**

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Hanoi, 2026

## **PROPOSAL**

**Ref: Approval of 2025 audited financial statement**

**To: GENERAL SHAREHOLDER MEETING OF LICO GI CORPORATION –JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding document;

- Pursuant to the Charter of LICO GI Corporation - JSC (Second Amendment and Supplement) approved by the General Meeting of Shareholders on June 24, 2021;

- Pursuant to the Minutes of the Board of Directors meeting dated .../.../2026 regarding the approval of the content and agenda of the 2026 Annual General Meeting of Shareholders

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2025 Financial Statements (including the Separate Financial Statements and the Consolidated Financial Statements) of LICO GI Corporation – JSC, which have been audited by iCPA International Auditing Company Limited.

The 2025 Financial Statements have been disclosed in accordance with applicable regulations and have also been published on the Corporation's website: [www.licogi.vn](http://www.licogi.vn) including the following:

1. Report of the Board of Management;
2. Independent Auditor's Report;
3. Balance Sheet as of December 31, 2025;
4. Statement of Profit or Loss for the financial year ended December 31, 2025;
5. Cash Flow Statement for the financial year ended December 31, 2025;
6. Notes to the Financial Statements.

Some key indicators in the audited Separate Financial Statements and Consolidated Financial Statements for the year 2025 are as follows:

*Unit: VND million*

No	Indicators	Consolidated Financial Statement	Separate Financial Statements
1	Total assets	5.406.625	3.080.946
2	Total revenue	2.470.371	432.117
3	Total (loss/profit) before tax	124.270	6.697
4	Total (loss/profit) after tax	106.642	6.697
5	Total (loss/profit) attributable to the Parent Company	81.277	6.697

The Board of Directors respectfully submits this to the General Meeting of Shareholders for consideration and approval.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dinh Viet Tung**



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet  
Ward, Hanoi

No ..... /2026/TTr-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Hanoi,

2026

## **PROPOSAL**

**Ref: Restructuring the financial investment portfolio of LICO GI Corporation – JSC in other enterprises**

**To: GENERAL SHAREHOLDER MEETING OF LICO GI CORPORATION - JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding document;

- Pursuant to the Charter of LICO GI Corporation - JSC (Second Amendment and Supplement) approved by the General Meeting of Shareholders on June 24, 2021;

- Pursuant to the Resolution of the 2023 Annual General Meeting of Shareholders;

- Pursuant to the Report of the General Director of LICO GI Corporation - JSC on the business and production performance in 2025 and the business and production plan for 2026;

- Pursuant to the current financial situation of LICO GI Corporation - JSC Pursuant to the Business and Investment Plan for 2026;

- Pursuant to the Minutes of the Board of Directors meeting dated .../.../2026 regarding the approval of the content and agenda of the 2026 Annual General Meeting of Shareholder

The Board of Directors of LICO GI Corporation – JSC respectfully submits to the General Meeting of Shareholders for approving the plan for restructuring the financial investment portfolio of LICO GI Corporation – JSC in other enterprises as follows:

1. To continue implementing the divestment plan in 08 enterprises in which LICO GI Corporation has made investments, as approved under the Resolution of the General Meeting of Shareholders in 2023.

2. Implementation period: From 2026 to 2027.

The Board of Directors respectfully requests the General Meeting of Shareholders to assign and authorize the Board of Directors to organize and implement the above plan, including: deciding on the divestment plan and methods for the Corporation's financial investments in the above-mentioned enterprises; determining the timing of divestment and selling prices, ensuring the highest benefits for the Corporation and compliance with current regulations.

The Board of Directors respectfully submits this to the General Meeting of Shareholders for consideration and approval.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dinh Viet Tung**



**LICO GI CORPORATION -JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi City

Số: /2026/TTr- HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**

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Hanoi, 2026

## **PROPOSAL**

**Ref: Approval of the Amendments to the Charter, the Board of Directors' Operating Regulations, and the Internal Corporate Governance Regulations of LICO GI Corporation – JSC.**

**To: THE GENERAL MEETING OF SHAREHOLDERS OF LICO GI CORPORATION – JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020; the Law Amending and Supplementing a Number of Articles of the Law on Public Investment, the Law on Investment in the Form of Public-Private Partnership, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement No. 03/2022/QH15 dated 11 January 2022; and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated 17 June 2025;

- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019; and the Law Amending and Supplementing a Number of Articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations No. 56/2024/QH15 dated 29 November 2024;

- Pursuant to Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of the Law on Securities; and Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 providing guidance on a number of corporate governance matters applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of the Law on Securities;

- Pursuant to the Charter on Organization and Operation of LICOGI Corporation – Joint Stock Company, as amended and supplemented for the second time under Resolution No. 86/2021/NQ-DHDCD dated 24 June 2021 of the General Meeting of Shareholders;

- Pursuant to the practical requirements arising from the application of the current Charter of LICOGI Corporation – Joint Stock Company.

In recent years, the National Assembly and the Government have promulgated a number of laws and decrees amending and supplementing provisions of the Law on Enterprises 2020 and the Law on Securities 2019, including: the Law Amending and Supplementing Certain Laws No. 03/2022/QH15 dated 11 January 2022; the Law Amending and Supplementing Certain Laws No. 56/2024/QH15 dated 29 November 2024; and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated 17 June 2025. In addition, the State has implemented changes to administrative units and the names of state management authorities in the fields of enterprises and securities.

In order to ensure that the Charter and internal regulations of the Corporation remain compliant with applicable laws and consistent with the Corporation's actual operational requirements, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders of LICOGI Corporation – Joint Stock Company for consideration and approval the proposed amendments and supplements to the Corporation's Charter, the Internal Corporate Governance Regulations, and the Regulations on the Operation of the Board of Directors.

*(Detailed drafts of the proposed amendments and supplements are attached hereto.)*

**The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration and approval.**

**FOR AND ON BEHALF OF BOD  
CHAIRMAN**

**Dinh Viet Tung**

**LICOGI CORPORATION - JSC**



**DRAFT**

# **CHARTER OF LICOGI CORPORATION JSC**

*(Amended and Supplemented for the Second Time pursuant to Resolution No.  
...../2026/NQ-DHD CD dated ... June 2026 of the General Meeting of Shareholders*

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**PREAMBLE**

This Third Amended and Supplemented Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders of LICOGI Corporation – JSC dated ... June 2026.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings ascribed below:
  - 1.1. **“Corporation”** or **“LICOGI”** means LICOGI Corporation – Joint Stock Company;
  - 1.2. **“Shareholder”** means an individual or organization owning at least one share of LICOGI;
  - 1.3. **“Major Shareholder”** means a shareholder holding at least 5% of the total voting shares of LICOGI;
  - 1.4. **“Share”** means the charter capital divided into equal parts;
  - 1.5. **“Voting Capital”** means share capital, whereby the holder is entitled to vote on matters within the authority of the General Meeting of Shareholders;
  - 1.6. **“Charter Capital”** means the total par value of issued shares as specified in Article 7 of this Charter;
  - 1.7. **“Issued Shares”** means the authorized shares that have been fully paid for by shareholders to the Corporation;
  - 1.8. **“Authorized Shares”** means the total number of shares of all types which the General Meeting of Shareholders decides to offer for subscription to raise capital;
  - 1.9. **“Unissued Shares”** means authorized shares that have not yet been paid for to the Corporation;
  - 1.10. **“Dividend”** means the profit after tax distributed to each share in cash or other assets;
  - 1.11. **“Parent Company”** means LICOGI Corporation – JSC in any of the following cases:
    - a) Holding more than 50% of the charter capital or total ordinary shares of another company;
    - b) Having the right to directly or indirectly appoint a majority or all members of the Board of Directors, Director, or General Director of another company;
    - c) Having the right to decide amendments or supplements to the charter of such company;
  - 1.12. **“Subsidiary”** means an enterprise in which LICOGI:
    - (i) owns more than 50% of charter capital or ordinary shares; or
    - (ii) has the right to directly or indirectly appoint a majority or all members of the Board of Directors, Director, or General Director; or

(iii) has the right to decide amendments or supplements to its charter;

1.13. **“Affiliate Company”** means a company in which LICOGI holds shares or capital contribution but does not meet the conditions to be classified as a subsidiary of LICOGI;

1.14. **“Other Enterprises”** means enterprises in which LICOGI holds shares or capital contributions.

1.15. **“Affiliated Units”** means dependent accounting units of the Corporation such as branches, representative offices, etc.

1.16. **“Capital Representative of LICOGI at Other Enterprises”** means a person appointed or authorized in writing by the Corporation to exercise the rights, responsibilities, and obligations of the Corporation at other enterprises in accordance with applicable laws and this Charter, hereinafter referred to as the “Authorized Representative.”

1.17. **“Executive Officers of the Corporation”** include the General Director, Deputy General Directors, Chief Accountant, and other executive positions as defined in the LICOGI Charter;

1.18. **“Managers of the Corporation”** include the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors;

1.19. **“Related Person”** means an individual or organization having a direct or indirect relationship with LICOGI as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

1.20. **“Insider”** means a person holding an important position in the governance and management structure of LICOGI as defined in Clause 45, Article 4 of the Law on Securities, including: Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and equivalent managerial positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; Head and members of the Supervisory Board (Supervisors), company secretary, corporate governance officer, and information disclosure authorized persons;

1.21. **“Family Member”** means persons defined in Clause 22, Article 4 of the Law on Enterprises, including: spouse, biological parents, adoptive parents, parents-in-law, children (biological or adopted), sons-in-law, daughters-in-law, siblings, brothers-in-law, sisters-in-law, and other relatives as specified therein;

**1.22. “Reorganization of the Corporation”** means division, separation, consolidation, merger, or transformation of the corporate form of LICOGI;

**1.23. “Term of Operation”** means the duration of LICOGI’s operation as specified in Article 2 of this Charter;

**1.24. “Date of Establishment”** means the date on which the Corporation was first issued the Enterprise Registration Certificate (or Certificate of Business Registration and equivalent documents);

**1.25. “Law on Enterprises”** means Law No. 59/2020/QH14 dated June 17, 2020, on Enterprises and its amendments and supplements (if any).

**1.26. “Securities Law”** means Law No. 54/2019/QH14 dated November 26, 2019 on Securities and its amendments and supplements (if any).

**1.27. “Vietnam”** means the Socialist Republic of Vietnam.

**1.28. “Stock Exchange”** means the Vietnam Stock Exchange and its subsidiaries.

**1.29. “Share”** means a type of security certifying the lawful rights and interests of its holder in a portion of the capital of LICOGI;

**1.30. “Nomination Right”** (including self-nomination) means the right to nominate candidates to the list of nominees for the Board of Directors and the Supervisory Board of the Corporation for election by the General Meeting of Shareholders;

**1.31. “Legal Documents of an Individual”** means one of the following documents: Citizen Identity Card, Identity Card, Passport, or other lawful personal identification documents;

**1.32. “Legal Documents of an Organization”** means one of the following documents: Establishment Decision, Enterprise Registration Certificate, or equivalent documents;

**1.33. “General Meeting of Shareholders (GMS)”** means the highest decision-making body of LICOGI Corporation – JSC, comprising all voting shareholders;

**1.34. “Board of Directors (BOD)”** means the Board of Directors of LICOGI Corporation – JSC;

**1.35. “Supervisory Board (SB)”** means the Supervisory Board of LICOGI Corporation – JSC.

2. Other terms in this Charter which are defined in applicable laws shall have the meanings set forth in such laws.

3. In this Charter, references to one or more provisions or other legal documents shall include any amendments, supplements, or replacement documents thereof. Terms

defined in the Civil Code, Law on Enterprises, Law on Securities, and other relevant laws shall have the meanings as defined in those laws.

4. Terms defined in the Law on Enterprises and the Law on Securities shall have the same meaning in this Charter unless otherwise inconsistent with the subject matter or context.

5. Headings (sections, articles) in this Charter are used for convenience of reference only and shall not affect the interpretation of its contents.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE CORPORATION.**

### **Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, and Term of Operation of the Corporation.**

1. Enterprise Name:

- Vietnamese name: Tổng công ty LICOGI - CTCP
- Vietnamese name: LICOGI Corporation – Joint Stock Company
- Trading name: LICOGI Corporation
- Abbreviated name: LICOGI

- Logo:



2. LICOGI is a joint stock company with legal entity status in accordance with the prevailing laws of Vietnam.

3. Head Office of LICOGI

- Address: G1 Building, Thanh Liet Ward, Hanoi City, Vietnam
- Tel.: (84-24) 38542365
- Fax: (84-24) 38542655
- Email: [info@licogi.vn](mailto:info@licogi.vn)
- Website: [www.licogi.com.vn](http://www.licogi.com.vn)

4. LICOGI may establish branches and representative offices within Vietnam and abroad to carry out its business objectives in accordance with resolutions of the General Meeting of Shareholders and within the scope permitted by law.

5. LICOGI may open accounts in Vietnamese Dong and foreign currencies at legally licensed credit institutions in accordance with applicable laws. LICOGI shall conduct all payments and accounting transactions through such accounts.

6. The term of operation of LICOGI shall commence from the date of establishment and shall be indefinite.

### **Article 3. Legal Representative of LICOGI**

1. LICOGI shall have one legal representative. The Chairman of the Board of Directors or the General Director shall act as the legal representative of LICOGI, as appointed, removed, or dismissed by the Board of Directors. The rights and obligations of the legal representative shall be stipulated in the Law on Enterprises, this Charter, and LICOGI's Governance Regulations.

2. The legal representative of LICOGI is the individual who represents LICOGI in exercising rights and obligations arising from its transactions; represents LICOGI as a petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before arbitration tribunals, courts, and in other rights and obligations as prescribed by law.

3. The legal representative of LICOGI must reside in Vietnam and must authorize in writing an executive officer or manager of LICOGI to perform the rights and obligations of the legal representative when leaving Vietnam or being absent from LICOGI's head office for three (03) or more working days. In such cases, the legal representative shall remain responsible for the performance of the delegated rights and obligations

4. In the event that, upon expiry of the authorization period under Clause 3 of this Article, the legal representative has not yet returned to work at LICOGI's head office and no new authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative within the scope of the granted authorization until the legal representative of LICOGI resumes working or until the Board of Directors appoints another person as the legal representative

5. In the event that the legal representative is absent from Vietnam or absent from LICOGI's head office for more than thirty (30) days without authorizing another person to exercise the rights and obligations of the legal representative of LICOGI, or in the event of death, disappearance, criminal prosecution, detention, imprisonment, compulsory rehabilitation or compulsory education measures, being subject to restricted or loss of civil act capacity, having difficulties in cognition and controlling behavior, or being prohibited by a court from holding office, practicing professions, or performing certain jobs, the Board of Directors shall appoint another person to act as the legal representative of LICOGI

#### **6. Responsibilities of the Legal Representative**

a) To perform the assigned rights and obligations in an honest, prudent, and best-interest manner to ensure the lawful interests of LICOGI;

b) To be loyal to the interests of LICOGI; not to abuse position or authority,

and not to use information, know-how, business opportunities, or other assets of LICOGI for personal gain or for the benefit of other organizations or individuals

c) To promptly, fully, and accurately disclose to LICOGI information regarding enterprises in which the legal representative or his/her related persons own, control shares, or capital contributions in accordance with the Law on Enterprises;

7. The legal representative shall bear personal liability in accordance with the law for any damages caused to LICOGI due to violations of the responsibilities stipulated in Clause 6 of this Article.

**Article 4. Political Organizations, Socio-Political Organizations, and Grassroots Employee Representative Organizations within LICOGI**

1. The Communist Party of Vietnam organization, socio-political organizations, and grassroots employee representative organizations within LICOGI shall operate in accordance with the Constitution, laws of Vietnam, and the respective charters of such organizations.

2. LICOGI shall respect and must not obstruct or create difficulties for the establishment of the organizations mentioned in Clause 1 of this Article; shall provide favorable conditions in terms of facilities, time, and other necessary resources for Party members, trade union members, and members of other socio-political organizations working at LICOGI to participate in activities and fully comply with the regulations and internal rules of such organizations. LICOGI shall also allocate and contribute funds for the operation of these organizations in accordance with applicable laws

**III. OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES**

**Article 5. Business Objectives and Business Lines.**

**1. Business Objectives.**

a) To conduct business for profit, preserve and develop shareholders' capital, and maintain and develop LICOGI's traditional business areas, including construction and installation works, foundation treatment, technical infrastructure construction, and investment and business in urban areas, residential housing, and industrial zones

b) To develop LICOGI into an organization with advanced technology, management, and professional specialization; to closely integrate business operations with science and technology; to improve management quality and investment efficiency; to expand joint ventures and partnerships, thereby enhancing reputation and competitiveness in both domestic and international markets

c) To improve working conditions, enhance employees' living standards, and promote corporate cultural traditions;

d) To maintain cooperation, linkage, and sustainable development between the

parent company, subsidiaries, and affiliated companies.

## 2. Business lines of LICOGI.

No	Business line	Code
1	Other specialized construction activities Details: Foundation construction and treatment for all types of works, blasting and drilling, underground works	4390 (main)
2	Construction of residential buildings Details: Construction and general contracting of civil and industrial works	4100
3	Construction of railways and roads Details: Transportation infrastructure such as roads, railway bridges, road bridges, airports, ports, stations, tunnels	4210
4	Construction of public utility projects Details: Construction of irrigation works, water supply and drainage systems (dikes, dams, canals, reservoirs, irrigation systems, pipelines, pumping stations), hydropower, thermal power, telecommunications works	4220
5	Construction of other civil engineering works Details: Construction of urban and industrial infrastructure, power transmission lines, and substations	4290
6	Installation of other construction systems Details: Installation of construction equipment	4329
7	Building completion and finishing	4330
8	Real estate business (ownership or lease rights) Details: Investment and business in housing, urban areas, industrial zones, and infrastructure development projects	6810
9	Electricity production, transmission and distribution (Production and trading of commercial electricity)	3510
10	Quarrying of stone, sand, gravel and clay	0810

No	Business line	Code
11	Manufacture of clay building materials	2392
12	Manufacture of concrete and products of cement	2395
13	Demolition	4311
14	Site preparation	4312
15	Electrical installation works	4321
16	Plumbing, heat and air-conditioning installation	4322
17	Other business support service activities n.e.c. Details: Import and export of materials, machinery, equipment and technology	8299
18	Manufacture of cement, lime and plaster	2394
19	Wholesale of construction materials, installation equipment and other construction supplies Details: Trading in materials, machinery, equipment, raw materials, all types of construction materials, and construction technologies	4663
20	Wholesale of other specialized goods. Details: Trading in mechanical products	4669
21	Labor supply and management	7830
22	Renting of construction machinery and equipment Details: Leasing of construction machinery and equipment	7730
23	Freight transport by road	4933
24	Inland water freight transport	5022
25	Water collection, treatment and supply	3600
26	Repair of machinery and equipment	3312
27	Maintenance and repair of motor vehicles	4520
28	Wholesale of other machinery, equipment and parts Details: Wholesale of machinery and equipment for mining and	4659

No	Business line	Code
	construction	
29	Management consultancy activities Details: Construction investment cost consultancy, bidding consultancy, preparation of bidding documents	7020
30	Other professional, scientific and technical activities. Details: Research, application and transfer of new technologies in the construction sector	7490
31	Vocational education Details: Technical vocational training for construction, machinery, electrical and mechanical workers; retraining and management training	8532
32	Travel agency activities	7911
33	Short-stay accommodation services Details: Hotels and guest houses	5510
34	Other personal service activities n.e.c. Details: Office leasing services; management and operation of apartment buildings	9639
35	Architectural and related technical consultancy activities: Details: Planning, appraisal and evaluation of investment projects; topographic, geological and hydrogeological surveys; design, preparation and verification of total investment estimates and construction cost estimates; project management; construction supervision; bidding and contract consultancy for design, construction, materials and equipment supply; testing and quality inspection of construction works (excluding legal consultancy)	7110

LICOGI may supplement other business lines in accordance with applicable laws.

## Article 6. Scope of Business and Operations

1. LICOGI is permitted to conduct business activities in the registered business lines specified in this Charter, and as updated through amendments to its business registration with the business registration authority, and duly published on the National Business Registration Portal.

2. LICOGI may conduct business activities in other sectors not prohibited by law, subject to approval by the General Meeting of Shareholders.

3. LICOGI has the scope of business and operations both within and outside the territory of Vietnam.

#### **IV. CHARTER CAPITAL, SHARES, AND SHARE CERTIFICATES**

##### **Article 7. Charter Capital and Shares**

1. The charter capital of LICOGI at the time of approval of this Charter by the General Meeting of Shareholders is VND 900,000,000,000 (Nine hundred billion VND), divided into 90,000,000 (Ninety million) shares with a par value of VND 10,000 per share.

2. LICOGI may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws. LICOGI is entitled to issue shares of various types to raise capital in accordance with the law.

3. LICOGI may reduce its charter capital in the following cases:

- a) As decided by the General Meeting of Shareholders, LICOGI returns part of its contributed capital to shareholders in proportion to their shareholding, provided that LICOGI remains capable of fully paying its debts and other property obligations after such repayment;

- b) Repurchasing issued shares in accordance with Articles 12 and 13 of this Charter;

4. As of the date of approval of this Charter, LICOGI's shares consist solely of ordinary shares. The rights and obligations of ordinary shareholders are specified in Articles 21 and 22 of this Charter.

5. LICOGI may issue other types of preferred shares upon approval of the General Meeting of Shareholders and in accordance with applicable laws.

6. LICOGI may repurchase its own issued shares in accordance with the methods provided in this Charter and applicable laws. Shares repurchased by LICOGI shall be treasury shares, and the Board of Directors may reissue such shares in accordance with this Charter, the Law on Securities, and relevant guiding regulations.

7. LICOGI may issue other types of securities upon approval of the General Meeting of Shareholders and in accordance with applicable laws.

8. Ordinary shares may not be converted into preferred shares. Preferred shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.

##### **Article 8. Share Certificates**

1. Shareholders of LICOGI shall be issued share certificates corresponding to the number and class of shares owned.

2. A share certificate is a type of security confirming the lawful rights and interests of its holder in a portion of the charter capital of the issuing organization.

The share certificate must include all information required under Clause 1, Article 121 of the Law on Enterprises, including:

- a) Name, enterprise code, and head office address of LICOGI;
- b) Number and class of shares;
- c) Par value of each share and total par value of shares stated on the certificate;
- d) Full name, contact address, nationality, and legal document number of individual shareholders; or name, enterprise code or legal document, and head office address of organizational shareholders;
- e) Signature of the legal representative and seal of LICOGI;
- f) Registration number in LICOGI's shareholder register and date of issuance of the share certificate.

3. Within thirty (30) days from the date of submission of a complete dossier for transfer of share ownership in accordance with LICOGI's regulations, or within sixty (60) days from the date of full payment for shares in accordance with LICOGI's share issuance plan, the shareholder shall be issued a share certificate. Shareholders are not required to pay issuance costs for share certificates.

4. In case of errors in the content or form of share certificates issued by LICOGI, the rights and interests of the holder shall not be affected. The legal representative of LICOGI shall be liable for any damages arising from such errors.

5. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a share certificate upon request, provided that evidence of share ownership is submitted and all related costs are paid. The request must include at least the following:

- a) Information on the lost, damaged, or destroyed share certificate; in case of loss, a declaration confirming that a thorough search has been conducted and that if the certificate is found, it will be returned to LICOGI for cancellation;
- b) A commitment regarding the accuracy and truthfulness of the information provided in the request for reissuance and a commitment to bear responsibility for any disputes arising (if any) from the issuance of a new share certificate.

## **Article 9. Other Securities Certificates**

Bond certificates or other securities certificates issued by LICOGI shall bear the signature of the legal representative and the seal of LICOGI

## **Article 10. Offering of Shares**

1. Offering of shares means LICOGI increasing the number and classes of shares entitled to be offered in order to increase its charter capital.

- 2. The offering of shares may be conducted in one of the following forms:
  - a) Offering shares to existing shareholders;

- b) Private placement of shares;
- c) Public offering of shares.

3. Offering shares to existing shareholders means that LICOGI increases the number and classes of shares entitled to be offered and sells all such shares to all shareholders in proportion to their existing shareholding in LICOGI. Ordinary shares shall be offered to existing shareholders on a priority basis in proportion to their ownership of ordinary shares in the Corporation, in accordance with Article 124 of the Law on Enterprises, unless otherwise decided by the General Meeting of Shareholders.

Where the number of shares offered is not fully subscribed by shareholders and transferees of subscription rights, the Board of Directors shall have the right to sell the remaining shares to LICOGI's shareholders and other investors on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities law.

Shares shall be considered fully sold when they are fully paid for and the purchaser's information as specified in Clause 2, Article 20 of this Charter is fully recorded in the shareholder register; from that moment, the purchaser becomes a shareholder of LICOGI.

4. LICOGI shall conduct public offerings and private placements of shares in accordance with securities laws.

5. LICOGI shall register the change of charter capital within ten (10) days from the completion of a share offering, unless otherwise provided by law.

6. The Board of Directors shall decide the timing, method, and offering price of shares. The offering price shall not be lower than the market price at the time of offering or the book value per share at the nearest accounting period, except in the following cases:

- a) Initial offering of shares to non-founding shareholders;
- b) Offering shares to all existing shareholders in proportion to their ownership;
- c) Offering shares to brokers or underwriters. In such cases, the discount or discount rate must be approved by the General Meeting of Shareholders;
- d) Other cases, with discount levels in such cases decided by the General Meeting of Shareholders.

#### **Article 11. Transfer, Inheritance, and Donation of Shares**

1. Shares are freely transferable except in cases of transfer restrictions as prescribed by law. For restricted transfers, LICOGI shall clearly indicate such restrictions on the corresponding share certificates.

2. Unless otherwise provided by law or the General Meeting of Shareholders:

a) Shares purchased on a preferential basis by employees of LICOGI under Clause 2, Article 48 of Government Decree No. 59/2011/ND-CP dated 18 July 2011 on enterprise equitization shall not be transferable during the committed period of long-term employment. In case an employee terminates the labor contract before the committed period, they must resell all such shares to LICOGI at a price close to the market trading price but not exceeding the purchase price at the time of LICOGI's equitization. If, due to LICOGI's restructuring, the employee is required to terminate the labor contract or becomes unemployed in accordance with labor law before the committed period, such shares shall be converted into ordinary shares;

b) Shares purchased on a preferential basis by LICOGI's trade union during the equitization of the former State-owned enterprise shall not be transferable.

3. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related rights such as dividend rights, rights to receive bonus shares issued from equity, rights to purchase newly offered shares, and other rights as prescribed by law.

4. Transfer of shares shall be carried out either by customary contract or through transactions on the securities market. In the case of transfer by contract, the transfer document must be signed by the transferor and transferee or their authorized representatives. In the case of transfer via the securities market, procedures and ownership registration shall comply with securities laws.

5. In the event that a shareholder who is an individual die, the lawful heir(s) under a will or under law shall become shareholder(s) of LICOGI and must complete procedures for updating information in the shareholder register in accordance with LICOGI's regulations.

6. In the event that an individual shareholder dies without an heir, or the heir refuses to accept inheritance, or is disqualified from inheritance, the shares shall be handled in accordance with civil law provisions.

7. A shareholder has the right to donate part or all of their shares in LICOGI to other individuals or organizations; or use shares to repay debts. In such cases, the recipient of the donation or debt repayment in shares shall become a shareholder of LICOGI and must complete procedures for updating information in the shareholder register in accordance with LICOGI's regulations.

8. Individuals and organizations receiving shares under this Article shall become shareholders of LICOGI only from the time their information as specified in Clause 2, Article 20 of this Charter is fully recorded in the shareholder register.

## **Article 12. Share Buyback upon Request of Shareholders**

1. A shareholder who voted against a resolution or decision on the reorganization of LICOGI or on changes to shareholders' rights and obligations as

provided in this Charter shall have the right to request LICOGI to repurchase their shares. The request must be made in writing, clearly stating the shareholder's name and address, number and class of shares, proposed selling price, and reasons for requesting the buyback. Such request must be sent to LICOGI within ten (10) days from the date the General Meeting of Shareholders adopts the relevant resolution.

2. Within ninety (90) days from the date of receipt of the request, LICOGI shall repurchase the shares as requested under Clause 1 of this Article at the market price or at a price agreed with the shareholder, based on the reference price provided by LICOGI at the time of the buyback proposal. In case no agreement on price is reached, the parties may request a valuation organization. LICOGI shall introduce at least three (03) valuation organizations for the shareholder's selection, and such selection shall be final. The price determined by the selected valuation organization shall be used as the purchase and sale price of the shares.

### **Article 13. Share Buyback at LICOGI's Decision**

LICOGI shall have the right to repurchase no more than thirty percent (30%) of the total issued ordinary shares, and part or all of the preference shares with dividend preference, in accordance with the following provisions:

1. The Board of Directors shall decide on the repurchase of no more than ten percent (10%) of the total number of issued shares of each class within a twelve (12)-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders.

2. The Board of Directors shall determine the repurchase price. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in Point 3 of this Clause. For other types of shares, if this Charter does not provide otherwise or there is no agreement between LICOGI and relevant shareholders, the repurchase price shall not be lower than the market price.

3. LICOGI may repurchase shares from individual shareholders in proportion to their ownership in LICOGI according to the following procedures:

- The resolution on share repurchase must be sent by secure delivery method to all shareholders within thirty (30) days from the date of approval, unless otherwise provided by law. The notice must include: name and head office address of LICOGI; total number and classes of shares to be repurchased; repurchase price or pricing principles; payment procedures and timeline; and procedures and deadline for shareholders to sell their shares to LICOGI.

- Shareholders agreeing to sell their shares must send a written confirmation of sale by secure delivery to LICOGI within thirty (30) days from the date of notice. The written confirmation must include: full name, contact address, legal document number (for individual shareholders); name, enterprise code or legal document, and head office address (for organizational shareholders); number of shares owned and number of

shares offered for sale; payment method; and signature of the shareholder or its legal representative. LICOGI shall only repurchase shares offered for sale within the above period.

#### **Article 14. Payment Conditions and Handling of Repurchased Shares**

1. LICOGI shall only be entitled to pay for shares repurchased under Articles 12 and 13 of this Charter if, immediately after completing payment for all repurchased shares, LICOGI remains able to fully discharge its debts and other property obligations.

2. Shares repurchased in accordance with Articles 12 and 13 of this Charter shall be considered unissued shares in accordance with Clause 4, Article 112 of the Law on Enterprises. LICOGI must register a reduction of its charter capital corresponding to the total par value of the repurchased shares within ten (10) days from the date of completion of payment for the repurchase, unless otherwise provided by securities law.

3. Share certificates evidencing ownership of repurchased shares must be destroyed immediately after the corresponding shares have been fully paid. The Chairman of the Board of Directors and the General Director shall be jointly liable for any damages caused to LICOGI due to failure to destroy or delayed destruction of such share certificates.

4. After completing payment for all repurchased shares, if the total asset value recorded in LICOGI's accounting books decreases by more than ten percent (10%), LICOGI must notify all creditors within fifteen (15) days from the date of completion of payment for the repurchased shares.

#### **Article 15. Dividend Payment**

1. The General Meeting of Shareholders (GMS) shall decide on the dividend payout ratio and the form of dividend payment each year from LICOGI's retained profits.

2. LICOGI shall not pay interest on dividend payments or any amounts related to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors shall be responsible for implementing such resolution.

4. Dividends payable on ordinary shares shall be determined based on realized net profit and shall be distributed from LICOGI's retained earnings. LICOGI shall only pay dividends on ordinary shares when the following conditions are fully satisfied:

a) All tax obligations and other financial obligations prescribed by law have been fulfilled;

b) Statutory funds have been fully appropriated and prior losses have been fully covered in accordance with law;

c) Immediately after payment of dividends, LICOGI remains capable of fully discharging its due debts and other property obligations.

5. Dividends may be paid in cash, in LICOGI shares, or in other lawful assets as decided by the General Meeting of Shareholders. If paid in cash, payment shall be made in Vietnamese Dong. Payment may be made directly or via banks based on shareholders' provided bank account information. Where LICOGI has transferred dividend payments correctly based on provided bank details but the shareholder does not receive the funds, LICOGI shall not be liable for such amounts. For listed/securities-registered shares at the Stock Exchange, dividend payment may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. Dividends must be fully paid within six (06) months from the date of conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall issue a resolution determining a specific record date for shareholders entitled to dividends. Based on this date, persons registered as shareholders or holders of other securities shall be entitled to dividends. The Board of Directors shall prepare the list of dividend-entitled shareholders, determine the dividend amount per share, as well as the timing and method of payment, at least thirty (30) days before each dividend payment. Notice of dividend payment shall be sent by secure delivery to shareholders at their registered address in the shareholder register at least fifteen (15) days before payment. The notice shall include:

- Name and head office address of LICOGI;
- Full name, contact address, nationality, and legal document number for individual shareholders;
- Name, enterprise code or legal document number, and head office address for organizational shareholders;
- Number of shares of each type owned; dividend per share and total dividend payable;
- Payment time and method;
- Full name and signature of the Chairman of the Board of Directors and the legal representative of LICOGI.

7. In case a shareholder transfers shares between the record date and dividend payment date, the transferor shall be the person entitled to receive the dividend from LICOGI.

8. In case dividends are paid in shares, LICOGI is not required to carry out share offering procedures under Article 10 of this Charter and must register an

increase in charter capital corresponding to the total par value of shares used for dividend payment within ten (10) days from completion of dividend payment, unless otherwise provided by law.

**Article 16. Recovery of Payments for Share Buybacks or Dividends**

Where the payment for share repurchase or dividend distribution is made in violation of applicable law and this Charter, the shareholder shall be required to return to LICOGI the amount of money and other assets received. In case the shareholder fails to return such amounts or assets to LICOGI, all members of the Board of Directors shall be jointly and severally liable for LICOGI's debts and other property obligations, to the extent of the value of the amounts or assets paid to the shareholder that have not been recovered

**V. GOVERNANCE, MANAGEMENT AND SUPERVISION STRUCTURE, AND SEAL**

**Article 17. Organizational Structure for Management, Governance and Supervision**

LICOGI shall organize its management, governance and supervision structure under the following model:

- a) The General Meeting of Shareholders (GMS);
- b) The Board of Directors (BOD);
- c) The Supervisory Board (SB);
- d) The General Director.

**Article 18. Seal of LICOGI**

1. The Board of Directors shall decide on the type, quantity, form, and content of the seal(s) of LICOGI, its branches, representative offices, and other affiliated units. The seal shall be produced by a licensed seal engraving service in accordance with applicable laws and shall include the name and enterprise registration number of LICOGI.

2. The use, management, and custody of the seal(s) of LICOGI, its branches, representative offices, and other affiliated units shall be carried out in accordance with LICOGI's Internal Governance Regulations and applicable laws.

**VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

**Article 19. Shareholders and Authorized Representatives of Institutional Shareholders**

1. A shareholder is the owner of LICOGI and shall have rights and obligations corresponding to the number and class of shares they hold. Shareholders shall be liable for the debts and other property obligations of LICOGI only within the scope of the

capital contributed to LICOGI. At the time of approval of this Charter, LICOGI has no founding shareholders.

2. Authorized representatives of institutional shareholders:

a) If a shareholder is an organization, it shall appoint one or more individuals as its authorized representatives to exercise the rights and obligations of the shareholder on its behalf in accordance with this Charter and applicable laws. A shareholder owning at least 10% of total ordinary shares may appoint up to three (03) authorized representatives, while other shareholders may appoint only one (01) representative, unless otherwise decided by the General Meeting of Shareholders. Where a shareholder appoints more than one authorized representative, it must specify the number of shares corresponding to each representative. If not specified, the shares shall be equally divided among the representatives;

b) The appointment, termination, or change of authorized representatives must be made in writing and notified to LICOGI and shall only be effective with respect to LICOGI from the date LICOGI receives such notification. The written appointment must include the following principal contents:

- Name, enterprise code, and head office address of the shareholder;
- Number of authorized representatives and the proportion of shares assigned to each representative;
- Full name, contact address, nationality, and legal document number of each authorized representative;
- Term of authorization for each representative, clearly stating the commencement date;
- Full name and signature of the shareholder's legal representative and of the authorized representative;

c) The appointment, termination, or change of an authorized representative shall take effect from the later of the following:

- The date LICOGI receives the relevant written document;
- Another date specified in the document, provided it is not earlier than the date LICOGI receives the document;

d) Authorized representatives must meet the standards and conditions prescribed by law and shall not receive remuneration from LICOGI for performing the authorized tasks. They shall not re-delegate their authority to others (including attendance authorization for the General Meeting of Shareholders) without the consent of the appointing shareholder and shall not participate in candidacy in their personal capacity;

e) Each shareholder shall ensure that its authorized representative is capable of and willing to act on its behalf at the General Meeting of Shareholders, and commits to ensuring that such representative does not intentionally absent themselves or fail to attend the General Meeting without valid reasons in order to obstruct LICOGI's operations;

f) The authorized representative shall be liable to the owner, member, or shareholder who appointed them for violations of their responsibilities as prescribed in Article 15 of the Law on Enterprises. The owner, member, or shareholder appointing the representative shall be liable to third parties for obligations arising from the exercise of rights and obligations through the authorized representative.

## **Article 20. Shareholder Register**

1. LICOGI is responsible for establishing and maintaining a Shareholder Register in accordance with applicable laws from the date of issuance of the Enterprise Registration Certificate. The Shareholder Register may be in paper form, electronic data files, or both, recording information on shareholders' share ownership.

2. The Shareholder Register of LICOGI shall include the following principal contents:

- a) Name, enterprise code, and head office address of LICOGI;
- b) Total number of authorized shares, types of authorized shares, and the number of authorized shares of each type;
- c) Total number of issued shares of each type and the value of contributed charter capital;
- d) Full name, contact address, nationality, and legal document number for individual shareholders; or name, enterprise code or legal document, and head office address for organizational shareholders;
- e) Number of shares of each type held by each shareholder, and the date of share registration;

3. The Shareholder Register shall be stored at LICOGI's head office or at the Vietnam Securities Depository and Clearing Corporation. Shareholders have the right to inspect, access, extract, or copy the names and contact addresses of shareholders in the Shareholder Register.

4. In case a shareholder changes their contact address, they must promptly notify LICOGI for updating in the Shareholder Register. LICOGI shall not be liable for failure to contact a shareholder due to the shareholder's failure to notify such change of address.

5. LICOGI shall promptly update changes in the Shareholder Register upon request of relevant shareholders in accordance with this Charter.

**Article 21. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:

a) To attend, speak at meetings of the General Meeting of Shareholders (GMS), and exercise voting rights directly at GMS meetings or through authorized representatives or other forms as prescribed by law. Each ordinary share shall carry one vote;

b) To receive dividends at the rate decided by the GMS;

c) To freely transfer their shares to others, except as otherwise provided by law and in the cases specified in Clauses 1, 2, and 3 of Article 11 of this Charter;

d) To have the pre-emptive right to purchase new shares offered for sale in proportion to their ownership of ordinary shares in LICOGI;

e) To inspect, access, and extract information on names and contact addresses in the list of voting shareholders, and to request correction of inaccurate information;

f) To access information on the list of shareholders entitled to attend the GMS;

g) To inspect, access, extract, or copy LICOGI's Charter, minutes of GMS meetings, and GMS resolutions;

h) In the event of dissolution or bankruptcy of LICOGI, to receive a portion of remaining assets corresponding to their ownership ratio after LICOGI has fully paid its debts (including obligations to the State, taxes, and fees) and has fulfilled payments to holders of other share classes in accordance with bankruptcy and enterprise dissolution laws;

i) To request LICOGI to repurchase shares in the cases specified in Clause 1, Article 12 of this Charter and Article 132 of the Law on Enterprises;

k) To be treated equally. Each share of the same class shall confer equal rights, obligations, and benefits. Where LICOGI issues preferred shares, the rights and obligations attached to such shares must be approved by the GMS and fully disclosed to shareholders;

l) To access sufficient periodic and extraordinary information disclosed by LICOGI in accordance with the law;

m) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the GMS or the Board of Directors in accordance with the Law on Enterprises.

2. Shareholders or groups of shareholders holding at least five percent (05%) of total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a GMS in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises in the following cases:

- The Board of Directors seriously violates shareholders' rights or managerial obligations or issues decisions beyond its authority;

- The term of the Board of Directors has exceeded six (06) months without a new Board being elected;

b) Requests for convening a GMS must be made in writing and include: full name, contact address, nationality, and legal document number (for individuals); or name, enterprise code or legal document number, and head office address (for organizations); number of shares and registration date of each shareholder; total shares and ownership ratio of the group; reasons and grounds for the request; and supporting documents and evidence of violations. The requesting shareholders shall be fully responsible before law for the accuracy and truthfulness of such documents;

c) To convene a GMS in accordance with Clause 4, Article 140 of the Law on Enterprises where the Board of Directors and the Supervisory Board fail to convene a GMS as required by law and this Charter;

d) To inspect, access, and extract minutes, resolutions, and decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to Board approval, and other documents, except those relating to LICOGI's trade secrets or business secrets. Authorized representatives must provide valid authorization documents;

đ) To request the Supervisory Board to inspect specific matters relating to management and operation of LICOGI when necessary. Such request must be made in writing and include required shareholder information, number of shares, and purpose of inspection;

e) To propose agenda items for GMS meetings in accordance with Article 26 of this Charter.

3. Shareholders or groups of shareholders holding at least ten percent (10%) of total ordinary shares shall have the right to nominate candidates to the Board of Directors and Supervisory Board. The nomination shall be conducted as follows:

a) Shareholder groups must notify other attending shareholders of the group formation at least one (01) working day before the opening of the GMS;

b) Based on the number of members of the Board of Directors and Supervisory Board, shareholders or groups of shareholders under this Clause may nominate one or more candidates as decided by the GMS. If the number of nominated candidates is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, Supervisory Board, and other shareholders;

4. Other rights as provided in this Charter and applicable laws.

## **Article 22. Obligations of Shareholders**

1. To comply with laws, LICOGI's Charter, and internal governance regulations; and to implement resolutions and decisions of the General Meeting of Shareholders (GMS) and the Board of Directors.

2. To fully and timely pay for subscribed shares and be legally responsible for the lawfulness of capital sources used to purchase shares.

Shareholders shall not withdraw contributed capital represented by ordinary shares from LICOGI in any form, except where such shares are repurchased by LICOGI or another party. If a shareholder withdraws part or all of contributed capital in violation of this provision, such shareholder and related parties in LICOGI shall be jointly liable for debts and other property obligations of LICOGI within the value of the withdrawn shares and any resulting damages.

3. To be liable for debts and other property obligations of LICOGI within the scope of the capital contributed to LICOGI.

4. To keep confidential information provided by LICOGI in accordance with this Charter and applicable laws; to use such information solely for exercising and protecting lawful rights and interests; and not to disclose, reproduce, or distribute such information to any other organizations or individuals. To protect LICOGI's reputation, assets, interests, and confidential business activities.

5. To attend GMS meetings and exercise voting rights in the following forms:

- a) Direct participation and voting at meetings;
- b) Authorization of another individual or organization to attend and vote;
- c) Participation and voting via online meetings, electronic voting, or other electronic forms;
- d) Submission of votes via postal mail, fax, or email.

6. To bear personal liability when, under LICOGI's name, engaging in any of the following acts:

- a) Violating the law;
- b) Conducting business or transactions for personal gain or for the benefit of other organizations or individuals;
- c) Making payments of undue debts in anticipation of financial risks that may arise for LICOGI.

7. To provide accurate contact address upon share registration and promptly notify LICOGI of any changes to contact information or personal identification documents.

8. To fulfill other obligations as prescribed by applicable laws.

## **Article 23. General Meeting of Shareholders (GMS)**

1. The GMS consists of all shareholders entitled to vote and is the highest decision-making body of LICOGI. The GMS shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors (BOD) may decide to extend the annual GMS meeting in necessary cases, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The meeting location must be within the territory of Vietnam. In case the GMS is held simultaneously at multiple locations, the official location shall be where the Chairperson of the meeting is present.

2. The BOD shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide matters as prescribed by law and LICOGI's Charter, particularly approving the audited annual financial statements. If the audit report contains material qualifications, adverse opinions, or a disclaimer of opinion, LICOGI must invite representatives of the licensed auditing firm to attend the annual GMS, and such representatives shall be responsible for attending the meeting.

3. The BOD must convene an extraordinary GMS in the following cases:

- a) When deemed necessary in the interests of LICOGI;
- b) When quarterly, semi-annual, or audited annual financial statements reflect that equity has decreased by half (1/2) compared to the beginning of the period;
- c) When the remaining number of BOD members, independent board members (if any), or Supervisory Board members is less than the minimum required by law or reduced by more than one-third (1/3) of the number specified in this Charter;
- d) Upon request of shareholders or groups of shareholders as defined in Clause 2, Article 21 of this Charter; such request must be in writing, clearly stating the reasons and purpose of the meeting and bearing valid signatures;
- e) Upon request of the Supervisory Board if it has grounds to believe that:
  - (i). BOD members or other managers seriously violate their obligations under Article 165 of the Law on Enterprises or act beyond their authority;
  - (ii). Managers fail to properly perform their duties, lack honesty or diligence, or act against the best interests of LICOGI;
  - (iii). Managers are not loyal to LICOGI's interests or misuse information, business opportunities, or assets for personal gain;
  - (iv) Managers fail to properly disclose related-party ownership as required; such disclosures must be posted at the head office and branches;
  - (v). Other violations under Article 59 of this Charter;
- đ) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary GMS:

a) The BOD must convene the GMS within thirty (30) days from the date the number of members falls below the minimum requirement or upon receipt of requests under Points d and e, Clause 3. If the number of BOD members is reduced by more than one-third (1/3), the meeting must be convened within sixty (60) days. Failure to convene results in joint liability for damages by the BOD members;

b) If the BOD fails to convene the GMS, the Supervisory Board shall convene it within thirty (30) days. If the Supervisory Board fails, it shall be liable for damages;

c) If both fail, eligible shareholders or shareholder groups may convene the GMS in accordance with the Law on Enterprises;

d) Costs of convening and holding the GMS shall be reimbursed by LICOGI, excluding personal expenses of attending shareholders.

5. The convener of the GMS shall:

- a) Prepare the list of eligible shareholders;
- b) Provide information and resolve complaints regarding the shareholder list;
- c) Prepare agenda and content of the meeting;
- d) Prepare meeting documents;
- e) Draft GMS resolutions and candidate lists for elections;
- f) Determine time and venue;
- g) Send meeting invitations to shareholders as required by law and this Charter;
- h) Perform other tasks necessary for the meeting.

### **Article 23. General Meeting of Shareholders (GMS)**

1. The General Meeting of Shareholders (GMS) consists of all voting shareholders and is the highest decision-making body of LICOGI. The GMS shall hold one annual meeting per year within four (04) months from the end of the fiscal year. The Board of Directors (BOD) may decide to extend the time for holding the annual GMS in necessary cases, but such extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may convene extraordinary meetings. The location of the GMS must be within the territory of Vietnam. In case the GMS is held simultaneously at multiple locations, the official meeting location shall be where the Chair of the meeting is present.

2. The Board of Directors shall convene the annual General Meeting of Shareholders (GMS) and select an appropriate venue. The annual GMS shall decide on matters as prescribed by applicable laws and LICOGI's Charter, in particular the approval of the audited annual financial statements.

In the event that the audit report on LICOGI's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, LICOGI

must invite representatives of the approved auditing firm that conducted the audit of LICOGI's financial statements to attend the annual GMS. Such representatives shall be responsible for attending the annual GMS of LICOGI

**3. The Board of Directors (BOD) must convene an extraordinary General Meeting of Shareholders (GMS) in the following cases:**

- a) When deemed necessary in the interests of LICOGI;
- b) When quarterly, semi-annual, or audited annual financial statements show that equity has decreased by one-half (1/2) compared to the beginning of the period;
- c) When the number of remaining members of the Board of Directors, independent Board members (if any), or the Supervisory Board falls below the minimum number required by law, or when the number of Board members is reduced by more than one-third (1/3) of the number specified in this Charter;
- d) At the request of shareholders or groups of shareholders as specified in Clause 2, Article 21 of this Charter. Such request must be in writing, clearly stating the reasons and purpose of the meeting, and must bear sufficient signatures of the relevant shareholders, or be made in multiple copies with collected signatures of the relevant shareholders;
- e) At the request of the Supervisory Board if the Supervisory Board has grounds to believe that:
  - Members of the Board of Directors or other executives seriously violate their obligations under Article 165 of the Law on Enterprises, or the Board acts or intends to act beyond its authority;
  - Members of the Board of Directors, the General Director, and other managers:
    - (i) Fail to properly perform their duties in accordance with applicable laws, the Charter, or resolutions of the GMS;
    - (ii) Fail to perform their duties honestly, prudently, and in the best interests of LICOGI;
    - (iii) Are not loyal to the interests of LICOGI and its shareholders, or misuse information, know-how, business opportunities, positions, or company assets for personal benefit or for others;
    - (iv) Fail to timely, fully, and accurately disclose enterprises in which they or their related persons hold ownership or controlling shares; such disclosures shall be posted at the head office and branches of LICOGI;
    - (v) Violate provisions of Article 59 of this Charter;
  - đ) Other cases as prescribed by law and this Charter.

**4. Convening an extraordinary GMS**

a) The Board of Directors must convene a GMS within thirty (30) days from the date the number of Board members, independent Board members (if any), or Supervisory Board members falls below the minimum required by law, or upon receipt of requests specified in Points d and e of Clause 3 of this Article. The BOD must convene the GMS within sixty (60) days if the number of Board members decreases by more than one-third (1/3). If the BOD fails to convene the GMS as required, the Chair and members of the BOD shall be jointly liable for damages incurred by LICOGI.

b) If the BOD fails to convene the GMS as prescribed in Point a of this Clause, within the next thirty (30) days the Supervisory Board shall replace the BOD to convene the GMS. If the Supervisory Board also fails, it shall be liable for damages incurred by LICOGI.

c) If the Supervisory Board fails to convene the GMS as prescribed in Point b of this Clause, shareholders or groups of shareholders under Clause 2, Article 21 of this Charter have the right to represent LICOGI to convene the GMS in accordance with the Law on Enterprises;

d) Expenses for convening and holding the GMS shall be reimbursed by LICOGI. Such expenses do not include costs incurred by shareholders in attending the meeting, including accommodation and travel costs.

5. The convener of the GMS shall perform the following tasks:

- a) Prepare the list of eligible shareholders for attendance and voting;
- b) Provide information and resolve complaints related to the shareholder list;
- c) Prepare the meeting agenda and content;
- d) Prepare meeting materials;
- e) Draft GMS resolutions and candidate lists in case of elections of Board members or Supervisory Board members;
- f) Determine the time and venue of the meeting;
- g) Send meeting invitations to all eligible shareholders in accordance with law and this Charter;
- h) Perform other tasks necessary for the meeting.

#### **Article 24. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders (GMS) shall have the following rights and obligations:

- a) To approve the development orientation of LICOGI;
- b) To decide on the types of shares and the total number of shares of each type authorized to be offered for sale; to decide on the annual dividend rate for each type of share;

c) To decide on the number of members of the Board of Directors (BOD) and the Supervisory Board (if any). To elect, dismiss, remove, elect additional members, or replace members of the BOD and the Supervisory Board in accordance with the conditions and standards prescribed by law and this Charter;

d) To decide on investments or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of LICOGI, including capital contributions, purchase of shares in other enterprises, establishment of subsidiaries, and establishment of affiliated companies.

e) To decide on amendments and supplements to the Charter of LICOGI;

f) To approve the annual financial statements and the plan for distribution and use of annual profits;

g) To decide on the repurchase of more than 10% of the total number of shares of each class already sold;

h) To review and handle violations by members of the Board of Directors and Supervisory Board that cause damage to LICOGI and its shareholders;

i) To decide on the reorganization or dissolution of LICOGI and to appoint liquidators;

k) To approve the internal governance regulations; the operating regulations of the Board of Directors and the Supervisory Board;

l) To approve the list of approved auditing firms; to decide on the approved audit firm to conduct audits of LICOGI's operations; and to dismiss approved auditors when necessary;

m) To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

n) Other rights and obligations as prescribed by applicable laws.

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

a) The annual business plan of LICOGI;

b) The annual audited financial statements;

c) The Board of Directors' report on governance and on the performance of the Board of Directors and each of its members;

d) The Supervisory Board's report on LICOGI's business performance, and on the performance of the Board of Directors and the General Director;

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

- e) The dividend level for each share of each class;
  - g) The number of members of the Board of Directors and the Supervisory Board;
  - h) The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
  - i) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board.
  - k) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct inspections of LICOGI's operations when necessary;
  - l) To approve amendments and supplements to the Charter of LICOGI;
  - m) The types and number of newly issued shares for each class of shares;
  - n) To divide, split, consolidate, merge, or transform LICOGI;
  - o) To reorganize or dissolve LICOGI and to appoint liquidators;
  - p) To decide on investments or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in LICOGI's most recent financial statements, including capital contributions, purchase of shares in other enterprises, and establishment of subsidiaries and affiliates;
  - q) To decide on the repurchase of more than 10% of the total number of issued shares of each class;
  - r) LICOGI entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises and Clause 1, Article 59 of this Charter, where the value of such contracts or transactions is equal to or greater than 35% of LICOGI's total assets as recorded in the most recent financial statements;
  - s) To approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities, and its amendments and supplements (if any);
  - t) To approve the Internal Governance Regulations of the Corporation, the Rules of Procedure of the Board of Directors, and the Rules of Procedure of the Supervisory Board;
  - u) Other matters as prescribed by law and this Charter.
3. The Annual General Meeting of Shareholders shall discuss and approve matters specified in Clause 3, Article 139 of the Law on Enterprises.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.
5. Shareholders shall not be entitled to vote in the following cases:

a. Approval of contracts or transactions specified in Clause 2 of this Article where such shareholder or its related persons is a party to the contract;

b. The repurchase of shares from such shareholder or its related persons, except where the share repurchase is conducted proportionally to all shareholders' ownership or through matching orders or public tender offers on the stock exchange.

## **Article 25. List of Shareholders Entitled to Attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend the General Meeting of Shareholders (GMS) shall be prepared based on the shareholder register and the register of securities owners of LICOGI. The list of eligible shareholders shall be finalized no more than ten (10) days prior to the date of sending the invitation to the GMS. LICOGI shall disclose information on the establishment of the list of shareholders entitled to attend the GMS at least twenty (20) days before the record date.

2. The list of shareholders entitled to attend the GMS shall include: the full name, contact address, nationality, and legal identification number of individual shareholders; the name, enterprise code or legal identification number, and head office address of institutional shareholders; the number of shares of each type; and the shareholder registration number and registration date of each shareholder.

3. Shareholders have the right to inspect, access, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the GMS; and to request correction of inaccurate information or supplementation of necessary information about themselves in such list. LICOGI's management shall promptly provide shareholder register information and correct inaccurate data upon shareholders' request and shall be liable for compensation for any damage arising from failure to provide, delayed provision, or inaccurate provision of such information. The procedures for requesting information from the shareholder register are as follows:

a) The shareholder shall contact LICOGI's shareholder relations department, present valid legal identification, and provide the shareholder registration number and registration date in LICOGI's shareholder register, together with a written request for inspection, access, extraction, copying of names and contact addresses in the list of shareholders entitled to attend the GMS, or for correction/supplementation of inaccurate or missing information (the "Request Letter"). An authorized representative of an institutional shareholder shall present their legal identification and the Request Letter specifying the enterprise name, enterprise code or legal identification number, head office address, shareholder registration number and date, specific information requested, and personal details of the authorized representative;

b) After verifying shareholder status, if the requester is a valid shareholder of LICOGI, during the working hours of the organization maintaining the shareholder

register, LICOGI's shareholder relations department shall facilitate the shareholder (or their authorized/appointed representative) to inspect, access, extract, or copy the shareholder register in accordance with applicable law and this Charter. Requests for extraction or copying of the shareholder list for the GMS, correction of inaccurate information, or supplementation of necessary information shall be processed within one (01) working day from receipt of the request and no later than the opening date of the GMS, except where verification or inspection is required, in which case processing shall be completed after the verification results are available.

#### **Article 26. Agenda and Contents of the General Meeting of Shareholders (GMS)**

1. The convener of the GMS shall prepare the agenda and contents of the meeting.

2. Shareholders or groups of shareholders as stipulated in Clause 2, Article 21 of this Charter have the right to propose matters to be included in the GMS agenda. Such proposals must be made in writing, clearly stating the name of the shareholder, the number of each type of shares held, and the proposed matters to be included in the agenda and must be submitted to LICOGI no later than five (05) working days before the opening date of the meeting.

3. Where the convener of the GMS refuses a proposal under Clause 2 of this Article, a written response stating the reasons must be provided no later than two (02) working days before the opening date of the GMS. The convener may refuse such proposals if any of the following conditions are met:

- a) The proposal is not submitted in accordance with Clause 2 of this Article;
- b) The proposed matter falls outside the authority of the GMS;
- c) At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the total ordinary shares as prescribed in Clause 2, Article 21 of this Charter;
- d) Other cases as prescribed by law;

4. The convener of the GMS shall accept and include proposals under Clause 2 of this Article in the draft agenda and meeting contents, except in the cases specified in Clause 3 of this Article. Such proposals shall be officially added to the agenda and contents of the meeting if approved by the GMS.

#### **Article 27. Notice of Invitation to the General Meeting of Shareholders (GMS)**

1. The convener of the GMS shall send meeting invitations to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the GMS (calculated from the date the notice is duly sent or dispatched). The invitation must include the name, head office address, and enterprise registration number of LICOGI; the name and contact address of the

shareholder; as well as the time, venue of the meeting, and other requirements for participants.

2. The notice shall be sent by registered or secure delivery to the shareholder's contact address, and simultaneously published on LICOGI's official website and on the website of the State Securities Commission and the Stock Exchange where LICOGI's shares are listed or registered for trading.

3. The notice of invitation shall be accompanied by the following documents:

- a) The agenda of the GMS, meeting materials, and draft resolutions for each item in the agenda;
- b) The list and detailed information of candidates in case of election of members of the Board of Directors (BOD) and the Supervisory Board (if applicable);
- c) Voting ballots;
- d) A proxy appointment form for authorization to attend the meeting;
- e) A nomination form for candidates to the Board of Directors and Supervisory Board (if any).

4. In case the documents are not sent together with the invitation to the GMS, the notice must clearly indicate the link or access path to the full set of meeting documents as specified in Clause 3 of this Article, so that shareholders may access them.

#### **Article 28. Exercise of the Right to Attend the General Meeting of Shareholders (GMS)**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting directly, authorize one or more individuals or organizations to attend on their behalf, or exercise their rights through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises, as follows:

- a) Attend and vote directly at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Attend and vote via online meetings, electronic voting, or other electronic forms;
- d) Submit voting ballots to the meeting via postal mail, fax, or email.

2. Authorization for representation at the GMS must be made in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of

authorization, the term of authorization, and the signatures of the authorizing party and the authorized party. The authorization document must include signatures as follows:

- a) If the shareholder is an individual, the authorization document must bear the signature of the shareholder and the signature of the authorized attendee;
- b) If the authorized representative of an institutional shareholder further delegates authority to another person, the authorization document must bear the signature of such representative, the signature of the legal representative of the shareholder, and the signature of the authorized attendee;
- c) Other cases must bear the signature of the legal representative of the institutional shareholder and the signature of the authorized attendee;

The authorized attendee must submit the authorization document upon registration for the meeting. In case of sub-authorization, the attendee must also present the original authorization from the shareholder or from the authorized representative of the institutional shareholder (if not already registered with LICOGI).

3. The voting ballot of an authorized attendee within the scope of authorization remains valid even if one of the following events occurs:

- a) The authorizing party dies, loses civil act capacity, or has restricted civil act capacity;
- b) The authorization has been revoked;
- c) The authorizing party has revoked the authority of the authorized person.

This provision does not apply if LICOGI receives notice of any of the above events no later than twenty-four (24) hours before the opening of the GMS or before the reconvened meeting.

4. In case shares are transferred during the period from the date the list of shareholders entitled to attend the GMS is finalized to the opening date of the GMS, the transferor shall still be entitled to attend the GMS with respect to the transferred shares, unless the transferor has authorized the transferee to attend the meeting.

#### **Article 29. Conditions for Conducting the General Meeting of Shareholders (GMS)**

1. The GMS shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions specified in Clause 1 of this Article within thirty (30) minutes from the scheduled opening time, the second invitation notice must be sent within thirty (30) days from the originally scheduled date of the first meeting. The second GMS shall be conducted when shareholders attending represent at least 33% of the total voting shares.

3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, the third invitation notice must be sent within twenty (20) days from the

scheduled date of the second meeting. In this case, the GMS may be conducted regardless of the total number of voting shares represented by attending shareholders.

4. Only the GMS has the authority to decide on changes to the agenda that has been sent together with the meeting invitation notice.

### **Article 30. Procedures for Conducting and Voting at the General Meeting of Shareholders (GMS)**

The procedures for conducting and voting at the GMS shall be as follows:

1. Shareholders attending the GMS shall be registered in accordance with the list of shareholders entitled to attend the meeting before the opening of the meeting. Registration shall continue until all attending eligible shareholders have been registered.

Upon registration, LICOGI shall issue each shareholder or authorized representative with one voting card, which shall indicate the registration number, the shareholder's full name, the name of the authorized representative (if any), and the number of voting shares held.

2. The election of the Chairperson, Secretary, and Vote Counting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors (BOD) shall act as Chairperson of the meeting or may authorize the Vice Chairperson or another BOD member to chair the GMS convened by the BOD. If the Chairperson is absent or temporarily unable to work, the Vice Chairperson shall preside. If both are absent or unable to act, the remaining BOD members shall elect one among themselves as Chairperson by majority vote; if no Chairperson is elected, the Head of the Supervisory Board shall preside to organize the election of the Chairperson, and the candidate with the highest votes shall become Chairperson;

b) Except for the case specified in Point a of this Clause, the person signing the meeting invitation shall preside over the election of the Chairperson, and the candidate with the highest votes shall become Chairperson;

c) The Chairperson shall appoint one or more persons as the Secretary of the meeting;

d) The GMS shall elect one or more members to the Vote Counting Committee upon proposal of the Chairperson. The number of members shall be decided by the GMS based on the Chairperson's proposal.

3. The GMS shall approve the agenda and contents of the meeting at the opening session. The agenda must specify the time allocated for each item.

4. The GMS shall discuss and vote on each item of the agenda. Voting shall be conducted by "approve," "disapprove," or "no opinion." For voting using voting cards,

cards in favor shall be collected first, followed by cards against, and then the total votes shall be counted. For voting using ballots, the Vote Counting Committee shall conduct the counting. The results shall be announced by the Chairperson before the closing of the meeting, unless otherwise required by law.

5. Shareholders or authorized representatives arriving after the meeting has commenced are still entitled to register, participate, and vote immediately after registration. The Chairperson is not obliged to suspend the meeting to accommodate late arrivals, and resolutions already passed shall remain valid.

6. The convener or Chairperson of the GMS has the following rights:

a) To require all attendees to comply with security checks or other lawful and reasonable security measures;

b) To request competent authorities to maintain order; to expel individuals who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security requirements.

7. The Chairperson has the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner in accordance with the approved agenda and to reflect the will of the majority of attendees.

8. The Chairperson may adjourn the GMS even if sufficient attendees are present, for no more than three (03) working days from the originally scheduled opening date, and only in the following cases:

a) The venue does not have sufficient seating for all attendees;

b) Communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote;

c) Attendees obstruct or disrupt order, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. If the Chairperson adjourns or suspends the GMS in violation of Clause 8, the GMS shall elect another participant to replace the Chairperson to preside over the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid.

10. After careful consideration, the convener of the GMS may take appropriate measures to:

a) Arrange seating at the meeting venue;

b) Ensure safety for attendees at the meeting venues;

c) Facilitate shareholders' participation or continued participation in the GMS.

The convener has full discretion to modify and apply such measures as necessary, including issuing entry passes or other access control methods.

Where such measures are applied, the convener may:

- Designate the official meeting venue as stated in the notice, where the Chairperson shall be present (“Main Venue of the GMS”);
- Organize conditions for shareholders or authorized representatives who cannot attend at the main venue or who attend at other locations to participate simultaneously in the GMS.

The meeting notice is not required to provide detailed descriptions of such organizational measures.

11. Where LICOGI applies modern technology to conduct the GMS via online meetings, it shall ensure that shareholders may attend and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities, and its amendments and supplements (if any).

### **Article 31. Forms of Adoption of Resolutions of the General Meeting of Shareholders (GMS)**

1. The GMS shall adopt resolutions within its authority either by voting at a meeting or by collecting written opinions. The Annual General Meeting of Shareholders shall not be conducted in the form of collecting written opinions.

2. The following matters shall be adopted by voting at a GMS meeting:

- a) Amendments and supplements to the Charter of LICOGI;
- b) Development orientation of LICOGI;
- c) Types of shares and the total number of shares of each type;
- d) Election, dismissal, and removal of members of the Board of Directors (BOD) and the Supervisory Board; and cases of additional election of BOD members as required under Points a and b, Clause 6, Article 40 of this Charter, which must be conducted at a GMS meeting;
- đ) Decisions on investments or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of LICOGI;
- e) Approval of annual financial statements;
- g) Reorganization or dissolution of LICOGI.

### **Article 32. Conditions for Adoption of Resolutions of the General Meeting of Shareholders (GMS)**

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders

attending and voting at the meeting, except as provided in Clauses 2, 3, 4, and 5 of this Article:

- a) Types of shares and the total number of shares of each type;
- b) Changes to business lines and sectors;
- c) Changes to the organizational structure of LICOGI;
- d) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of LICOGI;
- e) Reorganization or dissolution of LICOGI;
- g) Other matters as prescribed by law and this Charter.

2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, and 5 of this Article.

3. Election of members of the Board of Directors (BOD) and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has total voting rights corresponding to the number of shares owned multiplied by the number of members to be elected. The shareholder may allocate all or part of their votes to one or several candidates. Elected candidates shall be determined in descending order of votes received, starting from the highest until the required number of members is filled. In case two (or more) candidates receive the same number of votes for the last available position, a re-election shall be conducted among those candidates or selection shall be made according to criteria set out in the election regulations.

4. In case a resolution is adopted by written opinion, it shall be passed if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.

5. A resolution of the GMS on matters that adversely change the rights and obligations of holders of preference shares shall only be adopted if approved by at least 75% of the preference shareholders of the same class attending the meeting, or by at least 75% of the total preference shares of that class in case of approval by written opinion.

6. A GMS resolution approved by 100% of the total voting shares shall be lawful and effective even if the procedures for convening and passing such resolution are in violation of the Law on Enterprises and this Charter.

7. All valid resolutions of the GMS shall be binding on all shareholders, including absent shareholders or those who disagree, and shall be published on LICOGI's website within fifteen (15) days from the date of adoption.

**Article 33. Authority and Procedures for Collecting Written Shareholder Opinions to Adopt GMS Resolutions**

1. Except for matters that must be approved by voting at a General Meeting of Shareholders as specified in Clause 2, Article 31 of this Charter, the Board of Directors (BOD) has the right to collect written opinions from shareholders to adopt GMS resolutions at any time when deemed necessary in the interest of LICOGI.

2. The BOD shall prepare the voting ballots, draft GMS resolutions, and explanatory documents for the draft resolutions, and send them to all voting shareholders no later than ten (10) days before the deadline for returning the ballots. The list of shareholders entitled to receive the ballots shall be prepared in accordance with Clauses 1 and 2 of Article 25 of this Charter. Requirements and methods for sending ballots and accompanying documents shall comply with Article 27 of this Charter.

3. The voting ballot shall include the following principal contents:

- a) Name, head office address, and enterprise registration number of LICOGI;
- b) Purpose of the written consultation;
- c) Full name, contact address, nationality, and legal identification number of individual shareholders; or name, enterprise code or legal identification number, and head office address of institutional shareholders; or personal details of the authorized representative of an institutional shareholder; number of shares of each type and voting rights of the shareholder;
- d) Issues subject to consultation for approval or decision;
- e) Voting options, including: approve, disapprove, or no opinion for each issue;
- f) Deadline for returning the completed voting ballot to LICOGI;
- g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may submit completed voting ballots to LICOGI by mail, fax, or email as follows:

a) In case of submission by mail, the completed ballot must be signed by the individual shareholder, or by the authorized representative or legal representative of an institutional shareholder. The returned ballot must be sealed in an envelope and shall not be opened before vote counting;

b) In case of submission by fax or email, the ballots must remain confidential until the time of vote counting;

c) Ballots returned after the prescribed deadline or opened prematurely (in case of mail) or disclosed (in case of fax or email) shall be invalid. Ballots not returned shall be deemed as non-participation in voting.

5. The BOD shall organize the vote counting and prepare a vote-counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a managerial position at LICOGI.

The vote-counting minutes shall include the following principal contents:

- a) Name, head office address, and enterprise registration number of LICOGI;
- b) Purpose and issues subject to consultation;
- c) Number of shareholders and total voting shares participating in the voting, including valid and invalid votes, methods of submission, and an appendix of participating shareholders;
- d) Total number of votes for approval, disapproval, and no opinion for each issue;
- e) Issues approved and corresponding approval ratios;
- f) Full name and signatures of the Chairperson of the BOD, vote supervisor, and vote counter.

Members of the BOD, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and shall be jointly liable for any damages arising from resolutions adopted based on inaccurate or dishonest vote counting.

6. The vote-counting minutes and resolutions shall be sent to shareholders within fifteen (15) days from the date of completion of vote counting. Such sending may be replaced by publication on LICOGI's website within 24 hours after completion of vote counting.

7. Returned ballots, vote-counting minutes, full text of adopted resolutions, and related documents attached to the ballots shall be stored at LICOGI's head office.

#### **Article 34. Resolutions and Minutes of the General Meeting of Shareholders (GMS)**

1. The GMS meeting must be recorded in minutes and may be audio-recorded or stored in electronic form. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

- a) Name, head office address, and enterprise registration number of LICOGI;
- b) Time and venue of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the Chairperson and Secretary;

e) Summary of the meeting proceedings and shareholders' comments on each item of the agenda;

f) Number of shareholders and total voting shares of attending shareholders, including an appendix of the list of registered shareholders and shareholder representatives, with corresponding number of shares and voting rights;

g) Total number of votes for each voting matter, clearly indicating voting method, number of valid and invalid votes, number of votes for, against, and abstaining; and the corresponding percentage of total voting shares of attending shareholders;

h) Matters approved and the corresponding approval ratios;

i) Full names and signatures of the Chairperson and Secretary.

In case the Chairperson and Secretary refuse to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors who agree to approve the minutes and if it contains all required information under this Clause. The minutes must clearly state the refusal of the Chairperson and Secretary to sign. Signatories shall be jointly responsible for the accuracy and truthfulness of the Board meeting minutes. The Chairperson and the minute-taker shall bear personal liability for any damages caused to LICOGI due to refusal to sign in accordance with the Law on Enterprises, this Charter, and relevant laws.

2. The minutes of the GMS must be completed and approved before the end of the meeting.

3. The Chairperson and Secretary of the meeting, or all other attending members of the Board of Directors (in case the Chairperson and Secretary refuse to sign), shall be jointly responsible for the truthfulness and accuracy of the meeting minutes.

4. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of inconsistency between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

5. The minutes of the GMS shall be sent to all shareholders within fifteen (15) days from the end of the meeting. Sending of the minutes and vote-counting records may be replaced by publication on LICOGI's website.

6. Resolutions, minutes of the GMS, appendices of the list of attending shareholders with signatures, proxy documents, all attachments to the meeting minutes (if any), and related documents attached to the meeting invitation must be stored at LICOGI's head office and disclosed in accordance with securities information disclosure regulations.

### **Article 35. Effectiveness of Resolutions and Requests for Annulment of GMS Resolutions**

1. A resolution of the General Meeting of Shareholders (GMS) shall take effect from the date it is adopted or from the effective date stated in the resolution itself.

2. Where a shareholder or group of shareholders requests a court or arbitration tribunal to annul a GMS resolution in accordance with Article 34 of this Charter, such resolution shall remain effective and enforceable until a decision of the court or arbitral tribunal annulling the resolution takes legal effect, except where interim injunctive relief is applied by a competent authority.

3. Within ninety (90) days from the date of receipt of the resolution, the minutes of the GMS, or the minutes of vote counting for written consultation, shareholders or groups of shareholders as specified in Clause 2, Article 21 of this Charter have the right to request a court or arbitration tribunal to review and annul all or part of a GMS resolution in the following cases:

a) The procedures and formalities for convening and conducting the GMS or adopting its resolutions were not carried out in accordance with the law and this Charter, except for the case specified in Clause 6, Article 32 of this Charter;

b) The content of the resolution violates the law or this Charter.

## VII. BOARD OF DIRECTORS

### Article 36. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors (BOD) have been identified, LICOGI shall disclose relevant information about such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders (GMS) on LICOGI's website so that shareholders may review them before voting. Each BOD candidate must provide a written commitment confirming the truthfulness and accuracy of their personal information as disclosed, and must commit to performing their duties honestly, prudently, and in the best interests of LICOGI if elected as a Board member. Information disclosed about BOD candidates shall include:

a) Full name, date, month, and year of birth;

b) Educational qualifications;

c) Professional working history;

d) Other managerial positions held (including BOD positions in other companies);

d) Interests related to LICOGI and its related parties;

e) Evaluation report on contributions to LICOGI, in case the candidate is currently a member of LICOGI's Board of Directors;

g) LICOGI shall disclose information on companies where the candidate holds BOD positions or other managerial roles, and any related interests in such companies (if any).

2. Shareholders or groups of shareholders holding at least ten percent (10%) of total ordinary shares have the right to nominate or self-nominate candidates for the Board of Directors and may pool their voting rights to nominate BOD candidates.

3. In case the number of nominated and self-nominated candidates is insufficient to meet the required number under LICOGI's Charter and Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with this Charter, the Internal Governance Regulations, and the Rules of Procedure of the Board of Directors. Any additional candidates proposed by the incumbent Board must be clearly disclosed before the GMS conducts the election of BOD members in accordance with the law.

4. A member of the Board of Directors shall cease to hold office if removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with this Charter.

5. The appointment, removal, or dismissal of BOD members must be disclosed in accordance with securities disclosure regulations.

6. Members of the Board of Directors are not required to be shareholders of LICOGI.

### **Article 37. Composition, Structure, and Term of Members of the Board of Directors**

1. The Board of Directors shall consist of five (05) members. The number of non-executive members of the Board of Directors shall be at least one (01). LICOGI shall, to the maximum extent possible, limit the appointment of Board members concurrently holding executive positions within LICOGI in order to ensure the independence of the Board of Directors.

Upon becoming a listed company, LICOGI must have independent BOD members, and the number of independent members must comply with the following requirements:

a) At least one (01) independent member if the BOD consists of 3 to 5 members;

b) At least two (02) independent members if the BOD consists of 6 to 8 members;

c) At least three (03) independent members if the BOD consists of 9 to 11 members.

2. The term of office of a BOD member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent BOD member (if applicable) for no more than two (02) consecutive terms. In case all BOD members simultaneously end their term, they shall continue to serve until new members are elected and take over their duties.

A BOD member may lose eligibility, be dismissed, removed, or replaced by a new member elected by the General Meeting of Shareholders (GMS). In such cases, the term of the replacement member shall be the remaining term of the replaced member.

3. In case of independent members, all documents and transactions of LICOGI must clearly indicate the term “independent member” before the full name of the respective BOD member.

4. The number, rights, obligations, organizational structure, and coordination mechanisms of independent BOD members shall be specified in the BOD Charter/Regulations approved by the GMS, in accordance with applicable law and this Charter.

### **Article 38. Powers and Duties of the Board of Directors**

1. The Board of Directors (BOD) is the management body of LICOGI and has full authority, on behalf of LICOGI, to decide and exercise the rights and obligations of LICOGI, except for matters falling within the authority of the General Meeting of Shareholders (GMS).

2. The powers and duties of the BOD shall be prescribed by law, this Charter, and the GMS. Specifically, the BOD shall have the following powers and duties:

a) To govern LICOGI in accordance with applicable laws, this Charter, and LICOGI’s internal governance regulations, ensuring the interests of LICOGI and its shareholders;

b) To decide on LICOGI’s strategy, medium-term development plans, and annual business plans;

c) To propose the types of shares and the total number of shares authorized for offering of each type;

d) To decide on the sale of unsold shares within the authorized number of shares of each type and to decide on other forms of capital mobilization;

e) To determine the issuance price of shares and bonds of LICOGI;

f) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises and Clauses 1 and 2, Article 13 of this Charter;

g) To decide on investment plans and investment projects within the authority and limits prescribed by law, this Charter, and LICOGI's internal governance regulations;

h) To decide on solutions for market development, marketing, and technology;

i) To approve purchase, sale, borrowing, lending, and other contracts or transactions with a value of ten percent (10%) or more of the total asset value recorded in LICOGI's most recent financial statements, except for transactions falling within the authority of the GMS;

j) To elect, dismiss, and remove the Chairperson and Vice Chairperson of the BOD; appoint the legal representative of LICOGI; appoint, dismiss, enter into or terminate contracts with the General Director, Deputy General Directors, Chief Accountant, Corporate Secretary, or equivalent positions in accordance with this Charter and LICOGI's internal governance regulations; determine their salaries, remuneration, bonuses, and other benefits; appoint authorized representatives to participate in Members' Councils, Boards of Directors, or General Meetings of Shareholders of other companies; and determine the remuneration and benefits of such representatives;

k) To provide written approval for the General Director to appoint or dismiss Department Heads or equivalent positions (including Heads of Representative Offices and Directors of dependent units) at the proposal of the General Director;

l) To supervise and direct the General Director and other managers in the conduct of LICOGI's day-to-day business operations;

m) To decide on LICOGI's organizational structure and internal management regulations; to establish subsidiaries, branches, and representative offices; and to decide on capital contributions, share acquisitions, and divestments in other enterprises, except for matters falling within the authority of the GMS under Article 24 of this Charter;

n) To approve the agenda and meeting materials for the GMS; to convene GMS meetings or collect shareholder opinions for adoption of GMS resolutions;

o) To promulgate internal regulations relating to LICOGI's organization, governance, and operations in accordance with law and this Charter, except for matters within the authority of the GMS or the Supervisory Board, or matters delegated to the General Director;

p) To submit the annual audited financial statements to the GMS;

q) To propose dividend levels; to decide on the timing and procedures for dividend payments or measures for handling business losses;

r) To propose the reorganization, dissolution, or filing for bankruptcy of LICOGI;

s) To issue the Rules of Procedure of the BOD and the Internal Corporate Governance Regulations after approval by the GMS; and to issue LICOGI's Information Disclosure Regulations;

t) To exercise other rights and perform other duties as prescribed by the Law on Enterprises and this Charter;

x) To report to the GMS on the performance of the BOD in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities, and any amendments or supplements thereto (if any).

3. The BOD shall adopt resolutions and decisions by voting at meetings, by written consultation, or via fax or email, based on the principle of majority approval. Each BOD member shall have one vote.

4. In exercising its functions, powers, and duties, the BOD must comply with applicable laws, this Charter, resolutions of the GMS, and LICOGI's internal governance rules and regulations.

Where a resolution or decision adopted by the BOD violates the law, a GMS resolution, or this Charter and causes damage to LICOGI, the members who voted in favor of such resolution or decision shall be jointly and severally liable and must compensate LICOGI for the damages incurred. Members voting against such resolution or decision shall be exempt from liability. In such case, LICOGI's shareholders shall have the right to request a court to suspend the implementation of the relevant resolution or decision.

### **Article 39. Qualifications and Conditions for Members of the Board of Directors**

1. A member of the Board of Directors (BOD) must satisfy the following qualifications and conditions:

a) Have full legal capacity and not belong to any category of persons prohibited from establishing or managing enterprises under Clause 2, Article 17 of the Law on Enterprises and other applicable laws;

b) Possess professional qualifications and experience in business administration or in LICOGI's business sectors and industries, and is not required to be a shareholder of LICOGI;

c) Have good health, professional ethics, integrity, and knowledge of the law;

d) Not concurrently serve as a member of the Supervisory Board of LICOGI; however, may concurrently serve as a member of the board of directors of other companies, provided that such positions are held in no more than five (05) other companies;

e) Meet other qualifications and conditions as prescribed by law and LICOGI's internal governance regulations from time to time.

2. A non-executive member of the Board of Directors (hereinafter referred to as a "non-executive member") is a BOD member who is not the General Director, Deputy General Director, Chief Accountant, or other executive officer as defined in this Charter.

3. Unless otherwise provided by securities laws, an independent member of the Board of Directors must satisfy the following qualifications and conditions:

a) Not currently employed by LICOGI, its parent company, or any subsidiary of LICOGI; and must not have been employed by LICOGI, its parent company, or any subsidiary of LICOGI during at least the preceding three (03) consecutive years;

b) Not currently receiving salary or remuneration from LICOGI, except for allowances payable to BOD members in accordance with regulations;

c) Not be the spouse, biological parent, adoptive parent, biological child, adopted child, sibling of a major shareholder of LICOGI; and not be a manager of LICOGI or any subsidiary of LICOGI;

d) Not directly or indirectly own one percent (1%) or more of the total voting shares of LICOGI;

đ) Not have served as a member of the Board of Directors or the Supervisory Board of LICOGI during at least the preceding five (05) consecutive years, except where such person has been continuously appointed for two (02) consecutive terms.

4. An independent BOD member must notify the Board of Directors if he or she no longer satisfies the qualifications and conditions set out in Clause 3 of this Article and shall automatically cease to be an independent BOD member from the date such qualifications and conditions are no longer met.

The Board of Directors must report the loss of independent status of such member at the next General Meeting of Shareholders (GMS) or convene a GMS to elect an additional or replacement independent BOD member within six (06) months from the date of receiving the relevant notification from the independent BOD member.

#### **Article 40. Removal, Dismissal, Replacement, and Additional Election of Members of the Board of Directors**

1. A member of the Board of Directors (BOD) shall automatically cease to hold office in the following circumstances:

a) Loss of legal capacity to perform civil acts;

b) Death or being declared missing;

c) Serving a prison sentence or being subject to a court decision of expulsion from the territory of Vietnam, in the case of a foreign BOD member;

d) The institutional shareholder represented by such Board member as an authorized representative cease to exist as a legal entity;

đ) Loss of status as the authorized representative of an institutional shareholder.

2. The General Meeting of Shareholders (GMS) shall dismiss a BOD member in the following cases:

a) Failure to satisfy the qualifications and conditions prescribed in Article 39 of this Charter;

b) Submission of a resignation letter that has been accepted;

c) Automatic loss of membership status as provided in Clause 1 of this Article.

3. The GMS shall remove a BOD member from office in the following cases:

a) Failure to participate in BOD activities for six (06) consecutive months, except in cases of force majeure;

b) Other cases as prescribed by law.

4. When deemed necessary, the GMS may decide to replace a BOD member or dismiss/remove a BOD member in addition to the cases specified in Clauses 2 and 3 of this Article.

5. After automatically losing office or after being dismissed or removed, the former BOD member shall remain personally liable for decisions made during his or her term of office.

6. The BOD must convene a GMS to elect additional BOD members in the following cases:

a) The number of BOD members is reduced by more than one-third (1/3) of the number prescribed in this Charter. In such case, the BOD must convene a GMS within sixty (60) days from the date the number of members falls below the required threshold;

b) The number of independent BOD members (if any) falls below the minimum ratio required by law and this Charter;

c) Except for the cases specified in Points a and b of this Clause, the GMS shall elect a new member to replace a BOD member who has been dismissed, removed, or has ceased to hold office at the next GMS meeting or through a written shareholder consultation process.

#### **Article 41. Chairman and Vice Chairman of the Board of Directors**

1. The Chairman and one (01) Vice Chairman of the Board of Directors (BOD) shall be elected, dismissed, or removed by the BOD from among its members based on the principle of majority vote.

2. The Chairman of the BOD shall not concurrently hold the position of General Director.

3. The Chairman of the BOD shall have the following rights and obligations:

a) To formulate the BOD's work program and operational plans and assign duties to BOD members. The specific assignment of duties to each BOD member must be documented in writing and signed by the Chairman of the BOD;

b) To prepare agendas, contents, and documents for BOD meetings or for obtaining opinions of BOD members; to convene, preside over, and chair BOD meetings;

c) To organize the adoption of resolutions and decisions of the BOD; to sign, on behalf of the BOD, resolutions and decisions duly approved by the BOD; and to sign other documents relating to matters within the authority and responsibilities of the BOD;

d) To supervise the implementation of resolutions and decisions of the BOD, including supervising the General Director in the performance of assigned duties, powers, and responsibilities;

đ) To convene and chair General Meetings of Shareholders (GMS) on behalf of the BOD;

e) To ensure that BOD members receive complete, objective, accurate, and timely information sufficient for studying and discussing matters to be considered by the BOD;

g) To ensure that LICOGI's employees are able to report to the Chairman, Vice Chairman, and independent BOD members regarding irregularities related to the Company's financial condition, business operations, and general matters, including violations of corporate ethical standards;

h) To authorize or assign the Vice Chairman or another BOD member to perform the Chairman's duties during his or her absence in accordance with applicable laws and this Charter;

i) Other rights and obligations as prescribed by law.

4. In the event that the Chairman submits a resignation or is dismissed or removed from office, the BOD shall elect a replacement within ten (10) days from the date of receipt of the resignation or from the date of dismissal or removal.

5. In the event that the Chairman is absent or unable to perform his or her duties, the Vice Chairman shall be authorized by the Chairman to exercise the rights and perform the obligations of the Chairman.

If the Vice Chairman is also absent or unable to perform such duties, the Chairman must authorize another BOD member in writing to exercise the rights and perform the obligations of the Chairman.

If no authorization has been granted, or if the Chairman dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from his or her place of residence, has restricted or lost legal capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining BOD members shall elect one of themselves as Chairman of the BOD by majority vote of the remaining members until a new decision is made by the BOD.

6. The BOD shall appoint the Company Secretary. The Company Secretary shall have the following rights and obligations:

- a) To assist in organizing the convening of GMS and BOD meetings; to record and prepare meeting minutes;
- b) To assist the Chairman, Vice Chairman, and BOD members in performing their assigned rights and obligations;
- c) To assist the BOD in applying and implementing corporate governance principles;
- d) To assist LICOGI in maintaining shareholder relations and protecting the lawful rights and interests of shareholders;
- e) To assist LICOGI in complying with information disclosure obligations, transparency requirements, and administrative procedures;
- f) To ensure that BOD resolutions and decisions comply with applicable laws, this Charter, and LICOGI's internal governance regulations;
- g) Other rights and obligations as prescribed by law and LICOGI's internal governance regulations.

## **Article 42. Corporate Governance Officer and Committees of the Board of Directors**

1. The Board of Directors (BOD) shall appoint at least one (01) **Corporate Governance Officer** to support corporate governance activities at LICOGI. The Corporate Governance Officer may concurrently serve as the Company Secretary.

a) The Corporate Governance Officer must possess knowledge of applicable laws and must not concurrently work for the approved auditing organization that is conducting audits of LICOGI's financial statements.

b) The Corporate Governance Officer shall have the following rights and obligations:

- To advise the BOD on the organization of General Meetings of Shareholders (GMS) in accordance with regulations and on matters relating to the relationship between LICOGI and its shareholders;

- To prepare meetings of the BOD, the Supervisory Board, and the GMS at the request of the BOD or the Supervisory Board;

- To advise on meeting procedures;

- To attend meetings;

- To advise on procedures for preparing BOD resolutions in compliance with legal requirements;

- To provide financial information, copies of BOD meeting minutes, and other information to BOD members and Supervisory Board members;

- To monitor and report to the BOD on LICOGI's information disclosure activities;

- To act as the focal point for communications with stakeholders and other interested parties;

- To maintain confidentiality of information in accordance with applicable laws and LICOGI's Charter;

- To perform other rights and obligations as prescribed by law and LICOGI's Charter.

2. The BOD may establish committees under its authority to be responsible for development policies, personnel matters, remuneration, internal audit, and risk management.

The number of committee members shall be determined by the BOD and must consist of at least three (03) members, including BOD members and external members.

Independent BOD members (if any) and/or non-executive BOD members should constitute the majority of the committee members, and one of such members shall be appointed as the Committee Chairman by the BOD.

The operation of each committee shall comply with regulations issued by the BOD. A committee resolution shall only be valid when approved by a majority of the members attending and voting at the committee meeting.

The implementation of decisions of the BOD or of any committee under the BOD must comply with applicable laws, LICOGI's Charter, and the Internal Corporate Governance Regulations of LICOGI.

#### **Article 43. Meetings of the Board of Directors**

1. The Chairman and Vice Chairman of the Board of Directors (BOD) shall be elected at the first meeting of each BOD term within seven (07) working days from the completion of the election of the BOD for that term. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. Where more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one among them to convene the BOD meeting.

2. The BOD shall meet at least once every quarter or hold extraordinary meetings at LICOGI's head office or at another location.

3. The Chairman of the BOD shall convene a BOD meeting in any of the following circumstances:

a) Upon request of the Supervisory Board, an independent BOD member, or the Vice Chairman of the BOD;

b) Upon request of the General Director or at least five (05) other Managers of LICOGI;

c) Upon request of at least two (02) BOD members;

d) Other cases as prescribed by law and LICOGI's internal governance regulations.

4. Any request specified in Clause 3 of this Article must be made in writing and clearly state the purpose of the meeting and the matters to be discussed and decided within the authority of the BOD.

5. The Chairman of the BOD shall convene a BOD meeting within seven (07) working days from receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he or she shall be liable for any damages incurred by LICOGI, and the requesting person(s) shall have the right to convene the meeting in place of the Chairman.

6. Except for the first meeting of each BOD term, the Chairman or the person convening the meeting shall send a notice of meeting at least three (03) working days prior to the meeting date. The notice must specify the time and venue of the meeting,

the agenda, matters for discussion and decision, and must be accompanied by relevant documents and voting forms for members.

The notice may be sent by invitation letter, telephone, fax, electronic means, or any other method ensuring delivery to the contact address registered by each BOD member with LICOGI.

For the first meeting of each BOD term, the convener and chairperson specified in Clause 1 of this Article need only notify the members at least two (02) working hours after the election results of the BOD members are announced by the General Meeting of Shareholders (GMS).

7.The Chairman or the person convening the BOD meeting shall send the meeting notice and accompanying documents to the Supervisors in the same manner as to BOD members.

Supervisors have the right to attend BOD meetings and participate in discussions but shall not have voting rights.

8. BOD meeting shall be validly conducted when attended by at least three-fourths ( $\frac{3}{4}$ ) of the total number of BOD members. If the meeting convened under this Clause does not satisfy the quorum requirement, a second meeting shall be convened within two (02) days from the scheduled date of the first meeting. In such case, the meeting shall be validly conducted if attended by more than one-half ( $\frac{1}{2}$ ) of the total number of BOD members.

9. BOD member shall be deemed present and entitled to vote at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting in accordance with Clause 11 of this Article;
- c) Attending and voting through an online conference, electronic voting system, or other electronic means;
- d) Sending a voting ballot to the meeting by post, fax, or email.

Where a BOD meeting is conducted in the form of an online conference with all or some members attending from different locations, it must ensure that each participating member is able to:

- Hear every other participating BOD member speaking during the meeting;
- Speak simultaneously to all other participating members.

Discussions among members may be conducted directly by telephone, other communication facilities, or a combination thereof. A BOD member participating in such manner shall be deemed to be **present** at the meeting.

The meeting venue for a meeting conducted in this manner shall be the location where the largest number of BOD members are present or the location where the chairperson of the meeting is present.

10. Where voting ballots are sent to the meeting by post, such ballots must be placed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour before the opening of the meeting. The ballots may only be opened in the presence of all attendees.

Resolutions and decisions adopted at a meeting conducted by telephone or other communication means, provided that the meeting is properly organized and conducted in accordance with law and this Charter, shall take effect immediately upon the conclusion of the meeting. However, such resolutions and decisions must subsequently be confirmed by the signatures of all BOD members attending the meeting in the minutes of the BOD meeting.

11. BOD members must attend all BOD meetings. A member may authorize another person to attend and vote on his or her behalf only if approved by a majority of the remaining BOD members.

12. Resolution or decision of the BOD shall be adopted if approved by a majority of the attending members entitled to vote. In the event of an equal number of votes for and against, the final decision shall follow the vote of the Chairman of the BOD or, where the Chairman is absent, the chairperson of the meeting.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 44. Organizational Structure of Management**

The management system of LICOGI shall ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the conduct of LICOGI's daily business operations. LICOGI shall have a General Director, Deputy General Directors, a Chief Accountant, and other Managers appointed by the Board of Directors. The appointment, dismissal, removal from office, and discharge of the aforementioned positions shall be approved by a resolution of the Board of Directors.

### **Article 45. Executives of LICOGI**

1. The executives of LICOGI shall include the General Director, Deputy General Directors, the Chief Accountant, and other executives appointed or dismissed by the Board of Directors.

2. Upon the recommendation of the General Director and subject to the approval of the Board of Directors, LICOGI may recruit other executives in such number and with such qualifications as are appropriate to LICOGI's organizational structure and management regulations as prescribed by the Board of Directors. The executives of

LICOGI shall be responsible for assisting LICOGI in achieving its operational and organizational objectives.

3. The remuneration and salaries of executives shall be recorded as operating expenses of LICOGI in accordance with the laws on corporate income tax. Such remuneration and salaries shall be presented as a separate item in LICOGI's annual financial statements and shall be reported to the General Meeting of Shareholders at its annual meeting.

**Article 46. Appointment, Dismissal, Rights and Duties of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or enter into an employment contract with another individual to serve as the General Director. Such appointment or contract shall specify salary, bonuses, other benefits, and relevant terms and conditions.

2. The General Director shall be responsible for the day-to-day management and operation of LICOGI's business activities; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of the assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and Article 47 of these Articles of Association.

4. The General Director shall have the following rights and duties:

a) To decide matters relating to the daily business operations of LICOGI within his/her authority in accordance with applicable laws, these Articles of Association, LICOGI's internal regulations and management policies, and best governance practices, provided that such matters do not fall within the authority of the General Meeting of Shareholders or the Board of Directors. However, the execution of contracts for the purchase and sale of assets, and contracts relating to borrowing, lending, guarantees, or mortgages/security interests, shall require authorization from or delegation by the Board of Directors;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of LICOGI's business plans and investment projects approved by the Board of Directors;

d) To propose and recommend organizational structures and internal management regulations of LICOGI; and to promulgate internal regulations necessary for the operation of LICOGI's management and business system in compliance with applicable laws, these Articles of Association, and within the scope of authority delegated by the Board of Directors;

e) To propose to the Board of Directors the required number of managerial personnel and specific candidates for recruitment, appointment, or dismissal of Managers of LICOGI falling within the authority of the Board of Directors, in order to ensure effective management; and to advise the Board of Directors on salaries, remuneration, benefits, and other terms of employment applicable to such Managers;

f) To appoint, dismiss, or remove Heads of Departments or equivalent positions (including Heads of Representative Offices and Directors of dependent units) upon obtaining written approval from the Board of Directors; and to appoint or remove other managerial personnel, except for positions falling within the authority of the General Meeting of Shareholders or the Board of Directors;

g) To determine salaries and other benefits of employees of LICOGI, including Managers appointed by the General Director, in accordance with LICOGI's internal governance regulations and within the budget approved by the Board of Directors;

h) To enter into purchase, sale, borrowing, lending, and other contracts in accordance with the authority specifically delegated by the Board of Directors or under LICOGI's internal regulations;

i) To recruit employees within the staffing levels and workforce plans approved annually by the Board of Directors;

j) To propose and recommend plans for dividend distribution or the handling of business losses;

k) To be subject to inspection and supervision by the Board of Directors, the Supervisory Board, and competent state authorities in the performance of his/her executive duties;

l) To decide on measures beyond his/her authority in emergency situations such as natural disasters, fires, wars, epidemics, or similar events, and to bear responsibility for such decisions while promptly reporting them to the Board of Directors;

m) To provide fully and promptly all information and documents requested by the Board of Directors or the Supervisory Board;

n) No later than 31 December of each year, to submit to the Board of Directors for approval a detailed business plan for the following fiscal year, consistent with LICOGI's annual and five-year financial plans;

o) To exercise other rights and perform other obligations as prescribed by law, these Articles of Association, resolutions and decisions of the Board of Directors, and LICOGI's internal governance regulations.

5. The General Director shall manage LICOGI's daily business operations in accordance with applicable laws, these Articles of Association, the employment contract entered into with LICOGI, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, and LICOGI's internal governance regulations.

If the General Director acts in violation of the foregoing provisions and causes damage to LICOGI, he/she shall be liable before the law and shall compensate LICOGI for such damage.

6. The Board of Directors may dismiss the General Director upon approval by a majority of the attending voting members of the Board of Directors and may appoint a new General Director to replace him/her.

#### **Article 47. Qualifications and Conditions for Serving as General Director**

1. Have full civil legal capacity and not fall within the categories of persons prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises.

2. Hold a university degree or higher and possess experience in the management and administration of enterprises operating in the same principal business lines as LICOGI or satisfy such other qualifications and conditions as may be determined by the Board of Directors in accordance with applicable laws and LICOGI's specific circumstances.

3. Not be a family member of any Manager of LICOGI, any member of the Supervisory Board, or any representative of the State capital ownership interest in LICOGI.

4. Possess good health, professional ethics, integrity, and adequate knowledge of the law.

5. Reside in Vietnam throughout his/her term of office.

6. Satisfy such other qualifications and conditions as may be prescribed by law and by LICOGI's internal governance regulations from time to time.

#### **Article 48. Deputy General Directors, Chief Accountant and Supporting Apparatus**

1. Assisting the General Director shall be the Deputy General Directors and the Chief Accountant, who shall be appointed, dismissed, rewarded, and disciplined by the Board of Directors.

2. Departments, divisions, representative offices, and other units may be established to assist the Board of Directors and the General Director in performing management, administration, and business development functions of LICOGI. The functions and duties of such supporting units shall be prescribed for each unit and adjusted from time to time as appropriate.

3. Deputy General Director shall assist the General Director in managing and administering one or more areas of LICOGI's operations as assigned by the General Director and shall report and be accountable to the General Director, the Board of Directors, and before the law for the duties assigned by the General Director. The number

of Deputy General Directors shall be determined by the Board of Directors upon the recommendation of the General Director.

4. The Chief Accountant shall assist the General Director in directing and overseeing LICOGI's accounting and statistical functions and shall have the rights and obligations prescribed by the laws on accounting. The Chief Accountant shall not concurrently hold the position of Deputy General Director.

5. The salaries, remuneration, and other benefits of the Deputy General Directors, the Chief Accountant, officers, employees, and workers shall be governed by LICOGI's labor and remuneration regulations.

## **IX. SUPERVISORY BOARD**

### **Article 49. Composition, Term of Office, Nomination and Candidacy of Members of the Supervisory Board; Rights and Duties of the Supervisory Board**

1. The Supervisory Board shall be elected by the General Meeting of Shareholders to represent shareholders in independently, objectively, and honestly supervising and evaluating the financial condition and all business, management, and operational activities of LICOGI. The Supervisory Board shall be accountable before the law and the General Meeting of Shareholders for the performance of its assigned duties.

2. The Supervisory Board of LICOGI shall consist of three (03) members, of whom more than one-half must reside in Vietnam. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be renewed for an unlimited number of terms.

#### **3. Nomination and Candidacy of Supervisors**

a) The rights to nominate and stand for election as a Supervisor, the voting method, and the principles for election of Supervisors shall be implemented in the same manner as those applicable to members of the Board of Directors as provided in Article 36 of these Articles of Association.

b) Where candidates for the Supervisory Board have been identified, LICOGI shall disclose information relating to such candidates on LICOGI's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Supervisory Board must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, prudently, and in the best interests of LICOGI if elected as Supervisors.

The information to be disclosed in respect of each candidate shall include:

- Full name, date of birth;
- Professional qualifications;
- Employment and professional experience;

- Other managerial positions held (including positions as member of the Board of Directors, Supervisor, and executive or managerial positions in other companies);
- Interests related to LICOGI and LICOGI's related persons;
- Other relevant information (if any).

LICOGI shall also disclose information regarding companies in which the candidate currently holds positions as a member of the Board of Directors, Supervisor, or other managerial positions, as well as any interests related to such companies held by the Supervisory Board candidate (if any).

c) Where the number of candidates for the Supervisory Board nominated or self-nominated remains insufficient, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with LICOGI's Internal Corporate Governance Regulations, the Charter of Operation of the Supervisory Board, or the Election Regulations approved by the General Meeting of Shareholders. Any additional candidates nominated by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders conducts the election of Supervisors in accordance with applicable laws.

4. Supervisor may automatically cease to hold office, be removed, dismissed, or be replaced by a Supervisor elected by the General Meeting of Shareholders to fill the vacancy arising from such automatic cessation, removal, or dismissal during the term of office. In such cases, the term of office of the newly elected Supervisor shall be the remaining term of the Supervisor who has automatically ceased to hold office, been removed, or been dismissed.

5. In the event that all Supervisors reach the end of their terms of office at the same time and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and perform their duties until the new Supervisors are elected and assume their positions

**6. The Supervisory Board shall have the following rights and duties:**

a) To supervise the Board of Directors and the General Director in the management and administration of LICOGI, as well as the compliance with applicable laws by members of the Board of Directors, the General Director, and other managers in the performance of their duties;

b) To supervise LICOGI's financial condition; to examine the reasonableness, legality, truthfulness, and prudence of the management and operation of business activities; and to review the systematic, consistent, and appropriate implementation of accounting, statistical, and financial reporting practices within LICOGI;

c) To ensure coordination in activities with the Board of Directors, the General Director, and shareholders;

d) To review and assess the completeness, legality, and accuracy of LICOGI's six-month and annual business performance reports and financial statements, and the report evaluating the management performance of the Board of Directors, and to submit its appraisal report to the Annual General Meeting of Shareholders. The Supervisory Board shall also review contracts and transactions with related persons that are subject to approval by the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions requiring such approval;

đ) To review, inspect, and evaluate the effectiveness and efficiency of LICOGI's internal control, internal audit, risk management, and early warning systems;

e) To examine accounting books, accounting records, and other documents of LICOGI, as well as management and operational activities of LICOGI whenever deemed necessary, pursuant to a resolution of the General Meeting of Shareholders, or at the request of shareholders or a group of shareholders specified in Clause 2, Article 21 of these Articles of Association.

f) Upon request of shareholders or a group of shareholders specified in Clause 2, Article 21 of these Articles of Association, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receipt of such request. Within fifteen (15) days from the completion of the inspection, the Supervisory Board shall report the matters requested for inspection to the Board of Directors and to the requesting shareholder(s). Any inspection conducted by the Supervisory Board under this provision must not obstruct the normal operation of the Board of Directors or disrupt LICOGI's business activities;

g) To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve LICOGI's organizational, supervisory, and management structure and business operations;

h) Where a violation of law or of these Articles of Association by a member of the Board of Directors, the General Director, or another executive of LICOGI is discovered, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, require the violating person to cease the violation, and request appropriate remedial measures;

i) To propose and recommend that the General Meeting of Shareholders approve the list of eligible audit firms authorized to audit LICOGI's financial statements; to decide on the appointment of an approved audit firm to conduct inspections of LICOGI's operations; and to dismiss an approved auditor where deemed necessary;

k) To formulate the Charter of Operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval;

l) To submit reports to the Annual General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented from time to time (if any);

n) To have access to LICOGI's records and documents maintained at its head office, branches, and other locations; and to visit the workplaces of LICOGI's managers and employees during working hours;

m) To require 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 relating to LICOGI's management, administration, and business activities;

o) To attend and participate in discussions at meetings of the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of LICOGI;

p) To engage independent advisors and utilize LICOGI's internal audit function in carrying out its assigned duties;

r) To consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

s) To exercise such other rights and perform such other duties as prescribed by applicable laws, these Articles of Association, and resolutions of the General Meeting of Shareholders.

## **Article 50. Qualifications and Conditions of Supervisors**

Supervisor must satisfy the following qualifications and conditions:

1. Have full civil legal capacity and not fall within the categories of persons prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises and other applicable laws.

2. Possess professional qualifications and experience in corporate management and hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, banking, law, business administration, or another discipline relevant to LICOGI's business activities; and have at least three (03) years of direct working experience in the fields of construction, finance, accounting, auditing, or banking.

3. Not be a family member of any member of the Board of Directors, the General Director, or any other Manager of LICOGI. A Supervisor must not be a representative of LICOGI's capital contribution, a representative of State capital in LICOGI, or a manager of any subsidiary or affiliated company of LICOGI.

4. Not be a Manager of LICOGI and is not required to be a shareholder or an employee of LICOGI.

5. Not be employed in LICOGI's accounting or finance department; and not have been a member or employee of the independent auditing firm auditing LICOGI's financial statements during the preceding three (03) consecutive years.

6. Possess good health, professional ethics, integrity, and adequate knowledge of the law.

7. Satisfy such other qualifications and conditions as may be prescribed by applicable laws.

#### **Article 51. Removal, Dismissal and Replacement of Supervisors**

1. A Supervisor shall automatically cease to hold office in the following cases:

- a) Loss of civil legal capacity;
- b) Death or being declared missing;
- c) Being subject to a prison sentence or, in the case of a foreign Supervisor, being subject to a court decision ordering expulsion from the territory of Vietnam;
- d) The legal entity status of the institutional shareholder for which such Supervisor serves as an authorized representative is terminated;
- e) The institutional shareholder revokes or terminates the status of such Supervisor as its authorized representative;
- f) Other cases as prescribed by law.

2. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:

- a) The Supervisor no longer satisfies the qualifications and conditions prescribed in Article 50 of these Articles of Association;
- b) The Supervisor submits a resignation letter and such resignation is accepted;
- c) The Supervisor automatically ceases to hold office pursuant to Clause 1 of this Article;
- d) Other cases as prescribed by law.

3. The General Meeting of Shareholders shall remove a Supervisor from office in the following cases:

- a) Failure to properly perform assigned duties and responsibilities;
- b) Failure to exercise the rights and perform the obligations of a Supervisor for six (06) consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the duties of a Supervisor as prescribed by the Law on Enterprises and these Articles of Association;
- d) Pursuant to a resolution of the General Meeting of Shareholders;

e) Other cases as prescribed by law.

4. In the event that the Head of the Supervisory Board automatically ceases to hold office, is dismissed, or is removed from office, the remaining Supervisors shall convene a meeting of the Supervisory Board to elect a new Head of the Supervisory Board within fifteen (15) days from the date on which the former Head of the Supervisory Board ceases to hold office, is dismissed, or is removed.

5. In all other cases, the next General Meeting of Shareholders shall elect a new Supervisor to replace any Supervisor who has automatically ceased to hold office, has been dismissed, or has been removed, or shall elect additional Supervisors to fill any vacancy on the Supervisory Board.

## **Article 52. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members. The election, dismissal, and removal of the Head of the Supervisory Board shall be decided on the basis of a majority vote.

2. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: finance, accounting, auditing, banking, or business administration, or must be a professionally qualified accountant or auditor.

3. The Head of the Supervisory Board shall have the following duties and powers:

a) To prepare the agenda for meetings of the Supervisory Board based on consideration of issues and concerns raised by all Supervisors in relation to the rights and duties of the Supervisory Board as prescribed in Clause 6, Article 49 of these Articles of Association;

b) To convene and chair meetings of the Supervisory Board;

c) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;

d) To prepare and sign reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders;

đ) To act on behalf of the Supervisory Board in requesting the Board of Directors to convene an extraordinary meeting when necessary for the performance of the Supervisory Board's duties;

e) To act on behalf of the Supervisory Board in convening and chairing extraordinary meetings of the General Meeting of Shareholders and meetings of the Board of Directors in accordance with applicable laws and these Articles of Association;

f) To sign documents and instruments falling within the authority of the Supervisory Board on behalf of the Supervisory Board

g) To prepare working plans and assign specific responsibilities to Supervisors in accordance with the Charter of Operation of the Supervisory Board approved by the General Meeting of Shareholders; and to supervise and direct Supervisors in carrying out assigned tasks and the rights and duties of the Supervisory Board;

h) To ensure that Supervisors receive complete, objective, and accurate information, and are provided with sufficient minimum time to review and discuss matters that must be considered by the Supervisory Board;

i) To authorize a Supervisor to perform his or her duties during the Head's absence;

k) To perform the responsibilities of a Supervisor as prescribed in these Articles of Association;

l) To exercise such other powers and perform such other duties as prescribed by applicable laws and these Articles of Association.

### **Article 53. Rights and Responsibilities of Supervisors**

1. To comply with applicable laws, the Articles of Association of LICOGI, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of assigned rights and duties.

2. To perform assigned rights and duties honestly, prudently, and in accordance with the assignments of the Head of the Supervisory Board, and in a manner that best protects the legitimate interests of LICOGI.

3. To remain loyal to the interests of LICOGI and its shareholders; not to abuse position or authority, or use information, know-how, business opportunities, or other assets of LICOGI for personal gain or for the benefit of other organizations or individuals.

4. To independently, objectively, and honestly supervise and evaluate LICOGI's financial condition and business, management, and operational activities within the scope of responsibilities assigned by the Head of the Supervisory Board, ensuring compliance with applicable laws and these Articles of Association.

5. To elect, dismiss, and remove the Head of the Supervisory Board.

6. To attend meetings of the Supervisory Board, participate in discussions, and vote on all matters within the agenda of the meeting, except where voting is prohibited due to a conflict of interest in accordance with applicable laws and these Articles of Association.

7. To attend meetings of the Board of Directors, provide opinions and recommendations, but not to vote. A Supervisor may request that his or her dissenting opinion be recorded in the minutes of the Board of Directors meeting and may report such opinion directly to the General Meeting of Shareholders.

8. To request the Head of the Supervisory Board to convene an extraordinary meeting of the Supervisory Board in accordance with applicable laws and these Articles of Association.

9. To request the Board of Directors to convene an extraordinary meeting or to convene an extraordinary General Meeting of Shareholders in accordance with applicable laws and these Articles of Association.

10. To require the General Director, other Managers, and LICOGI's authorized representatives at subsidiaries and affiliated companies to provide information and documents regarding the financial condition and business operations of LICOGI and related entities for the purpose of performing supervisory duties.

11. To exercise other rights and perform other duties as prescribed by law, these Articles of Association, and resolutions and decisions of the General Meeting of Shareholders.

12. Where a Supervisor breaches any of the provisions set out in Clauses 1 through 11 of this Article and causes damage to LICOGI or another person, such Supervisor shall bear personal or joint liability for compensation of such damage. Any income or benefits obtained by the Supervisor as a result of such violation must be returned to LICOGI.

13. Upon discovering that another Supervisor has violated his or her assigned rights and duties, a Supervisor shall notify the Supervisory Board in writing, require the violating Supervisor to cease the violation, and request appropriate remedial measures.

#### **Article 54. Meetings of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected at the first meeting of each term of the Supervisory Board and within seven (07) working days from the date on which the election of the Supervisory Board for such term is completed. This meeting shall be convened and chaired by the Supervisor who receives the highest number of votes or the highest voting percentage. Where more than one Supervisor receives the same highest number of votes or voting percentage, the Supervisors shall elect, by majority vote, one of them to convene and chair the meeting of the Supervisory Board.

2. Meetings of the Supervisory Board shall be convened by the Head of the Supervisory Board whenever deemed necessary, and at least twice (02) each year at LICOGI's head office.

3. The Head of the Supervisory Board must convene a meeting of the Supervisory Board in any of the following circumstances:

a) Upon the request of the Chairman or Vice Chairman of the Board of Directors;

b) Upon the request of at least two-thirds (2/3) of the members of the Board of Directors or of the Supervisory Board;

c) In other cases, as prescribed by law and these Articles of Association.

Such request must be made in writing and clearly specify the purpose of the meeting, the matters to be discussed, and the issues falling within the authority of the Supervisory Board for consideration and decision.

4. Unless otherwise prescribed by law, the Head of the Supervisory Board shall convene a meeting of the Supervisory Board within five (05) days from receipt of a request specified in Clause 3 of this Article. If the Head of the Supervisory Board fails to convene such meeting as requested, he or she shall be liable for any damage caused to LICOGI, and the requesting party shall have the right to convene the meeting of the Supervisory Board in replacement of the Head of the Supervisory Board.

5. The Head of the Supervisory Board or the person convening the meeting shall send a notice of meeting no later than one (01) working day prior to the meeting date. The notice of meeting must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. Relevant meeting materials and voting forms for Supervisors shall accompany the notice.

The notice of meeting may be sent by post, facsimile, electronic mail, or other means, provided that it is delivered to the registered contact address of each Supervisor.

6. A meeting of the Supervisory Board shall be validly conducted when attended by at least two-thirds (2/3) of the total number of Supervisors. If a meeting convened in accordance with this Clause does not satisfy the quorum requirement, a second meeting may be convened within two (02) days from the date scheduled for the first meeting. In such case, the meeting shall be valid if attended by more than one-half (1/2) of the total number of Supervisors.

7. A Supervisor shall be deemed to attend and vote at a meeting in any of the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting on his or her behalf in accordance with Clause 8 of this Article;
- c) Attending and voting through an online meeting platform or other similar means;
- d) Sending a voting ballot to the meeting by post, facsimile, or electronic mail.

Unless otherwise prescribed by law, where a voting ballot is sent by post, it must be enclosed in a sealed envelope and delivered to the Head of the Supervisory Board no later than one (01) hour before the opening of the meeting. Such ballots shall be opened only in the presence of all attendees.

A resolution of the Supervisory Board shall be adopted if approved by a majority of the attending Supervisors entitled to vote. In the event of an equal number of votes for and against, the final decision shall follow the opinion voted by the Head of the Supervisory Board.

Where the Supervisory Board adopts a resolution by written consultation, such resolution shall have the same validity as a resolution adopted at a duly convened and held meeting, provided that it is approved in writing by a majority of the Supervisors entitled to vote on the matter. The number of Supervisors participating in the written consultation must be at least two-thirds (2/3) of the total number of Supervisors.

8. Supervisors shall attend all meetings of the Supervisory Board. A Supervisor may authorize another person to attend a meeting on his or her behalf if such authorization is approved by a majority of the remaining Supervisors.

9. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and provide explanations on matters requiring clarification.

## **X. REMUNERATION, SALARIES, BONUSES AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS AND THE GENERAL DIRECTOR**

### **Article 55. Remuneration, Salaries and Other Benefits of Members of the Board of Directors, Supervisors and the General Director**

1. LICOGI shall have the right to pay remuneration and bonuses to members of the Board of Directors; salaries and bonuses to the General Director and other Managers based on business performance and operational efficiency; and salaries, remuneration, bonuses and other benefits to Supervisors as determined by the General Meeting of Shareholders.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days reasonably required to perform their duties and the applicable daily remuneration rate. The Board of Directors shall determine the remuneration payable to each member on the basis of consensus. The aggregate remuneration and bonus payable to the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

- A member of the Board of Directors who holds an executive position, serves on a committee of the Board of Directors, or performs duties beyond the normal scope of responsibilities of a Board member may receive additional remuneration in the form of a fixed fee per assignment, salary, commission, percentage of profits, or other forms of compensation as determined by the Board of Directors.

- Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by LICOGI, subject to approval by the General Meeting of

Shareholders. Such insurance shall not cover liabilities arising from violations of law or of the Articles of Association of LICOGI.

3. Supervisors shall be entitled to salaries, remuneration, bonuses and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual salaries, remuneration, other benefits and operating budget of the Supervisory Board.

4. Members of the Board of Directors and Supervisors shall be reimbursed for accommodation, travel and other reasonable expenses incurred in the performance of their assigned duties. The total remuneration specified in Clauses 2 and 3 of this Article and the expenses referred to herein must be included within the annual operating budgets of the Board of Directors and the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise resolved by the General Meeting of Shareholders.

5. The General Director shall be entitled to salary and bonuses. The salary and bonus of the General Director shall be determined by the Board of Directors.

6. The remuneration of each member of the Board of Directors, the salaries of the General Director and other executives, and the salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of LICOGI in accordance with the laws on corporate income tax and other applicable laws. Such amounts shall be presented as separate items in LICOGI's annual financial statements and reported to the General Meeting of Shareholders at its annual meeting.

#### **Article 56. Disclosure of Related Interests**

1. LICOGI shall compile and maintain an updated list of its Related Persons in accordance with applicable laws, together with the corresponding contracts and transactions entered into between such persons and LICOGI.

2. Members of the Board of Directors, Supervisors, the General Director, and other Managers of LICOGI shall declare their interests related to LICOGI, including:

a) The name, enterprise registration number, head office address, business lines, and industries of enterprises in which they hold contributed capital or shares, together with the percentage and date of acquisition of such contributed capital or shareholding;

b) The name, enterprise registration number, head office address, business lines, and industries of enterprises in which their Related Persons are owners, co-owners, or sole owners of contributed capital or shares representing more than ten percent (10%) of the charter capital.

3. The declarations specified in Clause 2 of this Article must be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplement thereto must be notified to LICOGI within seven (07) working days from the date of such amendment or supplement, unless otherwise prescribed by law.

4. The retention, disclosure, inspection, extraction, and copying of the list of Related Persons and declared related interests referred to in Clauses 1 and 2 of this Article shall be carried out as follows:

a) LICOGI shall disclose the list of Related Persons and related interests to the General Meeting of Shareholders at its annual meeting;

b) The list of Related Persons and related interests shall be maintained at LICOGI's head office and, where necessary, all or part of such list may also be maintained at LICOGI's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, members of the Supervisory Board, the General Director, and other Managers shall have the right to inspect, extract, and copy all or part of the declared information during working hours;

d) LICOGI shall facilitate the persons specified in item (c) above in accessing, inspecting, extracting, and copying the list of Related Persons and related interests in the most prompt and convenient manner possible, and shall not obstruct or hinder the exercise of such rights. The procedures for inspecting, extracting, and copying declarations of Related Persons and related interests shall be the same as those applicable to information contained in the Shareholders Register as provided in Clause 3, Article 25 of these Articles of Association.

5. Any member of the Board of Directors or the General Director who, in his or her own name or on behalf of another person, conducts any activity in any form within LICOGI's scope of business must disclose the nature and details of such activity to the Board of Directors and the Supervisory Board. Such activity may only be undertaken with the approval of a majority of the remaining members of the Board of Directors. If the activity is conducted without disclosure or without the approval of the Board of Directors, all income and benefits derived from such activity shall belong to LICOGI.

## **XI. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 57. 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 shall perform their duties, including duties as members of committees of the Board of Directors (if any), honestly and prudently in the best interests of LICOGI.

#### **1. Duty of Loyalty and Avoidance of Conflicts of Interest**

a) Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Managers shall disclose their related interests in accordance with the Law on Enterprises and other applicable laws.

b) Members of the Board of Directors, members of the Supervisory Board, the General Director, other Managers, and their Related Persons may use information obtained by virtue of their positions solely for the benefit of LICOGI.

c) Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Managers shall notify the Board of Directors and the Supervisory Board in writing of any transactions between LICOGI, its subsidiaries, or other companies in which LICOGI holds more than fifty percent (50%) of the charter capital, and such persons or their Related Persons, in accordance with applicable laws. For transactions requiring approval by the General Meeting of Shareholders or the Board of Directors, LICOGI shall disclose information regarding the relevant resolutions in accordance with securities laws on information disclosure.

d) A member of the Board of Directors shall not vote on any transaction that provides benefits to such member or to his or her Related Persons, in accordance with the Law on Enterprises and these Articles of Association.

đ) Members of the Board of Directors, members of the Supervisory Board, the General Director, other Managers, and their Related Persons shall not use or disclose inside information to any other person for the purpose of conducting related transactions.

e) Transactions between LICOGI and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, or organizations and individuals related to such persons shall not be invalidated in the following circumstances:

- For transactions with a value equal to or less than thirty-five percent (35%) of the total assets recorded in LICOGI's most recent financial statements, where the material terms of the contract or transaction, together with the relationships and interests of the relevant member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been disclosed to the Board of Directors and approved by a majority of the disinterested members of the Board of Directors;

- For transactions with a value exceeding thirty-five percent (35%) of the total assets recorded in LICOGI's most recent financial statements, or transactions that result in the aggregate value of related transactions within a twelve (12)-month period from the date of the first transaction exceeding thirty-five percent (35%) of such total assets, where the material terms of the transaction, together with the relationships and interests of the relevant member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of shareholders having no related interest in the transaction.

## **2. Liability for Damages and Indemnification**

a) Any member of the Board of Directors, the General Director, or other Manager who breaches the duties and responsibilities of a manager as prescribed by law and these Articles of Association shall be personally or jointly liable for compensation, shall return any benefits improperly received, and shall indemnify LICOGI and third parties for all resulting damages.

b) LICOGI shall indemnify any person who is, has been, or may become a party to any complaint, lawsuit, legal proceeding, or prosecution (including civil and administrative proceedings, but excluding proceedings initiated by LICOGI as claimant), provided that such person is or was a member of the Board of Directors, a manager, an employee, an authorized representative of LICOGI, or was acting at LICOGI's request in such capacity, and provided further that such person acted honestly, prudently, diligently, and in the best interests of LICOGI, or at least not contrary to LICOGI's best interests, in compliance with applicable laws, and there is no evidence establishing that such person breached his or her duties.

When performing duties, responsibilities, or delegated tasks on behalf of LICOGI, members of the Board of Directors, members of the Supervisory Board, managers, employees, and authorized representatives shall be indemnified by LICOGI when they become parties to complaints, lawsuits, legal proceedings, or prosecutions (other than proceedings initiated by LICOGI as claimant), provided that:

- They acted honestly, prudently, and diligently for the benefit of LICOGI and without conflict with LICOGI's interests; and
- They complied with applicable laws and there is no evidence establishing a failure to perform their duties.

c) Indemnifiable expenses shall include court judgments, fines, settlement amounts actually paid or reasonably incurred, and other related expenses (including legal fees and attorneys' fees) arising from the resolution of such matters to the extent permitted by law. LICOGI may purchase insurance for such persons against the indemnification liabilities described above.

### **Article 58. Right to Initiate Legal Proceedings Against Members of the Board of Directors and the General Director**

1. A shareholder or group of shareholders holding at least one percent (1%) of the ordinary shares shall have the right, either in their own name or on behalf of LICOGI, to initiate legal proceedings to seek the recovery of benefits improperly obtained or compensation for damages suffered by LICOGI or other persons from members of the Board of Directors or the General Director in the following circumstances:

a) Breach of the duties and responsibilities of a manager of LICOGI as prescribed in Article 165 of the Law on Enterprises and Article 57 of these Articles of Association;

b) Failure to perform, improper performance, untimely performance, or performance in violation of applicable laws, these Articles of Association, or resolutions and decisions of the General Meeting of Shareholders or the Board of Directors with respect to assigned rights and obligations;

c) Abuse of position or authority, or use of information, know-how, business opportunities, or other assets of LICOGI for personal gain or for the benefit of another organization or individual;

d) Other cases as prescribed by law.

2. The procedures for initiating legal proceedings shall be carried out in accordance with the laws on civil procedure. Litigation costs incurred where a shareholder or group of shareholders initiates proceedings on behalf of LICOGI shall be borne by LICOGI, except where the claim is rejected by the competent court or arbitral tribunal.

3. The shareholder or group of shareholders referred to in this Article shall have the right to inspect, access, and obtain extracts of necessary information pursuant to a decision of a Court or Arbitral Tribunal before or during the course of legal proceedings.

#### **Article 59. Contracts and Transactions Requiring Approval by the General Meeting of Shareholders or the Board of Directors**

1. The General Meeting of Shareholders (“GMS”) or the Board of Directors (“BOD”) shall approve contracts and transactions between LICOGI and the following related parties:

a) Shareholders and authorized representatives of institutional shareholders holding more than ten percent (10%) of the total ordinary shares of LICOGI, and their Related Persons;

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

c) Enterprises in which members of the Board of Directors, Supervisors, the General Director, or other Managers of LICOGI are required to disclose interests pursuant to Clause 2, Article 56 of these Articles of Association.

2. The Board of Directors shall approve contracts and transactions specified in Clause 1 of this Article having a value of less than thirty-five percent (35%) of the total assets recorded in LICOGI’s most recent financial statements. In such cases, the representative of LICOGI signing the contract or transaction shall notify the members of the Board of Directors and the Supervisors of the related parties involved and provide the draft contract or a summary of the principal terms of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15)

days from the date of receipt of such notice. Any member of the Board of Directors having an interest related to the parties to the contract or transaction shall not have the right to vote.

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

a) Contracts and transactions other than those specified in Clause 2 of this Article;

b) Loan agreements, lending transactions, and asset sale transactions having a value exceeding ten percent (10%) of the total assets of LICOGI as recorded in its most recent financial statements, entered into between LICOGI and a shareholder holding fifty-one percent (51%) or more of the total voting shares, or such shareholder's Related Persons.

4. In the case of approval of contracts or transactions under Clause 3 of this Article, the representative of LICOGI signing the contract or transaction shall notify the Board of Directors and the Supervisors of the related party involved and provide the draft contract or a summary of the principal terms of the transaction. The Board of Directors shall submit the draft contract or transaction, or an explanatory report on its principal terms, to the General Meeting of Shareholders for consideration at a meeting or by written shareholder consultation.

In such cases, shareholders having interests related to the parties to the contract or transaction shall not have voting rights. The contract or transaction shall be approved if shareholders representing more than fifty percent (50%) of the total remaining voting shares vote in favor.

5. Any contract or transaction entered into in violation of the provisions of this Article shall be invalid pursuant to a decision of a competent Court and shall be handled in accordance with applicable laws. The person signing the contract or transaction, together with the related shareholder, member of the Board of Directors, or General Director, shall be jointly liable for any damages incurred and shall return to LICOGI any benefits derived from the performance of such contract or transaction.

6. LICOGI shall disclose related-party contracts and transactions in accordance with applicable laws and regulations.

#### **Article 60. Engagement of Professional Advisory Services**

The Board of Directors and the Supervisory Board shall have the right to engage independent consultants, independent accountants, and external advisers, where necessary, for the performance of their duties and powers. The costs of such services shall be borne by LICOGI and must comply with applicable laws and these Articles of Association. The Board of Directors and the Supervisory Board may exercise this right without prior consultation with any Manager of LICOGI.

## **XII. ANNUAL REPORTING AND INFORMATION DISCLOSURE**

### **Article 61. Annual Reporting**

1. At the end of each financial year, the Board of Directors shall prepare the following reports and documents for submission to the Annual General Meeting of Shareholders:

- a) Report on LICOGI's business performance;
- b) Audited financial statements;
- c) Report on the management and administration of LICOGI;
- d) Appraisal report of the Supervisory Board.

2. LICOGI's annual financial statements must be audited by an independent auditing firm before being submitted to the General Meeting of Shareholders for consideration and approval.

3. The reports and documents specified in Items (a), (b), and (c), Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise required by law.

4. The reports referred to in Items (a), (b), and (c), Clause 1 of this Article, together with the appraisal report of the Supervisory Board and the independent auditor's report, must be made available at LICOGI's head office no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders.

Unless otherwise prescribed by law, any shareholder who has continuously held shares of LICOGI for at least one (01) year shall have the right, either personally or together with a licensed lawyer, certified accountant, or certified auditor, to inspect the reports referred to in this Article during normal business hours and within a reasonable period of time.

### **Article 62. Information Disclosure**

1. LICOGI shall prepare annual financial statements, which must be audited, reviewed semi-annual financial statements, and quarterly financial statements in accordance with applicable laws. Such reports shall be disclosed in the securities market in accordance with legal requirements and submitted to the competent state authorities.

2. LICOGI shall publish the following information on its website:

- a) The Articles of Association of LICOGI;
- b) Curriculum vitae, educational qualifications, and professional experience of members of the Board of Directors, Supervisors, and the General Director;
- c) Annual financial statements approved by the General Meeting of Shareholders;

d) Annual reports evaluating the performance of the Board of Directors and the Supervisory Board.

3. Unless otherwise prescribed by law, where LICOGI is not yet listed on a Stock Exchange, it shall notify the Business Registration Authority where its head office is located within three (03) days from the date information arises or changes occur regarding:

- The full name, nationality, passport number, contact address, number of shares, and class of shares held by a foreign individual shareholder;
- The name, enterprise registration number, head office address, number of shares, and class of shares held by a foreign institutional shareholder; and
- The full name, nationality, passport number, and contact address of the authorized representative of a foreign institutional shareholder.

4. LICOGI shall disclose and make public information in accordance with the provisions of securities laws applicable to public companies.

### **XIII. INTERNAL DISPUTE RESOLUTION**

#### **Article 63. Internal Dispute Resolution**

1. In the event of any dispute or complaint arising in connection with the operations of LICOGI or the rights and obligations of shareholders under applicable laws, these Articles of Association, or other administrative regulations, between:

- a) A shareholder and LICOGI; or
- b) A shareholder and the Board of Directors, the Supervisory Board, the General Director, or any other Manager of LICOGI, the parties concerned shall first seek to resolve such dispute through negotiation and mediation.

Except where the dispute involves 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 information relevant to the dispute within fifteen (15) working days from the date the dispute arises.

Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If no mediated settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to a competent Arbitration Tribunal or Court for resolution.

3. Each party shall bear its own costs incurred in connection with negotiation and mediation procedures. Court costs and expenses shall be allocated in accordance with the judgment or decision of the competent Court.

#### **XIV. LABOUR AND TRADE UNION**

##### **Article 64. Labour and Trade Union**

1. All matters relating to employees of LICOGI, including but not limited to employment contracts, working hours and leave entitlements, salaries and wages, social insurance, health insurance, unemployment insurance, recruitment, training, labour inspection, and labour dispute resolution, shall be governed by LICOGI's Internal Labour Regulations and Collective Labour Agreement, in accordance with applicable laws, these Articles of Association, and LICOGI's internal governance regulations.

- The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to the recruitment, termination of employment, remuneration, social insurance, employee welfare, rewards, and disciplinary measures applicable to employees and corporate executives.

- The General Director shall prepare plans for submission to the Board of Directors for approval regarding LICOGI's relationship with trade union organizations in accordance with best management standards, practices and policies, these Articles of Association, LICOGI's internal regulations, and applicable laws.

2. The trade union organization representing the collective workforce shall hold the number of preferential shares purchased in accordance with applicable laws when LICOGI conducts its initial public offering of shares. The representative of LICOGI's trade union organization shall enjoy the rights and assume the obligations of a shareholder in proportion to the shares held, as prescribed by law and these Articles of Association.

#### **XV. RELATIONSHIP BETWEEN LICOGI AND ITS AFFILIATED UNITS**

##### **Article 65. Relationship with Dependent Units**

1. LICOGI's dependent units (including branches, representative offices in Vietnam and overseas, and other dependent entities) shall be established, dissolved, or have their operations suspended by decision of LICOGI in accordance with resolutions of the Board of Directors and applicable laws. Such units shall conduct business activities, accounting, organizational and personnel management, and other operations in accordance with the decentralization and authorization framework established by LICOGI and governed by LICOGI's specific internal regulations and policies.

2. The organizational and operational regulations of LICOGI's dependent units shall be prepared by the General Director and submitted to the Board of Directors for approval.

3. LICOGI shall be responsible for financial obligations arising from lawful commitments and undertakings entered into by its dependent units in accordance with applicable laws.

4. LICOGI shall exercise other rights and perform other obligations in relation to its dependent units as prescribed by law.

***Article 66. Relationship with Subsidiaries and Associated Companies*****1. Relationship between LICOGI and its Subsidiaries**

1.1 LICOGI shall decide on capital contributions to and transfers of its investments in subsidiaries; exercise the rights of shareholders or capital-contributing members in accordance with applicable laws and the charter of the subsidiary; and be liable for the debts and other property obligations of the subsidiary only to the extent of the capital contributed by LICOGI.

1.2 LICOGI shall appoint Representatives to exercise the rights of shareholders or capital-contributing members; remove, reward, or discipline such Representatives; determine the framework for salaries, bonuses, allowances, and other benefits of Representatives; and evaluate, inspect, and supervise the performance of Representatives and subsidiaries in accordance with law.

1.3 LICOGI shall require Representatives, in respect of matters assigned under Item 1.4 of this Clause, to submit periodic or ad hoc reports on investment activities, financial status, efficiency in the use of LICOGI's capital, and business performance of the subsidiary.

1.4 Following a report from the Representative and subject to approval by the Board of Directors of LICOGI, LICOGI shall instruct the Representative to vote at the General Meeting of Shareholders and/or the Board of Directors of the subsidiary on the following matters:

a) Business objectives, duties and business lines; reorganization, dissolution, and filing for bankruptcy of the enterprise;

b) Adoption, amendment, and supplementation of the charter of the enterprise;

c) Increase or decrease of charter capital; timing and methods of capital mobilization; classes of shares and total number of shares of each class authorized for issuance; repurchase of more than ten percent (10%) of the total issued shares of each class;

d) Nomination for election, proposal for dismissal, removal, commendation, or disciplinary action against members of the Board of Directors, the Chairman of the Board of Directors/Members' Council, and Supervisors; nomination for appointment, proposal for dismissal, execution or termination of employment contracts with the General Director (Director), Deputy General Director (Deputy Director), and Chief Accountant; determination of salary, remuneration, bonus frameworks, and other benefits applicable to such positions;

e) The enterprise's strategy, annual business plan, and five-year production, business and development investment plan;

f) Policies regarding capital contributions to, ownership interests in, increases or decreases of investments in other enterprises; establishment, reorganization, or dissolution of branches, representative offices, and other dependent accounting units; acceptance of enterprises voluntarily participating as subsidiaries or associated companies;

g) Investment policies, acquisition or disposal of assets, borrowing and lending transactions in accordance with LICOGI's Regulations on Management of Representatives in Other Enterprises; policies regarding the enterprise's foreign borrowings;

h) Financial statements, profit distribution, establishment and use of funds, and annual dividend levels;

i) Recruitment policies; remuneration, salary, and bonus regimes of the enterprise.

1.5. LICOGI shall conduct regular and periodic supervision and inspection, in accordance with applicable laws and LICOGI's regulations, regarding the management, use, preservation, and development of LICOGI's capital invested in enterprises; implementation of strategies and plans; and evaluation of the fulfillment of assigned objectives and duties, operational performance, and business efficiency.

1.6. Other matters shall be governed by LICOGI's Regulations on Management of Representatives in Other Enterprises.

## **2. Relationship between LICOGI and Associated Companies**

2.1 LICOGI shall decide on capital contributions to and transfers of investments in associated companies; exercise the rights of shareholders or capital-contributing members in accordance with applicable laws and the charter of the associated company; and be liable for debts and other property obligations of the associated company only to the extent of the capital contributed by LICOGI.

2.2 LICOGI shall appoint Representatives to exercise shareholder or member rights; remove, reward, or discipline Representatives at associated companies; determine salaries, bonuses, allowances, and other benefits of Representatives; and evaluate their performance.

2.3 LICOGI shall require Representatives to perform their duties in accordance with LICOGI's Regulations on Management of Representatives in Other Enterprises.

## **3. Enterprises Voluntarily Affiliated with LICOGI**

An enterprise voluntarily affiliating with LICOGI shall be established, organized, and operated in accordance with applicable laws and shall be bound by rights and obligations with LICOGI under the relevant affiliation agreement or other contractual arrangements entered into between such enterprise and LICOGI.

## **XVI. PROFIT DISTRIBUTION**

### ***Article 67. Distribution of After-Tax Profits and Treatment of Business Losses***

1. Annually, LICOGI shall appropriate portions of its after-corporate-income-tax profits (net profits) to establish funds. The establishment of such funds and the allocation ratios thereto shall be proposed by the Board of Directors, comply with applicable laws, and be approved by the General Meeting of Shareholders.

2. The Board of Directors shall be responsible for submitting to the General Meeting of Shareholders:

a) A plan for profit distribution for the current financial year and a plan for profits, profit distribution, and fund appropriations for the following financial year;

b) A proposal on the use and purposes of the funds established in accordance with applicable laws.

3. If LICOGI incurs losses as reflected in its annual financial statements, such losses may be carried forward to subsequent financial years. The carried-forward losses shall be deducted from taxable income in accordance with applicable laws. The loss carry-forward period shall not exceed five (5) years from the year immediately following the year in which the losses arose, unless otherwise prescribed by law.

4. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

## **XVII. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

### **Article 68. Bank Accounts, Financial Year and Accounting Regime**

#### **1. Bank Accounts**

a) LICOGI shall open and maintain bank accounts with Vietnamese banks or foreign banks licensed to operate in Vietnam.

b) Subject to prior approval from the competent authorities, LICOGI may, where necessary, open bank accounts overseas in accordance with applicable laws.

c) LICOGI shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts maintained with the banks where LICOGI has opened accounts.

#### **2. Financial Year**

The financial year of LICOGI shall commence on 1 January and end on 31 December of the same calendar year.

#### **3. Accounting Regime**

a) LICOGI shall apply the Vietnamese Accounting Standards (VAS) or another accounting regime approved by the Ministry of Finance.

b) LICOGI shall maintain its accounting books and records in Vietnamese and preserve accounting documents in accordance with the laws on accounting and other applicable laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain LICOGI's transactions.

c) LICOGI shall use the Vietnam Dong as its accounting currency, or a freely convertible foreign currency where approved by the competent state authority.

## **XVIII. FINANCIAL STATEMENTS, ANNUAL REPORTS, INFORMATION DISCLOSURE OBLIGATIONS AND AUDIT**

### ***Article 69. Financial Statements, Semi-Annual Reports and Information Disclosure Obligations***

#### **1. Annual and Semi-Annual Financial Statements**

a) LICOGI shall prepare annual financial statements, which must be audited in accordance with applicable laws. LICOGI shall disclose its audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.

b) The annual financial statements must include an income statement that fairly and accurately reflects LICOGI's profits and losses during the financial year; a balance sheet that fairly and accurately reflects LICOGI's financial position and operations as of the reporting date; a cash flow statement; and notes to the financial statements. As LICOGI is a parent company, in addition to the annual financial statements, it must also prepare a consolidated balance sheet presenting the financial position and operating results of LICOGI and its subsidiaries at the end of each financial year.

c) LICOGI shall prepare reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws governing information disclosure in the securities market and submit them to the competent state authorities.

d) LICOGI shall disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with applicable securities disclosure regulations and submit them to the competent state authorities.

e) At the end of each financial year, in addition to reports and documents required by law, LICOGI shall prepare the following reports:

- Consolidated financial statements of the Parent Company and its Subsidiaries in accordance with accounting regulations;
- Consolidated annual business performance report of the Parent Company and its Subsidiaries;
- Consolidated management and administration report of the Parent Company and its Subsidiaries.

f) The person responsible for preparing the reports referred to in Item (e) above shall not prepare or submit such reports unless all required financial statements from the subsidiaries have been received.

g) Upon request of LICOGI's legal representative, the legal representative of a subsidiary shall provide all reports, documents, and information necessary for the preparation of consolidated financial statements.

h) The annual financial settlement reports and documents of LICOGI and its subsidiaries, together with the consolidated financial statements and consolidated reports of the Parent Company and its Subsidiaries, shall be maintained at LICOGI's head office. Copies of such reports and documents shall also be available at LICOGI's branches within Vietnam.

i) In addition to reports and documents required by law, each subsidiary shall prepare and submit consolidated reports on purchases, sales, and other transactions conducted with LICOGI.

k) LICOGI's audited annual financial statements (including the auditor's opinion), semi-annual financial statements, and quarterly financial statements shall be published on LICOGI's official website.

l) Organizations and individuals entitled by law to inspect or obtain copies of audited annual financial statements, semi-annual financial statements, and quarterly financial statements may do so during LICOGI's working hours at its head office and shall pay a reasonable copying fee.

## **2. Annual Report**

LICOGI shall prepare and disclose its Annual Report in accordance with the laws and regulations governing securities and the securities market.

### **Article 70. Audit**

1. The Annual 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 select one of such firms to conduct the audit of LICOGI for the following financial year, based on the terms and conditions agreed with the Board of Directors. LICOGI shall prepare and submit its annual financial statements to the independent auditing firm after the end of the financial year.

2. The independent auditing firm shall examine, verify, and report on the annual financial statements reflecting LICOGI's revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within three (03) months from the end of the financial year.

3. A copy of the audit report shall be attached to each copy of LICOGI's annual financial statements.

4. The independent auditor conducting the audit of LICOGI shall be entitled to attend all meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to meetings of the General Meeting of Shareholders that shareholders are entitled to receive. The auditor shall also have the right to express opinions at such meetings on matters relating to the audit of LICOGI's financial statements.

## **XIX. DISSOLUTION**

### **Article 71. Cases and Conditions for Dissolution**

1. LICOGI shall be dissolved in the following circumstances:
  - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b) Its Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration. In such case, the procedures for dissolution shall be carried out in accordance with applicable laws;
  - c) Other circumstances as prescribed by law.
2. LICOGI may only be dissolved after all debts and other property obligations have been fully settled and provided that LICOGI is not involved in any dispute resolution proceedings before a Court or Arbitration Tribunal.

In the event that LICOGI's Enterprise Registration Certificate is revoked, the relevant Managers and LICOGI shall be jointly liable for the debts and obligations of LICOGI in accordance with applicable laws.

### **Article 72. Dissolution and Liquidation Procedures**

1. Procedures for Dissolution of LICOGI Pursuant to a Resolution or Decision of the General Meeting of Shareholders

The dissolution of LICOGI pursuant to a resolution or decision of the General Meeting of Shareholders shall be carried out in accordance with the following procedures:

The General Meeting of Shareholders shall adopt a resolution or decision on the dissolution of LICOGI. Such resolution or decision shall contain the following principal contents:

- a) Name and head office address of LICOGI;
- b) Reasons for dissolution;
- c) Time limit and procedures for liquidation of contracts and settlement of LICOGI's debts, provided that the period for debt repayment and contract liquidation shall not exceed six (06) months from the date the dissolution resolution or decision is adopted, unless otherwise prescribed by law;
- d) Plan for handling obligations arising from employment contracts;

e) Full name and signature of LICOGI's legal representative

2. After a resolution or decision on dissolution has been adopted, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, of whom two (02) members shall be designated by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from LICOGI's employees or independent experts. All expenses related to the liquidation process shall be given priority for payment by LICOGI before any other debts and liabilities of LICOGI.

The Liquidation Committee shall be responsible for reporting to the Business Registration Authority the date of its establishment and the date on which it commences operations. From that time onward, the Liquidation Committee shall represent LICOGI in all matters relating to the liquidation of LICOGI before courts and administrative authorities.

3. Unless otherwise required by law, within seven (07) working days from the date of adoption, the resolution or decision on dissolution and the minutes of the meeting must be sent to the Business Registration Authority, the tax authority, and LICOGI's employees; the resolution or decision on dissolution must also be published on the National Business Registration Portal and publicly posted at LICOGI's head office, branches, and representative offices.

In the event that LICOGI still has outstanding financial obligations, the dissolution decision must be accompanied by a debt settlement plan sent to creditors and persons having related rights and obligations. Such notice must include the name and address of each creditor; the amount owed; the time, place, and method of debt payment; and the procedures and time limits for resolving creditors' complaints.

4. The proceeds from the liquidation shall be distributed in the following order of priority:

a) Liquidation expenses;

b) Outstanding wages, severance allowances, social insurance, health insurance, unemployment insurance obligations as prescribed by law, and other benefits of employees under collective labor agreements and signed labor contracts;

c) Tax liabilities;

d) Other debts and obligations;

e) Any remaining balance after all debts and obligations specified in items (a) through (d) above have been fully settled shall be distributed to shareholders in proportion to their shareholdings.

5. The legal representative of LICOGI shall submit the application for dissolution to the Business Registration Authority within five (05) working days from the date on which all debts and obligations of LICOGI have been fully settled, unless otherwise required by law.

## **XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER; IMPLEMENTING PROVISIONS**

### **Article 73. Amendments and Supplements to the Charter**

1. Any amendment or supplement to this Charter shall be considered and approved by the General Meeting of Shareholders.

2. In the event that legal provisions relating to LICOGI's operations are not addressed in this Charter, or where newly enacted legal provisions differ from the provisions of this Charter, such legal provisions shall prevail and be applied to govern LICOGI's operations.

### **Article 74. General Provisions**

1. Vietnamese shall be the official language used in the Charter, regulations, rules, resolutions and decisions of LICOGI, and in meetings of the General Meeting of Shareholders, the Board of Directors, and the Board of Supervisors. Foreign shareholders (if any) shall be responsible for arranging and bearing all costs of interpretation and translation from Vietnamese into foreign languages.

2. This Second Amended and Restated Charter of LICOGI was unanimously approved by the General Meeting of Shareholders of LICOGI on \_\_\_\_ June 2026, which also approved the effectiveness of this Charter in its entirety.

3. All units and individuals within LICOGI shall be responsible for complying with the provisions of this Charter.

4. This Charter consists of twenty (XX) Chapters and seventy-four (74) Articles and is executed in three (03) original copies of equal legal validity, of which:

a) One (01) copy shall be submitted to the Business Registration Authority in accordance with applicable law;

b) Two (02) copies shall be retained by LICOGI.

5. The Charter of LICOGI shall be published on the Corporation's website.

6. LICOGI shall retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and records, and other documents as required by

law at its head office or another location, provided that shareholders and the Business Registration Authority are informed of the location where such documents are maintained.

7. Copies or extracts of the Charter of LICOGI shall be valid when certified or extracted in accordance with LICOGI's internal governance regulations and signed by the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the General Director, or the legal representative of LICOGI.

Hanoi, \_\_\_\_ June 2026

**LEGAL REPRESENTATIVE OF LICOGI**

**LICOGI CORPORATION - JSC**

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**SOCIALIST REPUBLIC OF VIET NAM**

**Independence - Freedom - Happiness**

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*Ha Noi, ..... June.... 2026*

**DRAFT**

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF  
LICOGI CORPORATION – JSC  
(Second Amendment and Supplement)**

*Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019, as amended and supplemented from time to time;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented from time to time;*

*Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Third Amended and Restated Charter of LICOGI Corporation – JSC No.--- dated June 2026, approved by the Annual General Meeting of Shareholders;*

*Pursuant to Resolution No. --- of the General Meeting of Shareholders dated ---- June 2026;*

*The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of LICOGI Corporation – JSC.*

*The Internal Regulations on Corporate Governance of LICOGI Corporation – JSC comprise the following contents:*

## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of Regulation: The Internal Regulations on Corporate Governance of LICOGI Corporation – JSC govern matters relating to the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and conducting meetings of the General Meeting of Shareholders; nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; and other matters as provided in the Charter of the Corporation and applicable laws and regulations.

2. Applicable Subjects: These Regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director, and related persons.

### **Article 2. Interpretation of Term**

The terms used in these Regulations shall be construed as follows:

a) “Corporate governance” means a system of principles designed to:

- Ensure an appropriate governance structure;
- Ensure the effective operation of the Board of Directors and the Board of Supervisors;
- Protect the rights and interests of shareholders and related parties;
- Ensure fair treatment of shareholders;
- Ensure transparency and disclosure in all activities of the Corporation.

b) “Corporation” means LICOGI Corporation – JSC.

c) “Internal Corporate Governance Regulations” means the Internal Regulations on Corporate Governance of LICOGI Corporation – JSC.

d) Terms or expressions defined in the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, the Law on Securities No. 54/2019/QH14 dated 26 November 2019, and the Charter of LICOGI shall, unless inconsistent with the context or subject matter of these Regulations, have the same meanings herein.

đ) References in these Regulations to any provision of law or legal document shall include any amendments, supplements, or replacement provisions and legal documents thereto.

## **CHAPTER II. GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders (“GMS”) comprises all shareholders with voting rights and is the highest decision-making body of the Corporation.

2. The GMS shall have the following rights and obligations:

- a) To approve the development orientation and strategy of the Corporation;
- b) To decide on classes of shares and the total number of shares of each class authorized for offering; to determine the annual dividend rate for each class of shares;
- c) To determine the number of members of the Board of Directors and Controllers; to elect, dismiss, remove, additionally elect, or replace members of the Board of Directors and Controllers in accordance with the conditions and standards prescribed by law and the Charter of the Corporation;
- d) To decide on investments or sales of assets with a value equal to or exceeding 35% of the total asset value recorded in the Corporation’s most recent financial statements, including capital contributions, acquisition of shares in other enterprises, and establishment of subsidiaries or affiliated companies;
- e) To decide on amendments and supplements to the Charter of the Corporation;
- f) To approve annual financial statements and plans for distribution and utilization of annual profits;
- g) To decide on the repurchase of more than 10% of the total sold shares of each class;
- h) To consider and handle violations committed by members of the Board of Directors or Controllers that cause damage to the Corporation and its shareholders;
- i) To decide on the reorganization or dissolution of the Corporation and appoint liquidators;
- k) To approve the Internal Corporate Governance Regulations of the Corporation and the operating regulations of the Board of Directors and the Supervisory Board;
- l) To approve the list of accepted audit firms; to decide on the accepted audit firm to audit the Corporation’s operations and dismiss the accepted auditor when deemed necessary;
- m) To determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- n) Other rights and obligations as prescribed by law.

## **Article 4. Convening the General Meeting of Shareholders, Agenda, Contents and Notice of Meeting**

### **1. Convening the General Meeting of Shareholders**

a) The Board of Directors shall convene the Annual General Meeting of Shareholders once every year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the convening of the Annual General Meeting where necessary, but not beyond six (06) months from the end of the fiscal year.

b) The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3 and Point a, Clause 4, Article 23 of the Corporation's Charter. If the Board of Directors fails to convene the meeting as prescribed, the Chairman and members of the Board of Directors shall compensate the Corporation for any resulting damages.

c) If the Board of Directors fails to convene the meeting as provided in Point b of this Clause, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors. If the Supervisory Board also fails to do so, it shall compensate the Corporation for any resulting damages.

d) If the Supervisory Board fails to convene the meeting as provided in Point c of this Clause, the shareholder or group of shareholders specified in Clause 2, Article 21 of the Corporation's Charter shall have the right, on behalf of the Corporation, to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

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

a) Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. Such list shall be prepared based on the Register of Shareholders and the Register of Securities Holders of the Corporation. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days before the date on which the notice of invitation is sent. The Corporation must disclose information regarding the record date for determining shareholders entitled to attend the GMS at least twenty (20) days before the final registration date.

b) Prepare the agenda and contents of the meeting;

c) Prepare meeting documents;

d) Prepare draft resolutions of the GMS corresponding to the proposed matters on the agenda; determine the time and venue of the meeting;

e) Notify and send invitations to all shareholders entitled to attend the meeting;

f) Perform other tasks necessary for organizing the General Meeting of Shareholders.

3. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date on which the notice is duly sent or dispatched), and simultaneously disclose such information on the Corporation's website, the State Securities Commission, and the Stock Exchange where the Corporation's shares are listed or registered for trading.

4. The notice of invitation shall be accompanied by the following documents:

a) The meeting agenda, documents to be used at the meeting, and draft resolutions for each matter on the agenda;

b) The list and detailed information of candidates in the case of election of members of the Board of Directors or the Supervisory Board in accordance with regulations;

c) Voting ballots;

d) Form of appointment of proxy to attend the meeting;

e) Nomination form for candidates to the Board of Directors and Supervisory Board (if any).

Where meeting documents are not enclosed with the notice, the notice must clearly state the link to all meeting materials so that shareholders may access them.

5. A shareholder or group of shareholders specified in Clause 2, Article 21 of the Corporation's Charter has the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Corporation no later than five (05) working days before the opening date of the meeting. The proposal must clearly state the shareholder's full name, the number of shares of each class held, and the matter proposed for inclusion in the agenda.

6. The person convening the General Meeting of Shareholders may reject proposals referred to in Clause 5 of this Article in any of the following cases:

a) The proposal is not submitted in accordance with Clause 5 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 2, Article 21 of the Corporation's Charter;

c) The proposed matter does not fall within the authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law.

7. The person convening the General Meeting of Shareholders must accept and include proposals specified in Clause 5 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 6 of this Article. Such

proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

## **Article 5. Exercise of the Right to Attend the General Meeting of Shareholders and Authorization of Representatives to Attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the General Meeting of Shareholders ("GMS") in person, authorize in writing one or more individuals or organizations to attend on their behalf, or participate through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the GMS on behalf of a shareholder must be made in writing. The power of attorney shall be prepared in accordance with civil law regulations and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and contents of the authorization, the term of authorization, and the signatures of both the principal and the authorized representative. The power of attorney must bear signatures as follows:

a) Where the shareholder is an individual, the power of attorney must bear the signatures of both the shareholder and the authorized attendee;

b) Where the authorized representative of an institutional shareholder further authorizes another person to attend the meeting, the power of attorney must bear the signature of such authorized representative, the signature of the legal representative of the institutional shareholder, and the signature of the authorized attendee;

c) In all other cases, the power of attorney must bear the signature of the legal representative of the institutional shareholder and the signature of the authorized attendee.

The authorized attendee must submit the power of attorney upon registration for attendance at the GMS. In the event of sub-delegation, the attendee must additionally present the original authorization document issued by the shareholder or the authorized representative of the institutional shareholder (unless such document has previously been registered with the Corporation).

3. Where shares are transferred during the period from the completion of the list of shareholders entitled to attend the GMS until the opening of the GMS, the transferor shall retain the right to attend the GMS in respect of the transferred shares, unless the transferor authorizes the transferee to attend the meeting.

## **Article 6. Procedures for Registration of Attendance and Conditions for Holding a General Meeting of Shareholders**

### **1. Registration Procedures for Attendance at the General Meeting of Shareholders**

a) On the date of the GMS, the Corporation shall conduct shareholder registration procedures and continue such registration until all attending shareholders entitled to participate have completed registration.

b) Shareholders attending the GMS must present the documents specified in the invitation to the GMS or other notice issued by the Corporation for the purpose of verifying shareholder status.

c) Shareholders arriving after the commencement of the GMS shall be entitled to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be obliged to suspend the meeting to facilitate registration of late-arriving shareholders. The validity of voting conducted prior to the arrival of such shareholders shall remain unaffected.

### **2. Conditions for Holding a General Meeting of Shareholders**

a) A GMS shall be duly convened when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares of the Corporation.

b) If the first meeting fails to satisfy the quorum requirement set out in Point a of this Clause within thirty (30) minutes from the scheduled opening time, a notice convening the second meeting must be issued within thirty (30) days from the date scheduled for the first meeting. The second GMS may proceed when attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

c) If the second meeting fails to satisfy the quorum requirement set out in Point b of this Clause, a notice convening the third meeting must be issued within twenty (20) days from the date scheduled for the second meeting. In such case, the GMS may proceed irrespective of the number of voting rights represented by attending shareholders.

## **Article 7. Methods of Adopting Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt resolutions within its authority either by voting at a meeting or by obtaining written opinions. The Annual General Meeting of Shareholders shall not be conducted in the form of obtaining written opinions.

2. The following matters must be approved by voting at a meeting of the General Meeting of Shareholders:

a) Amendments or supplements to the Charter of the Corporation;

b) Development strategies and orientations of the Corporation;

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

d) Election, dismissal, or removal of members of the Board of Directors and members of the Board of Supervisors, as well as cases requiring an extraordinary election of additional members of the Board of Directors pursuant to Points a and b, Clause 6, Article 40 of the Charter of the Corporation;

đ) Decisions on investments or disposals of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the most recent financial statements of the Corporation;

e) Approval of annual financial statements;

g) Reorganization or dissolution of the Corporation

## **Article 8. Voting Procedures, Vote Counting, Announcement of Voting Results, and Adoption of Resolutions of the General Meeting of Shareholders**

### **1. Voting Procedures**

a) Upon shareholder registration, the Corporation shall provide each shareholder or authorized representative entitled to vote with a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by such shareholder. The General Meeting of Shareholders (“GMS”) shall discuss and vote on each matter included in the agenda.

b) Voting shall be conducted by selecting one of the following options: “For”, “Against”, or “Abstain/No Opinion”. For matters voted on by voting cards, cards voting in favor of a resolution shall be collected first, followed by cards voting against; the total votes in favor and against shall then be counted to determine the outcome. For matters voted on by ballot papers, the Vote Counting Committee shall conduct the vote counting.

### **2. Vote Counting and Announcement of Voting Results**

a) The GMS shall elect the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

b) The Vote Counting Committee shall count votes, consolidate the results, and report the voting results for each matter directly at the GMS immediately after the vote counting is completed.

c) The voting results shall be announced by the Chairperson before the closing of the meeting.

3. The conditions for adoption of GMS resolutions shall comply with Article 32 of the Corporation's Charter. The Secretary of the GMS shall announce the draft resolution after the vote-counting results have been reported to the meeting. The Chairperson shall seek the GMS's approval of the resolution before declaring the meeting closed.

#### **Article 9. Objection to Resolutions of the General Meeting of Shareholders**

A shareholder who voted against a resolution on the reorganization of the Corporation or on amendments to the rights and obligations of shareholders as provided in the Corporation's Charter shall have the right to request the Corporation to repurchase his/her shares. Such request must be made in writing and specify the shareholder's name, address, number of shares of each class, proposed selling price, and reasons for requesting the Corporation to repurchase the shares. The request must be submitted to the Corporation within ten (10) days from the date on which the GMS adopts the relevant resolution.

#### **Article 10. Minutes of the General Meeting of Shareholders**

1. Proceedings of the GMS must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must contain the following principal contents:

- a) Name, head office address, and enterprise registration number of the Corporation;
- b) Time and venue of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the Chairperson and Secretary;
- e) Summary of the proceedings and opinions expressed on each agenda item;
- f) Number of shareholders attending and the total voting rights represented; attached list of attending shareholders and shareholder representatives together with the corresponding number of shares and voting rights;
- g) Total votes cast on each voting matter, clearly indicating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions/no opinions, together with the corresponding percentages of total voting rights represented at the meeting;
- h) Matters approved and the corresponding approval ratios;
- i) Full names and signatures of the Chairperson and Secretary.

If the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid provided that they are signed and approved by all other attending members of the Board of Directors and contain all information required under this Clause. The

minutes must clearly state the refusal of the Chairperson and/or Secretary to sign. Persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes. The Chairperson and the minute-taker shall bear personal liability for any damage suffered by LICOGI due to refusal to sign the minutes in accordance with the Law on Enterprises, the Corporation's Charter, and applicable laws.

2. The minutes of the GMS must be completed and approved before the close of the meeting.

3. The Chairperson and Secretary of the meeting, or all other attending members of the Board of Directors (where the Chairperson and/or Secretary refuse to sign), shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

5. The minutes of the GMS shall be sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion. The obligation to send the minutes and vote-counting record may be fulfilled by posting them on the Corporation's website.

6. GMS resolutions, meeting minutes, the appendix containing the list of registered attending shareholders with shareholders' signatures, powers of attorney, all documents attached to the minutes (if any), and documents enclosed with the meeting notice must be retained at the Corporation's head office.

#### **Article 11. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of a resolution, minutes of the GMS, or the vote-counting record relating to a written shareholders' resolution, a shareholder specified in Clause 2, Article 21 of the Corporation's Charter shall have the right to request a Court or Arbitration Tribunal to review and annul a resolution of the GMS in the following cases:

1. The procedures for convening and conducting the GMS were not carried out in accordance with the Law on Enterprises and the Corporation's Charter, except for the case specified in Clause 6, Article 32 of the Corporation's Charter.

2. The contents of the resolution violate the law or the Corporation's Charter.

#### **Article 12. Authority and Procedures for Obtaining Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

1. Except for matters that must be approved through voting at a GMS as prescribed in Clause 2, Article 31 of the Corporation's Charter, the Board of Directors may obtain written opinions from shareholders to adopt a resolution of the GMS whenever it deems such action necessary for the benefit of the Corporation.

2. The Board of Directors shall prepare voting forms, draft resolutions, explanatory documents, and send them to all voting shareholders at least ten (10) days before the deadline for returning completed voting forms. The preparation of the list of shareholders entitled to participate shall comply with Clauses 1 and 2, Article 25 of the Corporation's Charter. The method of sending voting forms and accompanying documents shall comply with Article 27 of the Corporation's Charter.

3. The written opinion form must include the following principal contents:

a) Name, head office address, and enterprise registration number of the Corporation;

b) Purpose of obtaining shareholders' opinions;

c) Full name, contact address, nationality, and legal identification details of individual shareholders; name, enterprise registration number or legal entity identification details and head office address of organizational shareholders; or full name, contact address, nationality, and legal identification details of the authorized representative of an organizational shareholder; number of shares of each class and corresponding voting rights;

d) Matters submitted for approval or decision;

e) Voting options, including: "For", "Against", and "Abstain/No Opinion" for each matter;

f) Deadline for returning the completed opinion form;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed opinion forms by mail, facsimile, or email as follows:

a) If sent by mail, the completed form must bear the signature of the shareholder (if an individual) or the authorized representative/legal representative (if an organization). The form must be placed in a sealed envelope and may not be opened before vote counting.

b) If sent by fax or email, the contents of the form must remain confidential until the vote-counting process.

c) Forms received after the prescribed deadline, forms opened before counting in the case of mail, or forms disclosed before counting in the case of fax or email shall be invalid. Forms not returned shall be deemed non-participation in voting.

5. The Board of Directors shall organize the vote counting and prepare a vote-counting record under the supervision of the Supervisory Board or a shareholder who does not hold a managerial position within the Corporation. The vote-counting record must contain the following principal contents:

- a) Name, head office address, and enterprise registration number of the Corporation;
- b) Purpose and matters submitted for approval;
- c) Number of participating shareholders and total voting rights represented, distinguishing valid and invalid votes, voting methods used, together with an appendix listing participating shareholders;
- d) Total votes in favor, against, and abstaining on each matter;
- e) Matters approved and the corresponding approval ratios;
- f) Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and vote counters.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting record and for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting record and resolutions shall be sent to shareholders within fifteen (15) days from the completion of vote counting. This requirement may be satisfied by posting such documents on the Corporation's website.

7. Completed opinion forms, vote-counting records, adopted resolutions in full text, and documents accompanying the opinion forms shall be retained at the Corporation's head office.

8. A resolution adopted through written shareholders' opinions shall be approved if shareholders representing more than fifty percent (50%) of the total voting rights of all voting shareholders vote in favor. Such resolution shall have the same validity as a resolution adopted at a GMS meeting.

### **Article 13. Disclosure of Minutes (or Vote-Counting Records in the Case of Written Shareholder Opinions) and Resolutions of the General Meeting of Shareholders**

Minutes of the meeting (or vote-counting records in the case of obtaining shareholders' written opinions) and resolutions of the General Meeting of Shareholders shall be disclosed in accordance with regulations on information disclosure in the securities market.

## **Article 14. Procedures for Holding a General Meeting of Shareholders and Adopting Resolutions by Online or Electronic Means**

1. In addition to physical meetings, annual and extraordinary General Meetings of Shareholders may be held by online conference or electronic means, with or without electronic voting or other electronic voting methods.

2. Where the Board of Directors decides to convene a GMS in the form specified in Clause 1 of this Article, in addition to documents published on the Corporation's website as required for physical meetings, the Board of Directors shall issue and publish on the Corporation's website: Draft Regulation on Organizing the Online General Meeting of Shareholders; and Guidelines on voting procedures for such meeting, no later than twenty-one (21) days before the opening date of the meeting.

### **3. Procedures for an Online General Meeting of Shareholders**

#### **a) Convening the Meeting**

The convening of an online GMS shall be conducted in accordance with Clause 1, Article 4 of these Internal Regulations.

#### **b) Preparation of the List of Eligible Shareholders and Meeting Notice**

- The list of shareholders entitled to attend an online GMS shall be prepared in accordance with Article 25 of the Corporation's Charter.

- The notice of meeting shall comply with Article 27 of the Corporation's Charter and clearly specify registration procedures, online participation procedures, electronic voting procedures, and the link to all meeting materials.

#### **c) Registration for Attendance**

Shareholders or their authorized representatives attending through the online conference and electronic voting system shall access the Corporation's online GMS platform to register their attendance. The Corporation shall provide each shareholder with one (01) username and corresponding password for access. Detailed instructions shall be set out in the meeting notice and the Regulation on Organizing the Online GMS.

#### **d) Authorization of Representatives**

The appointment of representatives to attend the online GMS and vote electronically shall comply with Article 28 of the Corporation's Charter and the procedures specified in the meeting notice.

#### **đ) Quorum Requirements**

An online GMS may proceed when the conditions stipulated in Article 29 of the Corporation's Charter are satisfied.

e) Voting, Vote Counting, and Announcement of Results

- Voting procedures for online meetings and electronic voting shall be detailed in the Regulation on Organizing the Online GMS for each meeting.

- Shareholders attending online shall access the Corporation's online GMS platform to cast votes or elect candidates. The system shall record votes of "For", "Against", and "Abstain/No Opinion" for each matter, as well as votes cast for each candidate to the Board of Directors and Supervisory Board (if applicable).

- The Vote Counting Committee shall verify, consolidate, and report the results to the Chairperson. The results shall be announced before the meeting is adjourned.

f) Form and Conditions for Adoption of Resolutions

- The form of adopting resolutions at an online GMS shall comply with Article 31 of the Corporation's Charter.

- Conditions for adoption of resolutions shall comply with Article 32 of the Corporation's Charter.

g) Resolutions and Minutes of the Online GMS

Preparation of minutes and resolutions of the online GMS shall comply with Article 34 of the Corporation's Charter. Resolutions and minutes of the online GMS must be disclosed in accordance with the laws on information disclosure in the securities market.

h) Objections to Resolutions and Minutes

Objections to resolutions shall be made in accordance with Article 9 of these Internal Regulations. Minutes adopted at an online GMS or through electronic voting shall be prepared in accordance with Article 10 of these Internal Regulations.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 15. Roles, Rights and Obligations of the Board of Directors; Responsibilities of Members of the Board of Directors**

1. The Board of Directors ("BOD") is the management body of the Corporation and has full authority, on behalf of the Corporation, to decide and exercise the rights and obligations of the Corporation, except for matters falling within the authority of the General Meeting of Shareholders ("GMS").

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

- a) To manage the Corporation in accordance with applicable laws, the Charter of the Corporation, and in the best interests of the Corporation and its shareholders;

- b) To decide on the Corporation's development strategy, medium-term development plans, and annual business plans;

c) To propose the classes of shares and the total number of shares of each class authorized for offering;

d) To decide on the sale of unsold shares within the authorized number of shares of each class and on other forms of capital mobilization;

e) To determine the offering price of shares and bonds of the Corporation;

f) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises and Clauses 1 and 2, Article 13 of the Corporation's Charter;

g) To decide on investment plans and investment projects within the authority and limits prescribed by law and the Corporation's Charter;

h) To decide on market development, marketing, and technology solutions;

i) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding ten percent (10%) of the total assets recorded in the Corporation's most recent financial statements, except for transactions falling within the authority of the GMS;

j) To elect, dismiss, and remove the Chairman and Vice Chairman of the Board of Directors; appoint the legal representative of the Corporation; appoint, dismiss, enter into, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, Corporate Secretary, or equivalent positions in accordance with the Charter and internal regulations of the Corporation; determine their salaries, remuneration, bonuses, and other benefits; appoint authorized representatives to participate in Members' Councils, Boards of Directors, or General Meetings of Shareholders of other companies and determine their remuneration and other benefits;

k) To provide written approval for the General Director to appoint or dismiss Department Heads or equivalent positions (including Heads of Representative Offices and Directors of dependent units) upon the General Director's proposal;

l) To supervise and direct the General Director and other Managers in the day-to-day management of the Corporation's business activities;

m) To determine the organizational structure and internal management regulations of the Corporation; decide on the establishment of subsidiaries, branches, representative offices, and capital contributions, share acquisitions, or divestments in other enterprises, except where such matters fall within the authority of the GMS under Article 24 of the Charter;

n) To approve agendas and documents for GMS meetings, convene GMS meetings, or collect shareholders' opinions for the adoption of resolutions;

o) To issue internal regulations relating to the organization, governance, and operations of the Corporation in accordance with law and the Charter, except matters

under the authority of the GMS or Supervisory Board, or matters delegated to the General Director;

- p) To submit audited annual financial statements to the GMS;
- q) To propose dividend levels; decide on dividend payment schedules and procedures or measures to address losses arising during business operations;
- r) To propose the reorganization, dissolution, or bankruptcy filing of the Corporation;
- s) To issue the BOD Operating Regulations and the Internal Corporate Governance Regulations after approval by the GMS; and to issue regulations on information disclosure;
- t) BOD members have the right to request the General Director, Deputy General Directors, other managers, and authorized representatives of the Corporation at enterprises in which the Corporation has invested capital to provide information and documents relating to the Corporation's and its units' financial condition, investments, and business activities. Such requests must be made in writing at least twenty-four (24) hours in advance;
- u) To report to the GMS on the BOD's activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 guiding the implementation of certain provisions of the Law on Securities;
- v) Other rights and obligations prescribed by the Law on Enterprises and the Corporation's Charter.

3. The Board of Directors shall adopt resolutions and decisions through voting at meetings, by written consultation, or by fax or email, based on the principle of majority approval. Each BOD member shall have one vote.

4. In exercising its functions, rights, and obligations, the Board of Directors must comply with applicable laws, the Charter, resolutions of the GMS, and the Corporation's internal governance regulations.

If a resolution or decision adopted by the BOD is contrary to law, the Charter, or a resolution of the GMS and causes damage to the Corporation, members voting in favor shall be jointly and personally liable and shall compensate the Corporation for the damage suffered. Members voting against such resolution or decision shall be exempt from liability. In such case, shareholders shall have the right to request a court to suspend implementation of the resolution or decision.

5. Each member of the Board of Directors shall fully perform the rights and obligations stipulated in Article 3 of the BOD Operating Regulations.

## **Article 16. Term and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of five (05) members, including at least one (01) non-executive member. The Corporation shall minimize the number of BOD members concurrently holding executive positions in order to ensure the independence of the Board.

Upon becoming a listed company, the Corporation must have independent BOD members, with the minimum number as follows:

a) At least one (01) independent member where the Board consists of three (03) to five (05) members;

b) At least two (02) independent members where the Board consists of six (06) to eight (08) members;

c) At least three (03) independent members where the Board consists of nine (09) to eleven (11) members.

2. The term of office of a BOD member shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent BOD member (if applicable) for no more than two (02) consecutive terms. Where all BOD members simultaneously complete their terms, they shall continue to serve until their successors are elected and assume office.

A BOD member may automatically lose membership status, be dismissed, removed, supplemented, or replaced by the GMS. In such cases, the term of the replacement member shall be the remaining term of the replaced member.

## **Article 17. Qualifications and Conditions of Members of the Board of Directors**

Members of the Board of Directors, independent members (if any), and non-executive members must satisfy the qualifications and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and Clauses 1, 2, and 3, Article 39 of the Corporation's Charter. A member of the Board of Directors is not required to be a shareholder of the Corporation.

## **Article 18. Nomination, Self-Nomination, Introduction and Election of Members of the Board of Directors**

### **1. Nomination and Self-Nomination**

a) A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to, or stand for election to, the Board of Directors and may aggregate their voting rights to nominate candidates. Such nominations or self-nominations must be made in writing using forms provided by the Corporation and in compliance with applicable laws.

b) If the number of candidates nominated or self-nominated remains insufficient as required by the Charter, the incumbent Board of Directors may nominate additional candidates in accordance with the BOD Operating Regulations. The nomination of additional candidates by the incumbent Board must be clearly disclosed before the GMS conducts the election.

2. Election of BOD members shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of BOD members to be elected. Shareholders may allocate all or part of their votes to one or more candidates.

3. Candidates shall be ranked according to the number of votes received, from highest to lowest, until the required number of members determined by the GMS has been filled. If two or more candidates receive the same number of votes for the final available seat, a re-election shall be held among those tied candidates.

#### **Article 19. Dismissal, Removal, Additional Election of Members of the Board of Directors and Disclosure Thereof**

1. The GMS shall dismiss, remove, or elect additional BOD members in accordance with Article 160 of the Law on Enterprises and Article 40 of the Corporation's Charter. A BOD member shall be dismissed, removed, or replaced if approved by shareholders representing more than fifty percent (50%) of the total voting rights of shareholders attending the meeting.

2. Once BOD candidates have been identified, the Corporation must disclose information concerning such candidates at least ten (10) days prior to the opening of the GMS on the Corporation's website. Each candidate must provide a written commitment regarding the truthfulness and accuracy of disclosed personal information and undertake to perform duties honestly, prudently, and in the best interests of the Corporation if elected. Disclosed information shall include:

- Full name and date of birth;
- Professional qualifications;
- Employment history;
- Other management positions held (including directorships in other companies);
- Related interests concerning the Corporation and its related parties;
- Assessment of the candidate's contributions to the Corporation, where the candidate is currently a BOD member;
- Information regarding nominating shareholders or shareholder groups, including names of individual shareholders, names and enterprise registration numbers of institutional shareholders, and their ownership percentages in the Corporation;

- Information on companies where the candidate serves as a director or manager and any interests related to those companies (if any).

3. Disclosure of election, dismissal, or removal results shall be carried out in accordance with applicable information disclosure regulations.

## **Article 20. Election, Removal and Dismissal of the Chairman and Vice Chairman of the Board of Directors**

1. The Chairman and one (01) Vice Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board from among its members by majority vote. The Chairman of the Board of Directors may not concurrently serve as the General Director of the Corporation.

2. The Chairman and Vice Chairman shall be elected at the first meeting of each BOD term within seven (07) working days after completion of the election of the Board. The meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect by majority vote one among them to convene the meeting.

## **Article 21. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Corporation may pay remuneration and bonuses to BOD members based on business performance and efficiency.

2. BOD members are entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform duties and the daily remuneration rate. The Board shall determine remuneration for each member by unanimous agreement. The aggregate remuneration and bonuses of the Board shall be decided by the GMS at its annual meeting.

3. Remuneration paid to BOD members shall be recognized as operating expenses of the Corporation in accordance with corporate income tax regulations, disclosed as a separate item in the annual financial statements, and reported to the GMS at its annual meeting.

4. A BOD member holding an executive position, serving on BOD committees, or performing duties beyond the normal scope of a BOD member may receive additional remuneration in the form of lump-sum payments, salary, commission, profit-sharing percentages, or other forms as determined by the Board.

5. BOD members shall be reimbursed for all travel, accommodation, meal, and other reasonable expenses incurred in carrying out their duties, including expenses related to attending meetings of the GMS, the Board, or BOD committees.

6. The Corporation may purchase directors' and officers' liability insurance for BOD members subject to approval by the GMS. Such insurance shall not cover liabilities arising from violations of law or the Corporation's Charter.

## **Article 22. Meetings of the Board of Directors**

1. Except for the first meeting of each term to elect the Chairman and Vice Chairman, the Board of Directors shall meet at least once every quarter or whenever necessary.

2. The Chairman must convene a BOD meeting upon request of:

- a) The Supervisory Board, an independent BOD member, or the Vice Chairman;
- b) The General Director or at least five (05) other managers of LICOGL;
- c) At least two (02) BOD members.

3. The request referred to in Clause 2 of this Article shall be made in writing and shall clearly specify its purpose, as well as the matters to be discussed, considered, and resolved within the authority of the Board of Directors.

4. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage incurred by LICOGL, and the requesting person shall have the right to convene the meeting in place of the Chairman.

5. Except for the first meeting of each term of the Board of Directors, the Chairman of the Board of Directors or the person convening the meeting shall send a notice of meeting at least three (03) working days prior to the meeting date. The notice shall specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided upon. The notice shall be accompanied by the documents to be used at the meeting and voting forms for the members.

The notice of meeting may be sent by invitation letter, telephone, fax, electronic means, or any other method ensuring delivery to the contact address of each member of the Board of Directors as registered with LICOGL.

For the first meeting of each term of the Board of Directors, the convener and chairperson of the meeting need only notify the members at least two (02) working hours after the election results of the members of the Board of Directors have been announced by the General Meeting of Shareholders.

6. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the Supervisors in the same manner as to the members of the Board of Directors.

Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

7. A meeting of the Board of Directors shall be validly conducted when attended by at least three-fourths ( $\frac{3}{4}$ ) of the total number of members. If a meeting convened in accordance with this Clause does not have the required quorum, a second meeting shall be convened within two (02) days from the date scheduled for the first meeting. In such case, the meeting shall be validly conducted if attended by more than one-half ( $\frac{1}{2}$ ) of the members of the Board of Directors.

8. A member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting in accordance with Clause 10 of this Article;
- c) Attending and voting through an online conference, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by post, fax, or email.

Where a meeting of the Board of Directors is conducted in the form of an online conference among members located in different places, it must ensure that each participating member is able to:

- Hear every other participating member speaking during the meeting;
- Speak simultaneously with all other participants. Discussions among members may be conducted directly by telephone or other communication facilities, or by a combination of such methods. Members participating in such a meeting shall be deemed to be “present” at the meeting. The venue of the meeting shall be deemed to be the location where the largest number of Board members are present or the location where the chairperson of the meeting is present.

9. Where voting ballots are sent to the meeting by post, the ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Such ballots shall only be opened in the presence of all attendees.

Resolutions and decisions adopted at a meeting conducted by telephone or other communication facilities, which is organized and conducted in compliance with applicable laws and the Charter of LICOGI, shall take effect immediately upon the conclusion of the meeting but must subsequently be confirmed by the signatures of all Board members attending the meeting in the minutes of the Board meeting.

10. Members of the Board of Directors shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the remaining members of the Board of Directors.

11. A member of the Board of Directors shall not have the right to vote on any contract or transaction that provides benefits to such member or his/her related persons as prescribed by the Law on Enterprises and the Charter of LICOGL.

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the attending members entitled to vote. In the event of a tied vote, the final decision shall follow the vote cast by the Chairman of the Board of Directors or the chairperson of the meeting.

#### 13. Minutes of Meetings of the Board of Directors

a) Meetings of the Board of Directors shall be recorded in minutes and may also be audio-recorded, electronically recorded, and stored in other electronic forms. The minutes shall contain the principal contents prescribed in Clause 1, Article 16 of the Regulations on the Operation of the Board of Directors and shall bear the signatures of the chairperson, the secretary, and the attending members of the Board of Directors.

b) If the chairperson or the minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid provided that they are signed by all other attending members of the Board of Directors and contain all information required under Points a, b, c, d, đ, e, g and h, Clause 1, Article 16 of the Regulations on the Operation of the Board of Directors.

c) The chairperson, the minute-taker, and all persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board meeting.

#### 14. Notification of Resolutions and Decisions of the Board of Directors

The Chairman of the Board of Directors shall direct the Corporate Secretary to send resolutions and decisions of the Board of Directors to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and executives, and representatives of LICOGL's capital contributions in enterprises in which LICOGL holds equity interests, where relevant.

### **Article 23. Committees under the Board of Directors**

1. The Board may establish committees responsible for development policy, personnel, remuneration, internal audit, and risk management.

Each committee shall have at least three (03) members, including BOD members and external members. Independent/non-executive BOD members should constitute the majority, and one such member shall serve as Committee Chair.

2. The Board shall prescribe the committees' organization and operation, including:

- a) The roles, duties, and powers of each committee and each member thereof;
- b) The number, qualifications, and composition of each committee;

c) Regulations on the procedures for the appointment, removal, and dismissal of the Chairperson and members of each committee;

d) The operating regulations (charter) of each committee.

#### **Article 24. Person in Charge of Corporate Governance**

1. The Board of Directors shall appoint at least one (01) person in charge of corporate governance to support governance activities within the Corporation.

The term shall be determined by the Board and shall not exceed five (05) years. The person in charge of corporate governance may concurrently serve as Corporate Secretary.

2. The appointee must:

a) Possess knowledge of applicable laws, the Charter, and the Corporation's regulations;

b) Not concurrently work for the approved auditing organization auditing the Corporation's financial statements;

c) Meet other requirements prescribed by law or determined by the Board.

3. The Board shall decide on appointment, dismissal, salary, bonuses, and other benefits of the person in charge of corporate governance in accordance with labor laws and the Corporation's regulations.

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

a) Advise the Board on organizing GMS meetings and shareholder relations;

b) Prepare meetings of the Board, Supervisory Board, and GMS upon request;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for preparing BOD resolutions in compliance with law;

f) Provide financial information, copies of BOD minutes, and other information to BOD and Supervisory Board members;

g) Monitor and report to the Board on the Corporation's information disclosure activities;

h) Serve as the contact point with stakeholders;

i) Maintain confidentiality in accordance with law and the Charter;

k) Perform other rights and obligations prescribed by law and the Corporation's Charter.

## **CHAPTER IV. BOARD OF SUPERVISORS**

### **Article 25. Role, Rights and Obligations of the Board of Supervisors; Responsibilities of Members of the Board of Supervisors**

1. The Board of Supervisors shall be elected by the General Meeting of Shareholders (“GMS”) to represent shareholders in supervising and independently, objectively and honestly assessing the financial condition and all business, management and administration activities of LICOGI. The Board of Supervisors shall be accountable to the law and the GMS for the performance of its assigned duties.

2. The Board of Supervisors shall have the following rights and obligations:

a) To supervise the Board of Directors (“BOD”) and the General Director in the management and administration of LICOGI, as well as compliance with laws by members of the BOD, the General Director and other managers;

b) To supervise LICOGI’s financial status; examine the reasonableness, legality, truthfulness and prudence in the management and operation of business activities; and assess the systematic, consistent and appropriate implementation of accounting, statistical and financial reporting practices within LICOGI;

c) To ensure coordination with the BOD, the General Director and shareholders;

d) To appraise the completeness, legality and accuracy of annual and semi-annual business performance reports, financial statements and reports on the management activities of the BOD and submit appraisal reports to the Annual General Meeting of Shareholders. To review contracts and transactions with related persons falling within the approval authority of the BOD or the GMS and make recommendations regarding contracts and transactions requiring approval by the BOD or the GMS;

đ) To review, inspect and evaluate the effectiveness and efficiency of LICOGI’s internal control, internal audit, risk management and early warning systems;

e) To examine accounting books, accounting records and other documents of LICOGI, and review management and operational activities whenever deemed necessary or pursuant to a resolution of the GMS or at the request of shareholders or a group of shareholders specified in Clause 2, Article 21 of the Charter;

f) Upon request of shareholders or a group of shareholders specified in Clause 2, Article 21 of the Charter, the Board of Supervisors shall conduct an inspection within seven (07) working days from receipt of such request. Within fifteen (15) days from completion of the inspection, the Board of Supervisors shall report the matters requested for inspection to the BOD and the requesting shareholder(s). Such inspection shall not interfere with the normal operations of the BOD or disrupt LICOGI’s business activities;

g) To recommend to the BOD or the GMS measures for amendment, supplementation and improvement of LICOGI's management, supervision and operational structure;

h) Upon detecting any violation of law or the Charter by a member of the BOD, the General Director or other executive officers, the Board of Supervisors shall notify the BOD in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures;

i) To propose and recommend that the GMS approve the list of approved audit firms to audit LICOGI's financial statements; to decide on the approved audit firm to inspect LICOGI's operations; and to dismiss an approved auditor when deemed necessary;

k) To formulate the Operating Regulations of the Board of Supervisors and submit them to the GMS for approval;

l) To submit reports to the Annual General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

m) To have access to LICOGI's records and documents kept at its head office, branches and other locations; and to visit the workplaces of managers and employees during working hours;

n) To request the BOD, members of the BOD, the General Director and other managers to provide complete, accurate and timely information and documents relating to management, administration and business operations of LICOGI;

o) To attend and participate in discussions at meetings of the GMS, the BOD and other meetings of LICOGI;

p) To prepare, maintain and update a list of related persons of members of the BOD, Supervisors, the General Director and major shareholders of LICOGI;

q) To engage independent consultants and LICOGI's internal audit function to perform assigned duties;

r) To seek the opinions of the BOD before submitting reports, conclusions and recommendations to the GMS where necessary;

s) To exercise other rights and perform other obligations as prescribed by law, the Charter and resolutions of the GMS.

3. Members of the Board of Supervisors shall have the following rights, obligations and responsibilities:

a) To comply with the law, the Charter, resolutions of the GMS and professional ethics in performing assigned rights and obligations;

- b) To perform assigned rights and obligations honestly, prudently and in accordance with assignments of the Head of the Board of Supervisors, in the best interests of LICOGI;
- c) To be loyal to the interests of LICOGI and its shareholders; not to abuse position, authority, information, know-how, business opportunities or assets of LICOGI for personal gain or for the benefit of other organizations or individuals;
- d) To perform other obligations as prescribed by the Law on Enterprises and the Charter;
- đ) To independently, objectively and honestly supervise and evaluate LICOGI's financial status and business, management and operational activities within the scope assigned by the Head of the Board of Supervisors, ensuring compliance with applicable laws and the Charter;
- e) To elect, remove from office and dismiss the Head of the Board of Supervisors;
- g) To attend meetings of the Board of Supervisors, discuss and vote on all matters within the meeting agenda, except where voting is prohibited due to conflicts of interest under law or the Charter;
- h) To attend meetings of the BOD, provide opinions and recommendations without voting rights; and to request that dissenting opinions be recorded in the minutes and reported directly to the GMS;
- i) To request the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors in accordance with law and the Charter;
- k) To request the BOD to convene an extraordinary meeting or an extraordinary GMS in accordance with law and the Charter;
- m) To request the General Director, other managers and LICOGI's capital representatives at subsidiaries and affiliated companies to provide information and documents concerning the financial condition and business activities of LICOGI and related entities;
- n) To exercise other rights and perform other obligations prescribed by law, the Charter and resolutions or decisions of the GMS;
- l) Where a member violates any provision from Point a to Point n of this Clause and causes damage to LICOGI or any other person, such member shall be personally or jointly liable for compensation. Any income or benefits obtained from such violation must be returned to LICOGI;
- o) Upon discovering that another member of the Board of Supervisors has violated his/her assigned rights and obligations, to notify the Board of Supervisors in writing and request the violator to cease the violation and remedy its consequences.

## **Article 26. Term and Number of Members of the Board of Supervisors**

The Board of Supervisors shall consist of three (03) members, more than half of whom must reside in Vietnam. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.

A member of the Board of Supervisors may automatically lose his/her status, be removed from office or dismissed, and the GMS may elect an additional or replacement member. The term of office of such replacement member shall be the remaining term of the replaced member.

## **Article 27. Qualifications and Conditions of Members of the Board of Supervisors**

1. Having full legal capacity and not being prohibited from establishing and managing enterprises pursuant to Clause 2, Article 17 of the Law on Enterprises and other applicable laws.

2. Having professional qualifications and experience in corporate management; holding at least a university degree in economics, finance, accounting, auditing, banking, law, business administration or another discipline relevant to LICOGI's business activities; and having at least three (03) years of direct working experience in construction, finance, accounting, auditing or banking.

3. Not being a family member of any member of the BOD, the General Director or other managers of LICOGI. Not being a capital representative of LICOGI, a State capital representative at LICOGI, or a manager of any subsidiary or affiliated company of LICOGI.

4. Not being a manager of LICOGI; not necessarily being a shareholder or employee of LICOGI.

5. Not working in LICOGI's accounting or finance department; and not having been a member or employee of the independent audit firm auditing LICOGI's financial statements during the preceding three (03) consecutive years.

6. Having good health, professional ethics, integrity and knowledge of the law.

7. Satisfying other qualifications and conditions prescribed by law.

8. In addition to the qualifications applicable to members of the Board of Supervisors, the Head of the Board of Supervisors must hold at least a university degree in finance, accounting, auditing, banking or business administration, or be a professional accountant or auditor.

## **Article 28. Nomination, Self-Nomination, Introduction and Election of Members of the Board of Supervisors**

The nomination, self-nomination, introduction, election procedures and election principles applicable to members of the Board of Supervisors shall be implemented in the same manner as those applicable to members of the Board of Directors as prescribed in Article 18 of these Regulations.

## **Article 29. Cases of Removal and Dismissal of Members of the Board of Supervisors**

The GMS shall remove from office or dismiss members of the Board of Supervisors in the cases prescribed in Article 174 of the Law on Enterprises and Article 51 of the Charter. A member of the Board of Supervisors shall be removed, dismissed or replaced if approved by shareholders representing more than 50% of the total voting rights of all attending shareholders.

## **Article 30. Notice of Election, Removal and Dismissal of Members of the Board of Supervisors and Information Disclosure**

1. Where candidates for the Board of Supervisors have been identified, LICOGI shall disclose information relating to such candidates on its website at least ten (10) days prior to the opening date of the GMS so that shareholders may review such information before voting. Candidates must provide a written commitment regarding the truthfulness and accuracy of disclosed personal information and undertake to perform their duties honestly, prudently and in the best interests of LICOGI if elected. The disclosed information shall include:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions held;
- đ) Interests related to LICOGI and related parties of LICOGI;
- e) Other information (if any) as prescribed in the Charter;

g) LICOGI shall disclose information on companies in which the candidate holds managerial positions and any interests related to LICOGI of such candidate (if any).

2. Notification of election, removal or dismissal of members of the Board of Supervisors shall be made in accordance with regulations on information disclosure.

## **Article 31. Salary, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors**

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the GMS. The GMS shall determine the

aggregate annual salaries, remuneration, bonuses, other benefits and operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel and independent consultancy expenses. The aggregate remuneration and expenses shall not exceed the annual operating budget approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as operating expenses of LICOGI in accordance with corporate income tax regulations and other relevant laws, and shall be separately disclosed in LICOGI's annual financial

## **CHAPTER V GENERAL DIRECTOR**

### **Article 32. Role, Responsibilities, Rights and Obligations of the General Director; Appointment, Dismissal, Employment Contract Execution and Termination of the General Director**

1. The Board of Directors ("BOD") shall appoint one (01) member of the BOD or enter into an employment contract with another individual to serve as the General Director, specifying salary, bonuses, other benefits and related terms and conditions.

2. The General Director shall be responsible for the day-to-day management and operation of LICOGI's business activities; shall be subject to the supervision of the BOD; and shall be accountable to the BOD and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms.

4. The General Director must satisfy the qualifications and conditions prescribed by law and Article 47 of the Charter.

5. The General Director shall have the rights and obligations prescribed in Clause 4, Article 46 of the Charter.

6. The General Director shall manage and operate LICOGI's day-to-day business activities in accordance with applicable laws, the Charter, the employment contract entered into with LICOGI, resolutions and decisions of the General Meeting of Shareholders ("GMS") and the BOD, and LICOGI's internal regulations and policies. Where the General Director acts in contravention of the foregoing provisions and causes damage to LICOGI, he/she shall be liable before the law and shall compensate LICOGI for such damage.

7. The BOD may dismiss the General Director or terminate his/her employment contract upon approval by a majority of voting members of the BOD attending the meeting and may appoint or enter into a contract with a replacement General Director. Where the General Director concurrently serves as a member of the BOD, such member shall not be entitled to vote on matters concerning his/her dismissal or replacement, and

the voting ratio shall be calculated based on the remaining attending members of the BOD.

8. LICOGI shall notify relevant organizations and individuals of the appointment or dismissal of the General Director in accordance with applicable laws and regulations on information disclosure.

### **Article 33. Salary and Other Benefits of the General Director**

1. LICOGI shall pay salary and bonuses to the General Director based on business performance and operational efficiency. The salary and bonuses of the General Director shall be determined by the BOD.

2. A member of the BOD appointed as General Director shall, in addition to the remuneration received as a member of the BOD, be entitled to receive the salary of the General Director as determined by the BOD.

3. The salary of the General Director shall be recorded as an operating expense of LICOGI in accordance with regulations on corporate income tax and other applicable laws, shall be separately disclosed in LICOGI's annual financial statements, and shall be reported to the Annual General Meeting of Shareholders.

## **CHAPTER VI. COORDINATION AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR**

### **Article 34. Procedures for Convening Meetings, Issuing Meeting Notices, Recording Minutes and Notifying Meeting Results among the Board of Directors, the Board of Supervisors and the General Director**

The procedures for convening meetings, issuing meeting notices, recording minutes and notifying meeting results among the BOD, the Board of Supervisors and the General Director shall be implemented in accordance with the procedures for convening meetings of the BOD as prescribed in Article 22 of these Regulations.

### **Article 35. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors and the General Director**

- Resolutions and decisions issued by the BOD shall be sent to members of the Board of Supervisors at the same time and by the same means as those applicable to members of the BOD in accordance with Clause 1, Article 171 of the Law on Enterprises.

- The BOD shall send its resolutions and decisions to the General Director and other relevant persons simultaneously and by the same means as those used for members of the BOD and the Board of Supervisors.

- Resolutions and decisions of the BOD sent to members of the BOD, members of the Board of Supervisors, the General Director and relevant persons shall be recorded in LICOGI's outgoing correspondence register.

**Article 36. Cases in Which the General Director and the Board of Supervisors may request the Convening of a Meeting of the Board of Directors and Matters Requiring Opinions of the Board of Directors**

1. The Chairman of the BOD must convene a meeting of the BOD upon receipt of a written request in any of the circumstances specified in Clause 3, Article 43 of the Charter.

2. The Board of Supervisors may request the Chairman of the BOD to convene a meeting of the BOD in the following circumstances:

a) Upon discovering that the BOD intends to act beyond its authority or that a member of the BOD, the General Director, a manager or another executive officer has violated the Law on Enterprises, the Charter or LICOGI's internal regulations and policies;

b) Upon discovering violations of law or the Charter by members of the BOD, the General Director, Deputy General Directors, the Chief Accountant, other executive officers, or LICOGI's capital representatives at other enterprises, after written notice has been given to the BOD and the violator has been requested to cease the violation and take remedial measures, but has failed to do so;

c) Upon request of a shareholder or a group of shareholders in accordance with Clause 2, Article 115 of the Law on Enterprises and Article 21 of the Charter;

d) Where managers, executives or related units obstruct the Board of Supervisors or its members in performing their duties or exercising their right of access to information and documents relating to corporate governance, management and LICOGI's operations in accordance with law and the Charter;

e) Other cases deemed necessary by the Board of Supervisors in the interests of LICOGI in accordance with law and the Charter.

3. The General Director may request the convening of a meeting of the BOD in the following circumstances:

- Urgent matters falling within the authority of the BOD or the GMS that relate to the rights and interests of LICOGI and require prompt decisions by the BOD to avoid risks or losses to LICOGI;

- Other cases deemed necessary by the General Director in the interests of LICOGI in accordance with law and the Charter.

4. Matters requiring consultation with the BOD:

- The Board of Supervisors may seek the opinion of the BOD before making decisions where deemed necessary;

- The General Director shall seek the opinion of the BOD regarding matters beyond his/her authority, matters affecting the interests of LICOGI, and matters that may

only be decided after obtaining the BOD's written approval in accordance with law, the Charter and LICOGI's internal regulations and policies.

### **Article 37. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

1. The General Director shall report to the BOD on the performance of assigned duties and powers at meetings of the BOD.

2. Reports of the General Director to the BOD shall include the following contents:

a) Results of the implementation of resolutions and decisions of the BOD and other tasks authorized by the BOD;

b) Status of implementation of approved business plans and related budgets;

c) Periodic business, investment and financial performance results;

d) Compliance by the Executive Management and departments of LICOGI with applicable laws, internal regulations and risk management requirements;

e) Proposed business plans and significant investment transactions;

f) Other specific matters as requested by the BOD.

### **Article 38. Coordination in Control, Management and Supervision Activities among Members of the Board of Directors, Members of the Board of Supervisors and the General Director**

1. Coordination between the Board of Directors and the Board of Supervisors

a) The BOD and the Board of Supervisors shall closely and regularly coordinate in performing their rights and duties in accordance with applicable laws and the Charter.

b) Responsibilities of the BOD in its relationship with the Board of Supervisors

- The Chairman of the BOD shall invite the Board of Supervisors to attend all meetings of the BOD;

- Meeting notices and accompanying documents shall be sent to Supervisors at the same time and in the same manner as to members of the BOD;

- All resolutions, decisions and governance-related documents issued by the BOD shall be sent to the Board of Supervisors within the time limits prescribed by these Regulations and the Charter;

- Where the Board of Supervisors proposes the selection of an independent audit firm, the BOD shall provide comments to achieve consensus before submission to the GMS;

- Any other matters on which the BOD seeks the opinion of the Board of Supervisors shall be submitted within the required timeframe, and the Board of Supervisors shall provide written feedback within the period requested by the BOD.

c) Responsibilities of the Board of Supervisors in its relationship with the BOD

- The Board of Supervisors shall regularly inform the BOD of its activities and may consult the BOD before submitting reports and conclusions to the GMS;
- In addition to information periodically provided by the BOD, members of the Board of Supervisors may request the BOD to provide information and documents relating to governance, management and business operations at any time;
- At meetings of the Board of Supervisors, members of the BOD, the General Director and independent auditors may be requested to attend and answer questions raised by Supervisors;
- Periodic or ad hoc inspections conducted by the Board of Supervisors shall result in written conclusions (within no later than fifteen (15) working days from completion of the inspection) to be sent to the BOD. Depending on the nature and results of the inspection, the Board of Supervisors should discuss and seek consensus with the BOD and the General Director before reporting to the GMS. If consensus cannot be reached, the Board of Supervisors may reserve its opinion and record it in the minutes;
- Where violations of law or the Charter by a member of the BOD are detected, the Board of Supervisors shall notify the BOD in writing within forty-eight (48) hours, request cessation of the violation and remedial measures, and report the matter to the GMS in accordance with regulations;
- Members of the Board of Supervisors shall notify the BOD of transactions between LICOGI, its subsidiaries or companies in which LICOGI holds more than 50% of the charter capital and such member or his/her related persons in accordance with law;
- Recommendations relating to LICOGI's operational and financial status shall be submitted together with supporting documents at least five (05) working days before the expected date of response;
- Other matters requiring the opinion of the BOD shall be submitted at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.

2. Coordination between the Board of Directors and the General Director

- a) Based on its powers and duties under the Charter, the BOD shall establish policies, orientations and governance regulations as the basis for the General Director's implementation of business activities, and shall approve business plans, operational proposals and reports submitted by the General Director that fall within the BOD's authority;
- b) The BOD shall establish information and reporting regimes to monitor LICOGI's operations and support decision-making. The General Director shall maintain timely, complete and accurate reporting to the BOD;

c) The General Director shall be responsible for managing day-to-day business activities in accordance with the Charter and any delegation or authorization from the BOD, consistent with applicable laws and the Charter;

d) Where the General Director disagrees with a resolution or decision of the BOD, he/she may make recommendations and reserve his/her opinion but must nevertheless implement such resolution or decision;

đ) In relation to the organization of the GMS, the BOD shall notify the General Director within a reasonable timeframe regarding coordination and utilization of resources in accordance with the Charter;

e) The BOD shall decide on the salary, rewards, disciplinary measures, appointment, dismissal, contract execution and termination of the General Director.

### 3. Coordination between the Board of Supervisors and the General Director

a) At meetings of the Board of Supervisors, the Board of Supervisors may require the General Director to attend and answer matters of concern to Supervisors;

b) Periodic or ad hoc inspections conducted by the Board of Supervisors shall result in written conclusions (within no later than fifteen (15) working days from completion of the inspection) sent to the General Director to assist in management and administration. Depending on the nature and outcome of the inspection, the Board of Supervisors may consult the General Director before submitting reports, conclusions and recommendations to the BOD and the GMS;

c) Where the Board of Supervisors detects violations of law, the Charter, or resolutions and decisions of the BOD by the General Director or other executive officers, it shall notify the BOD and the General Director in writing within forty-eight (48) hours, request cessation of the violation and remedial measures, and report the matter to the GMS in accordance with regulations;

d) Supervisors may require the General Director to facilitate access to records and documents relating to LICOGI's business operations at its head office or document storage locations;

đ) Requests by the Board of Supervisors for management and operational information, business reports and financial statements shall be submitted to the General Director at least forty-eight (48) hours in advance. The Board of Supervisors shall not use undisclosed information of LICOGI or disclose such information to others for the purpose of conducting related transactions.

**Article 39. Annual Evaluation, Rewards and Disciplinary Measures for Members of the Board of Directors, Members of the Board of Supervisors, the General Director, Deputy General Directors, the Chief Accountant, Other Executive Officers and LICOGI's Capital Representatives at Other Enterprises**

The annual evaluation, reward and disciplinary measures applicable to members of the BOD, members of the Board of Supervisors, the General Director, Deputy General Directors, the Chief Accountant, other executive officers and LICOGI's capital representatives at other enterprises shall be carried out in accordance with the Reward and Discipline Regulations promulgated by the BOD.

## **CHAPTER VII. IMPLEMENTATION PROVISIONS**

### **Article 40. Implementation Provisions**

1. These Internal Regulations on Corporate Governance of LICOGI Corporation – Joint Stock Company (Second Amendment and Supplementation) comprise seven (VII) Chapters and forty (40) Articles and shall take effect from ... June 2026.

2. Copies or extracts of these Internal Regulations on Corporate Governance must bear the signature of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, or an authorized representative.

3. Members of the Board of Directors, members of the Board of Supervisors, the Executive Management Board, shareholders and employees of LICOGI shall be responsible for complying with these Regulations.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

Hanoi, June 2026

**DRAFT**

## **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS OF LICOGI CORPORATION-JSC**

*(Third Amendment and Supplement)*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements (if any);*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements (if any);*

*Pursuant to Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain provisions of the Law on Securities; and Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on a number of corporate governance matters applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;*

*Pursuant to the Charter of LICOGI Corporation – Joint Stock Company (Third Amendment and Supplement) No. ... dated ... June 2026, approved by the 2026 Annual General Meeting of Shareholders;*

*Pursuant to Resolution No. ... of the General Meeting of Shareholders dated ... June 2026;*

*The Board of Directors hereby promulgates the Regulations on the Operation of the Board of Directors of LICOGI Corporation – Joint Stock Company.*

*These Regulations on the Operation of the Board of Directors of LICOGI Corporation – Joint Stock Company comprise the following contents:*

### **CHAPTER I**

#### **GENERAL PROVISIONS**

##### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: These Regulations on the Operation of the Board of Directors govern the organizational structure, operating principles, rights and obligations of the Board of Directors and its members, ensuring their operation in compliance with the Law on Enterprises, the Charter of LICOGI Corporation – Joint Stock Company (hereinafter referred to as the “Corporation”), and other relevant provisions of law.

2. Subjects of Application: These Regulations shall apply to the Board of Directors and all members of the Board of Directors of the Corporation.

3. Interpretation of Terms: Terms and expressions defined in the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, the Law on Securities No. 54/2019/QH14 dated 26 November 2019, and the Charter of LICOGI Corporation shall, unless otherwise required by the context or the subject matter of these Regulations, have the same meanings when used herein.

## **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors shall operate on the principle of collective decision-making. Members of the Board of Directors shall be individually responsible for the duties assigned to them and shall jointly bear responsibility before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors and their impact on the development of the Corporation.

2. The Board of Directors shall assign the General Director responsibility for organizing and implementing the resolutions and decisions of the Board of Directors.

3. In exercising its functions, powers, and duties, the Board of Directors may utilize the seal, organizational apparatus, and other resources of the Corporation. The Board of Directors shall, at all times, comply with applicable laws, the Charter of the Corporation, resolutions and decisions of the General Meeting of Shareholders, the Corporation’s internal regulations and policies, and these Regulations.

## **Chương II**

### **THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ**

#### **Điều 3. Quyền và nghĩa vụ của thành viên Hội đồng quản trị**

1. Thành viên Hội đồng quản trị có đầy đủ các quyền theo quy định của Luật Chứng khoán, pháp luật liên quan và Điều lệ Tổng công ty, trong đó có quyền được cung cấp các thông tin, tài liệu về tình hình tài chính, đầu tư, hoạt động kinh doanh của Tổng công ty và của các đơn vị trong Tổng công ty.

2. Thành viên Hội đồng quản trị có nghĩa vụ theo quy định tại Điều lệ Tổng công ty và các nghĩa vụ sau:

a) Thực hiện các nhiệm vụ của mình một cách trung thực, cẩn trọng vì lợi ích cao nhất của cổ đông và của Tổng công ty;

b) Tham dự đầy đủ các cuộc họp của Hội đồng quản trị và có ý kiến về các vấn đề được đưa ra thảo luận;

c) Báo cáo kịp thời, đầy đủ với Hội đồng quản trị các khoản thù lao nhận được từ các công ty con, công ty liên kết và các tổ chức khác;

d) Báo cáo Hội đồng quản trị tại cuộc họp gần nhất các giao dịch giữa Tổng công ty, công ty con, công ty khác do Tổng công ty nắm quyền kiểm soát trên 50% trở lên vốn điều lệ với thành viên Hội đồng quản trị và những người có liên quan của thành viên đó; giao dịch giữa Tổng công ty với công ty trong đó thành viên Hội đồng quản trị là thành viên sáng lập hoặc là người quản lý doanh nghiệp trong thời gian 03 năm gần nhất trước thời điểm giao dịch;

đ) Thực hiện công bố thông tin khi thực hiện giao dịch cổ phiếu của Tổng công ty theo quy định của pháp luật.

3. Thành viên Hội đồng quản trị độc lập của Tổng công ty khi Tổng công ty trở thành công ty niêm yết phải lập báo cáo đánh giá về hoạt động của Hội đồng quản trị.

## **CHAPTER II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall enjoy all rights as prescribed by the Law on Securities, other applicable laws, and the Charter of the Corporation, including the right to be provided with information and documents relating to the financial position, investments, and business operations of the Corporation and its affiliated entities.

2. Members of the Board of Directors shall perform the obligations prescribed in the Charter of the Corporation and the following obligations:

a) To perform their duties honestly and prudently in the best interests of the shareholders and the Corporation;

b) To attend all meetings of the Board of Directors and provide opinions on matters submitted for discussion;

c) To promptly and fully report to the Board of Directors any remuneration, compensation, or benefits received from subsidiaries, associated companies, and other organizations;

d) To report to the Board of Directors at its nearest meeting any transactions between the Corporation, its subsidiaries, or other companies in which the Corporation directly or indirectly controls more than 50% of the charter capital, and such Board member and his/her related persons; as well as any transactions between the Corporation and a company in which such Board member has been a founding shareholder or an enterprise manager during the three (03) years immediately preceding the transaction date;

d) To make information disclosures when conducting transactions involving the Corporation's shares in accordance with applicable laws.

3. Independent members of the Board of Directors shall, in the event that the Corporation becomes a listed company, prepare and submit a report evaluating the performance and activities of the Board of Directors.

#### **Article 4. Right of Members of the Board of Directors to Access Information**

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors, other managers of the Corporation, and the Corporation's authorized representatives at enterprises in which the Corporation holds an equity interest to provide information and documents relating to the financial position, investment activities, and business operations of the Corporation and its affiliated entities.

2. Persons receiving such requests shall provide the requested information and documents in a timely, complete, and accurate manner.

3. Procedures for Requesting and Providing Information

a) Through the Corporate Secretary, a member of the Board of Directors shall submit a request form for information and documents to the General Director, other managers of the Corporation, or the Corporation's authorized representatives at enterprises in which the Corporation holds an equity interest. The request form shall clearly specify the information and documents requested as well as the deadline for their provision.

b) The General Director, other managers of the Corporation, and the Corporation's authorized representatives at enterprises in which the Corporation holds an equity interest shall be responsible for directing the relevant departments and individuals to provide, unconditionally and without obstruction, all requested information and documents within the specified timeframe.

In cases where the requested information or documents cannot be provided as requested, the General Director, other managers of the Corporation, or the Corporation's authorized representatives shall provide a direct explanation to the requesting Board member, stating the reasons for the delay and the expected date of provision. The instructions of the requesting Board member shall constitute the final direction in such matter. If compliance remains impossible, the matter must be reported to the Chairman of the Board of Directors for consideration and decision.

c) In addition to the information and documents requested by members of the Board of Directors pursuant to Clause 1 of this Article, the General Director shall be responsible for submitting periodic reports to the Board of Directors on a monthly, quarterly, semi-annual, and annual basis.

## **Article 5. Term of Office, Structure and Number of Members of the Board of Directors**

1. The Board of Directors consists of five (05) members. The number of non-executive members of the Board of Directors must be at least one (01) member. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors (if any) of the Corporation for no more than two (02) consecutive terms.

A member of the Board of Directors may automatically lose his/her status, or may be removed, dismissed, or replaced by a supplementary election conducted by the General Meeting of Shareholders. In such cases, the term of office of the newly elected or appointed member shall be the remaining term of the member who has automatically lost his/her status or who has been removed or dismissed.

3. Where all members of the Board of Directors simultaneously complete their terms of office, they shall continue to serve as members of the Board of Directors until their successors are elected and assume their duties.

4. In the event that the Corporation becomes a listed company, it must have independent members on the Board of Directors. The number of independent Board members shall satisfy the following requirements:

a) At least one (01) independent member where the Board of Directors consists of between three (03) and five (05) members;

b) At least two (02) independent members where the Board of Directors consists of between six (06) and eight (08) members;

c) At least three (03) independent members where the Board of Directors consists of between nine (09) and eleven (11) members.

The number of independent members of the Board of Directors shall be determined by the General Meeting of Shareholders in accordance with applicable laws and the Charter of the Corporation.

5. In the event that the Corporation has Independent Members of the Board of Directors, all relevant documents and transactions shall clearly indicate the title “Independent Member of the Board of Directors” immediately preceding the full name of such member.

6. Rights, Duties, Organization and Coordination of Independent Members of the Board of Directors

a) Independent Members of the Board of Directors shall convene at least one regular meeting each year without the participation of executive Board members and/or managers of the Corporation. The purpose of such meeting is to exchange views, enhance information sharing among independent members, and discuss concerns relating to the Corporation’s operations (if any), thereby minimizing the risk of abuse of authority by the Corporation’s management and safeguarding the

legitimate interests of the Corporation and its shareholders, particularly minority shareholders.

b) In addition to the regular meeting prescribed in Point (a) of this Clause, Independent Members of the Board of Directors may convene prior to each Board meeting or prior to any written consultation process of the Board of Directors in order to exchange views and discuss matters requiring Board decisions, thereby enhancing the effectiveness and quality of questioning, review, and independent assessment of such matters.

c) The Board of Directors shall designate an Independent Member of the Board of Directors, or another Board member, to serve as a contact person through whom shareholders may directly communicate and discuss matters of concern relating to the Corporation's financial position and business operations.

d) At least once every six (06) months, the Independent Members of the Board of Directors shall coordinate with one another to evaluate and reach consensus on the principal aspects of the assessment of the performance and discharge of duties of the Chairman of the Board of Directors.

## **Article 6. Qualifications and Conditions for Members of the Board of Directors**

1. A member of the Board of Directors must satisfy the following qualifications and conditions:

a) Have full legal capacity for civil acts and not fall within the categories of persons prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the business sectors and industries in which the Corporation operates, and is not required to be a shareholder of the Corporation;

c) Possess good health, professional ethics, integrity, and a sound understanding of the law;

d) Not concurrently serve as a member of the Supervisory Board of the Corporation;

đ) A member of the Board of Directors of the Corporation may concurrently serve as a member of the board of directors of other companies, provided that he or

she does not hold such position in more than five (05) other companies at the same time.

2. An Independent Member of the Board of Directors, as referred to in Point (b), Clause 1, Article 137 of the Law on Enterprises, must satisfy the following qualifications and conditions:

a) Not be a person currently employed by the Corporation, its parent company, or any subsidiary of the Corporation; and not have been employed by the Corporation, its parent company, or any subsidiary of the Corporation for at least three (03) consecutive years immediately preceding the appointment;

b) Not be a person currently receiving a salary or remuneration from the Corporation, except for allowances and benefits to which members of the Board of Directors are entitled in accordance with applicable regulations;

c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, brother, sister, or sibling is a major shareholder of the Corporation, or a manager of the Corporation or any subsidiary of the Corporation;

d) Not directly or indirectly own one percent (1%) or more of the total voting shares of the Corporation;

d) Not have served as a member of the Board of Directors or the Supervisory Board of the Corporation during the five (05) consecutive years immediately preceding the appointment, except in the case of a person who has been continuously appointed for two consecutive terms as an Independent Member of the Board of Directors.

3. An Independent Member of the Board of Directors shall promptly notify the Board of Directors if he or she no longer satisfies the qualifications and conditions prescribed in Clause 2 of this Article, and shall automatically cease to be an Independent Member of the Board of Directors from the date on which such qualifications and conditions are no longer met. The Board of Directors shall report the case of any Independent Member of the Board of Directors who no longer satisfies the required qualifications and conditions at the nearest General Meeting of Shareholders, or shall convene a General Meeting of Shareholders to elect an additional or replacement Independent Member of the Board of Directors within six (06) months from the date of receipt of the notification from the relevant Independent Member of the Board of Directors.

## **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors and one (01) Vice Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members based on the principle of majority voting.

2. The Chairman of the Board of Directors of the Corporation shall not concurrently hold the position of General Director of the Corporation. The Chairman of the Board of Directors may serve as the legal representative of the Corporation pursuant to a resolution or decision of the Board of Directors.

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

a) Establish the agenda and operational plan of the Board of Directors and assign responsibilities to members of the Board of Directors within five (05) working days from the date of election as Chairman of the Board of Directors. The assignment of duties to each Board member must be made in writing and signed by the Chairman of the Board of Directors;

b) Prepare the agenda, contents, and documents for meetings of the Board of Directors or for the solicitation of written opinions from Board members; convene, preside over, and chair meetings of the Board of Directors;

c) Decide on the contents and procedures for obtaining written opinions from members of the Board of Directors, including but not limited to the following:

Determining the matters to be submitted for written consultation, as well as the form and contents of the voting/consultation form;

Directing the distribution of consultation forms together with relevant supporting documents in accordance with applicable laws and the Charter of the Corporation;

Organizing and supervising the vote-counting process, preparing the vote-counting minutes, and announcing the voting results, as well as any resolutions and decisions adopted through the written consultation process of the Board of Directors.

d) Within five (05) working days from the date of receipt of a written proposal together with complete supporting documents and materials, the Chairman of the

Board of Directors shall convene a meeting of the Board of Directors or organize a written consultation of the Board members for consideration and decision. If, upon the expiry of such period, the Chairman fails to convene a Board meeting or organize a written consultation of the Board members, thereby causing damage to the Corporation, the Chairman shall be liable to compensate the Corporation for such damage.

d) Directly oversee one or more areas falling within the authority and responsibilities of the Board of Directors. Conduct performance evaluations of individual Board members and supervise their implementation of resolutions and decisions of the Board of Directors, as well as the duties assigned to them.

e) Organize the adoption of resolutions and decisions of the Board of Directors. On behalf of the Board of Directors, sign resolutions and decisions duly approved by the Board, and execute other documents required for matters falling within the powers and responsibilities of the Board of Directors.

g) Act as Chairman of the General Meeting of Shareholders.

h) Ensure that members of the Board of Directors receive complete, objective, and accurate information, together with sufficient minimum time necessary to review and discuss matters to be considered by the Board of Directors.

i) Ensure that employees of the Corporation are able to report directly to the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and the Independent Members of the Board of Directors regarding any irregularities relating to the Corporation's financial condition, business operations, and other general matters, including violations of the Corporation's code of ethics and professional conduct.

k) Authorize the Vice Chairman of the Board of Directors or another member of the Board of Directors to perform his or her duties during periods of absence in accordance with applicable laws and the Charter of the Corporation.

l) Exercise such other rights and perform such other obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed from office, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or from the date of such removal or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his or her duties, the Vice Chairman of the Board of Directors, as authorized by the Chairman, shall exercise the rights and perform the obligations of the Chairman of the Board of Directors. Where the Vice Chairman of the Board of Directors is also absent or unable to perform his or her duties, the Chairman of the Board of Directors shall authorize in writing another member of the Board of Directors to exercise the rights and perform the obligations of the Chairman. In the absence of such authorization, or where the Chairman of the Board of Directors dies, is declared missing, is held in temporary detention, is serving a prison sentence, is subject to an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory educational institution, absconds from his or her place of residence, has restricted legal capacity or has lost legal capacity for civil acts, experiences difficulties in cognition or behavioral control, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one of themselves to serve as Chairman of the Board of Directors. Such election shall be approved by a majority of the remaining Board members and shall remain effective until a new decision is made by the Board of Directors.

6. Where deemed necessary, the Board of Directors may decide to appoint a Corporate Secretary. The Corporate Secretary shall have the following rights and obligations:

a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and record the minutes of such meetings;

b) Assist the Chairman, Vice Chairman, and other members of the Board of Directors in the exercise of their assigned rights and performance of their duties;

c) Assist the Board of Directors in the application and implementation of the Corporation's corporate governance principles;

d) Assist the Corporation in maintaining shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with

obligations relating to information disclosure, transparency, and administrative procedures;

d) Ensure that resolutions and decisions of the Board of Directors comply with applicable laws, the Charter of the Corporation, and the Internal Corporate Governance Regulations of the Corporation;

e) Perform such other rights and obligations as prescribed by applicable laws, the Charter of the Corporation, and the Internal Corporate Governance Regulations of the Corporation.

## **Article 8. Removal, Dismissal, Replacement and Election of Additional Members of the Board of Directors**

### **1. Removal of Members of the Board of Directors**

The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a) The member no longer satisfies the qualifications and conditions prescribed in Article 155 of the Law on Enterprises and Article 39 of the Charter of the Corporation;

b) The member submits a resignation letter and such resignation is accepted;

c) The member ceases to hold the status of a member of the Board of Directors;

d) Other cases as provided for in the Charter of the Corporation.

### **2. Dismissal of Members of the Board of Directors**

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

a) Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b) Other cases as provided for in the Charter of the Corporation.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors or to remove or dismiss a member of the Board of Directors in circumstances other than those specified in Clauses 1 and 2 of this Article.

#### 4. Election of Additional Members of the Board of Directors

The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following circumstances:

a) The number of members of the Board of Directors falls by more than one-third ( $1/3$ ) of the number prescribed in the Charter of the Corporation. In such case, the Board of Directors shall convene a General Meeting of Shareholders or organize a written shareholder consultation within sixty (60) days from the date on which the number of Board members falls by more than one-third;

b) The number of Independent Members of the Board of Directors (if any) is reduced to a level that no longer satisfies the ratio required under Point (b), Clause 1, Article 137 of the Law on Enterprises and the Charter of the Corporation;

c) Except for the cases specified in Points (a) and (b) of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been removed or dismissed at the nearest General Meeting of Shareholders or through a written shareholder consultation process.

5. Following removal or dismissal, the former member of the Board of Directors shall remain personally liable for decisions made during his or her term of office.

#### **Article 9. Election, Removal and Dismissal of Members of the Board of Directors**

1. A shareholder or a group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate or stand candidates for election to the Board of Directors.

2. The nomination of candidates to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders forming a group for the purpose of nominating candidates to the Board of Directors must notify the shareholders attending the General Meeting of Shareholders of the formation of such group before the opening of the meeting;

b) Based on the number of members of the Board of Directors to be elected, the shareholder or group of shareholders specified in Clause 1 of this Article shall

have the right to nominate one or more candidates for election to the Board of Directors in accordance with the decision of the General Meeting of Shareholders.

Where the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates that such shareholder or group is entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In the event that the number of candidates for the Board of Directors nominated and self-nominated remains insufficient to meet the required number in accordance with Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Charter of LICOGI Corporation, the Internal Corporate Governance Regulations, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors, in compliance with applicable laws.

3. The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their total votes to one or more candidates. Candidates elected to the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, beginning with the candidate receiving the highest number of votes and continuing until the required number of Board members, as prescribed by the Charter of the Corporation and the resolution of the General Meeting of Shareholders, has been elected. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with an equal number of votes, or the selection shall be made in accordance with the criteria set out in the Election Regulations or the Charter of the Corporation.

4. The election, removal and discharge of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

## **Article 10. Announcement of the Election, Removal and Discharge of Members of the Board of Directors**

1. Where candidates for the Board of Directors have been identified, the Corporation shall disclose information relating to such candidates on its website at least ten (10) days prior to the opening date of the General Meeting of Shareholders, so that shareholders may review the candidates before casting their votes. Each candidate for the Board of Directors shall provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and shall undertake to perform his/her duties honestly, prudently and in the best interests of the Corporation if elected as a member of the Board of Directors. The information to be disclosed in relation to candidates for the Board of Directors shall include:

- a) Full name; date of birth;
- b) Educational and professional qualifications;
- c) Employment history and professional experience;
- d) Other managerial positions currently held (including positions as a member of the board of directors of other companies);
- e) Interests related to the Corporation and its related parties;
- f) An assessment report on the candidate's contributions to the Corporation, in the event that the candidate is currently serving as a member of the Board of Directors of the Corporation;
- g) Information on the shareholder or group of shareholders nominating or proposing the candidate, including: full name(s) of individual shareholder(s) or shareholder group; name and enterprise registration number of institutional shareholder(s); and the shareholding percentage of such shareholder(s) or shareholder group in the Corporation;
- h) The Corporation shall be responsible for disclosing information on companies in which the candidate currently holds a position as a member of the board of directors or other managerial positions, as well as any interests related to such companies held by the candidate (if any).

2. The results of the election, dismissal or removal of members of the Board of Directors shall be disclosed in accordance with the regulations on information disclosure.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

##### **Article 11. Rights and Duties of the Board of Directors**

The Board of Directors is the management body of the Corporation and has full authority, on behalf of the Corporation, to decide and exercise the rights and perform the obligations of the Corporation, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

The rights and duties of the Board of Directors shall be prescribed by law, the Charter of the Corporation and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and duties:

a) To decide on the Corporation's development strategy, medium-term development plans and annual business plans;

b) To recommend the classes of shares and the total number of shares of each class authorized for offering;

c) To decide on the sale of unsold shares within the number of shares authorized for offering of each class and to decide on other forms of capital mobilization;

d) To determine the offering price of shares and bonds of the Corporation;

e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises and Clauses 1 and 2, Article 13 of the Charter of the Corporation;

f) To decide on investment plans and investment projects within the authority and limits prescribed by law, the Charter of the Corporation and the Corporation's internal governance regulations.

g) To decide on solutions for market development, marketing and technology advancement;

h) To approve contracts for purchase, sale, borrowing, lending and other contracts or transactions having a value equal to or greater than ten percent (10%) of the total assets recorded in the Corporation's most recent financial statements, except for contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders;

i) To elect, dismiss and remove the Chairman and Vice Chairman of the Board of Directors; to decide on the appointment of the legal representative of the Corporation; to appoint, dismiss, enter into and terminate employment contracts with the General Director, Deputy General Directors, Chief Accountant, Corporate Secretary or equivalent positions as prescribed in the Charter of the Corporation; to determine the remuneration, salaries, bonuses and other benefits of such managers; to appoint authorized representatives of the Corporation to participate in the Members' Council/Board of Directors or General Meeting of Shareholders of other companies, and to determine the remuneration and other benefits of such representatives;

k) To grant written approval for the General Director to decide on the appointment or dismissal of Department Heads or equivalent positions (including Heads of Representative Offices and Directors of dependent units) upon the proposal of the General Director;

l) To supervise and direct the General Director and other managers in the conduct of the Corporation's day-to-day business operations;

m) To decide on the organizational structure and internal management regulations of the Corporation; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions to, acquisition of shares in, or divestment from other enterprises, except where such matters fall within the authority of the General Meeting of Shareholders as stipulated in Article 24 of the Charter.

n) To approve the agenda, contents and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or seek shareholders' opinions in writing for the adoption of resolutions by the General Meeting of Shareholders;

o) To submit the audited annual financial statements to the General Meeting of Shareholders;

p) To recommend the dividend rate to be paid; to decide on the timing and procedures for dividend payment or the treatment of losses incurred during business operations;

q) To recommend the reorganization or dissolution of the Corporation and to file a petition for the Corporation's bankruptcy;

r) To promulgate the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations of the Corporation after approval by the General Meeting of Shareholders; and to issue the Information Disclosure Regulations of the Corporation;

s) To determine the remuneration, bonuses and other benefits of each member of the Board of Directors within the budget approved by the General Meeting of Shareholders;

t) To issue internal regulations and rules relating to the organization, governance and operation of the Corporation in accordance with applicable laws and the Charter of the Corporation, except for matters falling within the authority of the General Meeting of Shareholders or the Board of Supervisors, or matters delegated or authorized to the General Director;

u) To organize training and professional development programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, the Person in Charge of Corporate Governance and other managers of the Corporation;

v) To exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Charter of the Corporation.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by written opinion collection, or via fax or email, in accordance with the principle of majority voting. Each member of the Board of Directors shall have one (01) vote.

4. In the event that a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Charter of the Corporation, and causes damage to the Corporation, the members who voted in favor of such resolution or decision shall

be jointly liable for such resolution or decision and shall compensate the Corporation for any damages incurred. Members who voted against such resolution or decision shall be exempt from liability. In such cases, shareholders of the Corporation shall have the right to request a court to suspend the implementation or annul such resolution or decision.

## **Article 12. Duties and Powers of the Board of Directors in Approving and Executing Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) of the total assets recorded in the Corporation's most recent financial statements, or transactions that result in the total value of transactions arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total assets recorded in the Corporation's most recent financial statements, between the Corporation and any of the following parties:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of such individuals;
- Shareholders or authorized representatives of institutional shareholders owning more than ten percent (10%) of the total ordinary shares of the Corporation, and their related persons;
- Enterprises in which members of the Board of Directors, members of the Board of Supervisors, the General Director, or other managers of the Corporation are required to disclose interests in accordance with Clause 2, Article 164 of the Law on Enterprises and Clause 2, Article 56 of the Charter of the Corporation.

2. The authorized representative of the Company signing a contract or transaction shall notify members of the Board of Directors and members of the Board of Supervisors of the related parties involved in such contract or transaction, and shall enclose the draft contract or the key contents of the transaction. The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) days from the date of receipt of the notification. A member of the Board of Directors who has a conflict of interest in relation to the parties to the contract or transaction shall not be entitled to vote.

## **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders (EGM) in the following cases:

a) When the Board of Directors deems it necessary in the interests of the Company;

b) When quarterly financial statements, semi-annual financial statements, or audited annual financial statements reflect that shareholders' equity has decreased by half compared to the beginning of the period;

c) When the number of remaining members of the Board of Directors, independent members of the Board of Directors (if any), or members of the Board of Supervisors falls below the minimum number required by law, or when the number of members of the Board of Directors is reduced by more than one-third;

d) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 21 of the Company's Charter. Such request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the full signatures of the relevant shareholders, or be made in multiple copies with sufficient signatures collected from the concerned shareholders.

e) At the request of the Board of Supervisors, where the Board of Supervisors has reasonable grounds to believe that:

Members of the Board of Directors or other executives are seriously violating their obligations under Article 165 of the Law on Enterprises, or the Board of Directors is acting or intending to act beyond its authority;

Members of the Board of Directors, the General Director, and other managers: (i) fail to perform their assigned rights and obligations in accordance with applicable laws, the Company's Charter, and resolutions of the General Meeting of Shareholders; (ii) fail to perform their rights and obligations in an honest and prudent manner in the best interest of the Company and to ensure maximum lawful interests of the Company; (iii) are not loyal to the interests of the Company and its shareholders; misuse information, trade secrets, business opportunities of the Company, their position or authority, and/or the Company's assets for personal gain or for the benefit of other organizations or individuals; (iv) fail to promptly, fully, and accurately disclose to the Company information

regarding enterprises in which they or their related persons own shares, capital contributions, or controlling interests; (v) violate the provisions of Article 59 of the Company's Charter;

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

## 2. Convening an Extraordinary General Meeting of Shareholders:

The Board of Directors shall convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors (if any), or members of the Board of Supervisors falls below the minimum number required under the Company's Charter, or from the date of receipt of a request as prescribed in Points d and e, Clause 1 of this Article. The Board of Directors shall convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of members of the Board of Directors is reduced by more than one-third (1/3).

3. The convener of the General Meeting of Shareholders shall perform the following tasks:

a) Prepare the list of shareholders entitled to attend the meeting;

b) Provide information and handle complaints related to the list of shareholders;

c) Prepare the meeting agenda and contents;

d) Prepare meeting documents;

e) Draft resolutions of the General Meeting of Shareholders based on the expected agenda of the meeting, and prepare the list and detailed information of candidates in case of election of members of the Board of Directors or the Board of Supervisors;

f) Determine the time and venue of the meeting;

g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises and the Company's Charter;

h) Perform other tasks in service of the meeting.

## **Article 14. Committees Supporting the Board of Directors**

1. The Board of Directors may establish sub-committees under its authority to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members of each sub-

committee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors and/or non-executive members of the Board of Directors should constitute the majority of each sub-committee, and one of these members shall be appointed as the Head of the sub-committee as decided by the Board of Directors. The operation of the sub-committees shall comply with the regulations issued by the Board of Directors. A resolution of a sub-committee shall only be valid when it is approved by a majority of its attending members at a duly convened meeting.

2. The implementation of decisions of the Board of Directors or its sub-committees must comply with applicable laws, the Company's Charter, and the Company's Internal Governance Regulations.

## **Chapter IV**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting ratio. In case there is more than one member with the same highest number of votes or voting ratio, the members shall elect, by majority vote, one person among them to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors without undue delay in the following cases:

- a) Upon request of the Board of Supervisors, an independent member of the Board of Directors, or the Vice Chairman of the Board of Directors;
- b) Upon request of the General Director or at least five (05) other managers;
- c) Upon request of at least two (02) members of the Board of Directors.

4. The request referred to in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they shall be held responsible for any damages incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the Board meeting shall send the meeting invitation at least three (03) working days prior to the meeting date. The meeting notice must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The meeting notice must be accompanied by relevant meeting documents and voting ballots for members of the Board of Directors.

The meeting invitation may be sent by written notice, telephone, fax, electronic means, or other methods, provided that it is delivered to the contact address of each Board member as registered with the Company.

For the first meeting of each term to elect the Chairman of the Board of Directors, the Vice Chairman, and the person convening and chairing the meeting as specified in Clause 1 of this Article, notice to Board members is required at least two (02) hours after the election results of Board members are determined.

7. The Chairman of the Board of Directors or the convening party shall also send meeting notices and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors, may participate in discussions, but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. In the event that the first meeting is convened in accordance with this provision but fails to meet the required quorum, a second meeting shall be convened within two (02) days from the originally scheduled date of the first meeting. In such case, the meeting shall be conducted if more than one-half of the members of the Board of Directors are

present.

Meetings of the Board of Directors may be held via telephone, online video conference, or teleconference among members who are located in different places, provided that each participating member is able to:

- a) Hear other participating members speaking in the meeting;
- b) If desired, speak to all other participating members simultaneously.

b) Discussion and exchange among members may be conducted directly via telephone, through other communication devices, or through a combination of such methods. A Board member participating in such a meeting shall be deemed to be present at the meeting. The meeting location in such cases shall be the place where the majority of participating members are physically present, or if no such group exists, the location of the Chairman of the meeting.

9. A member of the Board of Directors shall be considered as attending and voting at a meeting in the following cases:

- a) Direct attendance and voting at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by post, fax, or email.

10. Where voting ballots are sent to the meeting by post, such ballots must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

11. Members of the Board of Directors are required to attend all meetings of the Board of Directors. A member of the Board of Directors may authorize another person to attend and vote on their behalf if approved by a majority of the Board of Directors.

## **Article 16. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes shall be

prepared in Vietnamese and may also be prepared in a foreign language. The minutes shall include the following principal contents:

- a) Name, head office address, and enterprise registration number;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Names of attending members or their authorized representatives, and the form of attendance; names of absent members and reasons for absence;
- e) Issues discussed and voted on at the meeting;
- f) Summary of opinions expressed by each attending member in the order of the meeting's proceedings;
- g) Voting results, clearly indicating members who voted in favor, against, and abstained;
- h) Resolutions approved and corresponding approval ratios;
- i) Names and signatures of the Chairman of the meeting, the minute taker, and attending members of the Board of Directors, except as provided in Clause 2 of this Article.

2. In the event that the Chairman of the meeting and/or the person responsible for taking the minutes refuse to sign the minutes, the minutes shall still be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all required information under Points a, b, c, d, e, f, g, and h of Clause 1 of this Article.

3. The Chairman of the meeting, the minute taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.

4. Minutes of Board of Directors meetings and related meeting documents shall be archived at the Company's head office. The Office of the Board of Directors, the minute taker, the Company Secretary, and relevant individuals shall be responsible for maintaining the confidentiality of Board meetings in accordance with applicable laws and the Company's regulations and internal rules.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

#### **Article 17. Adoption of Resolutions and Decisions of the Board of Directors**

1. The Board of Directors shall adopt resolutions and decisions by voting at meetings, or by collecting written opinions, or via email, fax, or other forms in accordance with applicable laws and the Company's Charter.

2. Voting rights of members of the Board of Directors at meetings:

a) Except as provided in Point b of this Clause, each member of the Board of Directors attending a meeting shall have one (01) vote. If a member of the Board of Directors is unable to attend a meeting, such member may authorize another Board member (who is eligible to vote) or a qualified person as provided in Clause 11, Article 15 of this Regulation to attend and vote on their behalf in writing;

b) A member of the Board of Directors shall not be entitled to vote, and shall not be permitted to authorize another person to vote, on contracts, transactions, or proposals in which such member or their related person has an interest that conflicts or may conflict with the interests of the Company. In such cases, the presence of such member shall not be counted toward the quorum requirement of the meeting;

c) If any doubt arises at a meeting regarding the interests of a member of the Board of Directors or their voting rights, and such doubt is not voluntarily resolved by the member through waiver of voting rights, the matter shall be referred to the Chairman of the meeting for decision.

The ruling of the Chairman on this matter shall be valid and final, except where the nature or extent of the relevant interest of the concerned member of the Board of Directors has not been fully disclosed.

d) Any member of the Board of Directors who derives benefits from a contract as stipulated in Article 59 of the Company's Charter shall be deemed to have a material interest in such contract and shall not be entitled to vote or authorize voting in accordance with Point b of this Clause.

3. Adoption of resolutions and decisions of the Board of Directors at

meetings:

a) A resolution or decision of the Board of Directors shall be adopted if it is approved by a majority of attending members having voting rights (more than 50%), including votes cast in writing and votes by proxy. In case of a tie vote, the final decision shall rest with the Chairman of the Board of Directors;

b) Members who do not directly attend the meeting may vote by written ballot (by sending their voting slip to the Chairman of the Board of Directors in accordance with Point d, Clause 9, Article 15 of this Regulation). A valid written vote shall have equal legal effect as votes cast by members attending the meeting in person;

c) Resolutions or decisions adopted at a meeting conducted via telephone, video call, teleconference, or other communication means, where the organization and proceedings are conducted in accordance with applicable laws, the Company's Charter, and this Regulation, shall take effect immediately upon conclusion of the meeting. However, such resolutions must be confirmed by the signatures of all Board members participating in the meeting in the minutes of the Board of Directors meeting;

d) Where the Board of Directors collects written opinions to adopt a decision on a matter, such decision shall be adopted based on the written approval of a majority of Board members entitled to vote. The authority and procedures for collecting written opinions from Board members shall be implemented in accordance with applicable laws, the Company's Charter, and Article 18 of this Regulation.

#### 4. Effectiveness of resolutions and decisions of the Board of Directors

a) Resolutions and decisions of the Board of Directors shall take effect from the date of adoption or from the effective date expressly stated in such resolutions or decisions;

b) In the event that a member of the Board of Directors requests the initiation of legal proceedings or directly initiates legal proceedings against a resolution or decision that has been adopted, such challenged resolution or decision shall continue to be implemented until a decision to the contrary is issued by a Court or an Arbitral Tribunal.

## **Article 18. Authority and procedures for collecting written opinions from members of the Board of Directors**

1. The Chairman of the Board of Directors has the authority to decide to collect written opinions from members of the Board of Directors in order to pass matters within the competence of the Board of Directors during the period between two (02) regular meetings of the Board of Directors, where deemed necessary in the interests of the Corporation and in cases where it is difficult to organize an extraordinary meeting of the Board of Directors. Resolutions and decisions adopted by the Board of Directors through the form of written consultation of its members shall have the same validity as resolutions and decisions adopted at meetings of the Board of Directors.

2. At the request of the Chairman of the Board of Directors, the Corporate Secretary shall prepare the opinion ballot and send it together with relevant documents for consultation either directly or via postal mail or email, ensuring delivery to the registered contact address of each member of the Board of Directors with the Corporation.

3. The written opinion ballot must include the following key contents:

a) Name, head office address, and enterprise registration number of the Corporation;

b) Purpose of collecting opinions;

c) Full name and registered contact address of each member of the Board of Directors;

d) The matter on which opinions are sought;

e) Voting options, including: approval, disapproval, and no opinion (or other opinions);

f) Deadline for returning the completed opinion ballot to the Corporation;

g) Full name, signature of the Chairman of the Board of Directors, and the Corporation's seal.

4. Completed written opinion ballots must bear the signature and full name of the member of the Board of Directors and be sent directly or by postal mail, email, or secured delivery to the receiving address stated in the ballot. In cases

where no receiving address is specified in the ballot, the documents shall be sent to the Office of the Board of Directors. In cases of fax or email submission, such methods must be approved by the Chairman of the Board of Directors or explicitly provided for in the ballot.

Ballots submitted to the Board of Directors after the deadline specified in the ballot content, or those that have been opened (in the case of postal or hand-delivered sealed envelopes), or disclosed (in the case of fax or email submissions), shall be deemed invalid. Ballots that are not submitted to the Board of Directors shall be considered as non-participation in the voting process.

5. The Board of Directors shall authorize the Corporate Secretary or appoint a suitable employee of the Corporation to conduct the vote counting and prepare a vote counting report under the supervision of a representative of the Supervisory Board, or a shareholder who does not hold a management position within the Corporation, or an independent member of the Board of Directors (if any).

The vote counting report must include the following key contents:

- a) Name, head office address, and enterprise registration number of the Corporation;
- b) Purpose and matters on which opinions are collected for the purpose of adopting resolutions and decisions;
- c) Number of opinion ballots issued and received, distinguishing valid ballots, invalid ballots, and non-participating ballots, together with an appendix listing members of the Board of Directors participating in the voting;
- d) Total number of votes in favor, against, and with no opinion for each matter submitted for consultation;
- e) Matters that have been approved;
- f) Full name and signature of the Chairman of the Board of Directors, the vote-counting supervisor, and the vote counter.

The Chairman of the Board of Directors, the vote-counting supervisor, and the vote counter shall be jointly responsible for the truthfulness and accuracy of the vote counting report; and shall be jointly liable for any damages arising from decisions adopted based on untruthful or inaccurate vote counting.

6. Completed written opinion ballots, vote counting reports, resolutions and decisions adopted by the Board of Directors, and all related documents enclosed with the opinion request shall be archived at the head office of the Corporation (Office of the Board of Directors).

7. Resolutions and decisions adopted by the Board of Directors through the form of written consultation of its members shall be valid when both of the following conditions are simultaneously satisfied:

a) The number of valid returned opinion ballots accounts for at least three-quarters ( $\frac{3}{4}$ ) of the total number of members of the Board of Directors;

b) The number of approving votes constitutes a majority of the total number of members of the Board of Directors (more than 50%).

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 19. Submission of annual reports**

At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

a) The Corporation's business performance report;

b) The audited financial statements;

c) The report assessing the management and administration of the Corporation;

d) The Supervisory Board's appraisal report.

The reports specified in Points a, b, and c of Clause 1 of this Article shall be submitted to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders.

The reports specified in Points a, b, and c of Clause 1 of this Article, the Supervisory Board's appraisal report, and the audit report shall be kept at the Corporation's head office no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders holding shares in the Corporation continuously for at least one (01) year have the right, either on their own or together with lawyers, accountants, or auditors holding practicing certificates, to directly examine the reports specified in this Article.

## **Article 20. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Corporation is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors are entitled to job-based remuneration and bonuses. Job-based remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall determine the remuneration level for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Corporation in accordance with corporate income tax regulations, shall be presented as a separate item in the Corporation's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or those serving on Board committees, or performing other duties beyond the scope of a regular Board member, may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Corporation, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of law or the Corporation's Charter.

## **Article 21. Disclosure of related interests**

The disclosure of interests and related persons of the Corporation shall be carried out in accordance with the following provisions:

Members of the Board of Directors of the Corporation must declare to the Corporation their related interests, including:

a) Name, enterprise registration number, head office address, and business lines of any enterprise in which they own capital contributions or shares; the ownership percentage and the time of acquisition of such capital contribution or shares;

b) Name, enterprise registration number, head office address, and business lines of any enterprise in which their related persons jointly own or individually own more than 10% of the charter capital.

The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises. Any amendment or supplementation must be notified to the Corporation within seven (07) working days from the date of such amendment or supplementation.

A member of the Board of Directors, whether acting in their own name or on behalf of others, who performs any work in any form within the Corporation's business activities, must explain the nature and content of such work to the Board of Directors and may only proceed if approved by a majority of the remaining Board members. If such activities are carried out without disclosure or without approval from the Board of Directors, all income derived from such activities shall belong to the Corporation.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 22. Relationship among members of the Board of Directors**

1. The relationship among members of the Board of Directors is one of coordination. Members of the Board of Directors are responsible for informing each other of relevant issues during the handling of assigned tasks.

2. During the course of handling assigned work, the member of the Board of Directors assigned as the principal person in charge shall proactively coordinate and handle matters that relate to areas under the responsibility of other members. In case of differing opinions among members of the Board of Directors, the principal responsible member shall report to the Chairman of the Board of Directors for consideration and decision within their authority, or organize a meeting or collect

opinions from members of the Board of Directors in accordance with the law, the Corporation's Charter, and this Regulation.

3. In the event of reassignment among members of the Board of Directors, the members concerned must hand over relevant work, dossiers, and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

### **Article 23. Relationship with the Executive Management**

1. In its governance role, the Board of Directors issues resolutions and decisions for implementation by the General Director and the executive management system. At the same time, the Board of Directors supervises and monitors the implementation of such resolutions and decisions.

2. Resolutions and decisions of the Board of Directors are binding and must be implemented. During the implementation of the Board's resolutions or decisions, if the General Director or the executive management identifies issues that are not beneficial to the Corporation, they shall report and propose that the Board of Directors consider adjustments accordingly. In cases where the Board of Directors does not amend its resolution or decision, the General Director and the executive management shall still be obliged to implement such resolution or decision, but they have the right to reserve their opinions.

3. At meetings of the Board of Directors, depending on the agenda, the Chairman of the Board of Directors or the presiding person may invite the General Director, Deputy General Directors, other managers or executives, or authorized representatives of the Corporation in enterprises with capital contribution to attend, report on specific matters, and provide opinions (if necessary).

4. The Chairman and Vice Chairman of the Board of Directors may attend, or authorize another member of the Board of Directors to attend, meetings chaired by the General Director upon invitation of the General Director.

5. On a quarterly basis, and no later than the 25th day of the last month of each quarter, the Chairman of the Board of Directors shall convene a meeting with the Executive Board to review the implementation of resolutions and decisions of the Board of Directors, the business performance of that quarter, and the business plan for the following quarter. The meeting invitation and agenda shall be sent to the General Director at least five (05) days prior to the scheduled meeting date. The

General Director shall be responsible for directing the preparation and completion of documents and materials for the meeting as required and shall send them to members of the Board of Directors at least one (01) working day prior to the meeting.

#### **Article 24. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. The working relationship between the Board of Directors and the Supervisory Board shall be based on principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors shall review them and direct relevant departments to develop and implement timely corrective plans.

3. The Chairman of the Board of Directors shall ensure that meeting invitations or written opinion ballots for members of the Board of Directors, together with all accompanying documents, as well as minutes, resolutions, and decisions of the Board of Directors, are sent to Supervisors at the same time and in the same manner as those sent to members of the Board of Directors.

### **Chapter VII IMPLEMENTING PROVISIONS**

#### **Article 25. Effectiveness**

The amended and supplemented third version of the Regulation on the Operations of the Board of Directors of LICOGI Corporation – JSC, as approved by the 2026 General Meeting of Shareholders of the Corporation, consists of seven (VII) chapters and twenty-five (25) articles, and shall take effect from ... June 2026.

**FOR AND ON BEHAFL OF BOARD OF  
DIRECTORS  
CHAIRMAN**





**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi

Số ..... /2026/TTr-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Hanoi,

2026

## **PROPOSAL**

### **Ref: Plan for Distribution of After-Tax Profit for 2025 and Expected Dividend Payout Ratio for 2026**

**To: GENERAL SHAREHOLDER MEETING OF LICO GI CORPORATION - JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding document;

- Pursuant to the Charter of LICO GI Corporation - JSC (Second Amendment and Supplement) approved by the General Meeting of Shareholders on June 24, 2021;

- Pursuant to the 2025 audited financial statements audited by ICPA auditing firm;

- Pursuant to the Business and Investment Plan for 2026;

- Pursuant to the Minutes of the Board of Directors meeting dated .../.../2026 regarding the approval of the content and agenda of the 2026 Annual General Meeting of Shareholders

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan for distribution of after-tax profit for 2025 and the expected dividend payout ratio for 2026, as follows:

#### **1. Plan for distribution of after-tax profit for 2025:**

In 2025, the after-tax profit of the Parent Company – LICO GI Corporation – JSC amounted to VND 6,697,438,389. However, due to accumulated losses from the years 2016 and 2017, the Corporation shall not distribute any dividend for 2025, applying a dividend payout ratio of 0% in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders.

#### **2. Expected dividend payout ratio for 2026.**

For 2026, the estimated pre-tax profit of the Parent Company is VND 7,368 billion; however, as it is still insufficient to offset accumulated losses, the planned dividend payout ratio for 2026 is 0%.

The Board of Directors respectfully submits this to the General Meeting of Shareholders for consideration and approval.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dinh Viet Tung**



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi

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Hanoi,

2026

## **PROPOSAL**

**Ref: Finalization of Salary and Remuneration Payment for the Board of Directors and the Supervisory Board in 2025, and Salary and Remuneration Plan for the Board of Directors and the Supervisory Board in 2026**

**To: GENERAL SHAREHOLDER MEETING OF LICO GI CORPORATION - JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding document;

- Pursuant to the Charter of LICO GI Corporation - JSC (Second Amendment and Supplement) approved by the General Meeting of Shareholders on June 24, 2021;

- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders;

- Pursuant to the Business and Investment Plan for 2026;

- Pursuant to the Minutes of the Board of Directors meeting dated .../.../2026 regarding the approval of the content and agenda of the 2026 Annual General Meeting of Shareholders

The Board of Directors of LICO GI Corporation – JSC respectfully submits to the General Meeting of Shareholders for approval the finalization of salary and remuneration payments for the Board of Directors and the Supervisory Board in 2025, and for approval of the salary and remuneration plan for the Board of Directors and the Supervisory Board in 2026, as follows:

### **1. Salary and Remuneration Payment for the Board of Directors and the Supervisory Board in 2025**

In 2025, the Corporation implemented the payment of salaries and remuneration to members of the Board of Directors and Supervisors in accordance with their respective full-time and part-time positions at LICO GI. Details are as follows:

- The salary and remuneration budget for the Board of Directors (comprising 5 members), as approved by the 2025 Annual General Meeting of Shareholders, was VND 1,488,000,000 per year.

The actual total salary and remuneration paid to the Board of Directors amounted to VND 1,354,000,000, equivalent to 91% of the approved plan, averaging VND 22,566,667 per person per month.

- The salary and remuneration budget for the Supervisory Board (comprising 3 members), as approved by the 2025 Annual General Meeting of Shareholders, was VND 576,000,000 per year.

The actual total salary and remuneration paid to the Supervisory Board amounted to VND 456,000,000, equivalent to 79% of the approved plan, averaging VND 12,666,667 per person per month.

Operating expenses of the Board of Directors and the Supervisory Board in 2025 were implemented in accordance with the Company Charter, internal regulations, and the Financial Regulation of the Corporation as promulgated.

## **1. Salary and Remuneration Plan for the Board of Directors and the Supervisory Board in 2026**

### ***\* Salary and Remuneration for Members of the Board of Directors:***

<b>No</b>	<b>Position</b>	<b>Working Regime</b>	
		<b>Full-time employment (VND/month)</b>	<b>Part-time employment (VND/month)</b>
1	Chairman	35.000.000	10.000.000
2	Vice Chairman	30.000.000	9.000.000
3	Member of BOD	28.000.000	7.000.000

### ***\* Salary and Remuneration for Members of the:Supervisory Board***

<b>No</b>	<b>Position</b>	<b>Working Regime</b>	
		<b>Full-time employment (VND/month)</b>	<b>Part-time employment (VND/month)</b>
1	Head of SB	28.000.000	7.000.000
2	Member of SB	15.000.000	5.000.000

- The total salary and remuneration for the Board of Directors (comprising 5 members) is estimated at VND 1,488,000,000 per year (in words: One billion, four hundred eighty-eight million VND exactly);

- The total salary and remuneration for the Supervisory Board (comprising 3 members) is estimated at VND 576,000,000 per year (in words: Five hundred seventy-six million VND exactly).

The operating budget of the Board of Directors and the Supervisory Board (including travel, accommodation, and other reasonable expenses) shall be reimbursed based on actual incurred costs and included in the overall operating budget of LICOGI Corporation – JSC as determined in the 2026 financial plan, ensuring efficiency, reasonableness, and compliance with the Company Charter, Financial Regulations, and internal expenditure policies and norms of LICOGI.

The General Meeting of Shareholders assigns and authorizes the Board of Directors, in case of necessity, to adjust the salary and remuneration levels in accordance with actual conditions, provided that such adjustments do not exceed the total salary and remuneration budget approved by the General Meeting of Shareholders.

The Board of Directors respectfully submits this to the General Meeting of Shareholders for consideration and approval.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dinh Viet Tung**





**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi City

**SOCIALIST REPUBLIC OF VIETNAM**

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No: 01/2026/TTr-BKS

*Hanoi, June 2026*

## **PROPOSAL**

**Ref: Approval of the 2026 Financial Statements Auditing Firm**

**To: THE GENERAL MEETING OF SHAREHOLDERS OF LICO GI CORPORATION – JSC**

- Pursuant to the Independent Audit Law No. 67/2011/QH12 dated 29 March 2011;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26 November 2019;
- Pursuant to the Charter of LICO GI Corporation – JSC (Second amended and supplemented version) approved by the General Meeting of Shareholders of LICO GI Corporation – JSC on 24 June 2021;
- Pursuant to the Working Regulations of the Board of Supervisors of LICO GI Corporation – JSC (Second amended and supplemented version) approved by the General Meeting of Shareholders of LICO GI Corporation – JSC on 24 June 2021;
- Pursuant to the List of audit firms and auditors approved to conduct audits for public interest entities in the securities sector in 2026, issued by the State Securities Commission of Vietnam on 19 November 2025;
- Pursuant to the Minutes of the meeting of the Board of Supervisor

The Board of Supervisors respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the selection of an independent auditing firm to conduct the audit of the 2026 financial statements of LICO GI Corporation – JSC (LICO GI) as follows:

### **1. Criteria for the Selection of an Independent Auditing Firm**

- The auditing firm must be legally operating in Vietnam and approved by the State Securities Commission of Vietnam to provide audit services for public interest entities in the securities sector;
- The auditing firm must have highly qualified professionals and auditors with extensive experience in auditing financial statements in accordance with Vietnamese.
  - Accounting Standards (VAS) and the Vietnamese Enterprise Accounting Regime;
- The auditing firm must have no conflict of interest in providing audit services for LICO GI;
- The auditing firm must be capable of meeting LICO GI's requirements regarding the scope and schedule of the audit;
- The auditing service fees must be reasonable and competitive.

## **2. List of Independent Auditing Firms and Selection Proposal**

Based on the above criteria, the Board of Supervisors respectfully submits to the General Meeting of Shareholders the following list of auditing firms for the audit of LICOGI's 2026 financial statements and proposes that the General Meeting of Shareholders authorize the Board of Directors to select the most appropriate auditing firm to perform the audit of the 2026 financial statements:

- International Auditing Company Limited (iCPA);
- VACO Auditing Company Limited (VACO);
- UHY Auditing and Consulting Company Limited (UHY).

In the event that none of the above auditing firms can be engaged, the Board of Supervisors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to proactively select another qualified auditing firm that satisfies the established selection criteria and ensures the maximum benefit for the Corporation.

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

**FOR AND ON BEHALF OF  
SUPERVISORY BOARD  
HEAD**

**Phan Hai Trieu**



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi

No..... /2026/TTr-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Hanoi,

2026

## **PROPOSAL**

**Ref: Approval the list of nominated and self-nominated candidates for membership of the Board of Directors and the Supervisory Board of the Corporation for the 2026–2031**

**To: GENERAL SHAREHOLDER MEETING OF LICO GI CORPORATION - JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding document;

- Pursuant to the Charter of LICO GI Corporation – JSC; Internal Regulation on company governance, Regulation on Activity of the Board of Directors approved by the General Meeting of Shareholders on June 24, 2021;

- Pursuant to the Minutes of the Board of Directors meeting dated ...../...../2026 regarding the approval of the content and agenda of the 2026 Annual General Meeting of Shareholders

The Board of Directors of LICO GI Corporation – JSC respectfully submits to the General Meeting of Shareholders for approving the list of nominated and self-nominated candidates for membership of the Board of Directors and the Supervisory Board of the Corporation for the 2026–2031 term as follows:

### **1. Nominated and self-nominated candidates for membership of the Board of Directors:**

- Mr/Mrs.....(As proposed by shareholders.....)
- Mr/Mrs..... (As proposed by shareholders .....)
- Mr/Mrs..... (As proposed by shareholders .....)
- Mr/Mrs.....( As proposed by shareholders .....)
- Mr/Mrs..... (As proposed by shareholders .....)

### **2. Nominated and self-nominated candidates for membership of the Supervisory Board:**

- Mr/Mrs..... (As proposed by shareholders.....)
- Mr/Mrs..... (As proposed by shareholders .....)
- Mr/Mrs..... (As proposed by shareholders .....)

The Board of Directors respectfully submits this to the General Meeting of Shareholders for consideration and approval./.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dinh Viet Tung**



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Ha Noi

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

No: .../2026/BB-ĐHĐCĐ

Ha Noi, June ,2026

**MINUTES OF THE 2026 GENERAL MEETING OF SHAREHOLDERS  
OF LICO GI CORPORATION – JOINT STOCK COMPANY  
(Held via Online Meeting)**

**Company Name: LICO GI CORPORATION – JOINT STOCK COMPANY**

**Address:** G1 Building, Thanh Liet Ward, Hanoi City

**Enterprise Registration Certificate No.** 0100106440, initially issued on 24 November 2010 by the Hanoi Authority for Business Registration, and amended for the 11th time on 11 July 2025

Today, at 8:00 a.m. on 26 June 2026, at the headquarters of LICO GI Corporation – Joint Stock Company, G1 Building, Thanh Liet Ward, Hanoi City, the 2026 General Meeting of Shareholders (the “GMS”) of LICO GI Corporation – Joint Stock Company was convened in the form of an online meeting (hereinafter referred to as the “Meeting”).

**A. ATTENDEES**

- Shareholders of LICO GI Corporation – Joint Stock Company (“LICO GI Corporation”) whose names appeared on the list of shareholders entitled to attend the Meeting as of the record date;

- Also attending the Meeting were members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant, and Heads, Deputy Heads and Persons in Charge of relevant departments/divisions of the Company;

- Representatives of International Auditing Company (ICPA), the auditor of the Company's 2025 financial statements;

- Technical and operational staff of FPT Securities Joint Stock Company (FPTS), the consultant and service provider for the online General Meeting of Shareholders in 2026.

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**B. PROCEEDINGS OF THE MEETING**

**1. Report on the Verification of Shareholders' Eligibility and Declaration of the Meeting's Validity**

The Meeting heard Mr. Nguyen Trong Thanh, Head of the Shareholder Eligibility Verification Committee, present the report on the verification of shareholders' eligibility and declare that the Meeting was duly convened and qualified to proceed, as follows:

- As of the record date for determining shareholders entitled to attend the Meeting,

LICOGI Corporation had a total of 519 shareholders holding 90,000,000 shares. (The list of shareholders entitled to attend the Meeting was based on the shareholder register provided by the Vietnam Securities Depository and Clearing Corporation (VSDC), with the record date of 27 May 2026.)

- At the opening of the Meeting at 8:00 a.m. on 26 June 2026, the total number of attending shareholders and authorized representatives of shareholders was ... shareholders, representing ... shares, corresponding to a total of ... voting rights, accounting for ...% of the total voting shares of all shareholders entitled to vote.

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and the Charter of LICOGI Corporation (Second Amended and Restated Version) approved by the General Meeting of Shareholders on 24 June 2021, the 2026 General Meeting of Shareholders of LICOGI Corporation, with the attendance as reported above, was duly constituted, validly convened and qualified to conduct its business.

## **2. Opening of the Meeting**

The Organizing Committee of the Meeting carried out the following procedures:

- Declaration of the reasons for convening the Meeting;
- Introduction of the guests attending the Meeting;

The Organizing Committee then conducted the election of the Presidium, the election of the Vote Counting Committee, the appointment of the Secretariat, and the approval of the Meeting Agenda, the Meeting Regulations, and the Regulations on the Election of Additional Member(s) of the Board of Directors through the electronic voting system, with the following results:

Total number of attending shareholders and authorized representatives: ... persons, representing ... shares, corresponding to a total of ... voting rights, accounting for ...% of the total voting shares of all shareholders entitled to vote;

Total number of ballots issued: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of ballots collected: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of unreturned ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting.

### **2.1. Election of the Presidium**

After hearing the Organizing Committee present the proposal of the Board of Directors regarding the number of members and the proposed list of candidates for the Presidium consisting of three (03) members, namely:

- Mr. Dinh Viet Tung, Chairman of the Board of Directors, to serve as Chairman of the Meeting;

- Mr. Phan Thanh Hai, Vice Chairman of the Board of Directors and General Director of the Company;

- Mr. Nguyen Danh Quan, Member of the Board of Directors.

The shareholders voted to approve the composition of the Presidium with the following results:

- Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the composition of the Presidium was approved with ...% of the total voting rights of shareholders attending and voting

## **2.2. Election of the Vote Counting Committee and Appointment of the Secretariat**

**a) Election of the Vote Counting Committee:** To assist the Meeting in conducting the election and vote-counting procedures, the Meeting heard the Board of Directors present the proposed number of members and the list of nominees for the Vote Counting Committee, consisting of three (03) members, as follows:

- Mr. Nguyen Trong Thanh, Head of the Organization and Personnel Department, serving as Head of the Committee;

- Mr. Nguyen Cong Nghi, Vice Chairman of the Company's Trade Union, serving as a member;

- Mr. Dinh Hai Ninh, Head of the Inspection and Legal Affairs Department, serving as a member.

The shareholders voted to approve the composition of the Vote Counting Committee with the following results:

- Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the Vote Counting Committee was approved with ...% of the total voting rights of shareholders attending and voting.

**b) Appointment of the Secretariat:** The Secretariat was appointed by the Presidium to assist the Chairman of the Meeting in recording the proceedings of the Meeting, preparing the Minutes of the Meeting and drafting the Resolution of the General Meeting of Shareholders:

The Secretariat consists of the following two (02) members:

- Ms. Nguyen Thi Oanh, Chief of the Office of the Board of Directors and Corporate Secretary of the Company, serving as Head of the Secretariat;

- Mr. Pham Kim Ngoc, Secretary to the General Director, serving as a member of the Secretariat.

### **3. Approval of the Meeting Agenda**

After hearing the Organizing Committee present the Meeting Agenda, the General Meeting of Shareholders discussed and approved the Meeting Agenda with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting

Accordingly, the Vote Counting Committee was approved with ...% of the total voting rights of shareholders attending and voting

### **4. Approval of the Meeting Regulations**

After hearing the Organizing Committee present the Meeting Regulations, the General Meeting of Shareholders discussed and approved the Meeting Regulations with the following voting results

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting

Accordingly, the Vote Counting Committee was approved with ...% of the total voting rights of shareholders attending and voting

## **5. Approval of the Regulations on the Election of Members of the Board of Directors and the Supervisory Board for the 2026–2031 Term**

After hearing the Organizing Committee present the Regulations on the Election of Members of the Board of Directors and the Supervisory Board for the 2026–2031 term, the General Meeting of Shareholders discussed and approved such Regulations with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the Regulations on the Election of Members of the Board of Directors and the Supervisory Board for the 2026–2031 term were approved with ...% of the total voting rights of shareholders attending and voting.

## **6. Matters Considered by the Meeting**

The General Meeting of Shareholders heard and considered the following reports and proposals:

- Report of the Board of Directors on its activities in 2025 and during the 2021–2025 term, and the orientation for its activities in 2026 and the 2026–2031 term, presented by Mr. Dinh Viet Tung, Chairman of the Board of Directors;

- Report of the General Director on the business and investment performance in 2025 and the business and investment plan for 2026, presented by Mr. Phan Thanh Hai, General Director;

- Report of the Supervisory Board on its activities in 2025 and during the 2021–2025 term, and its operational plan for 2026 and the 2026–2031 term, presented by Mr. Phan Hai Trieu, Head of the Supervisory Board;

- Audited Financial Statements for the year 2025, presented by Mr. Nguyen Anh Dung, Deputy General Director;

- Proposals submitted by the Board of Directors and the Supervisory Board, presented by Mr. Phan Thanh Hai, Vice Chairman of the Board of Directors, including:

- + Proposal No. .../2026/TTr-HĐQT regarding the business and investment performance in 2025 and the business and investment plan for 2026;

- + Proposal No. .../2026/TTr-HĐQT regarding the approval of the audited Financial Statements for the year 2025;

- + Proposal No. .../2026/TTr-HĐQT regarding the restructuring of LICOGI Corporation's financial investments in other enterprises;

- + Proposal No. .../2026/TTr-HĐQT regarding amendments and supplements to the Charter, the Board of Directors' Operating Regulations, and the Internal Corporate Governance Regulations of LICOGI Corporation;

- + Proposal No. .../2026/TTr-HĐQT regarding the distribution of after-tax profits for 2025 and the proposed dividend payout ratio for 2026;

- + Proposal No. .../2026/TTr-HĐQT regarding the final settlement of salaries and remuneration for the Board of Directors and the Supervisory Board in 2025, and the salary and remuneration plan for the Board of Directors and the Supervisory Board in 2026;

- + Proposal No. .../2026/TTr-BKS regarding the selection of the auditing firm for the audit of the 2026 Financial Statements;

Election of members of the Board of Directors and the Supervisory Board for the 2026–2031 term.

### **C. DISCUSSIONS AT THE MEETING**

**The Secretariat recorded the questions raised by shareholders and submitted to the Presidium, together with the responses provided by representatives of the Board of Directors, the Supervisory Board and the Management, as follows:**

**1. Question raised by shareholder ... content of question:**

**2. Question raised by shareholder ... content of question:**

## **D. VOTING ON REPORTS AND PROPOSALS**

The General Meeting of Shareholders proceeded to vote on the reports and proposals submitted by the Board of Directors and the Supervisory Board, with the following voting results:

Total number of attending shareholders and authorized representatives: ... persons, representing ... shares, corresponding to ... voting rights and accounting for ...% of the total voting rights of all shareholders entitled to vote;

Total number of ballots issued: ..., representing ... voting rights and accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of ballots collected: ..., representing ... voting rights and accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of unreturned ballots: ..., representing ... voting rights and accounting for ...% of the total voting rights of shareholders attending the Meeting.

### **1.1. Approval of the Report on the Activities of the Board of Directors in 2025 and during the 2021–2025 Term, and the Orientation for Activities in 2026 and the 2026–2031 Term**

The General Meeting of Shareholders voted to approve the Report on the Activities of the Board of Directors in 2025 and during the 2021–2025 term, and the Orientation for Activities in 2026 and the 2026–2031 term, with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.2. Approval of the Report of the General Director on the Business Performance in 2025 and the Business Plan for 2026**

The General Meeting of Shareholders voted to approve the Report of the General Director on the business performance in 2025 and the business plan for 2026, with the following voting results

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.3. Approval of the Report on the Activities of the Supervisory Board in 2025 and during the 2021–2025 Term, and the Operational Plan for 2026 and the 2026–2031 Term**

The General Meeting of Shareholders voted to approve the Report on the Activities of the Supervisory Board in 2025 and during the 2021–2025 term, and the Operational Plan for 2026 and the 2026–2031 term, with the following voting results

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.4. Approval of the Proposal on the Business and Investment Performance in 2025 and the Business and Investment Plan for 2026**

The General Meeting of Shareholders voted to approve the Proposal on the Business and Investment Performance in 2025 and the Business and Investment Plan for 2026, with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.5. Approval of the Proposal on the Audited Financial Statements for the Year 2025**

The General Meeting of Shareholders voted to approve the Audited Financial Statements for the year 2025, with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.6. Approval of the Proposal on the Restructuring of LICOGI Corporation's Financial Investments in Other Enterprises**

The General Meeting of Shareholders voted to approve the restructuring of LICOGI Corporation's financial investments in other enterprises, with the following voting results

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.7. Approval of the Proposal on Amendments and Supplements to the Charter, the Board of Directors' Operating Regulations, and the Internal Corporate Governance Regulations of LICOGI Corporation**

The General Meeting of Shareholders voted to approve the amendments and supplements to the Charter, the Board of Directors' Operating Regulations, and the Internal Corporate Governance Regulations of LICOGI Corporation, with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.8. Approval of the Proposal on the Distribution of After-tax Profits for 2025 and the Proposed Dividend Payout Ratio for 2026**

The General Meeting of Shareholders voted to approve the distribution plan for after-tax profits for 2025 and the proposed dividend payout ratio for 2026, with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

### **1.9. Approval of the Proposal on the Final Settlement of Salaries and Remuneration for the Board of Directors and the Supervisory Board in 2025, and the Salary and Remuneration Plan for the Board of Directors and the Supervisory Board in 2026.**

The General Meeting of Shareholders voted to approve the final settlement of salaries and remuneration for the Board of Directors and the Supervisory Board in 2025, and the salary and remuneration plan for the Board of Directors and the Supervisory Board in 2026, with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

#### **1.10. Approval of the Proposal on the Selection of the Auditing Firm for the Audit of the 2026 Financial Statements**

The General Meeting of Shareholders voted to approve the selection of the auditing firm for the audit of the 2026 Financial Statements, with the following voting results:

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the above matter was approved with ...% of the total voting rights of shareholders attending and voting

#### **E. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD FOR THE 2026–2031 TERM**

After hearing the report of the Presidium, in addition to the list of candidates nominated by shareholders or groups of shareholders entitled to nominate candidates in accordance with Clause 3, Article 21 of the Charter of LICOGI Corporation – Joint Stock Company and submitted to the Organizing Committee prior to the opening of the Meeting, the General Meeting of Shareholders exercised its right to nominate and self-nominate candidates directly at the Meeting:

Total number of attending shareholders and authorized representatives: ... persons, representing ... shares, corresponding to ... voting rights, accounting for ...% of the total voting rights of all shareholders entitled to vote;

Total number of ballots issued: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of ballots collected: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of unreturned ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

**Election Results of Members of the Board of Directors for the 2026–2031 Term (Cumulative Voting):**

No	Full name	Number of votes	Percentage (% of shares held by shareholders attending and voting)
1	...	...	...

Pursuant to the Charter of LICOGI Corporation and the Regulations on the Election of Members of the Board of Directors and the Supervisory Board, the following individuals were duly elected as members of the Board of Directors of LICOGI Corporation – Joint Stock Company for the 2026–2031 term:

1. Mr/Mrs...
2. Mr/Mrs...
3. Mr/Mrs...
4. Mr/Mrs...
5. Mr/Mrs...

**Election Results of Members of the Supervisory Board for the 2026–2031 Term (Cumulative Voting):**

No	Full name	Number of votes	Percentage (% of shares held by shareholders attending and voting)
1	...	...	...

Pursuant to the Charter of LICOGI Corporation and the Regulations on the Election of Members of the Board of Directors and the Supervisory Board, the following individuals were duly elected as members of the Supervisory Board of LICOGI Corporation – Joint Stock Company for the 2026–2031 term:

1. Mr/Mrs...
2. Mr/Mrs...
3. Mr/Mrs...

#### **F. APPROVAL OF THE MINUTES AND RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS AND CLOSING OF THE MEETING**

After hearing Ms. Nguyen Thi Oanh, Head of the Secretariat, present the full text of the Draft Minutes and the Draft Resolution of the General Meeting of Shareholders, the Presidium conducted the voting for the approval of the full text of the Minutes and the Resolution of the General Meeting of Shareholders.

Total number of attending shareholders and authorized representatives: ... persons, representing ... shares, corresponding to ... voting rights, accounting for ...% of the total voting rights of all shareholders entitled to vote.

Total number of ballots issued: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of ballots collected: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting;

Total number of unreturned ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending the Meeting.

Voting results:

- Total valid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting, of which:

- Votes in favor: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

- Votes against: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting;

Abstentions (No Opinion): ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Total invalid ballots: ..., representing ... voting rights, accounting for ...% of the total voting rights of shareholders attending and voting.

Accordingly, the Minutes and the Resolution of the General Meeting of Shareholders were approved with ...% of the total voting rights of shareholders attending and voting.

These Minutes were accurately and faithfully recorded and prepared at ...:.... on 26 June 2026, immediately upon the completion of the Meeting's agenda.

These Minutes are made in nine (09) originals of equal legal validity, of which: One (01) original is submitted to the State Capital Investment Corporation (SCIC); One (01) original is submitted to Khu Dong Real Estate Investment and Business Company Limited; One (01) original is submitted to Gia Cuong Investment Company Limited; One (01) original is submitted to the Business Registration Office under the Hanoi Department of Finance; One (01) original is submitted to the State Securities Commission of Vietnam; One (01) original is submitted to the Hanoi Stock Exchange; Three (03) originals are retained at the head office of LICOGI Corporation – Joint Stock Company. These Minutes shall also be published on the website of LICOGI Corporation – Joint Stock Company.

**HEAD OF THE SECRETARIAT**

**FOR AND ON BEHALF OF THE  
PRESIDIUM**

**Nguyen Thi Oanh**

**Chairman  
Dinh Viet Tung**

**Attachments:**

1. Report on the Verification of Shareholders' Eligibility to Attend the Meeting;
2. Agenda of the General Meeting of Shareholders;
3. Meeting Regulations of the General Meeting of Shareholders; Regulations on the Election of Members of the Board of Directors and the Supervisory Board for the 2026–2031 Term;
4. Reports of the Board of Directors, the Supervisory Board and the Report on Business Performance;
5. Proposals;
6. Audited Financial Statements for the Year 2025;
7. Vote Counting Report;
8. List of Attending Shareholders and Authorized Representatives of Shareholders, together with the corresponding number of shares represented.



**LICO GI CORPORATION - JSC**

Address: G1 Building, Thanh Liet Ward,  
Hanoi City  
Enterprise code: 0100106440  
Tel: (84-4) 38542365

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

No: ...../2026/NQ-ĐHĐCĐ

Hanoi, June 2026

**RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS 2026  
OF LICO GI CORPORATION – JOINT STOCK COMPANY**

**THE GENERAL MEETING OF SHAREHOLDERS 2026  
OF LICO GI CORPORATION – JOINT STOCK COMPANY**

**Pursuant to:**

- Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- The Charter of LICO GI Corporation – Joint Stock Company (Second Amendment and Supplement) approved by the General Meeting of Shareholders on 24 June 2021;
- Minutes No. ..../2026/BB-ĐHĐCĐ of the 2026 General Meeting of Shareholders (“GMS”) of LICO GI Corporation – Joint Stock Company (“LICO GI Corporation”) dated 26 June 2026

**RESOLVES:**

**Article 1.** To approve the Third Amendment and Supplement to the Charter of LICO GI Corporation; the Second Amendment and Supplement to the Internal Corporate Governance Regulations of LICO GI Corporation; the Third Amendment and Supplement to the Board of Directors’ Operating Regulations; and the full texts of the Charter and the Regulations as amended and supplemented.

**Article 2.** To approve the Report on the Activities of the Board of Directors in 2025 and during the 2021–2025 term, and the orientation for activities in 2026 and the 2026–2031 term; the Report on the Activities of the Supervisory Board in 2025 and during the 2021–2025 term, and the operational plan for 2026 and the 2026–2031 term; and the Report of the Management on the business performance in 2025 and the business plan for 2026.

**Article 3.** To approve the Audited Financial Statements for the year 2025 audited by International Auditing Company Limited (ICPA), with the following principal financial indicators::

Unit: VND million

No	Indicators	Consolidated Financial Statements	Separated Financial Statements
1	Total Asset	5.406.625	3.080.946
2	Total Revenue	2.470.371	432.117
3	Profit/(Loss) Before Tax	124.270	6.697
4	Profit/(Loss) After Tax	106.642	6.697
5	Profit/(Loss) Attributable to Owners of the Parent Company	81.277	6.697

**Article 4.** Article 4. To approve the business and investment performance in 2025 and the business and investment plan for 2026.

**1. The business and investment performance in 2025:**

**1.1. Business result:**

No	Item	Unit	2025 Plan	2025 Actual	Actual 2025 / Plan 2025 (%)
<b>I</b>	<b>Parent Company</b>				
1	Charter capital	VND Billion	900,000	900,000	100,0
2	Production Value	VND Billion	286,960	339,170	118,2
3	Total Revenue	VND Billion	430,745	432,117	100,3
4	Profit Before Tax	VND Billion	6,699	6,697	100,0
5	Profit After Tax	VND Billion		6,697	
6	State Budget Contribution	VND Billion	348,885	377,690	108,3
7	Dividend (%)	%	0	0	
8	Total Investment Value	VND Billion	0,616	0,500	81,2
<b>II</b>	<b>Parent-Subsidiary Consolidation</b>				
1	Production value	VND Billion	2.178,059	2.274,286	104,4
2	Total Revenue	VND Billion	2.427,674	2.470,371	101,8

No	Item	Unit	2025 Plan	2025 Actual	Actual 2025 / Plan 2025 (%)
3	Profit Before Tax	VND Billion	52,107	124,270	238,5
4	Profit After Tax	VND Billion		106,642	
5	State Budget Contribution	VND Billion	513,917	486,814	94,7
6	Total Investment Value	VND Billion	490,786	125,387	25,5

### ***1.2. Investment performance:***

- Total value of financial investments as at 31 December 2025: VND 1,819.308 billion
- Of which:*
  - + Investments in subsidiaries : VND 1,448.580 billion;
  - + Investments in associates : VND 321.547 billion;
  - + Other investments : VND 49.181 billion.
- (Provision for impairment of financial investments : VND 123.835 billion).*
- Total investment value in 2025 : VND 0.500 billion

*Of which:*

- + Repair and maintenance of construction equipment: VND 0.500 billion.

## **2. Business and investment plan in 2026**

### ***2.1. Business and investment plan in 2026:***

No	Item	Unit	2025 Plan	2025 Actual	Actual 2025 / Plan 2025 (%)
<b>I</b>	<b>Parent company</b>				
1	Charter capital	VND Billion	900,000	900,000	100
2	Production Value	VND Billion	339,170	465,721	137,3
3	Total Revenue	VND Billion	432,117	533,033	123,4
4	Profit Before Tax	VND Billion	6,697	7,368	110,0
5	State Budget Contribution	VND Billion	377,690	0,853	0,2
6	Dividend (%)	%	0	0	
7	Total Investment Value	VND Billion	0,500	0,647	129,5
<b>II</b>	<b>Parent-Subsidiary Consolidation</b>				

No	Item	Unit	2025 Plan	2025 Actual	Actual 2025 / Plan 2025 (%)
1	Production Value	VND Billion	2.274,286	2.578,847	113,4
2	Total Revenue	VND Billion	2.470,371	2.809,643	113,7
3	Profit Before Tax	VND Billion	124,270	79,600	64,1
4	State Budget Contribution	VND Billion	486,814	154,638	31,8
5	Total Investment Value	VND Billion	125,387	424,722	338,7

## ***2.2. Investment Portfolio of the Parent Company in 2026:***

Total planned investment in machinery and equipment, factory facilities, and repair works: VND 0.647 billion.

**Article 5.** To continue the implementation of the divestment plan from eight (08) enterprises in which LICOGI Corporation has capital contributions, as approved under the Resolution of the Annual General Meeting of Shareholders in 2023. The implementation period shall be from 2026 to 2027.

The General Meeting of Shareholders authorizes and empowers the Board of Directors to organize and implement the divestment plan, including deciding on the divestment strategy and methods for LICOGI Corporation's financial investments in the above-mentioned enterprises, determining the timing of divestment and selling prices, while ensuring the highest benefits for LICOGI Corporation and compliance with applicable regulations.

**Article 6.** To approve the distribution plan for after-tax profits for 2025 and the proposed dividend payout ratio for 2026, as follows:

### **Distribution plan for after-tax profits for 2025**

In 2025, the Parent Company, LICOGI Corporation – Joint Stock Company, recorded an after-tax profit of VND 6,697,438,389. However, due to accumulated losses from 2016 and 2017, the Corporation shall not pay dividends for 2025, and the dividend payout ratio shall remain at 0%, in accordance with the Resolution of the General Meeting of Shareholders in 2025.

### **Proposed dividend payout ratio for 2026**

In 2026, the Parent Company is expected to achieve a profit before tax of VND 7.368 billion. However, as such profit is insufficient to fully offset the accumulated losses, the planned dividend payout ratio for 2026 shall be 0%.

**Article 7.** To approve the final settlement of salaries and remuneration for the Board of Directors and the Supervisory Board in 2025, and the salary and remuneration payment plan for the Board of Directors and the Supervisory Board in 2026, as follows:

1. Final settlement of salaries and remuneration for the Board of Directors and the Supervisory Board in 2025. The total salaries and remuneration paid to the Board of Directors in 2025 amounted to VND 1,354,000,000 out of the approved budget of VND 1,488,000,000, equivalent to 91% of the plan approved by the General Meeting of Shareholders. The total salaries and remuneration paid to the Supervisory Board in 2025 amounted to VND 456,000,000 out of the approved budget of VND 576,000,000, equivalent to 79% of the plan approved by the General Meeting of Shareholders.

- Other expenses incurred by members of the Board of Directors and Supervisors, including working facilities, travel expenses, telephone expenses and other related costs, were incurred in accordance with the Corporation's regulations and managed in a cost-efficient manner. Apart from such expenses, no other expenses were incurred by the Board of Directors or the Supervisory Board.

2. Salary and remuneration payment plan for the Board of Directors and the Supervisory Board in 2026, and operating budget of the Board of Directors and the Supervisory Board.

No	Position	Fulltime (VND/month)	Partime (VND/month)
1	Chairman of the BOD	35.000.000	10.000.000
2	Vice Chairman of the BOD	30.000.000	9.000.000
3	Member of the BOD	28.000.000	7.000.000
4	Head of the Supervisory Board	28.000.000	7.000.000
5	Member of the Supervisory Board	15.000.000	5.000.000

- The total salaries and remuneration proposed for the Board of Directors (five (5) members) are VND 1,488,000,000 per annum (One billion four hundred eighty-eight million Vietnamese dong).

- The total salaries and remuneration proposed for the Supervisory Board (three (3) members) are VND 576,000,000 per annum (Five hundred seventy-six million Vietnamese dong).

Other benefits and expenses, including telephone allowances, meal allowances, and payments for public holidays and Tet holidays, shall be implemented in accordance with the

Corporation's regulations applicable to its employees.

**The operating budget of the Board of Directors and the Supervisory Board** (including travel expenses, accommodation expenses, and other reasonable expenses) shall be paid based on actual expenditures and included in the Corporation's overall operating budget as determined in the 2026 Financial Plan, ensuring economy, reasonableness, and compliance with the Charter of LICOGI Corporation, the Financial Regulations, and the Corporation's internal policies and expenditure limits.

The General Meeting of Shareholders authorizes the Board of Directors and the Supervisory Board, where necessary, to adjust the salaries and remuneration in accordance with actual circumstances, provided that the total amount of salaries and remuneration shall not exceed the aggregate amount approved by the General Meeting of Shareholders.

**Article 8.** To approve the list of three (03) eligible auditing firms proposed by the Supervisory Board for the selection of one auditing firm to conduct the audit of the Corporation's 2026 Financial Statements, including the review of the Parent Company's semi-annual financial statements and the consolidated semi-annual financial statements of the Parent Company and its subsidiaries, comprising:

International Auditing Company Limited (ICPA);  
VACO Auditing Company Limited (VACO);  
UHY Auditing and Consulting Company Limited (UHY).

The General Meeting of Shareholders authorizes the Board of Directors to select the auditing firm for the audit of the 2026 Financial Statements from the above list.

In the event that no agreement can be reached with any of the above auditing firms regarding the audit timetable or audit service fees, the General Meeting of Shareholders authorizes the Board of Directors to select another auditing firm from the list of approved auditing firms eligible to provide audit services for public-interest entities as announced by the State Securities Commission of Vietnam.

**Article 9.** The General Meeting of Shareholders elects five (05) members of the Board of Directors and three (03) members of the Supervisory Board of LICOGI Corporation – Joint Stock Company for the 2026–2031 term, as follows:

**The following individuals were duly elected as members of the Board of Directors of LICOGI Corporation – Joint Stock Company:**

1. Mr/Mrs ...
2. Mr/Mrs...
3. Mr/Mrs...
4. Mr/Mrs...

5. Mr/Mrs....

**The following individuals were duly elected as members of the Board of Directors of LICOGI Corporation – Joint Stock Company:**

1. Mr/Mrs ...
2. Mr/Mrs ...
3. Mr/Mrs ...

**Article 10. Implementation Provisions**

1. This Resolution shall take effect from the date of its approval by the General Meeting of Shareholders (26 June 2026).

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and all shareholders of LICOGI Corporation shall be responsible for implementing and organizing the execution of this Resolution within the scope of their respective functions and authorities, in accordance with applicable laws and the Charter of LICOGI Corporation – Joint Stock Company.

***Recipients:***

- As stated in Article 10;
- State Capital Investment Corporation (SCIC);
- Khu Dong Real Estate Investment and Business Company Limited;
- Gia Cuong Investment and Business Company Limited;
- Business Registration Office, Hanoi Department of Finance;
- State Securities Commission of Vietnam;
- Hanoi Stock Exchange;
- Published on the LICOGI Corporation website;
- Filed at the Archives and the Office of the Board of Directors of LICOGI Corporation.

**FOR AND ON BEHALF OF  
ANUNAL GENERAL MEETING**

**Chairman  
Dinh Viet Tung**