



MINISTRY OF CONSTRUCTION
CONSTRUCTION MACHINERY CORPORATION

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
of Construction Machinery Corporation - JSC**

Hanoi, June 30, 2026

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Hanoi, June 30, 2026

**INTERNAL REGULATION ON CORPORATE GOVERNANCE
OF CONSTRUCTION MACHINERY CORPORATION - JSC**

*(Issued together with Decision No. 27/QĐ-HĐQT dated June 30, 2026 of the Board of Directors
of Construction Machinery Corporation - JSC.)*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022,
and Law No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26,
2019, as amended and supplemented by Law No. 56/2024/QH15 dated November
29, 2024;*

*Pursuant to the Law on Management and Investment of State Capital at
Enterprises No. 68/2025/QH15 dated June 14, 2025;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the
Government detailing the implementation of a number of articles of the Law on
Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated
September 11, 2025;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of
the Minister of Finance guiding a number of articles on corporate governance
applicable to public companies under Decree No. 155/2020/ND-CP dated
December 31, 2020, of the Government;*

*Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020,
guiding the disclosure of information on the stock market;*

*Pursuant to the Charter on Organization and Operation of Construction
Machinery Corporation - JSC adopted at the 2026 Annual General Meeting of
Shareholders on June 30, 2026;*

*Pursuant to the Resolution of the General Meeting of Shareholders No.
15/NQ-DHĐCĐ dated June 30, 2026;*

*The Board of Directors promulgates the Internal Regulation on Corporate
Governance of Construction Machinery Corporation - JSC, including the
following contents:*

**Chapter I
GENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Internal Regulation on Corporate Governance stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as prescribed in the Corporation's Charter and other current provisions of law.

2. Subjects of application: This Regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant, and related persons.

Article 2. Interpretation of terms

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

- a) "*Corporation*" means Construction Machinery Corporation - JSC.
- b) "*Corporation's Charter*" means the Charter on Organization and Operation of Construction Machinery Corporation - JSC adopted by the General Meeting of Shareholders.
- c) "*General Meeting of Shareholders*" (GMS) consists of all shareholders with voting rights and is the highest decision-making body of the Corporation.
- d) "*Direct voting*" means the shareholder or the authorized representative of the shareholder voting directly at the GMS meeting or sending a written voting ballot to the Corporation or in other forms prescribed in the Charter, the Corporate Governance Regulation, and legal provisions.
- đ) "*Corporate Manager*" as prescribed in point p, clause 1, Article 1 of the Corporation's Charter includes: the Chairman of the Board of Directors, Members of the Board of Directors, General Director, Deputy General Directors, and Chief Accountant.
- e) "*Corporate Executive*" as prescribed in point o, clause 1, Article 1 of the Corporation's Charter includes the General Director, Deputy General Directors, and Chief Accountant of the Corporation.
- g) "*Non-executive member of the Board of Directors*" (hereinafter referred to as a non-executive member) is a member of the Board of Directors who is not the General Director or Deputy General Director according to the Corporation's Charter.
- h) "*Person in charge of corporate governance*" is the person with responsibilities and powers as defined in the Corporation's Charter and this Regulation.
- i) "*Related person*" refers to individuals and organizations as defined in point s, clause 1, Article 1 of the Corporation's Charter.
- k) "*Owner's representative agency*" is the agency or organization assigned by the Government to exercise the rights and responsibilities of the state owner's

representative regarding state capital invested in the Corporation.

l) "*State capital representative*" is the individual authorized in writing by the Owner's representative agency to exercise the rights and responsibilities of the state owner's representative regarding state capital invested in the Corporation.

m) Abbreviations mean the following: GMS: General Meeting of Shareholders; BOD: Board of Directors; SB: Supervisory Board.

2. Other terms not explained herein shall have the meanings stipulated in the Corporation's Charter and relevant legal regulations.

3. In this Regulation, references to one or more clauses or legal documents shall include any amendments, supplements, or replacement documents.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 3. Role, rights, and obligations of the General Meeting of Shareholders

1. The GMS is the highest authoritative body of the Corporation. The Annual GMS shall be held once (01) a year. The Annual GMS must be convened within four (04) months from the end of the financial year, or at the latest six (06) months as decided by the Board of Directors. In addition to the annual meeting, the GMS may hold extraordinary meetings.

2. The rights and obligations of the GMS are specified in Article 16 of the Corporation's Charter.

Article 4. Authority to convene the GMS

1. The Board of Directors shall convene the Annual GMS and select an appropriate venue.

2. An extraordinary GMS meeting is convened in the cases specified in Clause 3, Article 15 of the Corporation's Charter. If the Board of Directors fails to convene an extraordinary GMS according to point a, clause 4, Article 15 of the Charter, the Supervisory Board or a shareholder/group of shareholders owning 05% or more of the Corporation's total shares has the right to convene it in accordance with points b and c, clause 4, Article 15 of the Charter.

Article 5. Notice of finalization and preparation of the list of shareholders entitled to attend the GMS

1. The BOD discloses information and posts a notice on the finalization of the list of shareholders entitled to attend and vote at the GMS (abbreviated as: "List of attending shareholders") on the Corporation's website, and concurrently sends it to the Vietnam Securities Depository and Clearing Corporation (abbreviated as: "VSD") to finalize the list. The notice must set the final registration date to finalize the list of attending shareholders.

2. The notice of finalization of the list of shareholders entitled to attend the GMS must be disclosed at least 20 days prior to the final registration date.

3. The list of attending shareholders is prepared by the VSD on the final registration date according to the finalization notice; Only those whose names appear on the list compiled on the final registration date are entitled to the rights related to the shares they own.

4. The convener of the GMS may personally or through assigned personnel compile the list of eligible shareholders, provide information, and resolve complaints related to the list. The list must contain all information specified in the Corporation's Charter and be compiled no more than 10 days before sending the meeting invitation.

Article 6. Order and procedures for holding the General Meeting of Shareholders

1. Notice of convening the GMS and sending documents:

a) Based on the list of shareholders entitled to attend, the BOD shall send an invitation notice to the shareholders no later than 21 days prior to the date of the GMS. The invitation notice must be accompanied by the documents used at the GMS and must contain the following contents:

- Time and venue of the meeting;
- Main agenda of the meeting;
- Matters to be submitted to the General Meeting of Shareholders for consideration and approval at the meeting;
- Website address and location where documents for the GMS are posted;
- Contact information of the Corporation for shareholders to register for attendance or authorize attendance at the meeting.

b) The invitation notice to the GMS and the expected agenda must be sent via a method ensuring it reaches the contact addresses of all shareholders, and simultaneously be published on the website of the Corporation, the State Securities Commission, and the Stock Exchange where the Corporation's shares are listed or registered for trading. The date of sending the meeting notice is the date the notice is validly dispatched or transmitted, postage paid, or dropped into a mailbox;

c) The Corporation shall directly distribute the hard copies of the GMS documents and voting ballots at the General Meeting to shareholders or their authorized representatives attending the General Meeting;

d) A shareholder or a group of shareholders owning 5% or more of the total shares of the Corporation has the right to propose matters to be included in the GMS agenda. The proposal must be made in writing and sent to the Corporation at least three (03) working days before the opening date of the GMS. The proposal must clearly state the full name of the shareholder, the number and class of shares they own, and the proposed matters to be included in the agenda;

d) In case the convenor of the GMS rejects the proposal mentioned in point d, Clause 1 of this Article, they must reply in writing and clearly state the reasons no later than two working days prior to the opening date of the GMS. The convenor of the GMS may only reject a proposal if one of the following circumstances applies:

- The proposal is not sent in accordance with the provisions of point d, Clause 1 of this Article;
- At the time of the proposal, the shareholder or group of shareholders does not own at least 5% of the total ordinary shares of the Corporation; or
- The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.

2. Registration method for attending the General Meeting of Shareholders

a) Prior to the date of the GMS, shareholders may confirm their direct attendance or authorize a representative to attend the General Meeting of the Corporation (using the form attached to the invitation notice) in accordance with the time, method, and address specifically stated in the invitation notice;

b) Prior to the opening of the General Meeting, the Corporation must carry out shareholder registration procedures. Upon registration, the Corporation shall issue to each shareholder or authorized representative a voting card, detailing the shareholder code, full name of the shareholder/authorized representative, and the number of voting shares possessed by such shareholder;

c) A shareholder or an authorized representative of an institutional shareholder, or an authorized person who arrives after the General Meeting has opened, has the right to register immediately and subsequently participate and vote on matters that have not yet been voted upon right after registration. The Chairperson is not responsible for pausing the General Meeting to allow late-arriving shareholders to register, and the validity of matters previously voted upon shall remain unchanged.

3. Procedures for authorization and preparation of the Power of Attorney

a) The authorization of a representative to attend the GMS must be made in writing in accordance with civil law and the Corporation's regulations. It must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and must bear signatures as prescribed below:

- In case the individual shareholder is the authorizer, the Power of Attorney must bear the signatures of that shareholder and the individual/legal representative of the authorized organization attending the meeting;
- In case the shareholder is a legal entity, the Power of Attorney must bear

the signature of the legal representative and the seal of the shareholder (if any), alongside the signature of the individual/legal representative of the authorized organization attending the meeting.

b) In case a lawyer signs the document designating a representative on behalf of the authorizer, the designation of the representative in this case shall only be deemed valid if such a designation document is presented together with the Power of Attorney granted to the lawyer or a valid copy of that authorization letter (if not previously registered with the Corporation). Failure to comply with this requirement shall render the designation of authorization invalid.

c) Except for the case specified in point b, Clause 3 of this Article, the voting ballot of the authorized attendee within the scope of authorization remains valid in the event of any of the following circumstances:

- The authorizer dies, has their civil act capacity restricted, or loses their civil capacity;
- The authorizer has revoked the designation of authorization;
- The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply if the Corporation receives a notice regarding any of the aforementioned events before the opening time of the GMS or before the meeting is reconvened.

d) The Corporation is exempted from all legal liabilities related to fraud or forgery of the Power of Attorney (if any). The resolutions approved by the GMS shall remain in full force and effect in the event of fraud or forgery of the Power of Attorney.

4. Conditions for conducting the General Meeting of Shareholders

a) Verification of shareholder status and announcement of the GMS attendance rate:

- The BOD shall appoint one or several persons responsible for verifying the shareholder status and calculating the attendance rate of shareholders during the General Meeting;
- The shareholder attendance rate must be announced after the conclusion of shareholder registration and prior to each instance of collecting shareholders' voting opinions.

b) Conditions for conducting the General Meeting:

- The GMS is conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares;
- In case the number of attending shareholders does not represent more than fifty percent (50%) of the total voting shares within thirty (30) minutes from the designated opening time, a second invitation notice shall be sent within thirty (30) days from the intended date of the first GMS. The second convened GMS shall

only be conducted when the number of attending shareholders represents at least 33% of the total voting shares.

- In case the second General Meeting cannot be conducted because the attending shareholders represent less than thirty-three percent (33%) of the total voting shares within thirty (30) minutes from the designated opening time, a third invitation notice must be sent within twenty (20) days from the intended date of the second meeting. The third GMS shall be conducted regardless of the total number of voting shares of attending shareholders, and shall be considered valid with the authority to decide on all matters scheduled for approval at the first GMS.

5. Agenda and contents of the General Meeting of Shareholders

a) The Chairman of the BOD shall preside or authorize another BOD member to preside over the GMS convened by the Board of Directors. The GMS shall vote to approve other members of the Presidium and elect the Vote Counting Committee based on the BOD's proposal. The Presidium shall appoint a Secretariat to record the minutes and resolutions of the meeting;

- From the moment the Presidium is established, the Chairperson exercises the right to moderate and decide on all matters arising during the meeting;

- The Chairperson directs the GMS to vote on approving the agenda and main contents of the meeting.

b) All proceedings of the meeting must be carried out in strict accordance with the agenda and main contents approved by the GMS. Only the GMS has the authority to change the meeting agenda, accompanied by the invitation notice.

c) In case issues or events arise outside the approved agenda and main contents, the Chairperson has full authority to decide and implement necessary and reasonable measures to conduct the meeting in an orderly manner, consistent with the approved agenda, and reflecting the wishes of the majority of attendees;

d) Postponement of the General Meeting of Shareholders:

- The Chairperson has the right to postpone a GMS in progress to another time or change the meeting venue under the circumstances specified in Clause 8, Article 21 of the Corporation's Charter.

- The BOD shall decide to postpone the GMS in case of force majeure events or objective hindrances, including but not limited to natural disasters, epidemics, acts of war, or administrative orders from competent state authorities that affect the organization of the meeting. The postponement notice must be issued prior to the expected opening date, disclosed as information, posted on the Corporation's website, announced on mass media, and/or applied via other methods, ensuring shareholders can access the notice content.

d) Discussion and Q&A at the meeting:

- Shareholders/authorized representatives of shareholders shall discuss matters within the scope of the agenda and the time limits approved by the GMS,

and subject to the Chairperson's decision. Shareholders/authorized representatives shall register their discussion topics using the "Registration Form for Discussion and Opinions" and submit it to the Secretariat to present to the Chairperson for consideration and response;

- The Chairperson has the right to decline answering unregistered opinions, opinions unrelated to the approved agenda, or when the time allotted for discussion and speeches has expired.

e) Shareholders' inquiries shall be answered directly by the Chairperson at the meeting. Responses must be provided within the time frame of the approved meeting agenda or as decided by the Chairperson. If not all inquiries can be answered within the agenda's time frame, the BOD shall reply in writing and publicly post the responses on the Corporation's website within 15 days from the conclusion of the meeting.

6. Voting methods

a) Voting method:

- The following matters shall be approved by raising voting cards, with results determined by majority: Approval of the Presidium and the Vote Counting Committee; Approval of the General Meeting's Agenda; Approval of the General Meeting's Regulations, Voting Rules, and Election Rules; Approval of the General Meeting's Resolution;

- Voting to approve decisions of the GMS shall be conducted via voting ballots distributed at the GMS based on the number of shares owned by shareholders, with the options: Approve; Disapprove; Abstain (No opinion) for each issue;

b) Election method:

- The election of BOD and Supervisory Board members shall be conducted via a secret ballot dropped into a ballot box. The organizing committee shall prepare the ballot box for the election. The Vote Counting Committee must inspect the ballot box witnessed by the shareholders. Voting commences upon the signal from the Presidium and concludes when the final shareholder/authorized representative drops their ballot into the box.

- Shareholders shall vote using the cumulative voting method, specifically:

- + Each shareholder has a total number of votes equivalent to their total number of voting shares (both owned and authorized) multiplied by the number of members to be elected to the Board of Directors or Supervisory Board;

- + A shareholder has the right to cast all or a portion of their total votes for one or several candidates;

- + Elected candidates are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is met;

+ In case two or more candidates receive an equal number of votes for the final position, the General Meeting of Shareholders shall conduct a re-election for that member among the candidates with equal votes.

7. Notification of vote-counting results

a) The vote-counting results shall be recorded in a Vote Counting Minute, signed by the members of the Vote Counting Committee, and announced by the Head of the Vote Counting Committee before the General Meeting of Shareholders.

b) The contents of the Vote Counting Minute include: Total number of attending shareholders, total number of voting shareholders; number and percentage of valid voting ballots and election ballots; number and percentage of invalid voting ballots and election ballots; number of votes and voting percentages (approve, disapprove, abstain) for each matter submitted to the GMS (in case the GMS votes to approve matters); number of votes and election percentages for each candidate (in case the GMS conducts election procedures).

Article 7. Minutes of the General Meeting of Shareholders

1. The GMS must be minuted and may be audio-recorded or recorded and stored in other electronic formats. The minutes shall be prepared in Vietnamese; a foreign language version may also be prepared, and both shall have equal legal validity. In case of any discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail. The minutes must include the following principal contents:

- a) Name, head office address, and enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full names of the Chairperson and Secretary;
- d) Summary of meeting proceedings and opinions expressed at the GMS regarding each matter in the meeting agenda;
- e) Number of shareholders and total number of votes of attending shareholders, annex of the registration list of shareholders and shareholders' representatives attending the meeting, along with their corresponding number of shares and votes;
- g) Total number of votes for each voting matter, clearly stating the voting method, total valid and invalid votes, approved, disapproved, and abstained votes; and the corresponding percentage over the total votes of attending shareholders;
- h) Approved matters and the corresponding approval voting percentages;
- i) Full names and signatures of the Chairperson and Secretary.

2. The GMS minutes must be completed and approved before the conclusion of the meeting.

3. The Chairperson and Secretary of the meeting are jointly liable for the truthfulness and accuracy of the minutes' contents. In case the Chairperson or Secretary refuses to sign the minutes, these minutes shall remain valid if signed by all other attending members of the Board of Directors and containing full contents as prescribed in Clause 1 of this Article. The minutes must clearly state the refusal of the Chairperson or Secretary to sign.

4. The GMS minutes must be disclosed as information to the Stock Exchange and the State Securities Commission as prescribed, and posted on the Corporation's website within 24 hours from the conclusion of the meeting. The disclosure and posting of the GMS minutes shall substitute the sending of minutes to all shareholders as prescribed by the Law on Enterprises.

5. The GMS minutes are considered authentic evidence of the tasks and contents conducted at the meeting.

Article 8. Resolutions of the General Meeting of Shareholders

1. The GMS resolution is the concrete form of the contents voted on and approved by the GMS at the meeting. The GMS resolution is promulgated based on the GMS minutes; the Presidium authorizes one (01) member of the Secretariat to read the full text of the draft resolution, and the GMS votes to ratify the full text of the resolution under the moderation of the Presidium.

2. A resolution is passed when approved by a number of voting shareholders reaching the required percentage prescribed in Article 22 of the Corporation's Charter and relevant legal regulations.

3. The matters recorded in the GMS resolution become effective for implementation from the time they are voted and approved by the GMS, or from the effective time stated in such resolution.

4. A GMS resolution passed by 100% of the total voting shares is legal and valid, even if the order and procedures for convening the Meeting and passing the resolution violate the provisions of the Law on Enterprises and the Corporation's Charter;

5. In case a shareholder or group of shareholders requests a Court or Arbitration to cancel a GMS resolution as prescribed in Article 9 of this Regulation, such resolution remains effective for execution until the cancellation decision of the Court or Arbitration takes effect, except where temporary emergency measures are applied pursuant to a decision of a competent authority.

6. The GMS resolution must be disclosed as information to the Stock Exchange and the State Securities Commission as prescribed, and posted on the Corporation's website within 24 hours from the conclusion of the GMS. The information disclosure and posting of the GMS Resolution shall substitute the sending of the Resolution to all shareholders as prescribed by the Law on Enterprises;

Article 9. Procedures to object to or request the cancellation of

resolutions of the General Meeting of Shareholders

1. A shareholder who voted against a resolution regarding the reorganization of the Corporation or alterations to the rights and obligations of shareholders prescribed in the Corporation's Charter has the right to demand the Corporation to repurchase their shares. The demand must be in writing, clearly stating the shareholder's name, address, number of shares of each class, intended selling price, and the reason for demanding the repurchase. The demand must be sent to the Corporation within 10 days from the date the GMS passes the resolution on the matters specified in this Clause.

2. Within 90 days from the receipt date of the resolution, the GMS minutes, or the minutes on the results of collecting GMS opinions, a shareholder or a group of shareholders owning 05% of the total shares of the Corporation has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the GMS resolution under the following circumstances:

a) The order and procedures for convening the meeting and making decisions of the GMS severely violate the provisions of the Corporation's Charter, except for the case specified in Clause 4, Article 8 of these Regulations;

b) The content of the resolution violates the law or the Corporation's Charter.

Article 10. Post-meeting procedures of the General Meeting of Shareholders

1. Disclosure of information regarding the GMS minutes and resolutions. The minutes and resolutions must be disclosed as information at the Stock Exchange and the State Securities Commission as prescribed, and posted on the Corporation's website within 24 hours from the conclusion of the meeting;

2. Responding to questions and inquiries from shareholders raised at the meeting. The written responses to shareholders' inquiries shall be promulgated by the BOD and posted on the Corporation's website within 15 days from the conclusion of the meeting;

3. Carry out archiving tasks at the Corporation's head office for:

a) All documents, notices, texts, and vouchers issued by the Corporation related to the meeting;

b) Confirmations of meeting attendance and documents/notices of authorization to attend the meeting from shareholders;

c) The list of shareholders/authorized representatives of shareholders attending the meeting;

d) Voting/election ballots, registration forms for discussion and opinions of shareholders;

đ) Minutes of the GMS, resolutions of the GMS, and vote-counting minutes of the Vote Counting Committee.

Article 11. Order and procedures for passing resolutions of the General Meeting of Shareholders via written opinion collection

1. The Board of Directors has the right to collect shareholders' written opinions to pass GMS Resolutions when deemed necessary for the interests of the Corporation, except for the following matters:

- a) Development orientation of the Corporation;
- b) Classes of shares and the total number of shares of each class;
- c) Election of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
- đ) Approval of the annual financial statements;
- e) Reorganization or dissolution of the Corporation.

2. Order and procedures for convening the GMS to pass Resolutions via written opinion collection:

a) The BOD shall prepare the opinion collection ballots, draft GMS resolutions, and explanatory documents for the draft resolutions, and send them to all voting shareholders no later than 10 days prior to the deadline for returning the opinion collection ballots.

b) Compiling the list of shareholders; sending the opinion collection ballots, draft GMS resolutions, and explanatory documents to all voting shareholders shall be implemented in accordance with Article 5 and Clause 1, Article 6 of these Regulations.

c) The opinion collection ballot must include the following principal contents:

- Name, head office address, enterprise code;
- Purpose of opinion collection;
- Full name, contact address, nationality, and number of personal legal documents for individual shareholders; name, enterprise code, or number of legal documents of the organization, head office address for institutional shareholders; or full name, contact address, nationality, number of personal legal documents of the representative for institutional shareholders; quantity of shares of each class and number of votes of the shareholder;
- Matters requiring opinions for approval;
- Voting options include approve, disapprove, and abstain (no opinion);
- Deadline for returning the completed opinion collection ballot to the Corporation;

- Full name and signature of the Chairman of the Board of Directors.

d) Shareholders may send their completed opinion collection ballots to the Corporation via mail or email in accordance with the following provisions:

- In case of mailing, the completed ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The ballot sent to the Corporation must be enclosed in a sealed envelope, and no one is permitted to open it prior to the vote counting;

- In case of email, the ballot sent to the Corporation must be kept confidential until the time of vote counting;

- Ballots sent to the Corporation after the deadline specified in the ballot, or which have been opened (if mailed) or disclosed (if emailed), are invalid. Unreturned ballots are considered non-participating votes.

d) The Board of Directors shall organize the vote counting and prepare a Vote Counting Minute under the witness and supervision of the Supervisory Board or a shareholder holding no managerial position in the Corporation. The Vote Counting Minute must include the following principal contents:

- Name, head office address, enterprise code;
- Purpose and matters requiring opinions to pass the resolution;
- Number of voting shareholders with total participating votes, distinguishing between valid and invalid votes, and the method of sending ballots, attached with an annex listing the participating voting shareholders;
- Total number of approved, disapproved, and abstained votes for each matter;
- Approved matters and corresponding approval voting percentages;
- Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and the vote counters.

e) Members of the Board of Directors, vote counters, and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting minute; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting;

g) The completed opinion collection ballots, the vote counting minutes, the passed resolution, and the relevant attached documents shall be archived at the Corporation's head office.

3. A resolution passed via the written opinion collection of shareholders holds the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 12. Other formats of the General Meeting of Shareholders

1. The GMS authorizes the BOD to regulate the order and procedures for convening the GMS via online conference or written opinion collection using

electronic voting, provided that the fundamental principles of passing GMS resolutions at a meeting or via written opinion collection as prescribed in Article 6 and Article 11 of these Regulations are ensured.

2. Other matters and contents related to the GMS shall be implemented in accordance with the Corporation's Charter and relevant legal regulations.

Chapter III BOARD OF DIRECTORS

Article 13. Role, rights, and obligations of the Board of Directors

1. The Board of Directors is the managerial body of the Corporation, possessing full authority to act on behalf of the Corporation to decide on and exercise the Corporation's rights and obligations, excluding rights and obligations falling under the jurisdiction of the General Meeting of Shareholders.

2. Duties and powers of the Board of Directors:

a) In strategic planning, annual business and production plans, and annual financial plans:

- Submit to the GMS for approval the medium- and long-term development strategies and plans; the annual business, production, and financial plans of the Corporation (including adjustment schemes, if necessary);

- Approve plans, schemes, and action programs to implement the annual business and production plans and other matters approved by the GMS;

- Approve the General Director's semi-annual and annual reports on business and production performance.

b) In organization and human resources:

- Decide on the organizational structure, establish, or alter the functional departments/boards of the Corporation based on the General Director's proposal;

- Decide on the establishment, merger, or dissolution of branches, representative offices, and single-member limited liability companies based on the General Director's proposal;

- Decide on the establishment and dissolution of sub-committees assisting the Board of Directors according to operational requirements in each period;

- Authorize the General Director to establish Management Boards and Executive Boards for the Corporation's projects;

- Request the state capital management agency at the Corporation to appoint representatives of the state capital as prescribed;

- Submit to the GMS to decide on the number of members of the Board of Directors and the Supervisory Board;

- Nominate personnel (if necessary) for election by the GMS, and propose the dismissal, removal, and replacement of BOD members to the GMS;
- Elect, dismiss, and remove the Chairman of the Board of Directors;
- Appoint, dismiss, and discipline the General Director, Deputy General Directors, and Chief Accountant of the Corporation; appoint and dismiss the Person in charge of Corporate Governance; Report to the GMS on the appointment of the General Director;
- Approve and authorize the General Director to sign the appointment, dismissal, and disciplining of Heads of Departments, Boards, Centers, Branch Directors, and equivalent positions within the Corporation;
- Appoint, dismiss, and discipline the Chairperson, and grant approval for the Company Chairperson to sign the appointment of the Director and Supervisors of 100% Corporation-owned single-member limited liability companies based on the General Director's proposal;
- Appoint, dispatch, replace, and terminate Representatives of the Corporation's capital participating in the Board of Directors and Supervisory Boards in other companies based on the General Director's proposal;
- Submit to the GMS to decide on the total remuneration for members of the BOD and the Supervisory Board, and report on the payment of salaries and remuneration for the BOD and the Supervisory Board;
- Decide on salaries and other benefits for the General Director, Deputy General Directors, and Chief Accountant of the Corporation; decide on the wage funds of the Corporation and its branches; decide on salaries, remuneration rates, and other benefits for the Director, Deputy Directors, and Chief Accountant of 100% Corporation-owned single-member limited liability companies, and for authorized representatives participating in the Board of Directors and Supervisory Boards in subsidiaries;
- Dispatch or permit Deputy General Directors, the Chief Accountant of the Corporation, the Chairperson, Director, and Supervisors of 100% Corporation-owned single-member limited liability companies, and the Chairman of the BOD and General Director of subsidiaries to travel abroad for business trips, studies, or personal affairs.

c) In corporate restructuring:

- Submit to the GMS for approval the strategic orientation for restructuring the Corporation in each period;
- Approve the Corporation's restructuring plan based on the restructuring strategic orientation approved by the GMS;
- Approve the divestment policy and divestment portfolio of the Corporation in enterprises with the Corporation's capital contribution in each stage.

d) In financial investment and capital contribution to other enterprises:

- Submit to the GMS for approval policies on capital contribution, increase or decrease of the Corporation's investment capital in other enterprises, transfer and receipt of transfers of shares, bonds, and rights to purchase shares and bonds of the Corporation in other enterprises with an investment capital value of 35% or more of the total asset value recorded in the most recent audited financial statements of the Corporation;

- Decide to approve capital contribution, increase or decrease of the Corporation's investment capital in other enterprises, transfer and receipt of transfers of shares, bonds, and rights to purchase shares and bonds of the Corporation in other enterprises with an investment capital value of less than 35% of the total asset value recorded in the most recent audited financial statements of the Corporation;

- Decide on policies and plans for admitting enterprises voluntarily joining as associated companies;

- Decide on selecting professional valuation units to evaluate contributed assets as prescribed by law, and approve the asset valuation results upon capital contribution;

- Decide on plans to utilize funds collected from investment divestment in other enterprises and entities;

d) In the issuance/repurchase of shares, bonds, and payment of the Corporation's dividends:

- Submit to the GMS the classes of shares and the total number of shares authorized for offering for each class;

- Decide on the sale of new shares within the authorized offering limit of each class;

- Submit to the GMS for approval the issuance of convertible bonds into shares or warrants allowing holders to purchase shares at a fixed price;

- Decide the selling prices of the Corporation's shares, bonds, and convertible securities;

- Decide on the issuance of corporate bonds (except for convertible bonds);

- Submit to the GMS for approval the repurchase of more than 10% of the total sold shares of each class;

- Decide on the Corporation's repurchase of no more than 10% of the total ordinary shares of the Corporation, decide on the repurchase price, and the revocation of the Corporation's shares;

- Submit to the GMS for approval the annual dividend rate and determine the interim dividend rate; decide on the timing and procedures for dividend payments;

e) In valuation, trading, and liquidation of the Corporation's assets:

- Decide on the valuation of non-cash assets contributed to the Corporation related to the issuance of the Corporation's shares or bonds, including gold, land use rights, intellectual property rights, technology, technical know-how, and other assets as prescribed by law;

- Submit to the General Meeting of Shareholders (GMS) for approval transactions regarding the purchase, sale, and liquidation of the Corporation's assets valued at 35% or more of the total asset value recorded in the Corporation's most recent audited financial statements;

- Decide on transactions regarding the purchase, sale, and liquidation of the Corporation's assets valued at less than 35% of the total asset value recorded in the Corporation's most recent audited financial statements;

g) In the mobilization of capital for the Corporation's production and business, and the guarantee of loans for member units:

- Approve the Corporation's annual capital mobilization plan; decide on capital mobilization arising outside the approved plan; decide on capital mobilization via other forms;

- Ratify the annual plan and limits for borrowing, guarantees, and the implementation of asset-backed security measures of the Corporation for borrowing purposes;

- Approve the Corporation's borrowing and lending contracts, except for contracts under the authority of the GMS as prescribed in point s, Clause 2, Article 16 of the Corporation's Charter;

- Decide on the Corporation's guarantees for Branches borrowing capital at credit institutions;

- Decide on plans for the Corporation to lend capital to Branches and subsidiaries for production and business purposes;

h) In project investment:

- Submit to the GMS for approval decisions on investment activities valued at 35% or more of the total asset value recorded in the Corporation's most recent audited financial statements;

- Decide on investment activities valued at less than 35% of the total asset value recorded in the Corporation's most recent audited financial statements;

- Approve the development investment orientation, 5-year plans, annual plans, and ad-hoc plans regarding the investment activities of the Corporation and its single-member limited liability subsidiaries;

- Approve the development investment orientation, 5-year plans, annual plans, and ad-hoc plans regarding the investment activities of subsidiaries in which the Corporation holds a controlling stake.

i) In financial management:

- Approve the auditor for the annual financial statements when authorized by the GMS;
- Review and approve the publication of the Corporation's annual reports and financial statements in accordance with the law;
- Approve quarterly and semi-annual financial statements; Approve the annual financial statements to be submitted to the GMS for ratification;
- Handle asset losses;
- Supervise debt management and decide on provisioning for bad debts;
- Approve regulations on the use of the Corporation's funds;
- Approve purchase, sale contracts, and other contracts/transactions valued at thirty-five percent (35%) or more of the total asset value recorded in the Corporation's most recent financial statements, as well as transactions specified in Point a, Clause 9, Article 44 of the Corporation's Charter;
- Approve joint venture and business cooperation contracts with domestic and foreign partners;

k) In system governance:

- Submit to the GMS for approval the Corporation's Charter, amendments and supplements to the Charter, Internal Regulations on Corporate Governance, BOD Operation Regulations, and Supervisory Board Operation Regulations; Decide and promulgate the BOD Organization and Operation Regulations and Internal Regulations on Corporate Governance after GMS approval; Decide on promulgating the Operation Regulations of the Internal Audit Board under the BOD and the Corporation's Information Disclosure Regulations;
- Approve internal management regulations, Organization and Operation Regulations, Financial Regulations of Branches and Representative Offices, and Charters of 100% Corporation-owned subsidiaries in compliance with the Law and the Corporation's Charter based on the General Director's proposal;
- Organize the implementation, inspection, and supervision of the execution of resolutions and decisions made by the GMS and the BOD;
- Supervise and direct the General Director, Deputy General Directors, Chief Accountant, and other managers in the daily business operations of the Corporation;
- Conduct annual performance evaluations of the General Director, Deputy General Directors, Chief Accountant, Heads of Departments/Boards/Centers of the Corporation; Directors, Deputy Directors, Heads of Departments of Branches; Chairpersons, Directors, Deputy Directors, and Chief Accountants of 100% Corporation-owned single-member LLCs, and capital representatives holding executive management positions at subsidiaries;
- Approve the agenda and documents for GMS meetings; convene GMS meetings or collect written opinions for GMS approval;

- Report to the GMS on the BOD's activities and its supervision results over the General Director and other managers during the financial year;
- Resolve shareholder complaints against the Corporation's executives, and select the Corporation's representative to handle legal procedures related to such executives;
- Approve and provide opinions on critical matters stipulated in point b, Clause 1, and Clause 2, Article 58 of the Corporation's Charter and the Regulations on Management of the Corporation's Capital Representatives in other enterprises, guiding the representative's voting at the BOD and GMS of those enterprises;
- Suspend management decisions of the General Director if such decisions violate the law, the Charter, or resolutions of the GMS/BOD, or are deemed potentially detrimental to the Corporation;
- l) Other duties and powers stipulated in legal documents, the Corporation's Charter, and other tasks assigned by the GMS.

3. When executing its functions, rights, and obligations, the BOD must comply with Law No. 68/2025/QH15, its amending, supplementing, and guiding documents, and the Regulations on the Management of State Capital Representatives at enterprises where the Ministry of Construction acts as the owner's representative, the BOD must coordinate with State Capital Representatives to report to the owner's representative agency prior to voting at GMS and BOD meetings, ensuring strict compliance with the law and the Corporation's Charter.

Article 14. Rights and obligations of members of the Board of Directors

1. A member of the Board of Directors has the following rights and obligations:

- a) Jointly with other BOD members, govern the Corporation in strict accordance with the law and the Corporation's Charter; perform duties honestly and prudently for the highest interests of the shareholders and the Corporation; be accountable to the GMS and BOD regarding the execution of assigned duties upon request;
- b) Request the General Director, Deputy General Directors, and other managers within the Corporation to provide information and documents regarding the financial status and business operations of the Corporation and its units;
- c) Request the Chairman of the BOD to convene extraordinary BOD meetings as stipulated in the Corporation's Charter and this Regulation;
- d) Research, evaluate the situation and performance results, and contribute to the development orientation and business production plans of the Corporation in each period;
- d) Elect, dismiss, and remove the Chairman of the BOD and other titles under the BOD's authority;
- e) Fully attend BOD meetings, clearly express opinions on discussed

matters, and vote on all meeting agenda items, except when voting is prohibited due to conflicts of interest as prescribed by the Law on Enterprises and Clause 7, Article 44 of the Corporation's Charter;

g) Promptly and fully report to the BOD all remunerations received from subsidiaries, affiliated companies, and other organizations;

h) May be provided with liability insurance purchased by the Corporation upon GMS approval. This insurance does not cover liabilities related to a BOD member's violations of the law or the Corporation's Charter;

i) Other rights and obligations prescribed by the Corporation's Charter and the law.

2. BOD members are responsible for reporting to the State Securities Commission and the Stock Exchange, and performing information disclosure when trading the Corporation's shares in accordance with securities laws.

3. In addition to the rights, obligations, and responsibilities in Clauses 1 and 2 of this Article, BOD members also have the following responsibilities:

a) Disclose related interests as prescribed in Clause 3, Article 44 of the Corporation's Charter;

b) Notify the BOD and the Supervisory Board of transactions between the Corporation, its subsidiaries, or companies where the Corporation holds over 50% of charter capital and themselves or their related persons, in accordance with the law;

c) Must not, alongside related persons, use the Corporation's undisclosed information or reveal it to others to execute related transactions as stipulated in Clause 8, Article 44 of the Corporation's Charter;

d) Report to the BOD and the Supervisory Board in the following cases:

- Transactions between the Corporation and a company where the BOD member was a founding member or a manager within the last 03 years prior to the transaction;

- Transactions between the Corporation and a company where the related persons of the aforementioned subjects are BOD members, the General Director, or shareholders owning over 10% of the charter capital.

Article 15. Quantity, structure, term, standards, and conditions of the Board of Directors members

1. The Board of Directors consists of 05 members. The BOD structure must ensure a minimum of one (01) non-executive member.

2. Term of office for BOD members:

a) The term of the BOD is five (05) years, and members may be re-elected for an unlimited number of terms;

b) If a member is elected as a supplement or replacement for a dismissed/

removed member during the term, the term of the new member shall be the remaining duration of the BOD's term;

c) If the terms of all BOD members expire simultaneously, those members shall continue to serve until new members are elected as replacements and take over the duties.

3. Standards and conditions for BOD members:

BOD members must fully meet the following standards and conditions:

a) Do not be of the cases stipulated in Clause 2, Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in business administration or in the business sectors/industries of the Corporation, and are not necessarily required to be shareholders of the Corporation;

c) May concurrently serve as BOD members of other companies, but up to a maximum of 05 companies;

d) Do not have family relationships with the General Director or other managers of the Corporation, or with managers/individuals authorized to appoint the Corporation's managers as stipulated in Point d, Clause 4, Article 26 of the Corporation's Charter;

đ) Have leadership qualities, integrity, responsibility, ethics, and earn the trust of shareholders, other BOD members, management personnel, and employees of the Corporation;

e) Have the ability to translate knowledge and experience into practical solutions;

g) Have accurate judgment and excellent communication skills.

Article 16. Nomination, candidacy, election, dismissal, and removal of BOD members; election, dismissal, and removal of the BOD Chairman

1. A shareholder or group of shareholders holding ordinary shares has the right to nominate BOD candidates based on the following principles:

a) From 10% to less than 20%: may nominate one (01) candidate;

b) From 20% to less than 30%: may nominate a maximum of two (02) candidates;

c) From 30% to less than 40%: may nominate a maximum of three (03) candidates;

d) From 40% to less than 50%: may nominate a maximum of four (04) candidates;

đ) From 50% and above: may nominate a maximum of five (05) candidates.

Ordinary shareholders forming a group to nominate candidates must notify the Corporation of the group's formation before the opening of the GMS as

prescribed.

2. In case the shareholders or groups of shareholders mentioned in Clause 1 of this Article fail to nominate the required number of candidates, the incumbent BOD shall introduce supplementary candidates based on the following principles:

a) The Corporation's Human Resources Department shall organize the search and selection of suitable candidates meeting the standards and conditions stipulated in Clause 3, Article 15 of these Regulations to submit to the BOD for review and nomination.

b) Shareholders or groups of shareholders who do not meet the conditions to nominate candidates for the Board of Directors may introduce personnel to the Corporation's Human Resources Department for evaluation, selection, and submission to the Board of Directors for consideration and nomination.

3. Based on the principles in Clauses 1 and 2 of this Article, prior to each election, the Board of Directors shall establish rules regarding the order, procedures, and methods for nominating candidates. The Corporation will also publish the candidacy and nomination dossier on its website within the prescribed time limit prior to the nomination period, in accordance with Clause 1, Article 26 of the Corporation's Charter.

4. Required dossier for nominating candidates to the Board of Directors:

a) Dossier components for candidate nomination:

- Valid nomination form according to the template issued and published on the Corporation's website;

- Candidate's curriculum vitae containing basic information: Personal details (full name, date of birth, residential address, personal identification documents); Work history; Number of shares held in the Corporation; Declaration of related persons and their respective shareholdings;

- Candidate's commitment letter confirming: i) The truthfulness and accuracy of the personal information, professional qualifications, and occupational capacity provided; ii) Full understanding of their duties and responsibilities on the Board of Directors if elected; and iii) Commitment to work honestly, loyally, prudently, in good faith, and for the highest interests of the Corporation and all shareholders if elected;

- Certified copies of documents related to the candidate, including: Personal identification (ID card/Citizen ID/Passport); Household registration or proof of residence; Degrees and certificates related to professional qualifications (if any).

b) Additional requirements for candidates nominated by shareholders/groups of shareholders:

- Full list of the nominating group of shareholders;

- Confirmation of share ownership for the shareholder/group of shareholders, or equivalent documents from the Securities Company where the

account is opened, or from the VSD (as of the record date for the shareholder list);

- Minutes of the shareholder group meeting, if the candidate is nominated by a group.

c) In case the Board of Directors nominates additional candidates, alongside the documents required in point a of this Clause, the Board must convene a meeting attended by the Human Resources Department to pass a resolution approving the list of these additionally nominated candidates.

5. The General Meeting of Shareholders shall elect members of the Board of Directors at the annual or extraordinary meeting using the cumulative voting method, as prescribed in point b, Clause 6, Article 6 of this Regulation.

6. Cases of dismissal, removal, and supplementation of Board of Directors members:

a) The GMS shall dismiss a Board member in the following cases:

- Failure to meet the standards and conditions prescribed in Clause 4, Article 26 of the Corporation's Charter and these Regulations;
- Submission of a resignation letter that is approved by the GMS;
- Other cases are prescribed in the Corporation's Charter.

b) The GMS shall remove a Board member in the following cases:

- Failure to participate in Board activities for 06 consecutive months, except in cases of force majeure;
- Other cases are prescribed in the Corporation's Charter.

c) When deemed necessary, the General Meeting of Shareholders shall decide to replace, dismiss, or remove members of the Board of Directors in cases other than those stipulated in points a and b, Clause 6 of this Article.

d) The BOD must convene a GMS to elect supplementary members in the following cases:

- The number of Board members falls by more than one-third compared to the number stipulated in the Corporation's Charter. In this case, the Board must convene a GMS within 30 days from the date the number of members drops by more than one-third;
- Except for the case specified in sub-point 1 point d, Clause 6 of this Article, the GMS shall elect new members to replace those who were dismissed or removed at the nearest meeting.

7. Notification on the election, dismissal, and removal of members of the Board of Directors

a) In cases where candidates for the Board of Directors (BOD) have been identified, information regarding the BOD candidates must be published on the Corporation's website at least 10 days prior to the opening date of the General

Meeting of Shareholders so that shareholders can review these candidates before voting. The disclosed information related to BOD candidates must include at a minimum:

- Full name, date of birth;
- Professional qualifications;
- Work experience;
- Other managerial positions (including Board of Directors positions at other companies);
- Interests related to the Corporation and the Corporation's related parties;
- Other information (if any) as prescribed in the Corporation's Charter;
- Information regarding related persons.

b) The notification of the results of the election, dismissal, removal, replacement, or addition of Board of Directors members must be disclosed on the securities market in accordance with the Law on Securities, Circular No. 96/2020/TT-BTC, and the regulations of the Corporation.

8. Election, dismissal, and removal of the Chairman of the Board of Directors:

a) The Chairman is elected, dismissed, and removed by the Board of Directors from among its members.

b) For a new term, the newly elected Board must hold its first meeting within 07 working days from the end of the election to elect the Chairman. This meeting is convened and chaired by the member with the highest percentage of votes. If multiple members tie for the highest votes, the members shall elect one among them to convene the meeting by majority rule.

c) If the Chairman resigns or is dismissed/removed, the Board must elect a replacement within ten (10) days from the date of receiving the resignation or the decision of dismissal/removal.

Article 17. Remuneration and other benefits of the Board of Directors members

1. Members of the Board of Directors are entitled to receive salaries and remuneration for their work. They are also reimbursed for travel, accommodation, and other reasonable expenses incurred while performing assigned duties, including attending Board meetings.

2. At the annual meeting, the GMS approves the total fund for salaries, remuneration, and operating expenses for the Board of Directors. Within this approved fund, the Board decides the specific remuneration for each member based on their position, role, functions, tasks, and responsibilities.

3. In addition to Board remuneration, members may receive remuneration, operating expenses, and other benefits from subsidiaries and affiliated companies

where they serve as representatives of the Corporation's capital contribution or shares.

4. Board members holding positions in the Executive Board may receive additional income derived from their executive titles.

5. The remuneration and other benefits of Board members must be disclosed in the annual report and documents serving the Corporation's annual GMS meeting.

6. The remuneration and operating expenses of the Board of Directors are accounted for as business expenses of the Corporation in accordance with current tax laws.

Article 18. Order and procedures for organizing Board of Directors meetings

1. Meetings of the Board of Directors

a) During its term, the Board of Directors (BOD) shall hold regular meetings at least once (01) a quarter and may hold extraordinary meetings when necessary.

b) Regular BOD meetings: At a regular BOD meeting, the Board of Directors shall review, discuss, vote to pass, or decide on the following matters:

- Reports from the Executive Board on management and administration operations; business and production results and plans for the period; financial situation for the period; tasks directed by the BOD; and other matters related to the operations of the Corporation;

- Other guidelines and proposals falling under the decision-making authority of the BOD.

c) Extraordinary BOD meetings: An extraordinary BOD meeting is organized when the Board of Directors deems it necessary to review, discuss, vote to pass, or decide on unexpected matters requiring a decision from the BOD, or upon receiving a request to convene a meeting in the following cases:

- Upon the request of the Supervisory Board;
- Upon the request of the General Director or at least five (05) other executives;
- Upon the request of at least two (02) members of the Board of Directors.

The request stipulated in point c, Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

The Chairman of the Board of Directors must convene a BOD meeting within seven (07) working days from the date of receiving the request stipulated in Point c, Clause 1 of this Article. If the Chairman fails to convene the BOD meeting as requested, the Chairman of the BOD must be held liable for any damages caused to the Corporation; the requester(s) shall have the right to replace the Chairman of

the BOD to convene the meeting.

2. Procedures for convening and organizing a BOD meeting:

a) The Chairman of the Board of Directors decides the time, venue, and agenda of the BOD meeting.

b) Based on the meeting agenda, the Chairman of the Board of Directors decides the composition of attendees. When deemed necessary, the Chairman of the BOD may summon key managerial executives to attend the meeting.

c) The Corporate Governance Officer / Company Secretary must attend the meeting to take the meeting minutes.

d) Sending the Notice of Meeting and meeting documents:

- The Notice of the BOD meeting is signed and issued by the Chairman of the BOD or the convenor;

- The Person in Charge of Corporate Governance/Secretary of the Corporation is responsible for sending the Notice of Meeting and meeting documents to attendees no later than three (03) days prior to the expected starting date for regular meetings, and at least half (1/2) a day in advance for extraordinary meetings. The Notice of Meeting is sent via email or other methods ensuring attendees can receive the meeting information. The Notice of Meeting and enclosed documents shall be sent to members of the Supervisory Board in the same manner as to members of the BOD;

- Relevant responsible units must prepare and finalize reports, proposals, and meeting documents in accordance with the specified agenda and send them via email or physical copy to the Corporate Governance Officer / Company Secretary at least five (05) days prior to the meeting date;

- The receipt and dispatch of confidential documents shall be carried out under direction of the Chairman of the Board of Directors.

3. The Supervisory Board has the right to attend BOD meetings and has the right to discuss but is not allowed to vote.

4. Conditions for conducting a BOD meeting:

a) A meeting of the Board of Directors shall only be conducted when at least three-quarters (3/4) of the BOD members are present;

b) In case the convened meeting does not have a sufficient number of attending members as prescribed above, it may be convened for a second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half (1/2) of the BOD members attend.

5. Order of proceedings of a BOD meeting:

a) The Chairman of the Board of Directors is the Chair of the BOD meeting. In case the Chairman cannot chair the meeting, the BOD shall appoint one (01) BOD member to serve as the Chair of the meeting;

b) The Chair of the meeting appoints the Person in Charge of Corporate Governance/Secretary of the Corporation to act as the meeting secretary;

c) The meeting secretary is responsible for checking and reporting to the Chair regarding the presence and absence of invited attendees. In case of absence, the reason must be clearly stated;

d) Members of the Executive Board and key managerial executives assigned to attend and report at the meeting are responsible for presenting reports and proposals related to the agenda before the BOD, under the moderation of the Chair;

đ) The Board of Directors discusses, provides opinions, and votes on matters submitted to the BOD. The Chair coordinates the discussion and voting among BOD Members. The implementation of matters outside the agenda shall be decided by the Chair.

6. Voting mechanism at BOD meetings:

a) The Board of Directors shall vote on each report, proposal, and issue submitted to the BOD at the meeting. A BOD member is considered to have attended and voted at the BOD meeting in the following cases: Voting directly at the meeting, voting via video conference, electronic voting or other electronic forms, or sending the voting ballot to the meeting via mail or email;

b) In the case of sending a voting ballot to the meeting via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the BOD at least one (01) hour prior to the opening of the meeting. Voting ballots may only be opened in the presence of all attendees;

c) Each BOD member attending the BOD meeting has one (01) voting right. The voting right is exercised in the form of a Voting Ballot. In cases where the BOD votes on transactions with Related Persons, any BOD Member who benefits from the transaction or has a conflict of interest with the Corporation through such transaction shall have no voting rights, and the presence of such Member at the meeting shall not be counted towards the minimum quorum required to conduct the BOD meeting;

d) The voting of the Board of Directors must clearly indicate the opinion: "Approve" (In favor) or "Disapprove" (Against);

đ) A resolution of the Board of Directors is passed when there is a majority (over 50%) of approving votes. If the number of "Approve" and "Disapprove" votes is equal, the vote of the Chairman of the BOD shall be the deciding vote; if the Chairman of the BOD does not vote, the vote of the Chair of the meeting shall be the deciding vote.

e) The BOD meeting concludes when all reports, proposals, and contents submitted to the BOD have been discussed and voted upon. When necessary, the Chair of the meeting shall deliver concluding remarks;

g) The meeting secretary is responsible for drafting the minutes and resolutions of the meeting after its conclusion.

7. Making BOD meeting minutes

a) The BOD meeting minutes shall be made after the conclusion of the meeting to record the proceedings and must be completed within a reasonable timeframe from the date of the meeting. For regular BOD meetings, the meeting minutes must be completed before the next regular meeting takes place.

b) The meeting minutes shall be made in Vietnamese and may additionally be made in a foreign language, containing the following main contents:

- Name, head office address, enterprise code;
- Time and venue of the meeting;
- Purpose, agenda, and contents of the meeting;
- Chair and secretary of the meeting;
- Full names of each attending member and method of attendance; full names of absent members and reasons;
- Issues discussed and passed, and the corresponding approval voting ratios at the meeting;
- Summary of opinions from each attending member following the chronological sequence of the meeting;
- Voting results, clearly indicating the members who approved and disapproved;
- Issues that have been passed and their corresponding approval voting ratios;
- Time of meeting conclusion.

c) The BOD meeting minutes must bear the signatures of the chair, the meeting secretary, and attending members of the Board of Directors.

If the chair or meeting secretary refuses to sign the minutes, but all other attending BOD members agree to pass the minutes and sign them with full contents as prescribed in point b, Clause 7 of this Article, such minutes shall be effective. The meeting minutes must clearly state the refusal of the chair or secretary to sign.

d) The chair, the minutes recorder, and the signatories in the minutes must be responsible for the truthfulness and accuracy of the contents of the BOD meeting minutes.

đ) The BOD meeting minutes and documents used in the meeting must be archived at the head office of the Corporation. Extracting and utilizing the contents of the meeting minutes shall be executed by the Corporate Governance Officer under the direction of the Chairman of the Board of Directors.

8. Issuing resolutions via collection of written opinions:

The Board of Directors may pass resolutions within its authority by collecting written opinions from BOD members. The collection of written opinions

to pass a Resolution shall be carried out as follows:

a) The Chairman of the Board of Directors has the right to collect written opinions from BOD members to pass BOD resolutions at any time if deemed necessary for the benefit of the Corporation.

b) The Chairman of the BOD directs the Person in Charge of Corporate Governance/Secretary of the Corporation to prepare the dossier for collecting BOD members' opinions. The opinion collection dossier includes: the Opinion Collection Form, Draft Resolution, Proposal, and related reports.

- The Opinion Collection Form must contain the following main contents: (i) issues requiring opinions, (ii) voting options including: Approve, Disapprove, (iii) the deadline by which the completed form must be returned to the Corporation, and (iv) the full name and signature of the Chairman of the BOD, and the full name and signature of the consulted BOD member.

c) The Chairman of the BOD organizes the vote counting and drafts the vote-counting minutes with the assistance of the Corporate Governance Officer or Company Secretary. The vote-counting minutes must contain the following main contents: (i) issues requiring opinions, (ii) the total number of BOD members who participated in voting, distinguishing between valid and invalid votes, (iii) the total number of approving and disapproving votes for each issue, and (iv) the full names and signatures of the Chairman of the BOD and the Corporate Governance Officer or Company Secretary.

d) When collecting written opinions from BOD members, a resolution shall be passed if it receives the approving opinions of the majority (over 50%) of the total number of BOD members having voting rights on the issue being consulted. If the number of approving and disapproving opinions is equal, the opinion of the Chairman of the BOD shall be the deciding opinion.

đ) A resolution passed via written opinion holds the same validity and effect as a resolution passed by BOD members at a validly convened and organized meeting.

Article 19. Notification of BOD resolutions and decisions

1. A BOD resolution is the formalized document of approved contents and must be completed simultaneously with the Board meeting minutes.

2. The Chairman of the Board signs the resolution on behalf of the Board.

3. The contents recorded in the resolution are valid for execution from the time of Board approval or the specific time stated within the resolution.

4. Once promulgated, the resolution may be extracted and sent to Executive Board members, key managers, and Unit Heads to organize the execution of the Board's directives. The Person in Charge of Corporate Governance handles this extraction and notification under the Chairman's directive.

5. The Board assigns the Person in Charge of Corporate Governance to

monitor, inspect, and urge the implementation of assigned tasks. On a monthly basis, relevant units must send progress reports to the Person in Charge of Corporate Governance, who synthesizes and evaluates the results for the Board's review at the nearest regular meeting.

6. Board of Directors Decisions:

a) A Board Decision is a specific document issued to regulate or adjust a particular issue within the scope of policies/directives already approved in a Board resolution.

b) Decisions are promulgated based on the contents of Board resolutions.

c) The Chairman signs the decisions on behalf of the Board.

Article 20. Selection, appointment, and dismissal of the Person in Charge of Corporate Governance

1. The Board of Directors appoints at least one (01) person as the Person in Charge of Corporate Governance to support governance activities. This Officer performs the duties of the Corporation's Secretary as prescribed in Clause 2, Article 34 of the Corporation's Charter. The term of appointment is decided by the Board, up to a maximum of five (05) years.

2. Standards for the Person in Charge of Corporate Governance:

a) Knowledgeable about the law;

b) Possesses knowledge and experience in corporate organization and governance;

c) Must not concurrently work for the independent auditing firm currently auditing the Corporation's financial statements;

d) Other standards prescribed by law and Board decisions.

3. The Board may dismiss the Person in Charge of Corporate Governance at any time, provided it does not violate current labor laws.

4. The Person in Charge of Corporate Governance is appointed, dismissed, or removed via a Board resolution.

5. The Board shall announce the appointment or dismissal and disclose this information in accordance with the law and the Corporation's Charter.

6. Rights and obligations of the Person in Charge of Corporate Governance:

a) Advise the Board on organizing General Meeting of Shareholders (GMS) meetings per regulations and managing relations between the Corporation and shareholders;

b) Prepare for Board and GMS meetings upon the Board's request;

c) Advise on meeting procedures;

d) Attend meetings;

- d) Advise on the procedures for drafting Board resolutions in compliance with the Law;
- e) Provide financial information, copies of Board meeting minutes, and other information to Board members;
- g) Supervise and report to the Board on the Corporation's information disclosure activities;
- h) Act as the focal contact point with relevant stakeholders;
- i) Maintain information confidentiality per the Law and the Charter;
- k) Perform other rights and obligations prescribed by the Law and the Charter.

Article 21. Assisting sub-committees of the Board of Directors

1. The Board of Directors may establish subordinate sub-committees in charge of specialized topics: development policy, human resources, remuneration, internal audit, and risk management. The Board decides the functions, tasks, and number of members for each sub-committee, with a minimum of three (03) people, comprising both Board members and external members. During their operation, sub-committees must comply with the Board's regulations. Sub-committee resolutions are only approved for execution by the Board when a majority of attending members vote in favor at a sub-committee meeting.

2. The execution of decisions made by the Board or its subordinate sub-committees must comply with current legal regulations, the Corporation's Charter, and the Internal Regulations on Corporate Governance.

Chapter IV SUPERVISORY BOARD

Article 22. Roles, rights, and obligations of the Supervisory Board, responsibilities of members of the Supervisory Board

1. The Supervisory Board is elected by the General Meeting of Shareholders (GMS), carrying out the supervision of the Board of Directors and the General Director in the management and administration of the Corporation; inspecting the reasonableness, legality, truthfulness, and degree of prudence in the management and administration of business activities; the systematic, consistent, and appropriate nature of accounting, statistical work, and financial statement preparation so that the Corporation's business activities are publicized and transparent for the common benefit of the Corporation.

2. The rights and obligations of the Supervisory Board, and the responsibilities of the Supervisory Board are stipulated in Article 41 of the Corporation's Charter and specific provisions in the Regulation on organization and operation of the Supervisory Board.

Article 23. Quantity, term of office, composition, and structure of members of the Supervisory Board

1. Quantity, term of office, composition, and structure of the Supervisory Board

a) The number of members of the Corporation's Supervisory Board is three (03) persons, including one (01) Head of the Supervisory Board.

b) The term of office of a member of the Supervisory Board shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.

- In case the members of the Supervisory Board have the same expiration time of their terms but the members of the Supervisory Board for the new term have not yet been elected, the members of the Supervisory Board whose terms have expired shall continue to exercise their rights and obligations until the members of the Supervisory Board for the new term are elected and take over their duties.

- In case a member is elected as a supplement or replacement for a dismissed or removed member during the term, the term of such member shall be the remaining duration of the term of the Supervisory Board.

2. Standards and conditions for members of the Supervisory Board

a) Do not of the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major appropriate to the business operations of the Corporation;

c) Not being a manager of the Corporation; not necessarily a shareholder or employee of the Corporation;

d) Not being a person with a family relationship to a member of the Board of Directors, the General Director, and other managers, the representative of the State capital portion at the Corporation, and the representative of the Corporation's capital portion at other enterprises as prescribed in Point d, Clause 2, Article 39 of the Corporation's Charter;

đ) Not working in the accounting or finance departments of the Corporation;

e) Not being a member or an employee of the independent auditing firm performing the audit of the Corporation's financial statements in the immediately preceding three (03) years;

g) The Supervisory Board must have more than half of its members permanently residing in Vietnam;

h) The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the Corporation.

3. Nomination and self-nomination for members of the Supervisory Board

a) A shareholder or a group of shareholders holding 10% or more of the total ordinary shares has the right to nominate candidates to the Supervisory Board as prescribed in Clause 1, Article 16 of this Regulation. Ordinary shareholders forming a group to nominate persons to the Supervisory Board must notify the attending shareholders of the group meeting prior to the opening of the GMS;

b) In case the number of candidates for the Supervisory Board through nomination and self nomination is still insufficient, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the Corporation's Charter, the Internal Regulation on Corporate Governance, and the Regulation on operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

c) The mechanism, method, order, and procedures for nominating candidates for the Supervisory Board shall be posted on the Corporation's website in accordance with Clause 1, Article 26 of the Corporation's Charter within the prescribed time prior to the nomination.

d) Necessary dossier for nominating candidates for the Supervisory Board:

- Application for nomination or self- nomination for a member of the Supervisory Board according to the Corporation's form;
- Curriculum vitae, necessary information self-declared by the candidate according to the Corporation's form; notarized copy of the candidate's ID card, citizen identity card, or passport; and
- Other documents required by the Corporation and relevant Laws;
- For a group of shareholders: Full list of the nominating group of shareholders, proof of holding sufficient shares; written agreement of the group of shareholders on nominating the Supervisor;
- Candidates for the Supervisory Board shall send a written commitment on the truthfulness, accuracy, and reasonableness of the personal information provided and must commit to performing their duties honestly if elected as a Supervisor.

The dossier for self-nomination and nomination of members of the Board of Directors shall be sent to the Corporation according to the relevant notification.

4. Method of electing members of the Supervisory Board and the Head of the Supervisory Board

a) The election of members of the Supervisory Board is carried out by the method of cumulative voting and conducted similarly to the election of members of the BOD stipulated in point b, Clause 6, Article 6 of this Regulation;

b) The Head of the Supervisory Board is elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal, and

removal shall follow the majority rule.

5. Cases of dismissal and removal of members of the Supervisory Board

a) The GMS shall dismiss a member of the Supervisory Board in the following cases:

- No longer satisfying the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2, Article 39 of the Corporation's Charter and this Regulation;

- Submitting a resignation letter that is approved;

- Other cases stipulated by the Corporation's Charter.

b) The GMS shall remove a member of the Supervisory Board in the following cases:

- Failing to complete assigned tasks and work;

- Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

- Committing multiple or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Corporation's Charter;

- Other cases pursuant to resolutions of the General Meeting of Shareholders.

6. Notification of the election, dismissal, and removal of members of the Supervisory Board:

a) In case the candidates for the Supervisory Board have been identified, information regarding the candidates for the Supervisory Board must be published on the Corporation's website at least 10 days before the opening date of the General Meeting of Shareholders so that shareholders can research these candidates prior to the election. Disclosed information related to candidates for the Supervisory Board includes: Full name, date, month, and year of birth; Professional qualifications; Other information (if any) as prescribed in the Corporation's Charter; Information regarding related persons.

b) The notification of the results of the election, dismissal, and removal of members of the Supervisory Board must be disclosed on the securities market in accordance with the Securities Law, Circular 96/2020/TT-BTC, and the regulations of the Corporation.

Article 24. Salary and other benefits of members of the Supervisory Board

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the GMS. The GMS shall decide on the total level of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for the costs of meals, accommodation, travel, and the costs of utilizing independent consulting services at reasonable levels. The total level of such remuneration and costs shall not exceed the annual operating budget of the Supervisory Board approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Corporation in accordance with the laws on corporate income tax, other relevant laws, and must be established as a separate item in the annual financial statements of the Corporation.

Chapter V

GENERAL DIRECTOR

Article 25. Role, responsibilities, rights, and obligations of the General Director

1. The General Director shall manage and administer all operational aspects of the Corporation, having the right to self-determine all management and executive matters that is not within the authority of the General Meeting of Shareholders (GMS) and the Board of Directors (BOD) as stipulated in the Corporation's Charter and this Regulation; and shall be responsible to the BOD and the law for the execution of assigned rights and obligations.

2. The responsibilities, rights, and obligations of the General Director are stipulated in Clause 5, Article 37 of the Corporation's Charter, specifically as follows:

a) To implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. When organizing the implementation of the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, if discovering issues disadvantageous to the Corporation, the General Director has the right to propose a review and adjustment of such resolutions and decisions. If the General Meeting of Shareholders and the Board of Directors have no amending opinions, the General Director must execute the promulgated resolutions and decisions.

b) To decide on matters that do not require decisions from the Board of Directors, including signing contracts on behalf of the Corporation, organizing and directing the daily business operations of the Corporation in accordance with the decentralization in the Corporation's Charter, this Regulation, and best management practices.

c) To use effectively, preserve capital, organize production and business, and develop capital according to the plans approved by the Board of Directors.

d) Based on the Corporation's production and business plan and investment plan approved by the General Meeting of Shareholders and the Board of Directors, the General Director shall proactively develop quarterly planned objectives and

formulate appropriate action programs.

đ) To decide on purchase, sale contracts and other contracts, transactions valued at less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Corporation; This provision does not apply to the transactions specified in point a, Clause 9, Article 44 of the Corporation's Charter.

e) To decide on the promulgation of the Working Regulations and the assignment of tasks for the Executive Board.

g) To direct the functional departments of the Corporation to review and appraise proposals from the Corporation's capital representatives at other enterprises concerning issues related to the shareholder rights and ownership rights of the Corporation at such enterprises. On that basis, the General Director shall submit to the Board of Directors for consideration and decision on relevant matters in accordance with the Regulation on the management of the Corporation's capital representatives at other enterprises.

h) To dispatch and permit other officers and employees of the Corporation, except for cases within the authority of the Board of Directors, to go abroad for business trips, studies, and personal matters.

i) The General Director is responsible for drafting and submitting to the Board of Directors for approval the following documents:

- Medium-term development strategies and plans of the Corporation;
- Production and business plans, financial plans, and solutions to accomplish the Corporation's annual production and business plans;
- Annual borrowing limits (including the decision on mortgage, guarantee, and security measures for loans) at credit institutions;
- Capital mobilization plans for loans (including the decision on mortgage, guarantee, and security measures for loans) with a value equal to or greater than 10% of the Corporation's charter capital; incurred capital mobilization plans with credit institutions that have not signed borrowing limit contracts;
- Internal management regulations of the Corporation; Regulations on Organization and Operations, Financial Regulations of Branches, Representative Offices, and the Charter of 100% owned Subsidiaries of the Corporation; to direct, inspect, and supervise the implementation of such Charters and Regulations;
- Periodic reports (monthly, quarterly, annually) or ad-hoc reports as requested by the Board of Directors;
- Financial statements in accordance with regulations;
- The auditing firm will review the 6-month financial statements and audit the annual financial statements under the authorization of the Board of Directors;
- Contents, documents, and reports requested by the Board of Directors serving the meetings and the General Meeting of Shareholders within the authority

of the Board of Directors;

- Measures to enhance the efficiency of the Corporation's operations, management, and administration;
- Organizing the implementation of other tasks as stipulated by the Charter, regulations of the Corporation, resolutions, decisions of the General Meeting of Shareholders, the Board of Directors, and current laws.

k) The General Director has the right to propose the following matters to the Board of Directors:

- Solutions for resolving issues arising outside the approved plans or programs;
- The Corporation's participation in capital contribution to establish new enterprises, capital contribution, holding, increasing, or decreasing the Corporation's investment capital in other enterprises;
- Plans for transferring or receiving the transfer of the right to purchase shares and bonds of the Corporation in other enterprises;
- Plans for receiving enterprises that voluntarily participate as associated companies;
- Professional valuation units to appraise the contributed assets in accordance with the law;
- Plans for utilizing the capital gained from divestment in other enterprises and units;
- Types of shares and the total number of authorized shares to be offered for each type. Executing the plan to sell new shares within the scope of authorized shares to be offered for each type;
- The issuance of the Corporation's bonds;
- The repurchase of no more than 10% of the total number of any type of circulating shares of the Corporation, the repurchase price, and the revocation of the Corporation's shares;
- Plans for dividend payment, the time limit, and procedures for dividend payment. Organizing the payment/advance of dividends to shareholders according to the resolutions of the GMS and BOD;
- The Corporation's guarantee for Branches and subsidiaries to borrow capital from credit institutions; Plans for the Corporation to lend capital to Branches and subsidiaries to serve production and business activities;
- Plans for handling business losses, handling asset losses, and liquidating assets;
- Managing debts and proposing provisions for doubtful debts;
- Investment projects within the authority of the Corporation; Plans and

implementation of projects invested by the Corporation in accordance with the law on investment and construction project management;

- Opinions on development orientation, 5-year plans, annual plans, and ad-hoc plans in the investment activities of subsidiaries in which the Corporation holds controlling shares;

- Consulting the Board of Directors to decide on the number of employees, salary levels, allowances, benefits, appointment, and dismissal for other cases outside the authority of the Board of Directors, and other terms related to their labor contracts; Plans and the number of labor recruitment; executing labor recruitment;

- Personnel for appointment, dismissal, and discipline of the Chairman, Director, and Supervisor of 100% Corporation-owned Single-Member Limited Liability Companies;

- Personnel to be nominated, mobilized, rotated, replaced, or terminated as the Corporation's Capital Representatives participating in the Board of Directors, Supervisory Board, or attending the General Meeting of Shareholders at other companies;

- Advising on the salary and remuneration levels for the Corporation's Board of Directors and Supervisory Board to submit to the General Meeting of Shareholders for approval;

- Regarding salaries and other benefits for the General Director, Deputy General Directors, and Chief Accountant of the Corporation; deciding the remuneration level and other benefits of authorized representatives participating in the Board of Directors and Supervisory Board at other companies;

1) Other rights and duties as prescribed by law and stated in the Corporation's Charter and internal management regulations of the Corporation (if any).

Article 26. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director

1. Term of office: The term of office for each appointment term of the General Director is 05 years.

2. Standards and conditions for the General Director: The General Director must meet the standards and conditions prescribed by law and the Corporation's Charter, specifically:

- a) Not being within the cases specified in Clause 2, Article 17 of the Law on Enterprises;

- b) Having professional qualifications and practical experience in corporate governance regarding the main business lines and trades of the Corporation, or other standards and conditions decided by the Board of Directors in accordance with the law and specific conditions of the Corporation;

c) Having the capacity and acumen in corporate management and administration; having good health and good moral character;

d) Not being a person with a family relationship with the Corporation's managers, Corporation's Supervisors; representatives of state capital in the Corporation, representatives of the Corporation's capital in subsidiaries as prescribed in point d, Clause 4, Article 37 of the Corporation's Charter;

đ) Other standards and conditions per the provisions of the Law on Enterprises.

3. Appointment and signing of labor contracts with the General Director

The BOD shall appoint a member of the BOD or sign a contract with another person to act as the General Director; the BOD regulates the salary, remuneration, benefits, and other terms related to the signing of the employment contract. Information regarding the salary, allowances, and benefits of the General Director must be reported at the Annual GMS and presented as a separate item in the Financial Statements and the Annual Report of the Corporation.

4. Dismissal and removal of the General Director

a) The BOD shall dismiss the General Director in the following cases:

- Due to work requirements, transfers, or personnel rotation within the Corporation;

- Due to inadequate health to continue working;

- Expiration of the labor contract with no demand for extension/re-signing;

- Retirement in accordance with the law.

b) The BOD shall remove the General Director in the following cases:

- Failure to complete tasks or violation of the internal rules and regulations of the Corporation;

- Violations of the law may result in criminal prosecution or being forced to terminate the labor contract.

c) The BOD shall organize a meeting to vote on the dismissal or removal of the General Director; the Board of Directors may dismiss the General Director when a majority of the Board members with voting rights attending the meeting approve, and appoint a new General Director as a replacement;

d) The dismissal and removal shall be expressed in a written resolution of the BOD.

5. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director

After a decision on the appointment or dismissal of the General Director is issued, the Corporation is responsible for notifying the appointment or dismissal of the enterprise executive in accordance with the laws on securities and the stock

market.

6. Salary and other benefits of the General Director

a) The General Director is paid a salary and bonus based on the production and business results of the Corporation. The salary and bonus of the General Director are decided by the Board of Directors.

b) The salary of the General Director is accounted for as a business expense of the Corporation in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Corporation, and must be reported to the GMS at the annual meeting.

Chapter VI OTHER ACTIVITIES

Article 27. Coordination of activities among the Board of Directors, the Supervisory Board, and the General Director

1. Procedures and order for convening, sending meeting invitations, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director

The procedures and order for convening, sending meeting invitations, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director shall be implemented in accordance with the procedures and order for convening meetings of the Board of Directors as stipulated in Article 18 of this Regulation.

2. Notification of resolutions and decisions of the BOD to the Supervisory Board and the General Director

a) Resolutions and meeting minutes of the Board of Directors, after being promulgated, must be sent to the Supervisory Board at the same time and in the same manner as to the members of the Board of Directors;

b) Resolutions of the Board of Directors (with contents relating to the responsibilities, powers, and obligations of the General Director), after being promulgated, must be sent to the General Director at the same time and in the same manner as to the members of the Board of Directors.

3. Cases where the General Director and the Supervisory Board propose convening a meeting of the Board of Directors, and matters requiring the opinions of the Board of Directors

a) Cases of proposing the convening of a BOD meeting

- The Supervisory Board may propose convening a BOD meeting in the following cases:

+ When considering that the right of Supervisory Board members to access information and documents related to the Corporation's operational status is not

fully implemented in accordance with the Corporation's Charter and current laws;

- + When discovering acts of violating the law or violating the Corporation's Charter by members of the Board of Directors, the General Director, and other executives of the Corporation, after having given written notice to the BOD, but the violator has not ceased the violation or provided solutions to remedy the consequences;

- The General Director may propose convening a BOD meeting in the following cases:

- + When considering that the rights of the General Director, as prescribed in Clause 5, Article 37 of the Corporation's Charter, do not have conditions for execution;

- + When discovering acts of violating the law or violating the Corporation's Charter by other executives of the Corporation, after having given written notice to the Board of Directors, but the violator has not ceased the violation or provided solutions to remedy the consequences;

- According to production and business needs, adjustments of production and business plans or major investment projects, or approval of major projects of the Corporation;

b) Matters for which the General Director must seek the opinions of the Board of Directors

- Recommendations to the BOD on the organizational structure plan and internal management regulations of the Corporation; Proposing measures to improve the operations and management of the Corporation;

- Crises where the handling exceeds the authority of the General Director;

- Important arising issues during the implementation of the BOD's resolutions;

- Contents exceeding the authority delegated by the BOD to the General Director;

- Cases where the General Director and/or the Supervisory Board cannot clearly determine whether the issue(s) of the Corporation to be resolved within their own authority, the authority of the BOD, or the GMS;

- Cases where, during the implementation of the BOD's resolutions/decisions, the General Director finds it difficult or impossible to implement in practice, or where the General Director finds that the implementation of these resolutions/decisions is disadvantageous to the Corporation or non-compliant with applicable legal regulations;

- Recommending the number and specific executives that the Corporation needs to recruit for the BOD to appoint or dismiss according to regulations; recommending remuneration, salaries, and other benefits for the Corporation's executives;

- Consulting the BOD to decide on the number of employees, appointment, dismissal, salary levels, allowances, benefits, and other terms related to their labor contracts;

- Other contents, when deemed beneficial to the Corporation.

4. Reports of the General Director to the Board of Directors on the execution of assigned duties and powers

- a) Reporting on the implementation status of resolutions of the BOD and the GMS, and the business plans and investment plans of the Corporation approved by the Board of Directors and the General Meeting of Shareholders;

- b) Periodically, quarterly, and annually reporting to evaluate the production and business operation situation, and the financial situation of the Corporation;

- c) Reporting on the implementation status of other contents authorized by the Board of Directors and the General Meeting of Shareholders.

- d) Annual reports on the implementation of obligations toward employees.

- đ) Reports on improvements in organizational structure, policies, and management.

5. Review of the implementation of resolutions and other authorized matters of the Board of Directors by the General Director

- a) Based on the General Director's report on the execution of assigned duties and powers, the Board of Directors will conduct a review of the implementation results of resolutions/decisions of the Board of Directors and/or matters authorized by the Board of Directors to the General Director for implementation.

- b) The review of the implementation of resolutions and other authorized matters of the Board of Directors by the General Director shall be conducted at periodic meetings among the Board of Directors, the Supervisory Board, and the General Director.

- c) Quarterly, semi-annually, and annually, the Board of Directors inspects and evaluates the implementation of resolutions and contents authorized to the General Director to execute or organize the execution.

- d) The evaluation criteria for the implementation results of resolutions and other authorized contents of the Board of Directors by the General Director are based on the business performance of the Corporation, with reference to the opinions of the Supervisory Board.

6. Matters the General Director must report, provide information, and the method of notification to the Board of Directors and the Supervisory Board;

- a) Matters the General Director must report and provide information to the BOD:

- When proposing measures to improve the operations and management of the Corporation;

- When preparing long-term, annual, and quarterly estimates of the Corporation, serving the long-term, annual, and quarterly management operations of the Corporation according to the business plan. The annual estimates (including projected balance sheets, income statements, and cash flow statements) for each financial year must be submitted by the General Director to the Board of Directors for approval;

- The General Director prepares plans for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, welfare, rewards, and discipline for employees and executives of the Corporation;

- The General Director has the obligation to notify the Board of Directors of transactions between the Corporation, subsidiaries controlled by the Corporation, and that very member or their related persons in accordance with the Law on Enterprises, the Law on Securities, and the guiding documents for these laws;

- Upon discovering risks or unexpected events that may affect the normal operations of the Corporation, such as: the Corporation's reputation and brand; changes and fluctuations in key personnel; issues related to the Corporation's capital and assets; issues related to legal compliance during operations; rights and interests of partners and shareholders; and other events deemed necessary, the General Director is responsible for promptly reporting to the Board of Directors for direction on resolutions.

b) Matters that the General Director must report and provide information to the Supervisory Board

- The General Director is responsible for creating all favorable conditions for members of the Board of Directors and/or the Supervisory Board to access information and reports in the fastest time frame.

- Reports of the General Director submitted to the Board of Directors or other documents issued by the Corporation shall be sent to the Supervisory Board at the same time and in the same manner as to members of the Board of Directors.

- The Board of Directors, members of the Board of Directors, the General Director, and other executives must fully, accurately, and promptly provide information and documents regarding the management, administration, and business operations of the Corporation upon the request of members of the Supervisory Board.

c) Methods of reporting and notification by the General Director to the Board of Directors and the Supervisory Board:

- Direct reporting at meetings of the Board of Directors;
- Written reports. In the case of written reports, the reporting deadline and the required response deadline shall be specified in the documents of the Board of Directors or the Supervisory Board.

7. Coordination of control, executive, and supervisory activities among

members of the Board of Directors, members of the Supervisory Board, and the General Director:

a) Members of the Board of Directors, Supervisors, and the General Director will regularly exchange information regarding work and cross-provide information in the spirit of cooperation and support, facilitating the work of the members strictly according to the provisions of the Corporation's Charter, working regulations, and general action plans.

b) In urgent cases, members of the Board of Directors, Supervisors, and the General Director may immediately inform (via face-to-face meetings, phone, or email registered with the Corporation) the Chairman of the Board of Directors, the Head of the Supervisory Board, or the General Director, or all three individuals, for effective resolution.

c) Upon discovering risks that may affect the reputation or business operations of the Corporation, the General Director must immediately notify the Chairman of the Board of Directors of such risks.

Article 28. Regulations on annual evaluation, commendation, and discipline for members of the Board of Directors, members of the Supervisory Board, the General Director, and other enterprise executives

1. Performance evaluation mechanism for members of the Board of Directors, the General Director, and other executives:

a) Annually, the Board of Directors and the Executive Board shall submit their performance reports at the Annual General Meeting of Shareholders for the General Meeting of Shareholders to consider and approve.

b) Based on assigned duties and assigned plans, annually, members of the Board of Directors, the General Director, and other executives must prepare reports on their performance results for the year.

c) The evaluation process must be objective, honest, and based on necessary and appropriate criteria for the duties of each member.

2. Methods for evaluating the performance of members of the Board of Directors, members of the Supervisory Board, the General Director, and other management officers

a) The performance evaluation of members of the Board of Directors, the Supervisory Board, and management officers may be conducted in one or several of the following ways:

- Annual performance evaluations are conducted at year-end;
- Other methods are selected by the Board of Directors from time to time.

b) The Board of Directors shall evaluate the performance of members of the Board of Directors and titles managed by the Board of Directors.

c) The General Director shall evaluate the performance of titles managed by the General Director.

d) The Supervisory Board shall evaluate the performance of members of the Supervisory Board.

3. Commendation

a) Members of the BOD, Supervisory Board, and Management Officers who achieve outstanding achievements in governing and administering the Corporation and in other assigned duties shall be considered for commendation in accordance with the law and the Corporation's Regulations.

b) Forms of commendation, specific standards for forms of commendation, and the order and procedures for commendation shall be implemented in accordance with the regulations of the Corporation and legal regulations.

4. Handling of violations and discipline

a) Members of the BOD, Supervisory Board, and management officers of the Corporation who, during the performance of their duties, violate the provisions of law, the Corporation's Charter, and other relevant regulations of the Corporation, depending on the nature, severity, and consequences of the violation, shall be disciplined and must pay compensation as prescribed.

b) The Board of Directors has the authority to decide on discipline for titles managed by the Board of Directors. The General Director has the authority to decide on discipline for titles managed by the General Director.

c) Principles for handling disciplinary violations, forms of handling disciplinary violations, and the order and procedures for handling disciplinary violations shall be implemented in accordance with legal regulations and the Corporation's regulations.

Chapter VII ORGANIZATION OF IMPLEMENTATION

Article 29. Amendment, supplement, and application of the regulation

1. During the implementation process, when it is deemed necessary to amend and supplement this Regulation to suit the business operations of the Corporation or to comply with current legal regulations, members of the Board of Directors or the General Director may propose to the General Meeting of Shareholders for consideration and decision on amendments.

2. In case the provisions of the Corporation's Charter or legal regulations related to the Board of Directors change, rendering the provisions in this Regulation no longer suitable, the new provisions in the Corporation's Charter or such legal regulations shall apply. Concurrently, the General Director is responsible for proposing corresponding amendments and supplements to conform to the changes in the Corporation's Charter or such legal regulations.

3. The decision to adjust, amend, and supplement this Regulation shall take effect upon approval by the General Meeting of Shareholders. The Chairman of the

Board of Directors is responsible for disclosing the contents of amendments and supplements to this Regulation within 03 (three) working days from the date of approval by the General Meeting of Shareholders.

Article 30. Effect of implementation

1. This Regulation, consisting of 7 Chapters and 30 Articles, was unanimously approved by the General Meeting of Shareholders of Construction Machinery Corporation - JSC at the 2026 Annual General Meeting of Shareholders held on June 30, 2026, and was signed and promulgated by the Chairman of the Board of Directors on the same day. This Regulation replaces the Internal Corporate Governance Regulation promulgated together with Resolution No. 22/2021/NQ-ĐHĐCĐ dated June 29, 2021, of the General Meeting of Shareholders of Construction Machinery Corporation - JSC.

2. In case of any conflict between the provisions of other internal corporate governance documents of the Corporation and this Regulation, this Regulation shall prevail.

3. In case of any conflict between the provisions of this Regulation and the Charter on Organization and Operation of the Corporation and/or the prevailing Law on Enterprises, Law on Securities, the provisions of the Corporation's Charter and/or the Law on Enterprises, Law on Securities shall prevail.

4. Members of the Board of Directors, the Supervisory Board, the Executive Board, Heads of affiliated units of the Corporation, and related titles are responsible for the implementation of this Regulation.

**ON BEHALF OF THE BOD
CHAIRMAN**



Trình Nam Hai