

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

No: 02/NQ-ĐHĐCĐ

Ho Chi Minh City, April 21, 2025

**RESOLUTION**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

**CONSTRUCTION CORPORATION NO. 1 JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments, supplements, and attached documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments, supplements, and attached documents;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 - JSC;
- Pursuant to the Vote Counting Minutes dated April 21, 2025;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders 2025 of Construction Corporation No. 1 - JSC No. 01/2025/BB-ĐHĐCĐ dated April 21, 2025.

The Annual General Meeting of Shareholders 2025 ("Meeting" or "AGM") of Construction Corporation No. 1 – JSC ("CC1") has discussed, voted, and resolved as follows:

**RESOLUTION**

- Article 1.** Approve Report on the Board of Directors' activities in 2024 and planned operational direction for 2025 (including the report on the activities of Independent Members of the Board of Directors and the report on the activities of the Audit Committee and plan for 2025).  
*This Content was approved with 100% of the total votes of the shareholders attending the meeting.*
- Article 2.** Approve Report of the Board of Management on production and business results in 2024.  
*This Content was approved with 100% of the total votes of the shareholders attending the meeting.*
- Article 3.** Approve Proposal for the audited 2024 separate and consolidated Financial Statements.  
*This Content was approved with 100% of the total votes of the shareholders attending the meeting.*
- Article 4.** Approve Proposal for profit distribution and dividend payment for 2024.



*This Content was approved with 100% of the total votes of the shareholders attending the meeting.*

- Article 5.** Approve Proposal for the Business plan and dividend payment for 2025.  
*This Content was approved with 100% of the total votes of the shareholders attending the meeting.*
- Article 6.** Approve Proposal on the remuneration plan for the Board of Directors and the Audit Committee in 2025.  
*This Content was approved with 100% of the total votes of the shareholders attending the meeting.*
- Article 7.** Approve Proposal for selecting the auditing company for the financial statements of the headquarters, separate and consolidated for 2025.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*
- Article 8.** Approve Proposal for Charter Capital increase in 2025.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*
- Article 9.** Approve Proposal for the plan to sell treasury shares.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*
- Article 10.** Approve Proposal for Listing Shares on the Ho Chi Minh Stock Exchange.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*
- Article 11.** Approve Proposal for dismissal of a Member of the Board of Directors.  
Accordingly, the General Meeting approved the dismissal of Mr. Phan Van Chinh as a Member of the Board of Directors for the 2021-2026 term.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*
- Article 12.** Approve Proposal for the list of nominees and candidates for the Board of Directors to elect additional members for the 2021-2026 term.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*
- Article 13.** Approve Proposal to amend and supplement the Charter of Corporation and Operation of CC1.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*
- Article 14.** Approve Proposal for Amendments and Supplements to the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations of CC1.  
*This Content was approved with a 100% approval rate of the total votes of shareholders attending the meeting.*

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PHỔ QUẢN



**Article 15.** Approve the election results of the additional Members of the Board of Directors for the 2021-2026 term as follows.

Based on the vote counting results; the Regulations on Nomination, Candidacy, and Election of Additional Members of the Board of Directors; the Working regulations the General Meeting that have been approved; and the Charter of Organization and Operation of CC1.

Mr. **Nguyen Van Ngoc** was elected as a Member of CC1's Board of Directors with 355,531,960 votes in favor, achieving a 100.0000% rate.

The term of the elected Members of the Board of Directors is the remaining time of the 2021-2026 term.

**CC1's Board of Directors consists of 05 members:**

1. Mr. Phan Huu Duy Quoc - Chairman of the Board of Directors.
2. Mr. Le Bao Anh – Vice chairman of the Board of Directors
3. Mr. Nguyen Van Huan – Member of the Board of Directors
4. Mr. Nguyen Thanh Vinh – Independent Member of the Board of Directors – Chairman of the Audit Committee
5. Mr. Nguyen Van Ngoc – Member of the Board of Directors

**Article 16.** Implementation Clause:

- This Resolution was unanimously approved in full text at the Annual General Meeting of Shareholders 2025 and is effective from the date of signing.
- The Annual General Meeting of Shareholders 2025 of CC1 assigns the Board of Directors to organize the implementation and supervise the Board of Management to fully implement the contents of this Resolution on the basis of ensuring the highest interests for CC1, for shareholders, and in accordance with current legal regulations and CC1's Charter.

**Recipients:**

- CC1 Shareholders (via CC1 Website);
- SSC, Hanoi Stock Exchange;
- Board of Directors, Board of Management of CC1;
- Archived: BOD's Secretary; CC1 Legal Department.

**CHAIRPERSON OF THE MEETING**



**Chairman of the BOD**  
**Phan Huu Duy Quoc**

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

No: 01/BB-ĐHĐCĐ

*Ho Chi Minh City, April 21, 2025*

**MINUTES**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

**CONSTRUCTION CORPORATION NO. 1 – JSC**

**(Through online method and electronic voting)**

**A. ENTERPRISE NAME, TIME, LOCATION, PARTICIPANTS OF THE GENERAL MEETING OF SHAREHOLDERS**

**1. Company name: CONSTRUCTION CORPORATION NO. 1 - JSC (CC1)**

Business Registration No.: 0301429113 issued by Department Of Planning And Investment Of Ho Chi Minh City for the first registration on July 29, 2010, the 15th change registration on November 03, 2023.

Head office address: 111A Pasteur, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

- 2. Time:** The Annual General Meeting of Shareholders 2025 (the General Meeting or AGM) was opened at 09:00 A.M. on April 21, 2025 (Monday) via online method.
- 3. Venue where the Chairperson attends:** Construction Corporation No. 1-JSC, No. 111A Pasteur, Ben Nghe Ward, District 1, Ho Chi Minh City.
- 4. Participants and validity of the General Meeting:**
  - a. Participants in the online General Meeting included:** Board of Directors, Board of Management and CC1 shareholders, candidates for the Board of Directors for the 2021-2026 term.
  - b. Checking the eligibility of shareholders attending the General Meeting:**

Mr. Tran Nguyen Anh Tuan, Head of Shareholder Eligibility Checking Committee, reported the results of checking the eligibility of shareholders attending the General Meeting as follows:

- The total number of CC1's shareholders is 1,133 shareholders, corresponding to a total number of 358,170,025 shares with voting rights, after deducting the number of treasury stocks of 337,800 shares.
- As of 09:00 A.M. on April 21, 2025:



+ Number of Delegates participating: 32 people

+ Number of authorized Delegates: 0 people.

Representing 355,531,749 votes, accounting for 99.2634% of the total votes of all shareholders with voting rights.

Based on the Law on Enterprises and the provisions in the Charter for organization and operation of CC1, the Annual General Meeting of Shareholders 2025 of CC1 is eligible to proceed.

## **B. CONTENT AND PROCESS OF THE CONFERENCE**

**I. The General Meeting approved the list of the Presidium, the list of the Secretariat, the Vote Counting Committee; the Agenda of the General Meeting; the Working Regulations of the General Meeting; Regulations on nomination, candidacy, and election of additional Members of the BOD.**

### **1. Presidium:**

- Mr. Phan Huu Duy Quoc, Chairman of the Board of Directors - Chairperson of the General Meeting
- Mr. Le Bao Anh, Vice Chairman of the Board of Directors, General Director - Member
- Mr. Nguyen Van Ngoc, Deputy General Director - Member

### **2. Secretariat:**

- Ms. Mai Thai Thi Ha Thuy, Person in charge of corporate governance cum Secretary of the Board of Directors - Head of the committee
- Ms. Truong Thi Thuy, General Director's Secretary - Member

### **3. Vote Counting Committee:**

- Mr. Tran Nguyen Anh Tuan, Manager of the Internal Control Department - Head of the Committee
- Mr. Nguyen Hong Nam, Head of Information Technology Department - Member
- Mr. Tran Manh Tu, Specialist of Legal Department - Member

### **4. Agenda of the General Meeting;**

### **5. Working Regulations of the 2025 CC1 AGM and attached Regulations;**

### **6. Regulations on nomination, candidacy and election of additional Member to the BOD of CC1 for the 2021-2026 term and the attached Regulations.**

At the time of voting to approve the contents above, at 09:11 A.M. on April 21, 2025, the total number of shareholders attending the meeting was 33 shareholders (participating

online and authorized to attend), representing 355,531,972 votes, accounting for 99.2635% of the total number of votes of all shareholders with voting rights.

- Total number of ballots issued: 33 representing 355,531,972 votes, accounting for 100.0000% of the total number of votes of shareholders attending the meeting.
- Total number of ballots collected: 32 representing 355,531,970 votes, accounting for 100.0000% of the total number of votes of shareholders attending the meeting.
- Total number of uncollected ballots: 01 representing 02 votes, accounting for 0.0000% of the total number of votes of shareholders attending the meeting.

#### Detailed voting results for each item:

No.	Content of vote	The total number of voting ballots for each agenda item by the shareholders attending the General Meeting	The total number of voting ballots and the corresponding percentage of the total voting ballots of the shareholders attending the General Meeting.					Result
			Valid	Invalid	Approve	Disapprove	No comment	
1	List of the Presidium	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
2	List of Secretaries	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
3	List of the Vote Counting Committee	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
4	AGM's Agenda	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of
			100.0000%	0%	100.0000%	0%	0.0000%	



No.	Content of vote	The total number of voting ballots for each agenda item by the shareholders attending the General Meeting	The total number of voting ballots and the corresponding percentage of the total voting ballots of the shareholders attending the General Meeting.					Result
			Valid	Invalid	Approve	Disapprove	No comment	
								100.0000%
5	Working regulations of CC1's 2025 AGM	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
6	Regulations on nomination, candidacy and election of additional Members to the BOD of CC1 for the 2021-2026 term	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	

## II. Approve the Contents of the Reports, Proposals

The General Meeting heard the presentation of the following 02 Reports, 12 Proposals:

1. Report on the activities of the Board of Directors in 2024 and orientations for the activities plan in 2025 (including the Report on the activities of Independent members of the Board of Directors in 2024 and the Report of the Audit Committee in 2024 and the plan for 2025);
2. Report of the Board of Management on the results of Production and Business operations in 2024;
3. Proposal for the audited 2024 separate financial statements and consolidated statements;
4. Proposal for the plan for profit distribution and dividend payment in 2024;
5. Proposal for business plan and dividend payment in 2025;

6. Proposal for the remuneration plan of the Board of Directors and Audit Committee in 2025;
7. Proposal for the selection of an auditing company for the 2025 financial statements of the head office, separate and the consolidated reports;
8. Proposal for Charter Capital increase in 2025;
9. Proposal for the approval of the plan to sell treasury shares;
10. Proposal for listing shares on Ho Chi Minh Stock Exchange;
11. Proposal for approval of the dismissal of a member of the Board of Directors;
12. Proposal for the list of nominations and candidates for Member of the Board of Directors to elect additional Member of the Board of Directors for the 2021-2026 term;
13. Proposal for amendments and supplements to the Charter of organization and operation of Construction Corporation No. 1 - JSC;
14. Proposal for amendments and supplements to the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Construction Corporation No. 1 - JSC.

### **III. DISCUSSION SECTION AT THE GENERAL MEETING**

At 09:34 A.M., the General Meeting discussed the contents of the Reports and Proposal of the Annual General Meeting of Shareholders.

The shareholders asked questions, and the Presidium directed the answers to the shareholders' questions. The Question-and-Answer discussion between the shareholders and the Presidium is recorded and published in the Appendix attached to this General Meeting Minutes.

Due to limited time, shareholders' questions sent later (If any) will be answered in writing by CC1 to the shareholders.

### **IV. VOTING TO APPROVE THE CONTENTS OF THE REPORTS, PROPOSALS**

At the time of voting to approve the Reports and Proposal, at 10:25 A.M. on April 21, 2025, the total number of shareholders attending the meeting was 33 shareholders (participating online and authorized to attend), representing 355,531,972 votes, accounting for 99.2635% of the total number of votes of all shareholders with voting rights. The General Meeting is eligible to proceed according to the provisions of the Law on Enterprises and the Charter of CC1. The General Meeting proceeded to vote.

- Total number of ballots issued: 33 representing 355,531,972 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the meeting.



- Total number of ballots collected: 32 representing 355,531,970 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the meeting.
- Total number of uncollected ballots: 01 representing 02 voting shares, accounting for 0.0000% of the total voting shares of shareholders attending the meeting.

### Announcement of voting results:

Mr. Tran Nguyen Anh Tuan - Head of the Vote Counting Committee, reported the results of the vote counting to approve 14 items of Reports and Proposals as follows:

No.	Content of vote	The total number of voting ballots for each agenda item by the shareholders attending the General Meeting	The total number of voting ballots and the corresponding percentage of the total voting ballots of the shareholders attending the General Meeting					Result
			Valid	Invalid	Approve	Disapprove	No comment	
1	Report on the activities of the Board of Directors in 2024 and orientations for the activities plan in 2025 (including the Report on the activities of independent Member of the Board of Directors, in 2024 and the Report of the Audit Committee in 2024 and the plan for 2025)	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
2	Report of the Board of Management on Production and Business operations in 2024	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
3	Proposal on audited 2024 separate and consolidated financial statements	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
4	Proposal on the plan to distribute profits and	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a

No.	Content of vote	The total number of voting ballots for each agenda item by the shareholders attending the General Meeting	The total number of voting ballots and the corresponding percentage of the total voting ballots of the shareholders attending the General Meeting					Result
			Valid	Invalid	Approve	Disapprove	No comment	
	dividend payment in 2024		100.0000%	0%	100.0000%	0%	0.0000%	percentage of 100.0000%
5	Report on business plan and dividend payment in 2025	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
6	Report on the remuneration plan of the Board of Directors and Audit Committee in 2025	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
7	Proposal on the selection of an auditing company for the 2025 financial statements of the head office, separate and the consolidated reports	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
8	Proposal on Charter Capital increase in 2025	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
9	Proposal on the approval of the plan to sell treasury shares	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
10	Proposal on listing shares on the Ho Chi Minh Stock Exchange	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage



No.	Content of vote	The total number of voting ballots for each agenda item by the shareholders attending the General Meeting	The total number of voting ballots and the corresponding percentage of the total voting ballots of the shareholders attending the General Meeting					Result
			Valid	Invalid	Approve	Disapprove	No comment	
			100.0000%	0%	100.0000%	0%	0.0000%	
11	Proposal on approval of the dismissal of a member of the Board of Directors	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
12	Proposal on the list of nominations and candidates for Member of the Board of Directors, to elect additional Member of the Board of Directors, for the 2021-2026 term	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
13	Proposal on amendments and supplements to the Charter on organization and operation of Construction Corporation No. 1 - JSC	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
14	Proposal on amendments and supplements to the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Construction Corporation No. 1 - JSC	355,531,972	355,531,970	0	355,531,970	0	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	

## V. ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2021-2026 TERM

1. Election guidance and conduct of election: Mr. Tran Nguyen Anh Tuan - Head of the Vote Counting Committee, briefly guided the implementation of the online voting method for the General Meeting.
2. At the time of the election, at 10:40 A.M. on April 21, 2025, the total number of shareholders attending the meeting was 33 shareholders (attending online and authorized to attend), representing 355,531,972 voting shares, accounting for 99.2635% of the total number of voting shares of all shareholders with voting rights.
3. The General Meeting conducted the election with the results of additional Members of the BOD for the 2021-2026 term as follows:

Based on the vote counting results, the Organization Regulations of the General Meeting, the regulations on nomination, candidacy, and supplementary election of Members of the BOD, and the CC1 Charter:

Mr. **Nguyen Van Ngoc** was elected as Member of the BOD of CC1, with the number of votes being 355,531,960 votes, accounting for a percentage of 100.0000% based on the total number of voting shares of shareholders attending the meeting.

The term of the elected Members of the BOD is the remaining time of the 2021-2026 term.

## **VI. APPROVAL OF THE DRAFT MINUTES AND RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 OF CC1**

1. Ms. Mai Thai Thi Ha Thuy, on behalf of the Secretariat, presented to the General Meeting the Contents of the draft Minutes of the General Meeting and the draft Resolutions of the General Meeting.
2. The General Meeting conducted voting and approved the Minutes, Resolutions of the General Meeting with the following results:

At the time of voting, at 11:01 A.M. on April 21, 2025, the total number of shareholders attending the meeting was 33 shareholders (attending online and authorized to attend), representing 355,531,972 voting shares, accounting for 99.2635% of the total number of voting shares of all shareholders with voting rights. The General Meeting was still eligible to proceed in accordance with the Law on Enterprises and the CC1 Charter. The General Meeting proceeded to vote.

- Total number of ballots issued: 33 representing 355,531,972 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the meeting
- Total number of ballots collected: 32 representing 355,531,970 voting shares, accounting for 100.0000% of the total voting shares of shareholders attending the meeting.



- Total number of uncollected ballots: 01 representing 02 voting shares, accounting for 0.0000% of the total voting shares of shareholders attending the meeting.

**Voting results:**

No.	Content of voting	The total number of voting ballots for each agenda item by the shareholders attending the General Meeting.	The total number of voting ballots and the corresponding percentage of the total voting ballots of the shareholders attending the General Meeting					Result
			Valid	Invalid	Agree	Disagree	No comment	
1	Minutes of the General Meeting	355,531,972	355,531,970	0%	355,531,970	0%	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	
2	Resolutions of the General Meeting	355,531,972	355,531,970	0%	355,531,970	0%	0	Approved with a percentage of 100.0000%
			100.0000%	0%	100.0000%	0%	0.0000%	

Mr. Phan Huu Duy Quoc - Chairman of the Board of Directors, on behalf of the Presidium, announced the closing of the General Meeting.

The Annual General Meeting of Shareholders 2025 of Construction Corporation No. 1- JSC ended at 11:30 A.M. on April 21, 2025.

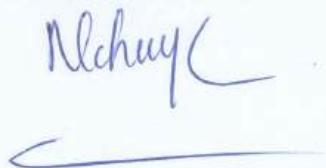
**CHAIRPERSON**



**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**Phan Huu Duy Quoc**

**GENERAL MEETING SECRETARIAT**

**MEMBER**



**Truong Thi Thuy**

**HEAD OF BOARD**



**Mai Thai Thi Ha Thuy**

**Attached documents:**

- Reports and Proposals at the Annual General Meeting of Shareholders
- Appendix of Questions - Answers at the General Meeting



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

*Ho Chi Minh City, April 21, 2025*

**APPENDIX OF QUESTIONS - ANSWERS**  
**(DISCUSSION SECTION)**

**(Attached to the Minutes of the Annual General Meeting of Shareholders 2025  
of Construction Corporation No. 1 – JSC  
No. 01/BB-DHĐCĐ dated April 21, 2025)**

Shareholder code	Question	Answer
CC1.001028	1. Given the ongoing difficulties in the construction industry, what is	Despite the many challenges in the construction market, Construction Corporation No 1 - JSC has outlined a 3-year strategic orientation (2025–2027) with an ambitious development vision and high determination from the entire Board of Directors. Our main focuses and growth drivers include:

Shareholder code	Question	Answer
	the next 3 years? What will be the Company's main growth drivers in the coming period?	<ul style="list-style-type: none"> <li>• Firstly, growth from public investment in the fields of transport infrastructure, energy and environment: In the next 3 years, public investment will continue to be the main driver of Vietnam's construction industry. Construction Corporation No. 1 - JSC determines to maximize the infrastructure investment wave led by the government – such as the North – South expressway projects phase 2, expanding Tan Son Nhat and Long Thanh airports, urban railway systems in Hanoi and Ho Chi Minh City, high-speed railways, energy projects such as thermal power, nuclear power, wastewater treatment or power generation from waste... This is a huge "work stream" that ensures large construction enterprises have regular jobs. With its reputation and experience, Construction Corporation No. 1 – JSC strives to successfully implement current infrastructure and energy projects and be among the top contractors selected for key projects, thereby expanding its construction market share.</li> <li>• Secondly, developing public-private partnership (PPP) projects and real estate business: In addition to its role as a contractor, Construction Corporation No. 1 – JSC also continues to develop its role as an investor in some transport and industrial infrastructure projects in the form of PPP or self-developed real estate. These projects will be a major driver of revenue and profit growth when they come into operation, especially when the real estate market recovers in the coming years. For example, the Hanh Phuc residential area project (Binh Chanh) in which Construction Corporation No. 1 - JSC contributes capital to develop, or the Lake View urban area project, a potential project being under research, will bring new revenue in the near future.</li> <li>• Thirdly, Innovating technology and digital transformation: Construction Corporation No. 1 – JSC determines that sustainable growth must come from improving productivity and efficiency, so we pay special attention to digital transformation and applying modern technology (mentioned in detail in the following section). In the next 3 years, when digital systems (ERP, BIM, project management) are put into synchronous operation, Construction Corporation No. 1 – JSC will</li> </ul>



Shareholder code	Question	Answer
		<p>reduce costs and shorten construction time, thereby improving competitiveness compared to domestic and foreign competitors. In other words, digital transformation and new technology will create a "push" to help Construction Corporation No. 1 – JSC do more, with higher quality but lower costs – this is the key to increasing both revenue and profit.</p> <p>• Fourthly, expanding overseas markets and international cooperation at home: Construction Corporation No. 1 – JSC 's growth momentum is not only limited to the domestic market. We are taking the first very solid and careful steps in our plan to reach out to foreign markets (such as Southeast Asia, Australia and beyond). At the same time, Construction Corporation No. 1 – JSC cooperates with international corporation at home (such as joining forces with Japanese, Korean, Chinese, and Turkish contractors in large projects, especially EPC projects worth billions of USD) to both accumulate experience and create a premise for exporting construction services.</p> <p>In summary, CC1's 2025–2027 vision is to stabilize the financial foundation, make a breakthrough in domestic market share through infrastructure projects, and prepare new spearheads (PPP, real estate, international market) to create long-term growth momentum. The leadership believes that with CC1's 45 years of experience and current innovation strategy, the company will overcome the difficult period and accelerate strongly when the market conditions become favorable again.</p>
CC1.001016	2. In 2024, the company only achieved about 88% of its revenue plan.	<p>We understand shareholders' concerns when seeing that in 2024, CC1 did not complete its challenging revenue plan for 2024, although it grew by 81% compared to 2023. The leadership is confident that the target of VND 12,889 billion in separ for 2025, a 27% increase compared to 2024, is feasible, based on the following:</p>



Shareholder code	Question	Answer
	<p>However, in 2025, it has set a separated revenue target of VND 12,889 billion – a significant increase. Is the leadership confident in achieving this goal, and what is the basis for setting such a high plan?</p>	<ul style="list-style-type: none"> <li>• The transitional values from ongoing contracts and signed contracts.: Moving into 2025, CC1 carries a significant amount of contract carry-over value from 2024. Many large projects that were signed in late 2023 and are currently being implemented in 2024 will recognize revenue in 2025 (e.g., packages of the North–South Expressway Phase 2, horizontal expressway routes, and some important hospital and urban infrastructure projects). This carry-over backlog helps CC1 confidently ensure a portion of its 2025 target revenue and strive to focus on good implementation. Besides that, we are strengthening business development to secure more projects for the coming years.</li> <li>• Favorable new bidding plan: Although the construction market is fiercely competitive, CC1 has been winning more projects in the last months of 2024 and early 2025. For example, CC1 is the leading member of the consortium that won the bid for the large Long Thanh Airport parking garage construction package (more than VND 3,144 billion for the entire consortium). The work that CC1 undertakes in this project and other new packages will contribute significantly to the 2025 revenue. Besides that, the Government is accelerating the disbursement of public investment, with many new expressway projects, roads, and bridges being commenced — this is an opportunity for CC1 to secure additional contracts.</li> <li>• Market demand improves: After the difficult period of 2022–2023, the market conditions in 2025 is expected to be more favorable. Interest rates tend to decrease, the government promotes public investment and key infrastructure, and the real estate market is expected to gradually "warm up" by the end of 2025 or the beginning of 2026. These factors help increase the volume of work for construction enterprises like CC1. The leadership has carefully assessed the macroeconomic context and believes that 2024 is the low point of difficulty, and by 2025, the situation will improve, laying the foundation for achieving revenue growth targets.</li> <li>• CC1's internal strength: No less important, CC1's construction and management capabilities are increasingly strengthened. We have undertaken a strong restructuring after the equitization</li> </ul>



Shareholder code	Question	Answer
		<p>process, eliminating inefficient business segments to focus on core areas. The deep and wide application of information technology such as BIM and ERP in management and administration, combined with a new, streamlined, and more flexible apparatus, helping CC1 to be ready to seize opportunities and implement business opportunities in the best possible way. When labor productivity and management efficiency are improved, the company can accomplish more tasks within the same amount of time, thereby enhancing revenue.</p> <p>Of course, VND 12,889 billion is a challenging target. The leadership is not subjective but has developed scenarios to respond if any unfavorable changes occur. However, based on the aforementioned foundations – from existing contracts, market prospects, to the company's internal strength – we believe that the 2025 revenue target is entirely within CC1's reach.</p>
CC1.000406	3. In the context of many fluctuations in the construction industry (output depends on budget capital, input material prices fluctuate, and the company's loan debt is also quite high), what risk management measures does CC1 have to	<p>First of all, we would like to sincerely thank the shareholders for their profound and very practical question – which reflects the actual situation and challenges that the construction industry is facing, especially in the context of many fluctuations in both output, input costs and financial pressure.</p> <p>Clearly identifying the risk groups in operation, CC1 has been implementing many synchronous management measures to ensure stable and sustainable operation. Specifically as follows:</p> <p>1. Financial risk: We are restructuring our loan portfolio to gradually reduce short-term loans, prioritizing medium- and long-term loans with more preferential and stable interest rates.</p> <p>Specifically, in the period 2023–2024, CC1 proactively paid off VND 2,650 billion of bond early, thereby significantly reducing long-term obligations and interest expenses in the coming years. This is a huge effort, demonstrating a commitment to financial health and improving CC1's cashflow autonomy.</p>



Shareholder code	Question	Answer
	<p>ensure stable operations? Specifically, how does the company respond to financial risk, risk of slow construction progress, risk of price fluctuations, etc.?</p>	<p>At the same time, we closely control cashflow at projects and prioritize the effective use of capital, limiting excessive leverage in difficult market periods.</p> <p>In addition, CC1 has established an Audit Committee directly under the Board of Directors (with independent members) to closely monitor financial health and provide early warning If any the company shows signs of imbalance.</p> <p>2. Risk of raw material price fluctuations: The price of steel, cement, fuel... can fluctuate erratically, greatly affecting project costs. To minimize this fluctuation. We apply several measures: (1) Signing long-term supply contract with strategic suppliers at fixed or capped prices, avoiding seasonal purchases. For example, we have an agreement with some major steel companies on the volume of supply for the whole year, the price will be fixed for that volume, If it exceeds, it will be recalculated; (2) Smart material reserves: when forecasting prices tend to increase sharply, the company proactively buys reserves at a reasonable level (just enough for a few months) to stabilize costs, conversely, when prices are at their peak, it limits purchases waiting for prices to cool down. This can be seen as a form of price risk management similar to hedging; (3) In the construction contract, CC1 negotiates price adjustment terms for major materials If the fluctuation exceeds the threshold. Thanks to that, If prices increase too sharply beyond control, the investor will share a part, reducing damage to the company; (4) As mentioned, CC1 self-produces a part of components and materials – this not only brings profit but also acts as a natural defense channel: market prices increase but internal costs increase less, even the profit from the production segment can partly compensate for the construction segment.</p> <p>3. Project progress and legal risks: In construction, Risks of delays due to site availability, weather, or legal procedures can lead to missed project deadlines, resulting in contract penalties and loss of reputation. CC1 manages this risk by: (1) Carefully evaluate project documents</p>



Shareholder code	Question	Answer
		<p>before acceptance: If the project is perceived to have risks related to land clearance or insufficient funding from the investor, the company should carefully consider or request protective terms (for example: only proceed when 70% of the land is clear.); (2) Provision for time and costs: Create a schedule with internal milestones earlier than the contract milestones, allowing for a reserve time fund of approximately 10-15% to absorb minor delays The cost estimate also includes a risk contingency item, typically 3-5%, to handle any unforeseen issues; (3) Insurance and legal: CC1 always purchases construction insurance and full liability insurance for the projects – If any force majeure event occurs (storms and floods damage the buildings, for example), insurance will reduce the burden of recovery costs. Regarding real estate legal matters, the company has established a project legal team to closely monitor and update decrees, work tightly with authorities to ensure smooth documentation, and avoid the risk of project suspension due to lack of procedures.</p> <p>4. Personnel and Occupational Safety Risks: This is also an important non-financial risk. CC1 manages it by: (1) Maintaining a core team of experienced personnel, training successors so that when there are fluctuations (good people quit), there are still replacements, avoiding interruptions. Talent retention policies such as ESOP, project bonuses are also to manage the risk of losing key personnel; (2) Occupational safety: all CC1 construction sites comply with strict safety procedures, with on-site safety officers. Every week, the Command Board meets to review accident risks and take preventive measures. As a result, CC1 has not had any serious accidents for many years – both protecting workers and avoiding losses and legal responsibilities for the company.</p> <p>5. Market and Policy Risks: CC1 also regularly monitors macroeconomic factors such as the Government's public investment plans, bank interest rates, exchange rates, construction laws, and land laws to forecast market trends early. The company develops business scenarios: if the</p>



Shareholder code	Question	Answer
		<p>scenario is bad (for example, the State cuts public investment, or real estate continues to freeze deeply), what will it do – for example, focus on the industrial segment, export construction labor abroad, etc. Conversely, if the scenario is good, how to accelerate. Having scenarios available helps the company react quickly and minimize damage when risks materialize.</p> <p>In terms of system, CC1 is establishing an Enterprise Risk Management (ERM) Framework according to international practices. This means that the identification – measurement – risk management process is integrated into standard procedures, with clearly assigned responsibilities from the Board of Directors, the Board of Management, down to the individual units. Each quarter, the Internal Control Board reports to the Board of Directors on the risk portfolio and measures being taken. With this proactive approach, we believe CC1 can stand firm in the face of fluctuations, maintain stable operations and preserve value for shareholders.</p>
CC1.000382	<p>4. The financial report shows that CC1's net cash flow from operating activities in 2024 was negative. What will the company do to improve its operating cash flow in the near future?</p>	<p>The question from our shareholders directly addresses the key area that the Corporation has been focusing on managing during this period: cash flow turnover from operating activities. First of all, it must be admitted that in 2024, CC1 faced challenges regarding cashflow, this is not only CC1 in the construction and installation segment. According to the 2024 Consolidated FS, the net cashflow item from business operating is negativ VND 2,458 billion, while in 2023 it was positive VND 2,957 billion. This is due to:</p> <ul style="list-style-type: none"> <li>• (i) Implementing the objective of proactively ensuring timely construction and installation materials to ensure progress for projects, especially key and public investment projects, in order to soon bring general economic efficiency to the society, thereby promoting output and bringing efficiency to shareholders. Based on the above objectives, we have proactively implemented 2 things:             <ul style="list-style-type: none"> <li>o Advance payments to suppliers increased by approximately 209 billion VND compared to 2023. This increase is due to advance payments for material procurement to ensure the progress</li> </ul> </li> </ul>



Shareholder code	Question	Answer
		<p>of public investment projects, in line with the government's initiative under the program "500 days and nights of competition to complete 3,000km of expressways." These proactive advances are necessary to secure input prices and ensure timely material supply for accelerated construction schedules as required by investors. For instance, the T3 Terminal was recently completed two months ahead of schedule, earning praise from the Prime Minister during its inauguration ceremony on April 19, 2025. Similar progress is being observed in other ongoing projects. Additionally, current requirements dictate that payments for soil, sand, and rock quarries must be made in advance. The unit prices for these specialized quarries are currently provisional, pending approval from relevant state authorities. This situation has also contributed to the increase in the company's receivables.</p> <p>o The company proactively stockpiles materials at the construction site (sand, stone, soil, steel, etc.) because these items must be purchased in advance to ensure progress, especially for urgent highway projects. Additionally, inventories increased due to the rapid acceleration of progress; Construction Corporation No. 1 – JSC proactively accelerated output compared to the plan according to the contract with the Investor. Many projects exceeded schedule with large volumes that have not been accepted. This output will be converted into revenue this year and in 2025. Inventories (including unfinished construction costs) of Construction Corporation No. 1 – JSC at the end of 2024 increased by approximately VND 567 billion.</p> <p>• (ii) The second factor affecting net cashflow from operating is the increase in accounts receivable from customers. This is due to a sharp increase in revenue; revenue in 2024 increased by 81% compared to 2023. In 2024, Construction Corporation No. 1 JSC 's short-term receivables increased by an additional VND 319 billion. Notably, there is a receivable of VND 596 billion from the Quang Trach project and from the Tan Son Nhat Airport Project Management Board.</p>



Shareholder code	Question	Answer
		<ul style="list-style-type: none"> <li>• (iii) The third factor is that long-term receivables increased by VND 731 billion from business contract cooperation with reputable partners in potential projects, and this activity brings great efficiency to the Company in the near future.</li> <li>• (iv) The fourth factor is a decrease in accounts payable of VND 290 billion. This is due to the scarcity of construction materials, especially soil, sand, and stone, which has shortened the average payment time. This is reflected in the increase in the parent's accounts payable turnover from 1.37 to 1.86.</li> </ul> <p>To improve cash flow in the near future, CC1 is implementing the following four measures:</p> <ul style="list-style-type: none"> <li>• Firstly, Accelerating the recovery of outstanding debts: The company has established a Debt Management Team under the General Director's Office to focus on handling accounts receivable. For government clients, CC1 proactively collaborates to complete inspection and payment documents as soon as work volumes are completed, avoiding delays until the end of the project.</li> <li>• Secondly, effectively managing advances and inventory: Based on the large production backlog for 2025 (over VND 10 trillion), as well as the development orientation from 2025 to 2027, CC1 is accelerating progress in project execution and investing in quarries to proactively ensure the supply of construction materials.</li> <li>• Thirdly, Completion of investment and joint-investment projects ahead of schedule to deliver early results: CC1 is accelerating construction progress and finalizing procedures. For instance, the Hai Phong – Thai Binh coastal road BOT project is approximately 70% complete. The Hanh Phuc residential area project is also being prioritized to resolve legal issues in 2025, preparing to launch products to the market when conditions are favorable and generate revenue.</li> <li>• Fourthly, Improving cash flow management efficiency: CC1 has implemented a centralized cash management system with timely cash flow forecasting to prepare balancing plans. Each project must establish its own cash flow plan (based on the collection and disbursement</li> </ul>



Shareholder code	Question	Answer
		<p>schedule) and is monitored through the ERP system. Any item at risk of delayed collection is flagged early for proactive measures. By the end of 2024, cash and cash equivalents amounted to approximately VND 2,625 billion – a safe level for operations. The leadership team consistently ensures maintaining a high quick liquidity ratio to mitigate risks for production and business activities.</p> <p>In summary, the negative net cash flow from operating activities in 2024 is only a temporary situation, driven by the focus on quality and timely completion of key projects. This approach helps bring these projects into use earlier, delivering broader economic benefits to society, thereby boosting production volume and generating value for shareholders. The leadership team commits to managing operations prudently with the support of technology, ensuring CC1 maintains liquidity, secures revenue and profits, and ultimately delivers value to its shareholders.</p>
CC1.000814	5. In the near future, the State is preparing to invest in mega-projects such as the North-South expressways, metro lines in Hanoi and Ho Chi Minh City, or even nuclear power	<p>As a leading construction corporation, CC1 consistently focuses its vision on the upcoming national mega-projects. We have been proactively preparing in various aspects to "stay ahead" of opportunities arising from very large-scale projects such as the North-South high-speed railway, urban railway systems, or nuclear power plants:</p> <ul style="list-style-type: none"> <li>• Improving technical and technological capabilities: CC1 continuously invests in advanced construction technologies. In the fields of high-speed rail and urban railways, we are studying and learning from the high-speed rail construction technologies of Japan, France, and China. Dozens of technical activities to explore and share knowledge on related technologies have been carried out over the past year, alongside the establishment of a strategic task force to prepare for these projects. Specifically, for urban railway projects, CC1 has gained experience as a strategic subcontractor in several packages involving the construction of underground stations and tunnels, and is now ready to take on such tasks as the main contractor by collaborating with</li> </ul>



Shareholder code	Question	Answer
	<p>projects in the future... How has CC1 prepared to participate in these mega-projects?</p>	<p>experienced international contractors. CC1 has also sent and will continue to send dozens of engineers to attend railway engineering training programs at prestigious universities.</p> <p>. Regarding nuclear power, CC1 is confident that it is the leading experienced unit in Vietnam in power plant projects, but CC1 has also sent key personnel to learn about the experience of building nuclear power plants from Russia and Japan – two countries that previously supported Vietnam in preparing the Ninh Thuan project. Thanks to this, we can visualize the specific technical requirements of a nuclear power plant to orient training.</p> <ul style="list-style-type: none"> <li>• Strategic cooperation with international partners: For complex mega-projects, CC1 advocates joint ventures and alliances with leading global contractors from Japan, South Korea, China, and Europe when necessary, to both support and learn from international partners, increasing the chances of winning bids in projects with high technical difficulty as well as large scale.</li> <li>• Developing high-quality human resources: Recognizing that people are a key factor, CC1 has invested heavily in training personnel for these specialized fields. In addition to a team of engineers who have grown through projects with international partners, the company also sends engineers to study courses on EPC project management and the operation of modern construction machinery at home and abroad. We are also recruiting experts who have worked on metro Line 1 and Line 2 projects in Ho Chi Minh City, as well as experts who studied nuclear power in Russia, to join CC1.</li> <li>• Strengthening financial capacity: Projects such as high-speed rail or nuclear power plants often involve very large total investments, requiring contractors to possess strong financial capabilities. Therefore, CC1 has been consolidating its financial strength by reducing debt and increasing equity (through planned stock issuances and partnerships with new investors – details in the Capital Increase section), while also seeking preferential credit lines to prepare for its</li> </ul>



Shareholder code	Question	Answer
		<p>share of the work. The goal is to ensure that when guarantees or matching funds are required to execute large contracts, CC1 will have sufficient financial "strength" to meet the investor's requirements.</p> <p>In summary, CC1 has proactively "taken a step ahead" in all aspects – technology, human resources, partnerships, and finance – so that when national-level mega-projects are launched, we will not miss any opportunities. The leadership believes that with this preparation, CC1 can confidently participate and play a deserving role in the historically significant projects of the country.</p>
CC1.000059	6. The company mentioned digital transformation in operation. Specifically, what is the current status of CC1's digital transformation roadmap? What benefits does the application of digital technology	<p>In the context of the strong Industrial Revolution 4.0, the Board of Directors of CC1 soon deeply realized the key role of information technology in improving competitiveness, creating differentiated values and bringing sustainable development to customer, Shareholders and the Community.</p> <p>With that strategic vision, CC1 officially launched the Digital Transformation program from 2022, with the goal of completing a comprehensive digital ecosystem by 2027, based on the following 03 main pillars:</p> <ol style="list-style-type: none"> <li>1. Application of advanced technology in management and construction</li> </ol> <p>We determine that applying the most modern technologies will be an important lever to improve efficiency and quality in every stage of the project.</p> <ul style="list-style-type: none"> <li>• BIM (Building Information Modeling): CC1 has been actively promoting the implementation of BIM in key projects. BIM is not only an advanced design tool but also a comprehensive solution that helps us optimize schedule management, tightly control costs, and ensure the highest</li> </ul>



Shareholder code	Question	Answer
	bring to the company?	<p>level of construction quality. The most evident proof is that the application of BIM has helped CC1 optimize up to 5% of steel volume, delivering significant economic benefits.</p> <ul style="list-style-type: none"> <li>• Plaxis Geotechnical Software Solution (Bentley): In order to solve complex challenges in underground projects, deep excavations, tunnels and special engineering projects, CC1 has strategically cooperated with Bentley Company to apply advanced geotechnical software solutions such as Plaxis. This helps us provide accurate analysis and safe and effective construction solutions.</li> <li>• AI Automation (Akabot - FPT): We recognize the enormous potential of artificial intelligence in improving construction management efficiency. The application of AI automation through FPT's Akabot platform is being focused on triển khai by CC1. Initially, AI has shown the ability to reduce up to 90% of resources in data processing, while ensuring the accuracy and timeliness of information, helping relevant departments make decisions more quickly and effectively.</li> </ul> <p>2. Building a comprehensive digital ecosystem:</p> <p>Digital transformation at CC1 is not only about applying individual technologies but also towards building a synchronous digital ecosystem, closely connecting all departments in the company's value chain.</p> <ul style="list-style-type: none"> <li>• ERP Microsoft Dynamic 365 System: We are currently upgrading and expanding the Enterprise Resource Planning (ERP) system, Microsoft Dynamic 365, to serve as an integrated platform for data from various departments such as sales, bidding, construction, and operation and maintenance of projects. The centralized data enables the Leadership Board to have a comprehensive overview and make decisions based on accurate and timely information.</li> </ul>



Shareholder code	Question	Answer
		<p>• Centralized database management model: An important step forward in the first quarter of 2025 was CCI's establishment of a centralized database management model. We are actively rolling out this ERP system to our subsidiaries and affiliated companies, creating a large and unified data platform. This platform will serve as a solid foundation for analyzing project performance, proactively forecasting risks, and optimizing resource allocation. We believe that improving capital efficiency through accurate data analysis will be a key factor, especially of interest to our shareholders.</p> <p>3. Development of digital human resources:</p> <p>We always believe that people are the most valuable asset and the decisive factor in the success of any strategy. Therefore, alongside investing in technology, CC1 places special emphasis on developing a workforce with the necessary skills to effectively master and utilize digital technologies.</p> <p>• Digital competency enhancement training program: Since 2022, CC1 has implemented numerous training courses aimed at raising awareness and equipping all employees with the skills to apply information technology in production and business operations.</p> <p>• Strategic Collaboration with Ho Chi Minh City University of Technology: In March 2025, CC1 signed a Memorandum of Understanding (MOU) with Ho Chi Minh City University of Technology. This is an important milestone, demonstrating CC1's commitment to strengthening partnerships with reputable educational institutions to enhance the quality of human resources, promote scientific research, and facilitate technology transfer, meeting the demands for sustainable development in the future.</p>



Shareholder code	Question	Answer
		The digital transformation journey of CC1 is a continuous process that requires perseverance, determination, and the unity of all employees. With a clear strategic vision, specific goals, and close guidance from the Leadership Board, along with the spirit of solidarity and the collective aspiration for innovation within CC1, we are fully confident that this digital transformation journey will achieve significant success by 2027. This will elevate CC1 to new heights, solidifying its position as a pioneering and sustainable construction company in the digital era.
CC1.000702	7. What is the company's dividend payout plan for 2024? Shareholders hope to receive regular dividends – so what is the Board of Directors' policy on dividends in the coming years?	<p>For 2024, the Board of Directors has submitted to the General Meeting of Shareholders a proposal to distribute dividends in the form of shares at an 11% ratio (meaning each shareholder owning 100 shares will receive an additional 11 new shares). The source of the dividend payment is from the accumulated after-tax profits of previous years and 2024, after allocating funds to necessary reserves. This plan corresponds to an increase in CC1's charter capital (issuing over 39 million new shares for dividend distribution). The reason for choosing stock dividends over cash is to retain liquidity for production and business operations, especially given that the company requires capital for investment in large-scale projects. Nevertheless, shareholders still benefit from the increase in the number of shares they own, reflecting the company's growth.</p> <p>Specifically, if the General Meeting approves and the State Securities Commission grants approval, CC1 will proceed with the issuance of an 11% stock dividend payout in 2025. Thus, the 2024 dividend will effectively be paid in 2025 in the form of shares. The book value per share after the distribution will remain unchanged (as equity is simply transferred from retained earnings to charter capital). Shareholders can rest assured that their interests are not adversely affected; on the contrary, their capital contribution to the company increases.</p>



Shareholder code	Question	Answer
		<p>Regarding the dividend policy for the coming years, the Board of Directors has outlined the following direction: CC1 will maintain regular annual dividend payments to shareholders, with the specific rate depending on business performance and capital needs each year. We understand that shareholders always expect dividends, and this is also the company's commitment when operations are successful. However, the form of dividend distribution (cash or stock) will be considered based on the financial situation and capital requirements for each year. During the 2023–2025 period, as CC1 needs to focus on capital for large-scale investment projects and reduce debt pressure, the Board prioritizes stock dividends or low cash dividends (if any) to reinvest profits for growth. After the company completes its capital increase plans and key projects begin generating profits (expected from 2026 onward), we will consider reinstating cash dividends with the goal of providing shareholders with a stable annual cash flow.</p> <p>The Board of Directors also aims for a sustainable dividend payout ratio. This means that, rather than having an abnormally high payout one year followed by a low payout the next, we want dividends to grow steadily in line with profits. For example, if after-tax profits increase by 15–20% per year, dividends will increase correspondingly, ensuring shareholders always benefit from the company's success. In the medium term, as investment projects begin generating cash flow, CC1 strives to pay cash dividends at a rate of approximately 5–10% per year (based on the par value of shares), depending on business performance. Of course, this ratio is not fixed – if the company achieves significant profit growth, dividends may be higher; conversely, in the event of unforeseen challenges, dividends may be adjusted downward. However, the overarching principle is to balance shareholder interests with the company's development needs.</p> <p>Thus, the message from the Board of Directors is: dividends will be maintained annually, but there needs to be a balance between payments to shareholders and reinvestment for business</p>



Shareholder code	Question	Answer
		expansion. In the current phase, CC1 has chosen to distribute stock dividends, allowing shareholders to contribute capital toward the company's growth. As the company grows stronger, we will reap the "sweet fruits" through higher cash dividends in the future. We deeply appreciate the trust and companionship of our shareholders and are committed to a transparent and reasonable dividend policy that serves the long-term interests of both the company and its shareholders.
CC1.000867	8. Currently, CC1 shares are traded on the UPCoM with relatively low liquidity. Does the company have plans to list its shares on the HOSE to increase liquidity and value? In 2024, the plan to move to the main exchange was expected but not	<p>The transfer of CC1 shares from UPCoM to HOSE is a shared aspiration of both the leadership and shareholders, as it aims to enhance the company's image and the liquidity of its shares. In reality, in 2024, the company set a goal to move to HOSE after completing its capital increase. However, due to several objective and subjective factors, we were unable to achieve this plan last year. Specifically, in 2024, CC1 prioritized restructuring and raising capital (though the capital increase was not fully completed). Additionally, mid-year stock market conditions were unfavorable, so the Board of Directors decided to temporarily postpone the listing transfer plan to avoid creating unnecessary pressure.</p> <p>However, this does not mean that we have abandoned the plan. The HOSE listing remains part of CC1's strategy. At the 2025 Annual General Meeting of Shareholders (AGM), the Board of Directors submitted a proposal to the meeting regarding the listing of shares on the Ho Chi Minh Stock Exchange (HOSE). CC1 will immediately activate the HOSE listing process in 2025 and aims to complete it within 2025-2026.</p> <p>We need to meet a number of conditions:</p> <ul style="list-style-type: none"> <li>• Charter capital of at least VND 120 billion (HOSE condition) – Construction Corporation No. 1 - JSC currently exceeds this condition because the capital is more than VND 3,200 billion.</li> </ul>



Shareholder code	Question	Answer
	completed— what were the reasons, and what is the outlook moving forward?	<ul style="list-style-type: none"> <li>• Positive profits for two consecutive years and certain requirements regarding the shareholder structure – CC1 has already met these conditions (continuous positive profits, non-state shareholders holding more than 25% of shares...).</li> <li>• Most importantly, the plan to increase capital must be successfully completed to establish a solid financial foundation and build investor confidence on HOSE. Once the capital increase is successful and business operations show significant progress (with projected profits for 2025 increasing by more than 27% compared to 2024), it will be an opportune time to list on HOSE.</li> </ul> <p>Benefits of listing on HOSE: CC1 shares will reach a broader pool of investors, especially large investment funds that only invest in listed stocks. Liquidity is expected to increase, leading to potential improvements in stock valuation (due to greater transparency and higher attractiveness to capital flows compared to UpCOM). We believe that once listed on HOSE, CC1's stock price will more fully reflect the company's true value and potential.</p> <p>Currently, although CC1's liquidity on UpCOM is not very high, there are signs of improvement (average trading volume of 50,000–100,000 shares per session, better than before). The leadership team continues to actively engage with investors and ensure transparent information disclosure to attract interest. However, the real leap forward will come when the company moves to HOSE.</p> <p>In summary, transferring to HOSE is a definite goal. It is expected that, if the situation is favorable, CC1 will complete the procedures for listing on the Ho Chi Minh Stock Exchange as early as 2025 or at the latest in 2026. We look forward to the support of our shareholders for this plan. The management commits to choosing the optimal time, ensuring that when listing on</p>

Shareholder code	Question	Answer
		HOSE, the value of CC1 shares is enhanced, liquidity is abundant, bringing long-term benefits to shareholders.



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## AGENDA OF ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY

- Time: 8:30 AM, Monday, April 21, 2025
- Location: Head office of CONSTRUCTION CORPORATION NO. 1 JOINT STOCK COMPANY
- Address: Sailing Tower, 111A Pasteur, Ben Nghe Ward, District 1, Ho Chi Minh City
- Form: Online Conference
- Program:

TIME	NO.	CONTENT
8:30AM – 9:00AM	1	Shareholders access the link to register for attendance.
09:00 AM – 09:15 AM	2	Declaration of reasons, introduction of delegates, attendees.
	3	Report on shareholder eligibility verification results.
	4	Introduction and approval of the Presidium, Meeting Secretary, and Vote Counting Board.
	5	Opening remarks.
9:15 AM – 9:30 AM	6	Approval of the Meeting Agenda; Working regulations of the Annual General Meeting of Shareholders 2025; Regulations on nomination, candidacy, and election of additional Members of the Board of Directors for the 2021-2026 term.
9:30 AM – 10:30 AM	7	<b>Approval of Reports and Proposals:</b>
	7.1	Report on the Board of Directors' activities in 2024 and planned operational direction for 2025 (including the report on the activities of Independent Members of the Board of Directors and the report on the activities of the Audit Committee).
	7.2	Report of the General Director on production and business results in 2024.
	7.3	Proposal for the audited 2024 separate and consolidated Financial Statements.
9:30 AM – 10:30 AM	7.4	Proposal for profit distribution and dividend payment for 2024.
	7.5	Proposal for the Business plan and dividend payment for 2025.
	7.6	Proposal on the remuneration plan for the Board of Directors and the Supervisory Board in 2025 in 2025.





TIME	NO.	CONTENT
	7.7	Proposal for selecting the auditing company for the financial statements of the headquarters, separate and consolidated for 2025.
	7.8	Proposal for charter capital increase in 2025.
	7.9	Proposal for the plan to sell treasury shares.
	7.10	Proposal for Listing Shares on the Ho Chi Minh City Stock Exchange.
	7.11	Proposal for dismissal of a Member of the Board of Directors.
	7.12	Proposal for the list of nominees and candidates for the Board of Directors to elect additional members for the 2021-2026 term.
	7.13	Proposal to amend and supplement the Charter of Corporation and Operation of CC1.
	7.14	Proposal for Amendments and Supplements to the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations of CC1.
10:30 AM	8	Discussion and answering shareholders' questions.
–	9	Voting on the contents in Section 7.
11:15 AM	10	Election of additional Members of the Board of Directors.
11:15 AM	11	Announcement of voting results.
–	12	Announcement of the election results for additional Members of the Board of Directors.
11:40 AM	13	Approval of the Minutes and Resolution of the General Meeting.
11:40 AM		
–	14	<b>Closing of the General Meeting.</b>
11:45 AM		

On behalf of the Organizing Committee  
Chairman of the Board of Directors  
Head of the Committee

  
Phan Hữu Duy Quốc



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**Independence - Freedom – Happiness**

No.: 28/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: The Approval of the Working Regulations of the Annual General Meeting of Shareholders of Construction Corporation No.1 - JSC**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises, the Law on Securities, and its attached documents;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 - JSC;

The Board of Directors (BOD) of Construction Corporation No. 1 - JSC (CC1) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the Working Regulations of the Annual General Meeting of Shareholders on April 21, 2025 of CC1.

*Attached is the full text of the draft Regulation.*

Respectfully submitted to the GMS for review and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS**



**Phan Huu Duy Quoc**

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

Ho Chi Minh City, April 21, 2025

WORKING REGULATIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
CONSTRUCTION CORPORATION NO. 1 – JSC

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its attached documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its attached documents;
- 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;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 – JSC;
- Pursuant to the Internal Governance Regulations of Construction Corporation No. 1 – JSC.

**Article 1. Purpose**

- To ensure the procedures, principles of conduct, and voting at the Annual General Meeting of Shareholders (GMS) of Construction Corporation No. 1 – JSC take place in accordance with regulations and achieve successful results.
- The resolutions of the GMS express the unified will of the GMS, meet the aspirations and interests of the shareholders, and comply with the law.

**Article 2. Subjects and Scope**

- **Subjects of application:** All shareholders, representatives (authorized persons) of shareholders holding shares of Construction Corporation No. 1 – JSC and invited guests attending the Annual General Meeting of Shareholders of Construction Corporation No. 1 – JSC must comply with the provisions of these Regulations, the Charter of the Corporation, and applicable laws.
- **Scope of application:** These Regulations are applied to the organization of the 2025 Annual General Meeting of Shareholders of Construction Corporation No. 1 – JSC.

**Article 3. Interpretations of Terms/Abbreviations**



- Corporation/CC1 : Construction Corporation No. 1 – JSC
- Board of Directors : CC1 Board of Directors
- Organizing Committee : CC1 General Meeting of Shareholders Organizing Committee
- General Meeting of Shareholders : CC1 General Meeting of Shareholders
- Delegates : Shareholders, representatives (*authorized persons*)
- General Meeting of Shareholders livestream system : Live video broadcast system of the General Meeting of Shareholders on the website <https://ezgsm.fpts.com.vn> and [www.youtube.com](http://www.youtube.com)

#### Article 4. Conditions for Conducting the General Meeting of Shareholders

- The General Meeting of Shareholders shall be held when the number of delegates present represents more than 50% of the voting shares.<sup>1</sup>
- In case the first meeting does not meet the conditions for proceeding as prescribed in Clause 1, Article 27 of the Corporation's Charter, the notice of the second meeting shall be sent within 60 (sixty) days from the intended date of the first meeting. The second convened General Meeting of Shareholders shall be held when the number of shareholders present represents at least 33% of the voting shares.
- In case the second meeting does not meet the conditions for proceeding as prescribed in Clause 2, Article 27 of the Corporation's Charter, the notice of the third meeting shall be sent within 60 (sixty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders present.

**Note:** The percentage of shareholders attending the GMS online is determined when the delegates have performed "**Confirm attendance at the online General Meeting of Shareholders**" on the electronic voting system as prescribed in Article 5 of these Regulations.

#### Article 5. Delegates Participating in the 2025 Annual General Meeting of Shareholders

- All shareholders of the Corporation according to the list finalized on March 21, 2025 have the right to attend the online GMS through the electronic voting system or authorize their representatives to attend. In case there is more than one authorized

<sup>1</sup>Clause 1, Article 27 of the Corporation's Charter



representative as prescribed by law appointed to attend, the number of shares held by each representative must be specified.

- When attending online, delegates should note:
  - **Technical requirements:** Shareholders need an internet-connected electronic device (computer, tablet, mobile phone, or other electronic device with internet connectivity).
  - **Procedure:** Delegates access the provided link, log in using the provided information to attend the General Meeting of Shareholders online, and cast their electronic votes.
  - **Method of recording delegates attending the online General Meeting of Shareholders:** Delegates are recorded by the electronic voting system as attending the online General Meeting of Shareholders when they access the system using the access information provided in the meeting invitation and have performed **"Confirm attendance at the online General Meeting of Shareholders"** in the electronic voting system.

#### **Article 6. Guests at the General Meeting (If any)**

- These include management positions of the Corporation, guests, members of the Organizing Committee who are not shareholders of the Corporation but are invited to attend the General Meeting.
- Guests do not participate in speaking at the General Meeting (unless invited by the Chairperson of the General Meeting or registered in advance with the Organizing Committee and approved by the Chairperson of the General Meeting of Shareholders).

#### **Article 7. Chairperson and Chair Meeting Board**

- The Chair Meeting Board consists of 03 members, including 01 Chairperson and the Members. The Chairman of the Board of Directors is the Chairperson of the Chair Meeting Board and the Chairperson of the General Meeting of Shareholders, or the Chairman of the Board of Directors may authorize another Member of the Board of Directors to be the Chairperson of the General Meeting. The Chairperson of the Chair Meeting Board directs the work of the General Meeting according to the content and program approved by the General Meeting of Shareholders.

In the event that the Chairman of the Board of Directors is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. In the event that no Chairperson is elected, the Organizing Committee shall manage the General Meeting of Shareholders to elect the Chairperson of the meeting among the attendees, and the person with the highest number of votes shall be the Chairperson of the meeting.



- In other cases, the person who signed the convening notice of the General Meeting of Shareholders shall manage the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall be elected as the Chairperson of the meeting.
- The Chairperson has the right to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
- Duties of the Chair Meeting Board:
  - Direct the General Meeting in accordance with the agenda, rules, and regulations approved by the General Meeting.
  - Assign to present reports at the General Meeting.
  - Introduce the members of the Ballot Counting Committee for the General Meeting to vote on.
  - Introduce the members of the Chair Meeting Board for the General Meeting to vote on (if any).
  - Guide the General Meeting in discussing and voting on matters within the agenda of the General Meeting and related matters throughout the General Meeting.
  - Respon to and record matters within the program approved by the General Meeting.
  - Resolve issues arising throughout the General Meeting.
  - Approve and issue documents, results, minutes, and resolutions of the General Meeting after the General Meeting concludes.
  - The Chair Meeting Board works on the principle of democratic centralism and decides by majority vote.

#### **Article 8. Delegate Eligibility Check Committee**

- The Delegate Eligibility Check Committee of the General Meeting consists of 01 Head and members, and is responsible to the Chair Meeting Board and the General Meeting of Shareholders for its duties.

The Eligibility Check Committee introduced by the Chairperson is as follows:

No.	Member's name	Assignment
1	Mr. Tran Nguyen Tuan Anh	Head
2	Mr. Nguyen Hong Nam	Member
3	Mr. Tran Manh Tu	Member

- Duties of the Eligibility Check Committee:
  - Receive shareholders' documents (if any), verify and check the validity of shareholders attending online.
  - Report to the General Meeting of Shareholders on the results of the shareholder credentials check before the General Meeting of Shareholders officially commences.
  - Coordinate with the Vote Counting Committee to guide, support, and supervise voting.

#### **Article 9. Meeting Secretary**

- The Meeting Secretary is appointed by the Chairperson, responsible to the Chair Meeting Board and the General Meeting of Shareholders for its duties and operates under the direction of the Chair Meeting Board.
- Duties of the Meeting Secretary:
  - Receive and review registration forms for shareholders' comments and forward them to the Chair Meeting Board for decision.
  - Record the minutes of the General Meeting of Shareholders fully and truthfully, including all proceedings of the meeting and matters approved by shareholders or noted at the Meeting.
  - Assist the Chairperson in announcing the draft Minutes of the Meeting and the Resolutions on matters approved at the Meeting.

#### **Article 10. Vote Counting Committee**

- The Vote Counting Committee, introduced by the Chairperson, consists of 01 Head and 02 Members.
- Duties of the Vote Counting Committee:
  - The Vote Counting Committee must prepare Minutes of the vote count and be responsible to the Chair Meeting Board and the General Meeting of Shareholders when performing its duties.
  - Accurately determine the voting results on each matter voted on at the Meeting.
  - Promptly notify the secretary of the voting results.
  - Review and report to the Meeting any violations of voting regulations or complaints about voting results.

#### **Article 11. Discussion at the General Meeting**

1. Principles:



- Discussion is only permitted within the allotted time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders.
- Only Delegates may participate in the discussion.
- Delegates can register their discussion topics as follows:
  - Delegates can ask questions in the Discussion section of the online meeting interface at <https://ezgsm.fpts.com.vn> or email [thuy.mthh@cc1.vn](mailto:thuy.mthh@cc1.vn) (before the discussion). *(Questions are considered valid when sent from the email registered in the shareholder list provided by the Securities Depository or the email registered by the shareholder in the Meeting Registration Form or proxy form submitted in hard copy to the Corporation).*
  - The Secretary will arrange the Delegates' questions and forward them to the Chairperson.
- 2. Responding to Delegates' Comments:
  - Based on the Delegates' question forms, the Chairperson or a member designated by the Chairperson will respond to the Delegates' comments;
  - If, due to time constraints, questions are not answered directly at the Meeting, the Corporation will respond through other means.

## **Article 12. Voting at the General Meeting**

### **1. Principles:**

- All matters on the agenda and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders. Delegates may choose to vote electronically at: <https://ezgsm.fpts.com.vn>

### **2. Electronic Voting:**

- Voting Method:
  - Delegates choose one of three voting options: "Agree", "Disagree", or "Abstain" for each issue presented at the General Meeting, pre-configured in the electronic voting system.
  - Afterwards, Delegates confirm their votes for the electronic voting system to record the results.
- Election Voting Method (specified in the Election Regulations)
- Other regulations when conducting electronic voting:
  - In case a Delegate does not complete all voting and election matters according to the General Meeting agenda, the unresolved matters are considered as abstentions by the delegate.

- In case of issues arising outside the sent agenda of General Meeting, Delegates may cast additional votes. If Delegates do not vote on these arising issues, it will be considered an abstention on those matters.
- Delegates may change their votes (but cannot cancel them); including votes on issues arising outside the agenda of General Meeting. The online system only records the final vote at the end of each voting period specified in the meeting's rules of procedure.
- Electronic Voting Time

Electronic voting time is specified as follows:

- First Voting Content (including the Meeting Agenda; Meeting Rules of Procedure; Election Regulations; approval of the Chair Meeting Board, Secretariat and Vote Counting Board): Delegates vote from 17:00 on April 17, 2025 until the Organizing Committee announces the end of the first voting period.
- Second Voting Content (including reports and approval of the Proposals at the General Meeting): Delegates vote from 17:00 on April 17, 2025 until the Organizing Committee announces the end of the second voting period.
- Election Content: Delegates vote from 17:00 on April 17, 2025 until the Organizing Committee announces the end of the election voting period.
- Third Voting Content (Approval of the Meeting Minutes and Resolutions): Delegates vote from 17:00 on April 17, 2025 until the Organizing Committee announces the end of the third voting period.
- Delegates can access the electronic voting system and cast vote 24 hours a day, 7 days a week, except during system maintenance or other circumstances beyond the Company's control. After the voting period, the system will not record any further votes.

### **3. Voting regulations:**

- One (01) share equals one vote. Each attending Delegate represents one or more voting rights.
- As of the closing date (March 21, 2025), the total number of voting shares of the Company is 358,170,025 shares, equivalent to 358,170,025 voting rights.
- Matters requiring vote at the General Meeting are only approved with the consent of shareholders holding more than 50% (Fifty percent) of the total votes of all attending shareholders. In certain cases specified in Clause 1, Article 29 of the Corporation's Charter, approval requires at least 65% (Sixty-five percent) of the total votes of all attending shareholders.



- Note: Shareholders/authorized representatives with related interests do not have the right to vote on contracts and transactions with a value from 35% (Thirty-five percent) of the total asset value of the Corporation recorded in the most recent financial statement; these contracts or transactions are only approved when shareholders/authorized representatives accounting for 65% (Sixty-five percent) of the remaining total votes approve (according to Clause 4, Article 167, Law on Enterprises 2020).

#### **4. Recording voting/election results:**

The Ballot Counting Committee will check, synthesize, and report the vote counting results of each issue according to the meeting agenda to the Chairperson. The voting results will be announced by the Chairperson right before the closing of the meeting.

#### **Article 13. Minutes, Resolution of the General Meeting of Shareholders**

All contents at the General Meeting of Shareholders must be recorded in the Minutes of the General Meeting of Shareholders by the Secretary of the General Meeting. The minutes of the General Meeting of Shareholders must be read and approved before the closing of the General Meeting.

#### **Article 14. Election of additional Board of Director' member**

The election of additional Board of Directors members must be conducted according to the Regulations on the election of additional Board of Directors members and approved by the General Meeting of Shareholders.

#### **Article 15. Implementation of the Regulations**

These working regulations are read publicly before the 2025 Annual General Meeting of Shareholders and take effect from the time they are approved by the General Meeting of Shareholders of Construction Corporation No. 1 - JSC.

Shareholders, authorized representatives, and guests who violate these Regulations will be considered and handled by the Chair Meeting Board according to the Corporation's Charter and the Law on Enterprise, depending on the specific circumstances.

#### **Recipients:**

- General Meeting of Shareholders;
- Board of Directors, Board of Management;
- Archived: Legal Office, Administrative Office, Secretary

**CONSTRUCTION CORPORATION NO. 1 – JSC  
ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Phan Huu Duy Quoc**

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

No.: 29/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: the approval of the Regulation on nomination, candidacy, and supplementary election of Members of the Board of Directors of Construction Corporation No. 1 - JSC, for the 2021-2026 term**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises, the Law on Securities, and its attached documents;
- Pursuant to the Charter of Organization and Operations of Construction Corporation No. 1 - JSC;

The Board of Directors (BOD) of Construction Corporation No. 1 - JSC (CC1) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the Regulation on nomination, candidacy, and supplementary election of Members of the Board of Directors of CC1 for the 2021-2026 term.

*Attached is the full text of the draft Regulation.*

Respectfully submitted to the GMS for review and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS**



**Phan Huu Duy Quoc**



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

*Ho Chi Minh City, April 21, 2025*

**REGULATIONS**

**NOMINATION, CANDIDACY, AND ELECTION OF  
ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS  
OF CONSTRUCTION CORPORATION NO. 1 – JSC FOR THE  
2021-2026 TERM**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its attached documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its attached documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 – JSC;
- Pursuant to the Internal Governance Regulations of Construction Corporation No. 1 – JSC.

**I. Explanation of terms/abbreviations**

- Corporation/CC1 : Construction Corporation No. 1 – JSC
- Board of Directors : Board of Directors of the Corporation
- Organizing Committee : Organizing Committee of the General Meeting of Shareholders CC1
- General Meeting of Shareholders : General Meeting of Shareholders
- Delegates : Shareholders, representatives (authorized persons)

**II. Chairperson of the General Meeting**

The Chairperson of the General Meeting is responsible for presiding over the election with the following specific tasks:

- Introduce the list of nominees and candidates for the Board of Directors;



- Supervise the voting and vote counting;
- Resolve complaints regarding the election (if any).

### **III. Regulations on nomination and candidacy for Board of Directors**

- Number of Board of Directors members to be elected as replacements: 01 persons
- Term: 2021 – 2026
- Maximum number of Candidates for Board of Directors: Unlimited, but candidates must meet the conditions as prescribed in the Charter of CC1.

#### **1. Right to nominate and stand as a candidate for the Board of Directors:** *(according to Article 10 of the Corporation's Internal Governance Regulations)*

- Shareholders holding common shares have the right to combine their voting rights to nominate Board of Director' members. Shareholders or shareholder groups holding from 10% to less than 20% of the voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% or more may nominate the full number of candidates.
- Nominated candidates must meet all the criteria specified in Section 2 below.
- In the event that the number of Board of Directors candidates through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism prescribed by the Corporation in the Corporation's Internal Governance Regulations and the Board of Directors' Operating Regulations.

#### **2. Criteria for Board of Directors candidates:** *Candidates for the Board of Directors must meet the following criteria and conditions (according to Article 155 of the Law on Enterprises 59/2020/QH14, Decree 155/2020/ND-CP)*

- Have full civil act capacity, not belonging to the group of individuals who are not allowed to manage enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises 59/2020/QH14;
- Have professional qualifications and experience in business administration or in the field, industry, or business line of the Corporation and not necessarily be a shareholder of the Corporation;
- A member of the Corporation's Board of Directors may only concurrently serve as a member of the Board of Directors of a maximum of five (05) other companies.

### **IV. Election principles**

- Comply with the provisions of law and the Corporation's Charter.



- Voting rights are calculated based on the number of shares owned or represented. Election results are calculated based on the number of voting shares of shareholders attending the meeting.
- For each election, a shareholder representative may only use one ballot corresponding to the number of shares owned and represented.
- The Ballot Counting Committee is nominated by the Presidium and approved by the General Meeting. Ballot counting committee members must not be included in the nomination list or run for the Board of Directors.

## V. Election methods

- Conducted according to the Cumulative Voting Method (*According to Clause 3, Article 148 of the Law on Enterprise 2020*).
  - Conducted according to the cumulative voting method: whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board of Directors members to be elected.
  - Participating Delegates have the right to cast all of their votes for one or several candidates.
- Online participating Delegates access the electronic voting system and conduct their election (note that Representatives must vote within the electronic voting time specified in the General Meeting's working regulations).
- In case of mistaken selection: Participating representatives access the electronic voting system and redo their election (note that Representatives must vote within the electronic voting time specified in the General Meeting's working regulations).

## VI. Online election

- The ballot is an **online ballot**.
- In case a shareholder votes by writing numbers: An invalid ballot is a ballot where the total number of votes for candidates exceeds the total number of allowed votes calculated at the time of vote counting.

## VII. Casting election ballots and determining the results

### 1. Casting election ballots and Counting votes

- How to fill out the Ballot:
  - ✓ Representatives vote for a maximum number of candidates equal to the number of members to be elected;



- ✓ If casting all votes for one candidate or dividing all votes equally among candidates, representatives mark the "**Cumulative Vote**" box for the corresponding candidates.
- ✓ If casting an unequal number of votes for each candidate, representatives clearly write the number of votes in the "**Number of Votes**" box for the corresponding candidates.

**Note:**

- In case of errors, shareholders can change the election results (but cannot cancel the election results); including supplementary election results for issues arising outside the General Meeting agenda. The online system only records vote counts for the final election results at the end of the electronic voting period for each round of vote counting specified in the General Meeting's working regulations.
- After voting ends, the system will automatically record the end of vote counting.
- The Ballot Counting Committee is responsible for preparing the vote counting minutes, announcing the results, and, together with the Chairperson, resolving shareholders' questions and complaints (if any).
- For sensitive matters and if shareholders request, the Corporation must appoint an independent organization to collect and count the votes.

**2. Principles for electing winning candidates:**

- Winning candidates are determined based on the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is elected.
- In case two (02) or more candidates receive the same number of votes for the last member position, a re-election will be held among the candidates with the same number of votes.
- If the first election round does not result in the required number of elected members, elections will be held until the required number of members is elected.

**VIII. Application documents for nomination and candidacy for election to the Board of Directors**

The application documents for candidacy and nomination to the Board of Directors include:

- Application for candidacy/nomination to the Board of Directors (as per the template).
- Curriculum Vitae (using the template).



- Copies of the following documents: Citizen Identity Card/Citizen Identification Card/Passport.
- Diplomas and certificates of cultural and professional qualifications (if any).
- Confirmation of share ownership percentage of the shareholder/shareholder group satisfying the nomination conditions as stipulated in Charter of CC1.

Nominees to the Board of Directors are legally responsible and accountable to the General Meeting of Shareholders for the accuracy and truthfulness of the contents in their application.

The application should be sent to Construction Corporation No. 1 – JSC before 5 p.m on April 09, 2025 at the following address:

**Office of Construction Corporation No. 1 – JSC**

**Address: 111A Pasteur, Ben Nghe Ward, District 1, Ho Chi Minh City**

**Telephone: 028.3822 2059 Fax: 028.3829 0500**

#### **IX. Effective Date**

These Regulations are publicly read before the 2025 Annual General Meeting of Shareholders and take effect from the time they are approved by the General Meeting of Shareholders of Construction Corporation No. 1 – JSC.

**Recipients:**

- General Meeting of Shareholders;
- Board of Directors, Management Board;
- Archived: Legal Office, Administrative Office, Secretary.

**CONSTRUCTION CORPORATION NO. 1 – JSC  
ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN** *thv*



**Phan Hữu Duy Quốc**



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

No.: 30/BC-HĐQT

*Ho Chi Minh City, April 21, 2025*

**REPORT**

**ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024 AND  
ORIENTATION OF ACTION PLAN IN 2025.**

**To: GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of Charter of Construction Corporation No.1 - JSC (“CC1”) respectfully reports to the 2025 Annual General Meeting of Shareholders as follows:

**A. REPORT ON ACTIVITIES IN 2024**

**I. Regarding the implementation of the 2024 business plan**

Extracted from the audited consolidated Financial statements as of December 31, 2024, the business performance results of the Parent Company and consolidated CC1 with the following basic indicators:

*Unit: Billion VND*

TT	Key indicators	2024 Plan		2024 Actual		2024 Actual Percentage compared to 2024 Plan	
		Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements
A	B	1	2	3	4	5 = 3/1	6 = 4/2
1	Net revenue	11,500	11,600	9,594	10,160	83%	88%
2	Gross profit	615	663	391	484	64%	73%
3	Net Profit before tax	586	590	277	291	47%	49%
4	Net Profit after tax	469	472	222	229	47%	49%
5	Dividends	12%		11%			

**II. Activities of the Board of Directors in 2024**

**1. Meetings and Resolutions, Decisions of the Board of Directors**

- The Board of Directors operates on the principle of collectivity, complies with the provisions of the law and the Charter of Corporation and Operation (“Charter”) of



CC1, always closely follows the Resolutions of the General Meeting of Shareholders to closely direct the production and business activities of CC1, effectively implement the proposed guidelines and strategies; promptly resolve issues arising from the General Director ("Board of General Directors") in the course of operating production and business activities. At the same time, establish a mechanism to inspect and supervise the activities of the Board of General Directors through the implementation of CC1's Charter, internal governance regulations, and Resolutions and Decisions issued by the Board of Directors.

- The Chairman of the Board of Directors and the Board of Directors' members have properly performed their assigned functions and duties; fully participated in the activities of the Board of Directors.
  - In 2024, the Board of Directors held direct and online meetings and obtained electronic opinions to decide on issues related to governance, production and business plans, guidelines, and policies in accordance with legal regulations, CC1's Regulations, and the actual situation. CC1's Board of Directors has issued 46 Resolutions and Decisions approving guidelines on investment, business cooperation, production and business plans by phase, approving financial plans for investment projects; issuing internal regulations; plans for capital increase and divestment in member companies; M&A; establishment of companies and branches according to business development orientation, decisions on appointment and dismissal of personnel under its authority, etc. The list of Resolutions and Decisions issued by the Board of Directors in 2024 is reported in CC1's 2024 Governance Report, which has been publicly disclosed.
2. **Activities of the Audit Committee under the Board of Directors:** According to the attached Audit Committee Activity Report.
  3. **Report of the Independent Member of CC1's Board of Directors:** According to the attached Report of the Independent Member of the Board of Directors.
  4. **Report on transactions between the Company, Company's subsidiaries, companies controlling over 50% of charter capital with insiders and related persons:**
    - 4.1. Transactions between the company and companies where a Board of Directors member is a founding member within the last 03 years before the transaction: None.
    - 4.2. Transactions between the company, Company's subsidiaries, companies with a controlling interest of 50% or more of the charter capital with insiders and related persons: Reference to item number 37 - Notes on Related Parties in the 2024 Audited Separate Financial Statements.
  5. **Supervisory activities of the Board of Directors over the Board of General Directors:**



The Board of Directors' supervision of the Board of General Directors is carried out regularly. In 2024, the following was implemented:

- Supervise the implementation of the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the proposed contents.
- Supervise the implementation of CC1's production and business plan in compliance with laws, regulations, and processes in operating production and business activities as well as policies and regimes for employees,...
- Participate in and supervise the General Director's briefing meetings with functional departments and capital representatives at member companies.
- Supervise the implementation of information disclosure according to the regulations of the SSC and Circular 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance.

**6. Remuneration of Board of Directors' members in 2024, planned remuneration in 2025:**

- The settled remuneration of the Board of Directors' members in 2024 is: 3,500,000,000 VND, detailed remuneration table as per Appendix 01 attached.
- The planned remuneration for 2025 is 7,000,000,000 VND.

On January 02, 2025, the Board of Directors issued Resolution No. 02A/2025/NQ-HĐQT on approving the policy of advance remuneration for 2025 for Members of the Board of Directors. Accordingly, the Board of Directors authorizes the Chairman of the Board of Directors to approve the specific advance remuneration level for 2025 for each Member of the Board of Directors based on actual work, ensuring that the approved level does not exceed the 2024 remuneration of each member. Upon the official resolution of the General Meeting of Shareholders approving the remuneration of the Members of Board of Directors for 2025, CC1 will settle and pay the remuneration to the Members of the Board of Directors according to regulations and report to the Annual General Meeting of Shareholders the following year.

**7. Report on the contents approved at the 2024 Annual General Meeting of Shareholders Resolution No. 75/NQ-ĐHĐCĐ dated 2024-05-24 but not yet implemented in 2024:**

**7.1. Dividend payment in 2023:**

- Result: CC1 has not distributed profits or paid dividends in 2023.
- Reason: CC1 has proactively and actively completed the submission of documents to ensure the shareholders' rights. However, during the implementation process, the company received Official Letter No. 4203/UBCK-QLCB dated July 05, 2024, from the State Securities Commission regarding the adjustment of certain conditions

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for issuing shares to pay dividends to comply with the provisions of Clause 2, Article 60 of Decree No. 155/2020/ND-CP. Specifically, according to the 2023 financial statements audited by PWC Vietnam Co., Ltd., CC1's distributable profit exceeded the undistributed profit on the 2023 consolidated financial statements. Due to not fully meeting the conditions according to current regulations, the Board of Directors issued and announced Resolution No. 90/NQ-HDQT dated July 22, 2024, to postpone the plan to issue shares to pay dividends and will resubmit it at the 2025 Annual General Meeting of Shareholders.

## **7.2. Increase in Charter Capital in 2024:**

- Result: The plan to increase charter capital from both options (issuing shares to pay dividends and issuing shares for private placement) has not been implemented.
- Reason:
  - Regarding the plan to issue shares to pay dividends: The Company has proactively and actively completed the submission of documents to ensure shareholders' rights. However, the Company received Official Letter No. 4203/UBCK-QLCB dated July 05, 2024, from the State Securities Commission regarding the adjustment of certain conditions for issuing shares to pay dividends to comply with the provisions of Clause 2, Article 60 of Decree No. 155/2020/ND-CP. Specifically, according to the 2023 financial statements audited by PWC Vietnam Co., Ltd., the Company's distributable profit exceeded the undistributed profit on the 2023 consolidated financial statements. Due to not fully meeting the conditions according to current regulations, the Company has to postpone the plan to issue shares to pay dividends and will resubmit it at the 2025 Annual General Meeting of Shareholders.
  - Regarding the plan to issue shares for private placement: The Board of Directors assessed that the market situation is not really favorable and decided to postpone it to wait for a more appropriate time to ensure the optimal effectiveness of capital mobilization and protect the long-term interests of shareholders.

## **7.3. Sale of treasury shares:**

- Result: The sale of treasury shares has not been implemented according to the approved plan.
- Reason: The Board of Directors recognized that the stock market situation in 2024 has many complex fluctuations, which are not favorable for selling treasury shares at a reasonable price. The company's share price has not reached the expected level to bring maximum benefit when selling treasury shares. Therefore, with the goal of preserving and increasing the value of the company's assets, the Board of Directors decided to postpone the implementation in 2024 and will present it at the 2025 Annual General Meeting of Shareholders.



#### 7.4. Listing shares on HOSE:

- Result: The transfer of listing has not been completed.
- Reason: Based on the actual situation of the stock market and the assessment of listing conditions, the Board of Directors finds that the year 2024 is not the most suitable time for the exchange transfer. Therefore, the Company must postpone the listing of shares on the Ho Chi Minh City Stock Exchange and will resubmit it at the Annual General Meeting of Shareholders in 2025.

### B. OPERATIONAL PLAN ORIENTATION FOR 2025

On February 3, 2025, the Board of Directors (BOD) of CC1 decided to appoint Mr. Phan Huu Duy Quoc as the Chairman of the BOD, replacing Mr. Nguyen Van Huan, who will dedicate more time and effort to CC1 Holdings in the role of Chairman of the BOD of CC1 Holdings. His mission is to develop new business areas and complete a multi-sector ecosystem. Mr. Huan will continue to accompany CC1 in the role of a BOD member.

In 2025, the BOD directs specific operational plans as follows:

CC1's Board of Directors' operational plan orientation for 2025 is as follows:

#### 1. 2025 Production and Business Plan

Key indicators for the 2025 Business Plan and Dividend Payment:

Unit: Billion VND

No.	Key indicators of the Business Plan and Dividend Payment in 2025	Actual (ACT) 2024		Plan (PLN) 2025		Percentage PLN 2025 compared to ACT 2024	
		Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements
1	Net revenue	9,594	10,160	12,367	12,889	129%	127%
2	Earnings Before Interest and Taxes	277	291	309	371	112%	127%
3	Dividends	11% (by shares)	11% (by shares)	9% (by cash/shares)	9% (by cash/shares)	-	-
4	Investment and development funds	44	44	15	15	34%	34%
5	Bonus and welfare funds	11	11	15	15	136%	136%



## 2. 2025 plan orientation:

- Continue to implement the key tasks set out for 2024 but not yet or in progress (corporate restructuring, treasury stock sale, etc.);
- Proactively complete the capital plan to meet promptly and effectively all production and business activities;
- Strongly promote digital transformation, application of new technologies, and development of high-quality human resources to improve efficiency and labor productivity;
- Orient towards applying advanced management models, strengthening coordination with member companies, enhancing the competitiveness of the entire ecosystem, and aiming for sustainable development.
- Advocate for building a solid foundation for business development and international market expansion.

Above is the report on the 2024 activities and the 2025 operational orientation of the Board of Directors.

Submit to the General Meeting of Shareholders for consideration and approval.

Respectfully!

### Recipients:

- As above;
- Archived: BOD's Secretary

ON THE BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



**Phan Huu Duy Quoc**

## APPENDIX 01

### (Remuneration Report of the Board of Directors and Audit Committee for the year 2024)

The total remuneration of the Board of Directors and Audit Committee (hereinafter referred to as total remuneration) for the year 2024 will be charged to CCI's business expenses, specifically as follows:

Criteria	Plan 2024	Actual 2024
Total remuneration for 2024	Maximum 5,000,000,000 VND	3,500,000,000 VND

Details of the total remuneration paid in 2024 are as follows:

No.	Member	Position	Amount
1	Mr. Nguyen Van Huan	Chairman of the Board of Directors	1,446,666,664 VND
2	Mr. Le Bao Anh	Vice Chairman of the Board of Directors and General Director	120,000,000 VND
3	Mr. Phan Van Chinh	Vice Chairman of the Board of Directors and Member of the Board of Supervisors	1,040,000,000 VND
4	Mr. Nguyen Thanh Vinh	Independent members of the Board of Directors and Chairman of the Board of Supervisors	260,000,000 VND
5	Mr. Phan Huu Duy Quoc	Independent members of the Board of Directors	533,333,336 VND
6	Mr. Nguyen Thien Tam	Former Vice Chairman of the Board of Directors	100,000,000 VND
<b>Total</b>			<b>3,500,000,000 VND</b>

The total remuneration for 2024 is 3,500,000,000 VND (In words: three billion, five hundred million VND), corresponding to 70% of the Plan, and will be reflected in the Company's separate financial statements.



**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness***Ho Chi Minh City, April 21<sup>st</sup>, 2025***AUDIT COMMITTEE REPORT 2024  
AND PLAN 2025**

**To:**     - **GENERAL MEETING OF SHAREHOLDERS**  
          - **BOARD OF DIRECTORS**

**I. AUDIT COMMITTEE ACTIVITIES****1. Personnel**

The Audit Committee (“AC”) was established on September 16, 2022 pursuant to Resolution No. 244/NQ-HĐQT of the Board of Directors (“BOD”) with two members as follows:

- Mr. Nguyen Thanh Vinh – Head of the Audit Committee
- Mr. Phan Van Chinh – Member of the Audit Committee

The Audit Committee's Regulations on operation was approved by the BOD on September 16, 2022.

**2. Summary of Meetings**

The Audit Committee held regular meetings to report on its activities in 2024 with the participation of the following members:

No.	Member of the Board of Supervisors	Number of meetings attended	Percentage Attendance rate	Voting rate Percentage
1	Mr. Nguyen Thanh Vinh	02/02	100%	100%
2	Mr. Phan Van Chinh	02/02	100%	100%

**3. Activities of the Audit Committee**

In 2024, the Audit Committee carried out the following tasks:

- Supervised the activities of the Company's Internal Audit Department.
- Supervised the internal control and risk management system.

**II. RESULTS OF MONITORING ACTIVITIES IN 2024**

The results of the Audit Committee monitoring of activities in 2024 were reported in the Activity Report of the Independent Members of the Board of Directors.

**III. RECOMMENDATIONS**

The Audit Committee recommendations were reported in the Activity Report of the Independent members of the Board of Directors.

**IV. ORIENTATION OF AUDIT COMMITTEE ACTIVITIES IN 2025**

The orientation of the Audit Committee activities in 2025 is as follows:

- Promote a sense of responsibility to continue to fully fulfill obligations and achieve the Audit Committee objectives in accordance with the Audit Committee Regulation on operation.
- Complete other tasks assigned by the BOD in accordance with the provisions of law, the Charter, and the Company's internal governance regulations.
- Strengthen supervision of the implementation of legal regulations, the Charter of Corporation, Resolutions of the General Meeting of Shareholders, Resolutions of the BOD, and the company's Internal governance regulations.
- Continue to maintain and improve the function of reviewing the internal control and risk management system according to international best practice frameworks to support and promote the Company's achievement of its objectives.
- Continue to maintain coordination between the Audit Committee and the Board of General Director to promote the effective role of the Audit Committee in the Corporation.
- Continue to maintain and increase activities to supervise the activities of Internal Audit to raise employee awareness in fraud prevention and compliance within the Corporation.

This is the Activity Report of the Audit Committee for 2024.

**FOR THE AUDIT COMMITTEE  
HEAD OF AC**



**Nguyen Thanh Vinh**



**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness***Ho Chi Minh City, April 21<sup>st</sup>, 2025***REPORT ON ACTIVITIES OF INDEPENDENT MEMBERS  
OF THE BOARD OF DIRECTORS 2024**

**To:**     **- GENERAL MEETING OF SHAREHOLDERS**  
          **- BOARD OF DIRECTORS**

In 2024, the Board of Directors (“BOD”) of the Corporation has a total of 05 members: including 02 Independent Members of the Board of Directors, 01 member, and 02 non-executive members. All BOD members actively participate in strategic planning, supervising the Board of General Directors’ operations, and ensuring corporate governance standards in accordance with legal regulations.

Along with the other members, the Independent Members of the Board of Directors participated in reviewing and controlling business plan objectives; participating in developing regulations and operating policies to ensure the common interests of the Corporation.

The Corporation currently operates under a model with an Audit Committee (“AC”) under the BOD, with one Independent Members of the Board of Directors serving as the Head of the AC and 01 non-executive member of the BOD participating in the AC. The Independent members of the Board of Directors, in the role of Head of the AC, along with the members of the AC, have developed clear human resources and action goals throughout the past year.

**I. REMUNERATION AND OPERATING EXPENSES OF THE AUDIT COMMITTEE IN 2024**

The remuneration and operating expenses of the Audit Committee in 2024 were implemented in accordance with the Resolutions of the 2024 Annual General Meeting of Shareholders.

In 2024, apart from remuneration and operating expenses, the AC did not incur any other benefits.

**II. MEETINGS, RESULTS, AND RECOMMENDATIONS OF THE AUDIT COMMITTEE**

No.	Member of the Audit Committee	Number of meetings Audit Committee attended	Attendance rate	Voting rate
1	Nguyen Thanh Vinh	02/02	100%	100%
2	Phan Van Chinh	02/02	100%	100%



## **1. Conclusion of the AC**

The AC supervises the activities of the Internal Audit (“IA”) Department in accordance with the law, IA regulations, and IA procedures of the Company. The results of the IA Department's activities in 2024 are reported as follows:

- Percentage of plan completion: 82%.
- Percentage of audit recommendations completed on time is 80.

## **2. Recommendations of the AC**

To continue promoting this growth momentum and successfully implement the set plan, the AC recommends to the BOD and Board of General Directors the following:

- Have a specific action plan so that employees understand the documents related to the responsibilities of individuals and units; be aware of compliance and contribute opinions during the performance of tasks, contributing to improving operational efficiency.
- Consolidate and improve the effectiveness of the Corporation's internal control system.
- Enhance the quality of human resources, especially senior and middle management personnel.
- Continue to improve and maintain appropriate processes and regulations to manage operations and risks identified during the operation of specialized departments.
- Improve and perfect the application of technology on IT software to optimize user experience and support effective operation.

## **III. SUPERVISION OF FINANCIAL STATEMENTS, OPERATING STATUS, FINANCIAL STATUS, AND RELATED PARTY TRANSACTIONS**

Within the scope of authority and obligations as stipulated in the AC's Charter, in 2024, the AC completed the periodic supervision of CC1's Financial statements.

Recommend the BOD to select an independent audit firm for 2024 and monitor and evaluate the independence and objectivity of the audit firm.

The Financial statements have reflected truthfully and reasonably, in all material respects, the financial position of the Corporation as of December 31, 2024. The financial reporting system is prepared in accordance with accounting standards, the Vietnamese enterprise accounting regime, and relevant legal regulations on the preparation and presentation of financial statements.

The selected auditing firm (PwC (Vietnam) Limited) ensures reliability, honesty, adherence to audit deadlines, compliance with professional regulations, and maintains independence and objectivity when providing audit opinions.

Internal transactions have been disclosed in accordance with legal regulations.



#### **IV. EVALUATION OF INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

In 2024, the Corporation officially achieved ISO 27001 certification. This is a leading international standard for information security management systems, demonstrating the corporation's strong commitment to data protection and building a transparent, safe, and reliable working environment. Additionally, the Corporation has successfully maintained other ISO certifications, including ISO 9001 for quality management systems, ISO 14001 for environmental management systems, and ISO 45001 for occupational health and safety management systems. This reflects the Corporation's continuous efforts to comply with international standards, ensure product and service quality, protect the environment, and ensure worker safety.

#### **V. SUPERVISION OF THE BOARD OF DIRECTORS, ORGANIZING BOD MEETINGS**

BOD meetings have been convened and conducted with specific schedules, well-prepared documents, and in accordance with meeting organization regulations. The content of the meetings has been thoroughly and carefully discussed and evaluated by BOD members to provide the best directions and solutions for the Company.

Issues related to business strategy, financial strategy, corporate culture, and management system development have been regularly discussed/exchanged between the BOD and the Board of General Directors.

Investments for new projects have been researched, discussed, and debated in meetings between the BOD and the Board of General Directors.

#### **VI. SUPERVISION OF THE GENERAL DIRECTOR AND THE BOARD OF MANAGEMENT**

Overall, the BOD has effectively supervised the Board of General Directors, ensuring the Corporation's operations are tightly controlled to follow strategic directions and adjust decisions promptly when practical needs arise.

The Chairman of the BOD and some BOD members have regularly attended Board of General Directors meetings. Some decisions of the General Director have been analyzed, debated, and consulted by the BOD to achieve optimal results for the Company.

The BOD also regularly reviews reports from the General Director and exchanges with the Board of General Directors to clearly understand the Company's operations and receive the fastest updates on business information.

The BOD is particularly concerned with risk management solutions, aiming to support the Board of General Directors in early identification of issues and helping the Corporation maintain sustainability and stability in operations, protecting investor interests.



**VII. GENERAL EVALUATION OF BOD ACTIVITIES**

The BOD's tasks have been carried out in accordance with the Resolutions of the General Meeting of Shareholders and in compliance with the Corporation's Charter, Internal governance regulations, and standard corporate governance practices.

All BOD members have a deep sense of responsibility, high professionalism, and caution in fulfilling their role in protecting the Corporation's interests.

The BOD has proposed many effective and timely solutions to help the Board of General Directors overcome some challenges in managing the Corporation, effectively supervising and controlling to ensure compliance with legal regulations.

The Board of Directors collaborated with the Board of General Directors in activities to cultivate the corporate culture. Through innovative methods, the Board of Directors effectively fulfilled its role in fostering sustainable values for the Corporation.

The Board of Directors demonstrated highly professional conduct, proactive engagement with strong commitment, clear planning, and robust risk management, effectively balancing short-term and long-term objectives, leading to the Corporation's sustainable achievements in the past year.

**VIII. ASSESSMENT OF COOPERATION BETWEEN THE AUDIT COMMITTEE, THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND SHAREHOLDERS.**

In 2024, the Company entered into transactions with related parties, particularly with subsidiaries and associates. These transactions were primarily related to revenue from construction activities, sale of materials, provision of services, and purchase of goods and services through subcontracting agreements. These transactions are clearly and comprehensively presented in the 2024 Audit Report, ensuring transparency and compliance with disclosure regulations and relevant legal provisions. Internal control measures have also been implemented to ensure the accuracy and fairness of the transactions.

**ON BEHALF OF THE AUDIT COMMITTEE  
HEAD OF AC**

  
**NGUYEN THANH VINH**



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

No.: 31/BC-HĐQT

*Ho Chi Minh City, April 21, 2025*

**REPORT**

**Ref: Business Performance Results in 2024**

**To: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Management of Construction Corporation No 1 Joint Stock Company (CC1) respectfully reports to the General Meeting of Shareholders (GMS) as follows:

**1. ECONOMIC SITUATION IN 2024**

According to Socio-Economic Situation Report for the Fourth Quarter and 2024 of the General Statistics Office, the Vietnamese's economy continued to recover strongly and achieved positive results in many areas in 2024. Gross Domestic Product (GDP) in Q4/2024 is estimated to have increased by 7.55% compared to the same period last year, maintaining the growth trend through the quarters (First Quarter increased by 5.98%, Second Quarter increased by 7.25%, Third Quarter increased by 7.43%). The overall growth of the economy, the agriculture, forestry, and fishery sector increased by 3.27%, contributing 5.37% to the total increase in the added value of the whole economy; the industry and construction sector increased by 8.24%, contributing 45.17%; the service sector increased by 7.38%, contributing 49.46%.

Total social investment in 2024 at current prices is estimated at 3,692.1 trillion VND, an increase of 7.5% compared to 2023, reflecting the positive recovery of production and business activities. In particular, foreign direct investment in Vietnam is estimated at 25.35 billion USD, an increase of 9.4% compared to 2023, reaching the highest level since 2020.

Another important factor affecting the economy is that the State Bank of Vietnam (SBV) has made several interest rate adjustments to support economic growth and control inflation. This has created conditions to support businesses in terms of financial costs and interest expenses to maintain and stabilize operations.

In 2024, the Vietnamese Government implemented many drastic and effective measures to promote the recovery and growth of the economy. Important directives include:

- Flexible fiscal and monetary policy management: The government has effectively combined fiscal and monetary policies, helping to control inflation at a safe level and reduce lending interest rates, supporting production and business activities.



- Promoting public investment: The implementation of large infrastructure projects has therefore promoted growth in the construction industry, contributing to overall GDP growth.

- Supporting businesses and institutional reform: The government has focused on institutional reform, creating a more favorable business environment for businesses, helping them overcome difficulties and contribute to economic growth.

The above measures have contributed significantly to achieving a GDP growth rate of 7.09% in 2024, exceeding the target set by the National Assembly and putting Vietnam in the group of countries with high growth rates in the world.

## 2. ASSETS - RESOURCES IN 2024

No.	Content	Unit	Separate Report			Consolidated Report		
			Dec 31, 2024	Dec 31, 2023	Difference	Dec 31, 2024	Dec 31, 2023	Difference
1	Total Assets	billion VND	15,842	14,221	1,621	16,728	14,950	1,778
2	Liability	billion VND	11,608	10,186	1,422	12,164	10,703	1,461
3	Borrowings	billion VND	5,104	3,416	1,688	6,020	4,289	1,731
4	Owner's equity	billion VND	4,235	4,034	201	4,564	4,247	317
5	Charter capital	billion VND	3,585	3,585	0	3,585	3,585	0
6	Liability / Owner's equity	times	2.74	2.53	0.21	2.67	2.52	0.15
7	Borrowings / Owner's equity	times	1.21	0.85	0.36	1.32	1.01	0.31

**In 2024, the scale of the Company's assets and resources changed, specifically:**

### ❖ For the Separate Financial Statements:

- Total assets increased from 14,221 billion VND to 15,842 billion VND, a corresponding increase of 11%.
- Owner's equity increased from 4,034 billion VND to 4,235 billion VND, a corresponding increase of 5%.
- Charter capital of 3,585 billion VND remained unchanged.

### ❖ For the Consolidated Financial Statements:

CC1's financial platform is stable with cash and cash equivalents reaching 2,625 billion VND at the end of the period, an increase of 445 billion VND compared to Third Quarter 2024. Undistributed profit after tax reached 477 billion VND. Owner's equity reached 4,564 billion VND. Total assets reached 16,728 billion VND, an



increase of 11.89% compared to December 31, 2023. Consolidated Owner's equity increased from 4,247 billion VND to 4,564 billion VND, a corresponding increase of 7.46%.

### 3. PRODUCTION-BUSINESS ACTIVITIES RESULTS IN 2024

#### 3.1. Production-business results in 2024 – Parent Company

Despite facing numerous difficulties and challenges, thanks to the close direction, decisiveness, and accuracy in strategic planning of the Board of Directors, along with the determined efforts and unity of The Board of General Directors and all employees, the Corporation still achieved remarkable results, reflected in the Audited Separate Financial Statements of 2024 as follows:

*Unit: Billion VND*

No.	Content	Actual 2024	Plan 2024	Actual 2023	Percentage (%)	
					Compared to Plan 2024	Compared to Actual 2023
1	Net revenue	9,594	11,500	5,501	83%	174%
2	Gross profit	391	615	262	64%	149%
3	Profit before tax	277	586	302	47%	92%
4	Profit after tax	222	469	226	47%	98%
5	Gross profit margin (%)	4.07%	5.35%	4.76%	76%	85%
6	Profit after tax/Net revenue (%)	2.31%	4.08%	4.11%	57%	56%

In 2024, the Parent Company achieved net revenue of 9,594 billion VND, completing 83% of the annual plan but still growing strongly by 74% compared to 2023. Gross profit recorded 391 billion VND, reaching 64% of the plan, while profit before tax reached 277 billion VND, completing 47% of the plan, and profit after tax reached 222 billion VND, completing 47% of the annual plan.

Gross profit margin decreased by 15% compared to 2023, in which the material trading segment's gross profit margin in 2024 only reached 0.9%, lower than the 1.1% of 2023, corresponding to a decrease of 17.3%. The main reason stems from the increase in input material costs as construction material prices in Vietnam increased by an average of 3.2% compared to the previous year. Along with that, high construction demand and scarce supply put pressure on profit margins.

In addition, the Parent Company is under fierce competitive pressure in the material trading segment from large corporations in the industry. To maintain market share, the Company cannot increase selling prices, leading to a significant decrease in profit margins.



Construction and installation revenue reached about 7,187 billion VND. In the construction and installation segment, the Parent Company in the past year has been participating in many key projects with large construction and installation value. Specifically, for the civil construction and installation segment, several projects are under construction, such as Long Thanh Airport Project, Passenger Terminal T3 Tan Son Nhat Airport, Habitat Residential Area Project Phase 3, etc. For industrial construction and installation, key projects such as Na Duong 2 Thermal Power Plant, Quang Trach 1 Thermal Power Plant, etc., are under construction. As for traffic and infrastructure construction and installation, it mainly constructs large bidding packages on the North-South Expressway, Bien Hoa - Vung Tau Expressway, etc., and key foreign projects such as Package No. 4 - National Highway 5 Upgrade Project in the Kingdom of Cambodia. The total value of signed contracts under implementation reached 30,000 billion VND, of which more than 10,000 billion VND in value has not yet been implemented. This will help ensure the Company's revenue and profit plan for the following years.

Besides the traditional construction and installation sector, construction material trading activities (revenue of about 2,246 billion VND), office leasing services, and real estate business (revenue of 161 billion VND) also generate stable revenue, promoting the effectiveness of the Company's investment projects.

Some persistent difficulties and obstacles that could not be overcome in the past period also significantly impacted the progress of projects, typically tasks related to compensation and site clearance at the Hanh Phuc Residential Area Project, and the shortage of input materials for the Can Tho - Hau Giang, Hau Giang - Ca Mau, Khanh Hoa - Buon Ma Thuot, Bien Hoa - Vung Tau expressway projects, etc.

### 3.2. Production-business results in 2024 – Consolidated

*Unit: Billion VND*

No.	Content	Actual 2024	Plan 2024	Actual 2023	Percentage (%)	
					Compar ed to Plan 2024	Compar ed to Actual 2023
1	Net revenue	10,160	11,600	5,611	88%	181%
2	Gross profit	484	663	329	73%	147%
3	Earnings Before Interest and Taxes	291	590	302	49%	97%
4	Profit after tax	229	472	220	49%	104%
5	Gross profit margin	4.76%	5.72%	5.86%	83%	81%
6	Profit after tax/Net revenue	2.26%	4.07%	3.93%	56%	57%



Consolidated net revenue reached 10,160 billion VND, achieving only 88% of the plan but showing strong growth of 81% compared to 2023's performance; consolidated profit before tax reached 291 billion VND, achieving 49% of the annual plan. Profit after tax reached 229 billion VND, completing 49% of the annual plan and increasing by 4% compared to 2023. Gross profit margin and profit after tax margin reached 83% and 56% respectively compared to the plan registered at the beginning of the year.

Above is the report on the production-business situation of the Parent Company and Consolidated in 2024.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary.

ON BEHALF OF THE BOARD OF GENERAL  
DIRECTORS  
GENERAL DIRECTOR



**Le Bao Anh**



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

No: 32/TTr-HĐQT

Ho Chi Minh City, April 21<sup>st</sup>, 2025

## PROPOSAL

**Ref: Audited Separate And Consolidated Financial Statements for 2024**

**To: GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (BOD) of Construction Corporation No 1 Joint Stock Company (CC1) respectfully reports to the General Meeting of Shareholders (GMS) as follows:

### **I. Auditing entity:**

The Financial Statements were audited by PwC (Vietnam) Limited.

### **II. Key audited indicators:**

*Unit: billion VND*

No.	Indicator	As at December 31, 2024	
		Separate financial statements	Consolidated financial statements
1	Total assets	15,842	16,728
2	Current assets	9,961	10,382
3	Long-term assets	5,881	6,346
4	Liabilities	11,608	12,164
5	Owners's equity	4,235	4,564
6	Net revenue	9,594	10,160
7	Profit before tax	277	291
8	Profit after tax	222	229

Details according to the Audited Separate and Consolidated Financial Statements for 2024 attached to the presentation.

### **III. Auditor's opinion:**

#### **1. For the Separate Financial Statements:**

In auditor's opinion, the separate financial statements present fairly, in all material respects, the separate financial position of the Company as at 31 December 2024, its separate financial performance and its separate cash flows for the year then ended in



accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System and applicable regulations on preparation and presentation of separate financial statements.

## 2. For the Consolidated Financial Statements:

In auditor's opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024, its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System and applicable regulations on preparation and presentation of consolidated financial statements.

The above are the Separate and Consolidated Financial Statements for 2024.

Respectfully submitted to the General Meeting of Shareholder for consideration and approval.

Sincerely./.



**Recipients:**

- As above;
- Archived: BOD' Secretary.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Phan Huu Duy Quoc



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

No.: 33/2025/TTr-HĐQT

Ho Chi Minh City, April 21, 2025

**PROPOSAL**

**Ref: Profit Distribution and dividend payment in 2024**

**To: GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (BOD) of Construction Corporation No. 1 – JSC (CC1) respectfully reports to the General Meeting of Shareholders (GMS) as follows:

No.	Profit distribution and dividend payment in 2024	GMS Resolution year 2024	Implementation in 2024		
			%	Value	Unit
1	Profit after tax in 2024			222,027,730,054	VND
2	Deduction for Investment and Development fund		20%	44,405,546,011	VND
3	Deduction for Bonus and welfare funds		5%	11,101,386,503	VND
4	Retained Profit after tax in 2024 after allocating funds [(1)-(2)-(3)]			166,520,797,540	VND
5	Accumulated undistributed Profit after tax from previous years			324,038,664,703	VND
6	Retained Profit after tax after allocating funds accumulated from previous years transferred to [(4)+(5)]			490,559,462,243	VND
7	Total Number of shares			358,507,825	shares
a	Treasury shares			337,800	shares
b	Outstanding shares			358,170,025	shares
8	Dividends (*)	12%	11%	393,987,020,000	VND
a	By Cash	By Cash and/or by Shares		-	VND
b	By Shares		11%	393,987,020,000	VND
9	Remuneration for BOD, Audit Committee in 2024	Maximum 5,000,000,000 VND		3,500,000,000	VND
10	Retained Profit after tax after allocating funds, paying dividends & remuneration for BOD, Audit Committee accumulated from previous years transferred to [(6)-(8)-(9)]			93,072,442,243	VND

(\*) Details of the plan to issue shares to pay dividends are in Report No. 37/TTr-HĐQT, April 21, 2025.



Respectfully request the GMS to consider and approve.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary.

ON BEHALF OF THE BOARD OF DIRECTORS



**Phan Huu Duy Quoc**



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom – Happiness

No.: 34/TTr-HĐQT

Ho Chi Minh City, April 21, 2025

**PROPOSAL**

**Ref: Business Plan and dividend payment in 2025**

**To: GENERAL MEETING OF SHAREHOLDERS**

Based on the 2024 performance results and the actual situation;

The Board of Directors (BOD) of Construction Corporation No. 1 - JSC (CC1) respectfully reports to the General Meeting of Shareholders (GMS) for approval of the Business Plan and dividend payment in 2025 as follows:

*Unit: Billion VND*

No.	Key indicators of the Business Plan and Dividend Payment in 2025	Actual (ACT) in 2024		Plan (PLN) in 2025		Percentage PLN 2025 compared to ACT 2024	
		Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements
1	Net revenue	9,594	10,160	12,367	12,889	129%	127%
2	Profit before tax	277	291	309	371	112%	127%
3	Dividends	11% (by shares)	11% (by shares)	9% (by cash/shares)	9% (by cash/shares)	-	-
4	Investment and development funds	44	44	15	15	34%	34%
5	Bonus and welfare funds	11	11	15	15	136%	136%

The GMS authorizes the Board of Directors (BOD) to proactively review and decide to adjust the 2025 Business Plan when deemed necessary for CC1 and in accordance with the actual situation. At the same time, the results will be reported to the GMS at the next Annual General Meeting.



Respectfully request the GMS to review and approve.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



**Phan Huu Duy Quoc**



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

No.: 35/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: Remuneration Plan for the Board of Directors and Audit Committee in 2025**

**To: GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for the year 2025 as follows:

- 1) The total remuneration for the Board of Directors and Audit Committee in 2025 will be included in operating expenses in accordance with the regulations of the law on corporate income tax and will be presented as a separate item in the Annual Separate Financial Statements of CC1 - Parent Company. The total remuneration of the Board of Directors in 2025 is based on the results of the implementation of the Business Plan and dividend payment in 2025 approved by the General Meeting of Shareholders, with a maximum total remuneration of 7,000,000,000 VND (In words: Seven billion VND);
- 2) The GMS authorizes the Board of Directors to decide the specific remuneration level in 2025 for each member of the Board of Directors and report to the GMS at the next Annual General Meeting.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely!

***Recipients:***

- As above;
- Archived: BOD's Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS**



**Phan Huu Duy Quoc**



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

No.: 36/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: Selection of audit firm for Separate and Consolidated Financial Statements for the year 2025**

**To: GENERAL MEETING OF SHAREHOLDERS**

- *Pursuant to the list of approved audit organizations of the State Securities Commission in 2025;*
- *Pursuant to the Proposal of the CC1 Audit Committee on the proposed selection of an audit unit for CC1's 2025.*

The CC1 Board of Directors submits to the General Meeting of Shareholders for approval a list of 05 (five) companies, which are audit firms approved by the State Securities Commission in 2025, to be selected as the unit to audit the Separate and Consolidated Financial Statements for CC1's 2025 as follows:

1. PwC (Vietnam) Co., Ltd.;
2. Ernst & Young Vietnam Co., Ltd. (EY Vietnam);
3. Deloitte Vietnam Audit Company Limited;
4. A&C Auditing & Consulting Company Limited;
5. RSM Vietnam Auditing & Consulting Company Limited.

Respectfully submit to the General Meeting of Shareholders to authorize the CC1 Board of Directors to select and decide on the company to audit CC1's 2025 Financial Statements according to the approved list of audit companies.

Respectfully submit to the General Meeting of Shareholders for review and approval.

Sincerely!

**Recipients:**

- As above;
- Archived: BOD's Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Phan Huu Duy Quoc**

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

No.: 37/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**Proposal**

**Regarding Charter Capital Increase in 2025**

**To: General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No 1 Joint Stock Company;
- Pursuant to the Proposal on the 2024 Charter Capital Increase Plan dated May 24, 2024, approved by the 2024 Annual General Meeting of Shareholders under Resolution No. 75/NQ-ĐHĐCĐ dated May 24, 2024.

The Board of Directors (BOD) respectfully reports to the 2025 Annual General Meeting of Shareholders (GMS) on the results of the charter capital increase according to the 2024 Charter Capital Increase Plan and the 2025 Charter Capital Increase Plan as follows:

**I. STATUS OF CHARTER CAPITAL INCREASE ACCORDING TO THE 2024 CHARTER CAPITAL INCREASE PLAN**

The 2024 Annual General Meeting of Shareholders on May 24, 2024, approved the 2024 Charter Capital Increase Plan from 3,585,078,250,000 VND to 5,907,431,270,000 VND. Accordingly, the BOD respectfully reports to the GMS the results of the implementation of the 2024 Charter Capital Increase Plan according to the Proposal dated May 24, 2024 as follows:

- **Regarding the plan to issue shares to pay dividends:** The Corporation has proactively and actively completed the submission of the application to ensure shareholders' rights. However, the Corporation received Official Letter No. 4203/UBCK-QLCB dated July 05, 2024 from the State Securities Commission



regarding the adjustment of some conditions for issuing shares to pay dividends to comply with the provisions of Clause 2, Article 60 of Decree No. 155/2020/NĐ-CP. Specifically, according to the 2023 audited Financial Statements by PwC (Vietnam) Limited, the Corporation's distributable profit exceeds the undistributed profit on the 2023 Consolidated Financial Statements. Due to not fully meeting the conditions according to current regulations, the Board of Directors issued and announced Resolution No. 90/NQ-HDQT dated July 22, 2024, to postpone the plan to issue shares to pay dividends and will resubmit it at the 2025 Annual General Meeting of Shareholders.

- **Regarding the plan to issue shares for private placement:** The BOD assess that the market situation is not really favorable and decides to postpone it to wait for a more suitable time, in order to ensure the optimal efficiency of capital mobilization and protect the long-term interests of shareholders.

## II. CHARTER CAPITAL INCREASE PLAN IN 2025

The BOD respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the issuance of shares to pay dividends with the following contents:

### 1. Issuance Plan:

- **Stock Name:** Shares of Construction Corporation No 1 Joint Stock Company
- **Stock Type:** Common shares
- **Par Value:** 10,000 VND/share
- **Total number of shares before issuance:** 358,507,825 shares.
- **Number of treasury shares:** 337,800 shares.
- **Expected number of shares to be issued:** 39,398,702 shares.
- **Total expected value of issuance at par value:** 393,987,020,000 VND
- **Percentage (number of shares expected to be issued/number of outstanding shares):** 11%.
- **Source of issuance:** From the accumulated undistributed profit item in the Audited 2024 Financial Statements after setting aside funds to ensure compliance with legal regulations.



- **Fractional share settlement plan:** The number of shares each shareholder receives upon issuance will be rounded down to the nearest whole number. Fractional shares resulting from rounding down (if any) will be canceled.

*For example: On the record date, shareholder A owns 615 shares. Shareholder A is entitled to receive 67.65 shares ( $= 615 \times 11\%$ ). After rounding down, shareholder A will actually receive 67 shares. The fractional 0.65 shares will be canceled.*

- **Expected issuance timeline:** In 2025, after receiving approval from the State Securities Commission.
- **Registration and listing of additionally issued shares:** The additionally issued shares will be registered for centralized depository and listed according to regulations.

### III. AUTHORIZATION MATTERS

To facilitate the implementation of the above charter capital increase plan, the General Meeting of Shareholders is requested to authorize the Board of Directors and the Legal Representative to carry out the following tasks:

- Decision on the specific time of share issuance for dividend payment; Decision on the record date for exercising rights after receiving written notification from the State Securities Commission of receipt of complete documentation for the Corporation's share issuance for dividend payment, ensuring compliance with legal regulations;
- Decide on other matters related to the issuance according to the above plan;
- Decide and implement all necessary tasks and procedures related to: (i) changing the charter capital, amending/supplementing the charter capital provisions in the Corporation's Charter; (ii) registering the change of the Corporation's Business Registration Certificate; (iii) registering the change of the Corporation's Securities Registration Certificate at the Vietnam Securities Depository – Ho Chi Minh City Branch; and (iv) registering the listing/trading of additional shares of the Corporation on the Stock Exchange where the shares are listed/traded, corresponding to the number of shares issued additionally under the above Plan in accordance with legal regulations.
- Carry out necessary legal procedures as prescribed by law to handle related arising issues to complete the share issuance for dividend payment.



Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary. *hw*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



**Phan Huu Duy Quoc**



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

No.: 38/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: The Approval of the Treasury Stock Sale Plan**

**To: General Meeting of Shareholders**

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- 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 Securities Law;
- Pursuant to Circular No. 120/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating transactions of listed shares, registered transactions and fund certificates, corporate bonds, and covered warrants listed on the stock exchange;
- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of contents on offering, issuing securities, public offering, share repurchase, registration of public companies and cancellation of public company status;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 – JSC.

The Board of Directors (BOD) respectfully reports to the Annual General Meeting of Shareholders (GMS) 2025 on the Results of the implementation of the treasury stock sale plan in 2024 and the Plan to implement the treasury stock sale plan in 2025 as follows:

**I. RESULTS OF THE IMPLEMENTATION OF THE TREASURY STOCK SALE PLAN IN 2024:**

On May 24, 2024, the GMS approved the Treasury Stock Sale Plan according to Report No. 67/2024/TTr-HĐQT dated May 24, 2024. Accordingly, the BOD respectfully reports to the GMS the implementation results as follows: due to observing the complicated and unfavorable fluctuations in the stock market in 2024 for selling treasury shares at a reasonable price. The Corporation's share price has not reached the expected level to bring maximum benefit when selling treasury shares. Therefore, with the goal of preserving and





increasing the value of the Corporation's assets, the BOD decided to postpone this plan and will continue to monitor the market to choose the appropriate time.

## **II. PLAN TO IMPLEMENT THE TREASURY STOCK SALE PLAN IN 2025:**

The BOD respectfully submits to the 2025 GMS for consideration and approval of the share sale plan as follows:

- Stock name: Shares of Construction Corporation No. 1 Joint Stock Company
- Stock type: Common shares
- Par value: 10,000 VND/share
- Total number of treasury shares held before the transaction: 337,800 shares
- Total number of treasury shares registered for sale: 337,800 shares
- Purpose of selling treasury shares: Supplementing capital for production and business activities
- Expected transaction time: In 2025, after the SSC approves the treasury share sale registration dossier and the Corporation has announced the information as prescribed. The transaction time does not exceed thirty (30) days from the transaction commencement date.
- Transaction method: Order matching and/or agreement transactions through a securities company, in accordance with legal regulations.
- Principle of price determination: The selling price is not lower than 14,200 VND/share, and at the same time complies with the provisions of Clause 3, Article 8 of Circular 120/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding transactions on the stock market, and other relevant legal documents.
- Daily order quantity: According to Clause 3, Article 8 of Circular 120/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding transactions on the stock market, and other relevant legal documents.
- Name of company of the securities company appointed as the agent to carry out treasury stock sale transactions: To authorize the BOD to make decisions.

## **III. AUTHORIZATION MATTERS:**

Respectfully request the General Meeting of Shareholders to authorize the Board of Directors and the Legal Representative to carry out all matters as prescribed, including but not limited to the following tasks:

- Decide the selling time, adjust the selling plan (if necessary), and carry out the tasks in accordance with the law to complete the treasury stock sale;
- Decide the detailed plan for using the proceeds from the treasury stock sale;
- Decide other tasks related to the treasury stock sales.

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Respectfully request the General Meeting of Shareholders to consideration and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary *hw*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Phan Huu Duy Quoc**





THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

No.: 39/TTr-HĐQT

Ho Chi Minh City, April 21<sup>st</sup>, 2025

**PROPOSAL**

**Ref: Listing of shares on the Ho Chi Minh City Stock Exchange**

**To: General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, providing detailed guidelines for the implementation of certain articles of the Securities Law;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No 1 JSC;
- Based on the actual situation at Construction Corporation No 1 JSC.

The Board of Directors (BOD) respectfully reports to the Annual General Meeting of Shareholders (AGM) 2025 on the results of the implementation of the share listing for the Construction Corporation No 1 JSC (CC1) as follows:

**I. SITUATION OF THE CC1 STOCK LISTING IMPLEMENTATION IN 2024**

On May 24, 2024, the AGM approved the listing of CC1 shares as Proposal No. 68/2024/TTr-HĐQT dated May 24, 2024. Accordingly, the BOD respectfully reports to the AGM the implementation results as follows: Based on the actual conditions of the stock market and an assessment of the listing requirements, the BOD has determined that the current time is not the most suitable moment for the stock exchange transition. The company needs more time to refine the criteria required by Hochiminh Stock Exchange (HoSE), while also waiting for more favorable market conditions to ensure the transition yields optimal results. This decision aims to ensure a smooth transition process and deliver the best possible benefits for shareholders.

**II. PLAN FOR THE CC1 STOCK LISTING IMPLEMENTATION IN 2025**





In order to create favorable conditions and a basis for proceeding with the registration of stock listing on HOSE, the BOD respectfully submits to the AGM 2025 for approval of the following contents:

**Continue to implement the plan to transfer the trading registration of CC1 shares on the UpCom platform under the Hanoi Stock Exchange (HNX) to a listing of shares on HoSE as follows:**

- Stock Name: Shares of Construction Corporation No 1 JSC
- Stock code: CC1
- Type of stock: Common share.
- Current Charter Capital: VND 3,585,078,250,000.
- Number of Treasury shares: 337,800 shares.
- Number of Voting Shares Outstanding: 358,170,025 shares.
- Par Value: 10,000 VND per share.
- Delisting CC1 shares from the UpCom and registering for stock listing on HoSE;
- Number of shares to be delisted: All shares currently outstanding and registered for trading on the UpCom under HNX.
- Number of shares to be registered for listing on HoSE: All issued shares of CC1 at the time of listing registration.
- Expected time to submit the stock listing registration documents: in 2025.

### **III. AUTHORIZATION MATTERS:**

To facilitate the process of transferring the trading registration of CC1 shares from the UpCom under HNX to a listing on HoSE, respectfully submit to the General Meeting of Shareholders to authorize the BOD and the Legal Representative to carry out all matters in accordance with regulations, including but not limited to the following tasks:

- Select a suitable consulting organization in accordance with legal regulations to provide advisory services for the stock listing (including advisory on the listing registration documents);
- Decide on the signing of relevant documents to carry out the stock listing.
- Decide on the amendment, supplementation, and explanation of all contents in accordance with relevant legal regulations related to the stock listing (including decisions on matters not presented in this document, if any);
- Decide the proposed listing price (reference price on the first trading day) and the timing of the stock listing;
- Decide the timing and procedures for delisting CC1 shares from the UpCom trading system after receiving the approval decision for listing on HoSE;
- Decide on other matters arising to complete the implementation of the CC1 stock listing in accordance with legal regulations.

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Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary *lw*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



**Phan Huu Duy Quoc**



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

No.: 40/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: Approval of the dismissal of a Member of the Board of Directors.**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises of THE SOCIALIST REPUBLIC OF VIETNAM;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 – JSC;
- Pursuant to the Resignation letter of Member of the Board of Directors Phan Van Chinh dated March 31, 2025;

The Board of Directors of Construction Corporation No. 1 – JSC (CC1) respectfully submits to the General Meeting of Shareholders for approval:

Dismissal of Phan Van Chinh from the position of Members of the Board of Directors of CC1 at his personal request.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely!

**Recipients:**

- As above;
- Archived: BOD's Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS**



**CHAIRMAN**

**Phan Huu Duy Quoc**



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

No.: 41/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**Proposal**

**Regarding: List of nomination, candidacy, and supplementary election of Members of the Board of Directors for the 2021-2026 term**

**To: General Meeting of Shareholders**

- Pursuant to the Law on Enterprise of The Socialist Republic Of Vietnam;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 - JSC;
- Pursuant to the Proposal to the General Meeting of Shareholders on the dismissal of a Board of Director' member of CC1;
- Pursuant to the nomination application of Mr. Nguyen Van Ngoc to join the CC1 Board of Directors on March 31, 2025 by the nominating shareholder group;
- Pursuant to the Curriculum Vitae demonstrating the qualifications, capacity, and work experience of Mr. Nguyen Van Ngoc (attached).

The Board of Directors of Construction Corporation No 1 Joint Stock Company (CC1) respectfully submits to the General Meeting of Shareholders for approval the list of candidates for the Board of Directors to be elected for the supplementary term 2021-2026 as follows:

1. Mr. Nguyen Van Ngoc.

Other matters related to the supplementary election of the Members of the Board of Director for the 2021-2026 term shall be applied according to the Regulations on nomination, candidacy, and supplementary election of the Members of the Board of Director at the 2025 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely!

**Recipients:**

- As above;
- Archived: BOD's Secretary.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Phan Huu Duy Quoc**

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

**RESUME**

1. Full name: Nguyen Van Ngoc
2. Gender: Male
3. Date of birth: 02/18/1982
4. Place of birth: Nam Dinh
5. Nationality: Vietnamese
6. ID Card/Citizen ID/Passport/Business Registration Certificate No.: 036082012531 - Date of issue: 09/04/2022
7. Permanent address: 27 Phạm Văn Đồng, Ward 3, Gò Vấp District, Ho Chi Minh City
8. Expertise: M&E, Civil Construction
9. Work process:

Date	Working unit	Position
2010 - 2015	Sen Hồng Technical Trading Co., Ltd.	Deputy Director of Sen Hồng Technical Trading Co., Ltd.
2016 - 2020	Keytech JSC	Deputy General Director of Keytech JSC
2021 - 11/2021	Keytech JSC	General Director of Keytech JSC
08/2021 - 07/17/2021	Construction Corporation No.1 Joint Stock Company	Head of the Board of Directors Assistant Committee cum Director of Supply Chain Management
07/18/2022 - now	Construction Corporation No.1 Joint Stock Company	Deputy General Director

10. Number of shares owned in Construction Corporation No.1 Joint Stock Company ("CC1"): 0, accounting for 0% of charter capital.

11. Management positions held in other organizations:

- Chairman of the Board of Directors of Vina – PSMC Precast Concrete Co., Ltd.
- Chairman of the Board of Directors of Construction Corporation No. 1 – Việt Quang.
- Chairman of the Board of Directors of Construction Corporation No. 1 – Việt Nguyên JSC.
- Member of the Members' Council of Hai Phong Coastal Road Investment Co., Ltd.

12. Related interests with CC1 (If any): None



**13. Commitment:**

I acknowledge, agree and commit that:

- The information provided above is accurate and truthful. CC1 has the full right to use the information provided herein for the purpose of electing members of the Board of Directors of CC1, disclosing information on CC1's website, and disclosing information in other cases as prescribed by law.
- No violation of the regulations on nomination, candidacy, and election of members of the Board of Directors as prescribed by CC1 and current legal regulations.
- Perform duties honestly, carefully, and faithfully for the best interests of CC1 and shareholders if elected as a member of the Board of Directors.

I am fully responsible for any false or missing information not provided or updated to CC1.

*Ho Chi Minh City, March 31, 2025*

**DECLARANT**



**Nguyen Van Ngoc**

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

No.: 42/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: the Amendment and Supplementation to the Charter of Organization and Operation of Construction Corporation No. 1 - JSC**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises, the Law on Securities, and its attached documents;
- Based on the actual business operations of Construction Corporation No. 1 - JSC;

The Board of Directors (BOD) of Construction Corporation No. 1 - JSC (CC1) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the amendment and supplement to the Charter of Organization and Operation of CC1, based on the provisions of the Law on Enterprises, the Law on Securities, and other relevant legal documents.

The details of the amended and supplemented clauses of the Charter are presented in the Appendix on Amendments and Supplements to some Articles of the Charter of Organization and Operation of Construction Corporation No. 1 - JSC and the Draft of the full text of the amended and supplemented Charter attached to this Proposal.

Respectfully submitted to the GMS for consideration and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS**



**Phan Huu Duy Quoc**





## CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY

[Enterprise Registration Certificate No: 0301429113]

### APPENDIX

## AMENDMENTS AND SUPPLEMENTS CHARTER OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY

*(Issued together with Proposal No. 42/TTr-HĐQT, April 21, 2025 of the CC1 Board of Directors)*

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
1.	<b>CHARTER ORGANIZATION AND OPERATION</b>	<b>CHARTER CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY</b>	Amend the name for consistency
2.	<b>PRELIMINARY PART</b> The Charter on Organization and Operation of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY is formulated, amended, and supplemented based on the prevailing laws of the Socialist Republic of Vietnam. This Charter is the legal basis for all activities of CC1. All individuals, departments, and units at CC1 must comply with the provisions of this Charter and the applicable laws when performing their work.	<b>PRELIMINARY PART</b> The Charter of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY ("Company"), a joint stock company established and operating under the provisions of the Law on Enterprises, serves as the legal basis for all activities of the Company. This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders of CONSTRUCTION CORPORATION NO 1 JOINT	Amend the definition for consistency


No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	This Charter is amended and supplemented pursuant to Resolution No. 75/2024/NQ-ĐHĐCĐ dated May 24, 2024 of the General Meeting of Shareholders of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY.	STOCK COMPANY No. 02/NQ-ĐHĐCĐ, April 21, 2025.	
3.	<p><b>[Point a, Clause 1, Article 1].</b>  “CC1” is the abbreviation of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY.</p> <p><b>[Point b, Clause 1, Article 1].</b>  “Corporation” is CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY.</p>	<p><b>[Point a, Clause 1, Article 1].</b>  “Company” refers to CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY</p>	Merge and amend the definition of abbreviations “CC1” and “Corporation”
4.	<p><b>[Point c, Clause 1, Article 1].</b>  “CC1 Executives” is the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director.</p>	<p><b>[Point b, Clause 1, Article 1].</b>  “Manager” refers to the Chairman, Members of the Board of Directors, General Director, and Deputy General Directors.</p>	Expand the scope of Company managers to include Deputy General Directors
5.	0	<p><b>[Point c, Clause 1, Article 1].</b>  “Executive” refers to the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors and/or the General Director.</p>	Add the definition since the Charter mentions 'Executives' and to ensure alignment with the company's governance and management practices.
6.	<p><b>[Point e, Clause 1, Article 1].</b>  “Associate Company” is any company in which CC1 directly or indirectly owns (through subsidiaries) from 20% (Twenty percent) to 50% (Fifty percent) of the charter capital or total issued</p>		Remove the term “associate Company” because other provisions of the Charter do not have regulations related to associates.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	shares or has the right to make decisions <b>on the</b> financial and operational policies of that company but does not control those policies or is bound by rights and obligations with CC1 according to the capital contribution ratio or the agreement in the association contract signed with CC1.	0	
7.	<b>[Point i, Clause 1, Article 1].</b> "Subsidiary" is a dependent accounting unit of CC1.	0	Remove the term "Subsidiary" because other provisions of the Charter do not have regulations related to Subsidiaries.
8.	<b>[Point n, Clause 1, Article 1].</b> "Date of establishment" refers to the date CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY was first issued the Business Registration Certificate.	<b>[Point m, Clause 1, Article 1].</b> "Date of establishment" is the date the Company was first issued the Certificate of Business Registration (Certificate of Business Registration and/or equivalent documents)	Clarify the definition of Date of establishment.
9.	0	<b>[Point q, Clause 1, Article 1].</b> "Internal Regulations on Corporate Governance" are the regulations publicly disclosed by the Company, applicable to the Company's internal governance, developed and issued by the Board of Directors, and submitted to the General Meeting of Shareholders for approval. The Internal Regulations on Corporate Governance must not contradict legal provisions and the Company's Charter	Add the definition of Internal governance regulations according to the terminology of the Securities Law because this term is mentioned in the Charter.
10.	0	<b>[Clause 4, Article 1].</b> Words or terms defined in the Law on Enterprises and the Securities Law (if not conflicting with the	Add to clarify the terms mentioned in the Charter.

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
		subject or context) will have the same meaning in this Charter.	
11.	<p><b>[Article 2]. Communist Party of Vietnam organization and socio-political organizations in CC1.</b></p> <p>1.The Communist Party of Vietnam organization in CC1 shall operate in accordance with the Constitution, law, and the Charter of the Communist Party of Vietnam.</p> <p>2. Other socio-political organizations in CC1 operate according to the Constitution, law, and the Charter of each organization in accordance with legal regulations.</p> <p>3.3. CC1 creates favorable conditions for employees to participate in activities in the organizations specified in Clause 1 and Clause 2 of this Article.</p>	0	Remove this content because the Law on Enterprises does not stipulate it and CC1 has divested 100% of state capital.
12.	<p><b>Chapter II.</b></p> <p><b>NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, AND OPERATING DURATION OF CC1.</b></p>	<p><b>Chapter II.</b></p> <p><b>NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF DURATION OF THE COMPANY, AND LEGAL REPRESENTATIVE</b></p>	Adjust the chapter title to match the chapter content.
13.	<b>[Article 3]. Name, form, head office, branches, representative offices, operating duration, and legal representative of the enterprise.</b>	<b>[Article 2]. Name, form, head office, branches, representative offices, and term of operation of the Company</b>	Separate the legal representative into a separate clause.
14.	<p><b>[Clause 1, Article 3].</b></p> <p>The enterprise name is the name recorded on the latest Business Registration Certificate of the</p>	<p><b>[Clause 1, Article 2].</b></p> <p>The name of the Company is the one stated on its latest Certificate of Business Registration and may</p>	Remove the logo regulation from the Charter to authorize the Board of Directors to modify the logo.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p>Company and may be changed pursuant to a resolution of the General Meeting of Shareholders. The current enterprise name is as follows:.</p> <ul style="list-style-type: none"> <li>- Vietnamese name: Tổng Công ty Xây dựng Số 1 – CTCP</li> <li>- English name: Construction Corporation No 1 Joint Stock Company</li> <li>- Trading Name:</li> <li>- Vietnamese Name: Tổng Công ty Xây dựng Số 1 – CTCP <ul style="list-style-type: none"> <li>• Tiếng Anh: Construction Corporation No 1 Joint Stock Company</li> </ul> </li> <li>- Abbreviation: CC1</li> <li>- CC1's Logo: </li> <li>- CC1's logo has been registered for intellectual property protection in accordance with the law.</li> </ul>	<p>be changed by a resolution of the General Meeting of Shareholders. The current Company name is as follows:</p> <ul style="list-style-type: none"> <li>- Vietnamese name: Tong Cong ty Xay dung So 1 - CTCP</li> <li>- English name: Construction Corporation No. 1 Joint Stock Company</li> <li>- Abbreviated name: CC1</li> </ul>	
15.	<p><b>[Clause 6, Article 3].</b></p> <p>Unless dissolved as stipulated in this Charter, the term of operation of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY commences from the date of establishment and is indefinite.</p>	<p><b>[Clause 5, Article 2].</b></p> <p>The Company's operating term is indefinite from the date of establishment, unless dissolved as stipulated in this Charter</p>	Adjust to comply with legal regulations.
16.	<p><b>[Clause 4, Article 3]</b></p> <p>CC1 may have one or more Legal Representatives. In the event that CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY has only one Legal Representative, the Chairperson or the General Director shall be the Legal</p>	<p><b>[Article 3]. Legal representative of the Company</b></p> <p>1. The Company has a maximum of five (05) Legal Representatives, including: the Chairman, the General Director, and the Deputy General Directors. A number of the legal representative of the Company will decided by the the Board of</p>	Add 04 Legal Representatives and adjust to comply with legal regulations.

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p>Representative of CC1. In the event that CC1 has more than one Legal Representative, the Chairperson and the General Director shall automatically be the Legal Representatives of CC1. The responsibilities of the Legal Representative are stipulated in this Charter; the Law on Enterprises and relevant laws.</p>	<p>Directors from time to time and will be recorded in the Enterprise Registration Certificate.</p> <p>2. Rights and obligations of the Legal Representative</p> <p>a. The Chairman has the rights and obligations of the Company's Legal Representative in transactions and matters within the decision-making authority of the General Meeting of Shareholders and the Board of Directors, and in other transactions and matters as assigned by the Board of Directors (excluding areas under the representative authority of the General Director and Deputy General Directors).</p> <p>b. The General Director has the rights and obligations of the Company's legal representative in the Company's operations, transactions, and matters as assigned by the Board of Directors (except for areas under the representative authority of the Chairman of the Board of Directors and the Deputy General Directors).</p> <p>c. The Deputy General Directors have the rights and obligations of the Company's legal representative in the Company's work and activities as assigned by the Board of Directors (except for areas under the representative authority of the Chairman of the Board of Directors and the General Director).</p>	
17.	<p><b>[Article 5]. Scope of Business and Operations</b></p> <p>CC1 is permitted to conduct business activities in accordance with the business lines stipulated in this</p>	<p><b>[Article 5]. Business Scope and Operations</b></p> <p>The Company is permitted to conduct business activities in accordance with the business lines</p>	<p>Supplemented in accordance with legal regulations</p>



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	Charter that have been registered and notified of changes in registration content to the business registration authority and announced on the National Business Registration Portal.	specified in this Charter, which have been registered and notified of changes in registration content to the business registration agency and announced on the National Business Registration Portal. In cases where the Company engages in conditional or restricted business lines, the Company must meet the business conditions or restrictions as prescribed by the Law on Investment and relevant specialized laws	
18.	<p>[Article 6].</p> <p>0</p>	<p>[Clause 4, Article 6].</p> <p>In addition to common shares, the Company may issue preferred shares (including: preferred voting shares, dividend preferred shares, redeemable preferred shares, and other preferred shares) after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations</p>	Supplemented to comply with legal regulations
19.	<p>[Clause 6, Article 6].</p> <p>CC1 may purchase shares issued by the enterprise itself in accordance with the procedures prescribed in this Charter and applicable laws. Shares repurchased by CC1 are treasury shares, and the Board of Directors may offer them for sale in manner consistent with the provisions of this Charter, the Law on Securities, and relevant guiding documents.</p>	<p>[Clause 7, Article 6].</p> <p>The Company may purchase shares issued by the Company in the manners prescribed in this Charter and applicable law</p>	Adjusted to comply with legal regulations
20.	<p>[Clause 4, Article 7].</p> <p>In the event that shares are damaged, erased, lost, stolen, or destroyed, shareholders may request the</p>	<p>[Clause 4, Article 7].</p> <p>In the event that shares are damaged, erased, lost, stolen, or destroyed, a shareholder may request the</p>	Adjusted to comply with legal regulations

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	issuance of new shares, provided that they furnish proof of share ownership and pay all related expenses to CC1. The shareholder's request must include the contents specified in Clause 3, Article 121 of the Law on Enterprises.	issuance of new shares, provided that they furnish proof of share ownership and pay all related costs to the Company. The shareholder's request must include the following information: a. Information about the shares that have been lost, damaged, or destroyed in another way; b. A commitment to be responsible for any disputes arising from the re-issuance of new shares.	
21.	<b>[Article 10]. Share Issuance and Offering</b>	<b>[Article 10]. Offering of Shares</b>	Name adjusted
22.	<b>[Clause 2, Article 10].</b> Shares shall be deemed as sold when fully paid and the buyer's information as prescribed in Clause 2, Article 122 of the Law on Enterprises is accurately and completely recorded in the shareholder register or in accordance with relevant securities laws. From that point forward, the purchaser of shares shall become a shareholder of CC1.	0	Content removed to comply with legal regulations and actual operations at CC1
23.	<b>[Clause 3, Article 10].</b> After the shares are fully paid, CC1 must issue and deliver share certificates to the buyer. CC1 may sell shares without delivering share certificates. In this case, the shareholder information specified in Clause 2, Article 122 of the Law on Enterprises is recorded in the shareholder register to certify the shareholder's ownership of shares in CC1.	0	Remove content to comply with legal regulations and actual operations at CC1.
24.	<b>[Point b, Clause 3, Article 11].</b> The lawful heir must register ownership of the inherited shares in CC1 and become a new	<b>[Point b, Clause 3, Article 11].</b> The legal heir must register ownership of the inherited shares with the Company and become a	Adjust to align with the Company's management/operations.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	shareholder of CC1, entitled to all the rights and obligated to perform the duties of the inherited shareholder, except for the right of inheritance to become a member of the Board of Directors, a member of the Supervisory Board, or other positions appointed by the Board of Directors or the General Director.	new shareholder of the Company, enjoying all rights and performing the obligations of the shareholder they inherit, except for the right to inherit the position of Manager or Executive of the Company.	
25.	<p><b>[Clause 4, Article 11]</b> CC1 must register the change of shareholders in the shareholder register at the request of the relevant shareholder within 24 hours (during CC1's working day) from the time of receiving the request and documents proving the completion of the shareholder's share purchase payment obligations.</p>	<p><b>[Clause 4, Article 11].</b></p> <p>0</p>	Remove content to comply with legal regulations and actual operations at CC1.
26.	<p><b>[Article 13]. Issuance and offering of stocks and bonds.</b> 1. CC1 has the right to issue stocks and bonds in accordance with the Law on Enterprises, the Law on Securities, and these Articles of Association. 2. Procedures for offering and transferring stocks and bonds are in accordance with the Securities Law and relevant laws.</p> <p><b>[Article 14]. Purchase of shares and bonds.</b> Shares and bonds of CC1 can be purchased with Vietnamese Dong, freely convertible foreign currency, gold, land use rights value, intellectual property value, technology, technical secrets, other assets, and must be paid in one lump sum.</p>	<p><b>[Article 13]. Issuance and offering of shares and bonds; purchase of shares and bonds</b> Regulations on issuance and offering of shares and bonds; purchase of shares and bonds are implemented in accordance with the Company's Charter, the Law on Enterprises, the Law on Securities, and other relevant legal regulations.</p>	Merge and adjust [Article 13]. Issuance and offering of stocks and bonds and [Article 14]. Purchase of shares and bonds to comply with legal regulations.

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
27.	<p><b>[Article 16].</b>  “CC1 has the right to repurchase no more than 30% (thirty percent) of the total number of common shares sold, a portion or all of the shares sold according to the following regulations.”</p>	<p><b>[Article 15].</b>  The Company has the right to repurchase no more than 30% (thirty percent) of the total outstanding common shares, a portion or all of the preferred dividend shares sold according to the following regulations</p>	<p>Adjust to comply with legal regulations.</p>
28.	<p><b>[Article 19]. Right to use CC1's logo and trademark.</b></p> <ol style="list-style-type: none"> <li>1. CC1 and its member units use their own logos and trademarks that have been registered for intellectual property protection at the competent authority.</li> <li>2. CC1's trademark can be valued monetarily to be converted into capital contribution to the Charter capital of member units, newly established units, or other joint venture forms based on agreements or contracts for trademark use in accordance with legal regulations.</li> <li>3. The use of the CC1 logo and brand will be adjusted in accordance with legal regulations.</li> </ol>	<p>0</p>	<p>Remove this content because the Charter will no longer stipulate the Company's logo.</p>
29.	<p><b>[Point b, Clause 3, Article 21].</b>  Propose matters for inclusion in the General Meeting of Shareholders agenda. Proposals must be in writing and sent to CC1 no later than 05 (five) working days before the opening day. Proposals must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue for inclusion in the meeting agenda.</p>	<p><b>[Point b, Clause 3, Article 19].</b>  Propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 07 (seven) working days before the opening day. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.</p>	<p>Adjust to comply with legal regulations and actual operations at CC1.</p>



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
30.	<p><b>[Point d, Clause 3, Article 21].</b> Review, search, and extract minutes, resolutions, Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of CC1.</p>	<p><b>[Point d, Clause 3, Article 19].</b> To access, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, except documents relevant to the Company's trade secrets, Company's business secrets.</p>	Adjust to align with the Company's management/operations.
31.	<p><b>[Clause 8, Article 22].</b> Shall bear personal responsibility when representing CC1 in any form to perform any of the following acts:</p> <ul style="list-style-type: none"> <li>a. Violating the law;</li> <li>b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;</li> <li>c. Paying debts before their due date in anticipation of financial risks to CC1.</li> </ul>	<p><b>[Article 20]</b></p> <p style="text-align: center;">0</p>	Remove this provision as it is not consistent with the responsibilities of shareholders.
32.	<p><b>[Clause 2, Article 23]</b> Depending on the actual situation, the General Meeting of Shareholders may be held or opinions may be sought to pass resolutions in the following forms: direct meeting, direct voting; online meeting, online voting; hybrid meeting, hybrid online; written opinion. In the case of online meetings and voting, the General Meeting of Shareholders will be conducted according to the regulations of CC1.</p>	<p><b>[Clause 2, Article 21]</b> Depending on the actual situation, the General Meeting of Shareholders can be organized or opinions can be gathered to pass resolutions in the following forms: direct meeting, direct voting; online meeting, online voting; semi-direct meeting, semi-online meeting; soliciting opinions in writing. In the case of online meetings and voting, the General Meeting of Shareholders will be conducted</p>	Adjust to align with the Company's management/operations.

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
		according to the regulations of the Internal Regulations on Corporate Governance.	
33.	<p><b>[Point d, Clause 1, Article 24]</b> Decision to invest in or sell assets with a value of 50% (fifty percent) or more of the total asset value recorded in the most recent financial statement of CC1.</p>	<p><b>[Point d, Clause 1, Article 22]</b> Decide investment in or sale of assets that are worth at least 35% (thirty five percent) of the total assets written the Company's latest financial statement.</p>	Adjust to align with the Company's governance/administration.
34.	<p><b>[Point k, Clause 1, Article 23]</b> Approving the Internal Governance Regulations and the Board of Directors' Operating Regulations.</p>	<p><b>[Point k, Clause 1, Article 22]</b> Approving the Internal Regulations on Corporate Governance and the Board of Directors' Operating Regulations.</p>	Adjust to align with the Company's management/operations.
35.	0	<p><b><u>[Article 24]. Changes to rights</u></b> 1. Changes or cancellations of special rights attached to a class of preferred shares take effect when approved by shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders attending the meeting. Resolutions or decisions of the General Meeting of Shareholders that adversely affect the rights and obligations of preferred shareholders are only passed if approved by preferred shareholders of the same class holding at least seventy-five percent (75%) of the total preferred shares of that class attending the meeting, or if approved in writing by preferred shareholders of the same class holding at least seventy-five percent (75%) of the total preferred shares of that class. 2. The meeting of shareholders holding a class of preferred shares to approve the aforementioned</p>	Supplement in accordance with the Model Charter applicable to public companies.



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		<p>change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there is not a sufficient number of representatives as stated above, the meeting shall be reconvened within thirty (30) days, and those holding shares of that class (regardless of the number of people and the number of shares) present in person or through an authorized representative shall be considered to have met the required quorum. At the aforementioned meetings of preferred shareholders, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.</p> <p>3. The procedures for conducting such separate meetings are implemented similarly to the provisions of Article 26, Article 27, and Article 28 of this Charter.</p> <p>4. Unless otherwise stipulated in the share issuance terms, the special rights attached to preferred shares concerning some or all matters related to the distribution of profits or assets of the Company are not altered when the Company issues additional shares of the same class.</p>	
36.	<p><b>[Clause 3, Article 26].</b> The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that</p>	<p><b>[Clause 3, Article 25].</b> The invitations to the GMS shall be sent to all shareholders using a method ensuring delivery to</p>	Supplements in accordance with legal regulations.

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p>ensures delivery to the shareholder's contact address and shall be published on the websites of CC1, the State Securities Commission, and the Stock Exchange where CC1's shares are listed or registered for trading. The notice of the General Meeting of Shareholders must be sent no later than 21 (twenty-one) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is sent or validly transmitted). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on CC1's website. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must specify the website address where shareholders can access them.</p>	<p>the shareholders' registered contact addresses. It shall also be published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least twenty one (21) days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents to which the Shareholders are enable to access, including:</p> <ul style="list-style-type: none"> <li>a. The meeting agenda and documents to be used during the meeting;</li> <li>b. The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (in case of election);</li> <li>c. Voting/Election ballots;</li> <li>d. Proxy appointment form for attending the meeting;</li> <li>e. Draft resolution on each issue mentioned in the meeting agenda</li> </ul>	



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
37.	<p><b>[Point a, Clause 2, Article 28].</b></p> <p>The Chairperson of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. In case the Chairperson cannot be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect the Chairperson of the meeting among the attendees, and the person with the highest number of votes shall preside over the meeting</p>	<p><b>[Point a, Clause 2, Article 27].</b></p> <p>The Chairman of the Board of Directors acts as the meeting chairperson or authorizes another member of the Board of Directors to chair the General Shareholders' Meeting convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of them to chair the meeting based on a majority vote. In the event that no chairperson can be elected, an independent member of the Board of Directors who is part of the Audit Committee, or one of the executive members of the Board of Directors, will oversee the process for the General Shareholders' Meeting to elect a chairperson from among the attendees, with the person receiving the highest number of votes serving as the chairperson of the meeting.</p>	<p>Adjustments appropriate to the company's governance/administration.</p>
38.	0	<p><b>[Clause 6, Article 27].</b></p> <p>The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.</p>	<p>Supplements to comply with legal regulations.</p>
39.	<p><b>[Clause 9, Article 28].</b></p> <p>In case CC1 applies modern technology to organize the General Meeting of Shareholders via online meeting, CC1 is responsible for ensuring that</p>	<p><b>[Clause 10, Article 27].</b></p> <p>In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144</p>	<p>Adjustments appropriate to the company's governance/administration.</p>



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	shareholders can attend and vote electronically or by other electronic means as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 2020-12-31 of the Government detailing the implementation of certain articles of the Securities Law. The order, procedures, and methods of organizing online meetings and electronic voting are implemented according to CCI's regulations.	of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities. The order, procedures, and methods of organizing online meetings and electronic voting shall be implemented in accordance with the Internal Regulations on Corporate Governance.	
40.	<p><b>[Clause 10, Article 28].</b></p> <p>The chairperson may require shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo inspection or reasonable and lawful security measures. If a shareholder or authorized representative fails to comply with the aforementioned regulations, the chairperson, after careful consideration, may refuse or expel said shareholder or representative from further participation in the General Meeting of Shareholders.</p>	<p><b>[Clause 11, Article 27].</b></p> <p>The person who convenes the GMS or the chairperson may require shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo inspection or reasonable and lawful security measures. If a shareholder or authorized representative fails to comply with the aforementioned regulations, the chairperson, after careful consideration, may refuse or expel said shareholder or representative from further participation in the General Meeting of Shareholders.</p>	Adjust to align with the Company's management/operations.
41.	<p><b>[Clause 11, Article 28].</b></p> <p>The chairperson of the meeting, after careful consideration, may take appropriate measures to:</p> <ol style="list-style-type: none"> <li>Arrange seating for each attendee of the meeting.</li> <li>Ensure the safety of everyone present at the meeting venue.</li> <li>Facilitate shareholders to attend or continue to attend the meeting.</li> </ol>	0	Remove this content to comply with legal regulations.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
42.	<p><b>[Clause 1, Article 29].</b></p> <p>A resolution on the following matters shall be deemed passed if it is approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending the meeting, except as prescribed in Clause 3 and Clause 4 of this Article:</p>	<p><b>[Clause 1, Article 28].</b></p> <p>Resolutions on the following matters shall be passed if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 2 and Clause 4 of this Article.</p>	Adjust to comply with legal regulations.
43.	<p><b>[Clause 2, Article 29].</b></p> <p>Other resolutions shall be passed when approved by shareholders representing more than 50% (fifty percent) of the total voting shares of all shareholders attending the meeting, except as prescribed in Clause 1, Clause 3, and Clause 4 of this Article.</p>	<p><b>[Clause 2, Article 28].</b></p> <p>Other resolutions shall be passed when approved by shareholders representing more than 50% (fifty percent) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, 4, and 5 of this Article.</p>	Adjust to comply with legal regulations.
44.	<p><b>[Clause 3, Article 29].</b></p> <p>The voting for members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to cast all or part of their total votes for one or several candidates.</p>	<p><b>[Clause 3, Article 28].</b></p> <p>The voting for members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates.</p> <p>Elected members of the Board of Directors are determined based on the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached. In the event that two or more candidates have the same number of</p>	Supplement to comply with legal regulations.

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
		votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or a selection will be made based on the criteria specified in the election regulations.	
45.	0	<p><b>[Clause 5, Article 28].</b></p> <p>A Resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of preferred shareholders shall only be passed if it is approved by preferred shareholders of the same class attending the meeting, holding at least 75% (seventy-five percent) of the total preferred shares of that class, or if it is approved by preferred shareholders of the same class holding at least 75% (seventy-five percent) of the total preferred shares of that class in cases where the Resolution is passed through written voting.</p>	Supplement to comply with legal regulations.
46.	<p><b>[Clause 1, Article 30].</b></p> <p>The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders if deemed necessary for the benefit of the Company.</p>	<p><b>[Clause 1, Article 29].</b></p> <p>The Board of Directors has the right to obtain shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders on the following matters:</p> <ul style="list-style-type: none"> <li>a. Amendment and supplement to the Company's Charter;</li> <li>b. Approval/amendment and supplementation of the Internal Regulations on Corporate Governance and the Board of Directors' Operating Regulations;</li> </ul>	Adjust to suit the company's management/administration.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
		<ul style="list-style-type: none"> <li>c. Approval of the Company's development orientations;</li> <li>d. Election and dismissal and removal of members of the Board of Directors;</li> <li>e. Decision investment in or sale of assets that are worth at least 35% (thirty five percent) of the total assets written the Company's latest financial statement;</li> <li>f. Approval of the annual financial statements;</li> <li>g. Change to the Company's business lines and sectors;</li> <li>h. Change to the Company's organizational and management structure;</li> <li>i. Other matters under the authority of the General Meeting of Shareholders in accordance with Article 22 of this Charter and provisions of law if deemed necessary for the benefit of the Company.</li> </ul>	
47.	<p><b>[Clause 2, Article 33].</b>  A shareholder or group of shareholders holding 10% (ten percent) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the CCI's Charter. The specific ratio and the corresponding number of nominated Members of the Board of Directors shall be specified in the CCI's Internal Governance Regulations.</p>	<p><b>[Clause 2, Article 32].</b>  A shareholder or group of shareholders holding 10% (ten percent) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. The specific ratio and the corresponding number of nominated Members of the Board of Directors shall be specified in <u>the Internal Regulations on Corporate Governance</u>.</p>	<p>Supplement to comply with legal regulations.</p>

No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
48.	<p><b>[Clause 3, Article 33].</b></p> <p>In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the CC1's Charter, the CC1's Internal Governance Regulations, and the Board of Directors' Operating Regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.</p>	<p><b>[Clause 3, Article 32].</b></p> <p>In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.</p>	
49.	<p><b>[Clause 7, Article 34].</b></p> <p>In the event that a member of the Board of Directors loses their membership status as prescribed by law and the Company's Charter, is dismissed, removed, or for any reason cannot continue to be a member of the Board of Directors, the Board of Directors may appoint another to temporarily take charge of the work of the disqualified member of the Board of Directors while waiting for the General Meeting of Shareholders to elect a new member of the Board of Directors. The election of a new member of the Board of Directors must be carried out at the nearest General Meeting of Shareholders.</p>	<p><b>[Clause 7, Article 33].</b></p> <p>In the event that a member of the Board of Directors loses their membership status as prescribed by law and the Company's Charter, is dismissed, removed, or for any reason cannot continue to be a member of the Board of Directors, the Board of Directors may appoint another member of the Board of Directors to temporarily take charge of the work of the disqualified member of the Board of Directors while waiting for the General Meeting of Shareholders to elect a new member of the Board of Directors. The election of a new member of the Board of Directors must be carried out at the nearest General Meeting of Shareholders.</p>	Adjust to suit the company's management/administration.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
50.	<p><b>[Point h, Clause 2, Article 35].</b>  Approves purchase, sale, loan, borrowing agreements, and other transactions with a value of 35% (thirty-five percent) or more of the total asset value recorded in CC1's latest financial statement, and agreements and transactions under the Decision authority of the General Meeting of Shareholders as prescribed in point (d), clause 1, Article 24 of this Charter, except for agreements and transactions under the approval authority of the General Meeting of Shareholders as prescribed by law. In cases where the limit is not within the approval authority of the General Meeting of Shareholders, the Board of Directors shall implement it according to CC1's financial management regulations.</p>	<p><b>[Point h, Clause 2, Article 34].</b>  Approve purchase, sale, loan, borrowing contracts, and other transactions with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements and contracts, transactions under the Decision authority of the General Meeting of Shareholders as stipulated in Point (d), Clause 1, Article 22 of this Charter, excluding contracts and transactions subject to the approval authority of the General Meeting of Shareholders as prescribed by law. For the remaining value under the authority of the General Director, based on their authority, depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.</p>	Adjust to suit the company's management/administration.
51.	<p><b>[Point i, Clause 2, Article 35].</b>  Decides on asset purchases, loans, borrowings, guarantees, pledges, mortgages, leases, subleases, lending of assets, and other activities of CC1 with a value of 35% (thirty-five percent) or more of the total asset value recorded in CC1's latest financial statements, except for cases under the Decision authority of the General Meeting of Shareholders as prescribed by law and this Charter. In cases where the limit is not within the Decision authority of the General Meeting of Shareholders, the Board of Directors shall implement it according to CC1's financial management regulations.</p>	<p><b>[Point i, Clause 2, Article 34].</b>  Decide on asset purchases, loans, borrowings, guarantees, pledges, mortgages, leases, subleases, lending of assets, and other activities of the Company with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except for cases under the Decision authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority, depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.</p>	Adjust to suit the company's management/administration.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
52.	<p><b>[Point j, Clause 2, Article 35].</b> Decision on investments or sales of assets with a value of 35% (thirty-five percent) or more of the total asset value recorded in CC1's latest financial statements, except for cases under the Decision authority of the General Meeting of Shareholders as prescribed by law and this Charter. In cases where the limit is not within the Decision authority of the General Meeting of Shareholders, the Board of Directors shall implement it according to CC1's financial management regulations.</p>	<p><b>[Point j, Clause 2, Article 34].</b> Decide on investing in or selling assets with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except for cases under the Decision authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority, depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.</p>	Adjust to align with the Company's governance/administration.
53.	<p><b>[Point k, Clause 2, Article 35].</b> Elect, dismiss, and remove the Chairperson and Vice Chairperson of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, decide salaries, remuneration, bonuses, and other benefits for the General Director and other positions under the authority of the Board of Directors as prescribed by law; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies, and decide their remuneration and other benefits.</p>	<p><b>[Point k, Clause 2, Article 34].</b> Elect, dismiss, remove the Chairman of the Board of Directors, Vice Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, decide salaries, remuneration, bonuses, and other benefits for the General Director, Deputy General Directors, Chief Accountant, and other positions under the authority of the Board of Directors as prescribed by law; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies, decide on their remuneration and other benefits.</p>	Adjust to align with the Company's governance/administration.
54.	<p><b>[Point q, Clause 2, Article 35].</b> Decision to promulgate the Internal Governance Regulations, the Board of Directors' Operating Regulations after being approved by the General</p>	<p><b>[Point q, Clause 2, Article 34].</b> Decision to issue the Internal Regulations on Corporate Governance, the Board of Directors' Operating Regulations after being approved by the</p>	



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	Meeting of Shareholders. Decision to promulgate the Operating Regulations of the Audit Committee under the Board of Directors, the Regulations on information disclosure of CC1.	General Meeting of Shareholders. Decision to issue the Operating Regulations of the Audit Committee under the Board of Directors, the Company's Information Disclosure Regulations.	
55.	Separate the content: Remuneration, bonuses, and other benefits of Board of Directors members from Clause 4 to Clause 8, Article 35, into a separate Article.	<b>[Article 35]. Remuneration, bonuses, and other benefits of members of the Board of Directors.</b>	Separate the content into an independent clause.
56.	<b>[Clause 5, Article 37].</b> The Chairperson of the Board of Directors must convene a Board of Directors meeting within 07 (seven) working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairperson of the Board of Directors does not convene the Board of Directors meeting as requested, the Chairperson of the Board of Directors shall be responsible for any damages incurred by CC1; the requester has the right to replace the Board of Directors in convening the Board of Directors meeting.	<b>[Clause 5, Article 37].</b> The Board of Directors' Chairman must convene a Board of Directors meeting within 07 (seven) working days from the date of receiving the request stipulated in Clause 3 of this Article. In the event the Chairman fails to convene the meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairman to convene the Board of Directors meeting.	Adjust to comply with legal regulations.
57.	0	<b>[Clause 12, Article 37].</b> The Board of Directors may consult Board members in writing and via email in accordance with the Internal Regulations on Corporate Governance and legal provisions.	Supplement in accordance with legal regulations.
58.	<b>[Clause 2, Article 38].</b> In the event that the Chairperson or the minutes-taker refuses to sign the minutes of the meeting, but if all other members of the Board of Directors	<b>[Clause 2, Article 38].</b> In case the Chairperson or Minute-taker refuses to sign the minutes, but if all other members of the Board of Directors attending agree and approve the	Supplement in accordance with legal regulations.



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	attending the meeting sign and the minutes contain all the contents as prescribed in points (a), (b), (c), (d), (e), (f), (g), and (h) of Clause 1 of this Article, then minutes shall be deemed valid.	signed minutes with full content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, these Minutes are valid. The minutes clearly state the refusal of the Chairperson or Minute-taker to sign. The signatory of the minutes is jointly responsible for the accuracy and truthfulness of the minutes' content. The Chairperson and Minute-taker are personally liable for damages incurred by the Company due to refusal to sign the minutes as prescribed by the Law on Enterprises, the Company's Charter, and relevant laws.	
59.	<b>Chapter VIII</b> <b>GENERAL DIRECTOR, OTHER MANAGERS OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY AND PERSONS IN CHARGE OF COMPANY MANAGEMENT</b>	<b>Chapter VIII</b> <b>GENERAL DIRECTOR, EXECUTIVE, AND PERSON IN CHARGE OF CORPORATE GOVERNANCE</b>	Adjust the article name for consistency.
60.	<b>[Clause 1, Article 43].</b> CC1 will establish a management system whereby the management apparatus will be responsible for and under the leadership of the Board of Directors. The appointment and dismissal of other managers of CC1 (excluding the Board of Directors) and representatives of capital contribution in CC1 must be carried out by a resolution of the Board of Directors passed in a lawful manner.	<b>[Clause 1, Article 43].</b> The Company will issue a management system whereby the management apparatus will be responsible for and under the supervision and direction of the Board of Directors in daily business operations	Adjust to align with the Model Charter.
61.	<b>[Clause 2, Article 43]</b>	<b>[Clause 2, Article 43].</b>	



No.	Current Charter	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	The General Director and Deputy General Directors may simultaneously serve as members of the Board of Directors	The General Director and Deputy General Directors may concurrently be members of the Board of Directors as prescribed by law.	Supplement to comply with legal regulations.
62.	<b>Chapter X</b> <b>RIGHT TO INSPECT THE BOOKS AND RECORDS OF CC1</b>	<b>Chapter X</b> <b>RIGHT TO ACCESS COMPANY BOOKS AND RECORDS OF THE COMPANY</b>	Adjust the name.
63.	<b>[Article 53]. Right to inspect books and records</b>	<b>[Article 52]. Right to access books and records</b>	Adjust the name.
64.	<b>Chapter XV</b>  <b>SUBSIDIARIES, SUB-UNIT, AND ASSOCIATED COMPANIES OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY</b>	0	This Content is stipulated in the Financial Management and Capital Representative Management Regulations. The Model Charter also does not require this Content.
65.	<b>[Clause 2, Article 64].</b> The Board of Directors and the General Director use and manage the seal in accordance with current legal regulations.	<b>[Clause 2, Article 61].</b> The Board of Directors and the General Director shall use and manage the company seal in accordance with current legal regulations and the Company's Regulations on the Management and Use of Seals.	Adjust to comply with legal regulations and the Company's operations.

**CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**



**CHARTER**

**CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

*Ho Chi Minh City, 21<sup>st</sup> April , 2025*





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## INTRODUCTION

The Charter of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY ("Company"), a joint stock company established and operating under the provisions of the Law on Enterprises, serves as the legal basis for all activities of the Company.

This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY No.02/NQ-ĐHĐCĐ dated 21<sup>st</sup> April 2025.

## Chapter I: GENERAL PROVISIONS

### Article 1. Definition of Terms

1. In this Charter, the following terms are understood as follows:
  - a. "Company" refers to CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY.
  - b. "Manager" refers to the Chairman, Members of the Board of Directors, General Director, and Deputy General Directors.
  - c. "Executive" refers to the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors and/or the General Director.
  - d. "Subsidiary" is an enterprise in which the Company:
    - Owns more than 50% (Fifty percent) of the charter capital or total ordinary shares of that enterprise; or
    - Has the right to directly or indirectly appoint the majority or all members of the Board of Directors, Director, or General Director of that enterprise; or
    - Has the right to decide on amendments and supplements to the Charter of that enterprise.
  - e. "Share" is the Charter capital divided into equal parts.
  - f. "Charter capital" is the total par value of shares sold or registered for purchase upon the establishment of the Company and as stipulated in Article 6 of this Charter.
  - g. "Shareholder" refers to individuals or organizations owning at least one share of the Company.
  - h. "Dividends" are the net profits paid per share in cash or other assets.



- i. "Law on Enterprises" is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2020-06-17, effective from 2021-01-01, and its amendments and supplements from time to time.
  - j. "Law on Securities" is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2019-11-26, effective from 2021-01-01, and its amendments and supplements from time to time.
  - k. "Related person" refers to individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.
  - l. "Capital representative" is the person authorized by the Board of Directors to represent a portion or all of the Company's contributed capital in another enterprise, acting on behalf of the Company to exercise all or some rights and obligations of shareholders, capital-contributing members in another enterprise according to the Company's Capital Representative Management Regulations.
  - m. "Date of establishment" is the date the Company was first issued the Certificate of Business Registration (Certificate of Business Registration and/or equivalent documents).
  - n. "Term of Operation" is the Company's operating period as stipulated in Article 2 of this Charter.
  - o. "Vietnam" is the Socialist Republic of Vietnam.
  - p. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.
  - q. "Internal Regulations on Corporate Governance" are the regulations publicly disclosed by the Company, applicable to the Company's internal governance, developed and issued by the Board of Directors, and submitted to the General Meeting of Shareholders for approval. The Internal Regulations on Corporate Governance must not contradict legal provisions and the Company's Charter.
2. In this Charter, references to one or more other provisions or documents include any amendments or replacement documents.
3. The headings (Chapters, Articles of this Charter) are used for ease of understanding and do not affect the content of this Charter.



4. Words or terms defined in the Law on Enterprises and the Securities Law (if not conflicting with the subject or context) will have the same meaning in this Charter.

**Chapter II: NAME, FORM, HEAD OFFICE,  
BRANCHES, REPRESENTATIVE OFFICES, TERM OF  
DURATION OF THE COMPANY, AND LEGAL  
REPRESENTATIVE**

**Article 2. Name, form, head office, branches, representative offices, and term of operation of the Company**

1. The name of the Company is the one stated on its latest Certificate of Business Registration and may be changed by a resolution of the General Meeting of Shareholders. The current Company name is as follows:
  - Vietnamese name: Tong Cong ty Xay dung So 1 - CTCP
  - English name: Construction Corporation No. 1 Joint Stock Company
  - Abbreviated name: CC1
2. The Company is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.
3. The Company's registered office is:
  - Address: 111A Pasteur, Ben Nghe Ward, District 1, Ho Chi Minh City.
  - Telephone: (84.28) 38.222.059
  - Fax: (84.28) 38.290.500
  - E-mail: info@cc1.vn
  - Website: www.cc1.vn

The Company's contact information, such as telephone number, fax number, email, and website, as shown on the Company's latest Certificate of Business Registration, may be changed by a resolution of the Board of Directors.

4. The Company may establish branches and representative offices in the areas where it operates to achieve its operational objectives in accordance with the Board of Directors' resolutions and within the permissible scope of the law.
5. The Company's operating term is indefinite from the date of establishment, unless dissolved as stipulated in this Charter.



### **Article 3. Legal representative of the Company**

1. The Company has a maximum of five (05) Legal Representatives, including: the Chairman, the General Director, and the Deputy General Directors. A number of the legal representative of the Company will be decided by the Board of Directors from time to time and will be recorded in the Enterprise Registration Certificate.
2. Rights and obligations of the Legal Representative
  - a. The Chairman has the rights and obligations of the Company's Legal Representative in transactions and matters within the decision-making authority of the General Meeting of Shareholders and the Board of Directors, and in other transactions and matters as assigned by the Board of Directors (excluding areas under the representative authority of the General Director and Deputy General Directors).
  - b. The General Director has the rights and obligations of the Company's legal representative in the Company's operations, transactions, and matters as assigned by the Board of Directors (except for areas under the representative authority of the Chairman of the Board of Directors and the Deputy General Directors).
  - c. The Deputy General Directors have the rights and obligations of the Company's legal representative in the Company's work and activities as assigned by the Board of Directors (except for areas under the representative authority of the Chairman of the Board of Directors and the General Director).

## **Chapter III: OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

### **Article 4 Company's Operational Objectives**

1. Company's Business lines:
  - a. The Company's main business lines and fields are as registered with the competent State agency and may be changed or supplemented by the resolution of the General Meeting of Shareholders. Currently, the Company's main industries, trades, and business areas are as follows:

No.	Business lines	Industry Code
1	Architectural activities and related technical consultancy	7110



**CHARTER OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
	Details: Construction consultancy. Civil and industrial construction design. Technical infrastructure construction design.	
2	Other transportation support services Details: Seaport business operations (excluding liquefied gas for transport and activities related to air transport).	5229
3	Real estate business, land use rights held by the owners, users, or lessees Details: Investment in construction and housing business. Office and apartment rental services (only for projects approved by competent authorities). Real estate business (Excluding investment in cemetery infrastructure construction for the transfer of land use rights associated with infrastructure).	6810
4	Production of clay building materials Details: Production of building materials (not operating at the headquarters).	2392
5	Wholesale of other construction materials and installation equipment	4663
6	Other specialized wholesale not elsewhere classified (excluding wholesale of gas cylinders, liquefied petroleum gas (LPG), waste oil, gold, hunting or sporting guns and ammunition, and precious metals; excluding wholesale of chemicals at headquarters; Pursuant to Decision 64/2009/QĐ-UBND dated 2009-07-31 of the Ho Chi Minh City People's Committee and Decision 79/2009/QĐ-UBND dated 2009-10-17 of the Ho Chi Minh City People's Committee on approving the agricultural product planning in Ho Chi Minh City; excluding the exercise of export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights).	4669
7	Short-term accommodation services Details: Hotels, tourist villas, tourist apartments, tourist guesthouses, homestays	5510
8	Advertising Details: Advertising services.	7310



No.	Business lines	Industry Code
9	Road freight transport Details: Road freight transport (excluding liquefied gas for transport).	4933
10	Site preparation (Excluding blasting services)	4312
11	Demolition (Excluding demolition of used ships)	4311
12	Other specialized construction activities (Excluding the construction and operation of multipurpose hydropower plants and nuclear power plants of special socio-economic importance).	4390
13	Real estate consulting, brokerage, and auction services, land use rights auction Details: Real estate consulting, brokerage, and exchange services (excluding legal consulting); Apartment building management and operation	6820
14	Railway construction Details: Construction and installation of railway transport works	4211
15	Road construction Details: Construction and installation of road transport works	4212
16	Construction of power facilities Details: Construction and installation of hydropower plants, transformer stations, power transmission lines, and power distribution networks (The enterprise does not provide goods and services under state monopoly in commercial activities according to Decree 94/2017/NĐ-CP on goods and services under state monopoly)	4221
17	Water supply and drainage construction Details: Construction and installation of pipelines, irrigation systems, and reservoirs; Construction of wastewater treatment systems and facilities	4222
18	Telecommunications and communication infrastructure construction	4223

**CHARTER OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
	Details: Construction of telecommunications cable networks, communication systems, and radio and television broadcasting stations	
19	Other public utility construction	4229
20	Hydraulic construction (Excluding construction and operation of multipurpose hydropower plants and nuclear power plants of special socio-economic importance)	4291
21	Mining construction	4292
22	Processing and manufacturing facility construction Details: Construction of industrial facilities (excluding residential buildings)	4293
23	Other civil engineering construction Details: Construction and installation of civil works, foundations, urban infrastructure, and industrial park infrastructure	4299 (Main)
24	Electricity production Details: Investment in electricity production (Not operating at headquarters) (excluding construction and operation of multipurpose hydropower plants and nuclear power plants of special socio-economic importance)	3511
25	Production of concrete, concrete products, cement, and plaster (Not operating at headquarters)	2395
26	Non-residential building construction Details: Construction of non-residential buildings such as post offices, schools, hospitals, office buildings, hotels, shops, restaurants, shopping centers, indoor sports facilities, parking lots including underground parking; Assembly and installation of prefabricated building components at the construction site	4102
27	Residential building construction Details: Construction of all types of residential houses; Renovation and restoration of existing residential areas	4101
28	Production of refractory products (Not operating at headquarters)	2391
29	Production of cement, lime, and plaster	2394



<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
	(Not operating at headquarters)	
30	Electrical system installation	4321
31	Installation of water supply and drainage systems, heating and air conditioning systems (excluding installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water coolers) using R22 refrigerant in seafood processing and excluding mechanical processing, waste recycling, electroplating at headquarters)	4322
32	Other construction system installation	4329
33	Building finishing	4330
34	General house cleaning	8121
35	Industrial and specialized building cleaning (excluding fumigation and disinfection services)	8129
36	Support services for road transport (excluding liquefied petroleum gas for road transport)	5225
37	Technical testing and analysis (Excluding Inspection services (inspection and testing) and certification for means of transport (including systems, assemblies, equipment, and components of vehicles); inspection and certification services for technical safety and environmental protection for specialized vehicles, equipment, containers, and dangerous goods packaging equipment used in transportation; inspection and certification services for technical safety and environmental protection for vehicles and equipment used in offshore oil and gas exploration, exploitation, and transportation; occupational safety inspection services for machinery and equipment with strict safety requirements installed on means of transport and equipment used in offshore oil and gas exploration, exploitation, and transportation; and fishing vessel registration services).	7120
38	Specialized design activities	7410
39	Harvesting of non-timber forest products Details: Exploitation and processing of forest products. Excluding prohibited by the State, exploitation of natural forests (including logging and hunting, trapping of rare wild	0231



**CHARTER OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
	animals, management of plant, animal and microorganism gene funds used in agriculture).	
40	Gathering of non-timber forest products. Excluding the exploitation of natural forests (including logging and hunting, trapping rare wildlife, managing plant, animal, and microorganism gene banks used in agriculture).	0232
41	Manufacture of other products of wood; manufacture of products of bamboo, rattan, straw and plaiting materials Details: Manufacturing products from bamboo and rattan (excluding beds, cabinets, tables, and chairs), manufacturing other products from wood (excluding pulp production, waste recycling, and wood processing at headquarters).	1629
42	Manufacture of plywood, veneers, plywood boards, and other wood panels. Details: Manufacture of plywood, veneer, plywood boards, and other wood panels (not operating at headquarters).	1621
43	Manufacture of wooden building materials. (Not operating at headquarters).	1622
44	Sawmilling and preservation of wood Details: Wood processing (not operating at headquarters).	1610
45	Manufacture of other food products n.e.c. Details: Food production (not operating at headquarters).	1079
46	Processing and preserving of fruit and vegetables (Not operating at headquarters).	1030
47	Wholesale of agricultural raw materials and live animals (excluding wood, bamboo, and rattan) Details: Wholesale of agricultural products, forest products, medicinal herbs (not operating at headquarters) (excluding the exercise of export rights, import rights, distribution rights for goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, distribution rights).	4620
48	Wholesale of food products Details: Wholesale of various types of seafood; frozen food. Wholesale of various types of vegetables and fruits; wholesale of various types of food; wholesale of industrial goods, tea,	4632



**CHARTER OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
	coffee, sugar, milk and dairy products, confectionery and processed products from cereals, flour, and starch (not operating at headquarters) (excluding the exercise of export rights, import rights, distribution rights for goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, distribution rights).	
49	Packaging services Details: Packaging and preserving medicinal herbs. Packaging and preserving seafood. Packaging and preserving fresh, dried fruits, vegetables, and flowers, packaging and preserving functional foods (excluding packaging of plant protection products).	8292
50	Wholesale of solid, liquid, gaseous fuels and related products Details: Wholesale of coal and other solid fuels. (Excluding trading in crude oil and refined petroleum, liquefied petroleum gas (LPG), and used lubricating oil)	4661
51	Wholesale of metals and metal ores (Excluding wholesale of gold, precious metals, and gemstones)	4662
52	Wholesale of a variety of goods (Excluding prohibited goods, goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute, and goods subject to state monopolies in commercial activities).	4690
53	Retail sale not in stores, stalls or markets (Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).	4799
54	Retail sale via mail order or internet. (Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).	4791
55	Other retail sale in general merchandise stores.	4719



**CHARTER OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

No.	Business lines	Industry Code
	(Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).	
56	<p>Retail sale of hardware, paint, glass, and other installation equipment in specialized stores.</p> <p>Details: Retail sale of paints, varnishes, and lacquers in specialized stores; Retail sale of construction glass in specialized stores; Retail sale of cement, bricks, tiles, stone, gravel, steel, and other construction materials in specialized stores; Retail sale of tiles and sanitary ware in specialized stores; Retail sale of other installation equipment for construction in specialized stores.</p> <p>(Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).</p>	4752
57	<p>Manufacture of iron, steel, and pig iron.</p> <p>(Not manufactured at the headquarters).</p>	2410
58	<p>Mining of stone, sand, gravel, and clay.</p> <p>(Not operating at the headquarters).</p>	0810
59	<p>Wholesale of other household goods.</p> <p>(Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).</p>	4649
60	<p>Wholesale of textiles, garments, and footwear.</p>	4641
61	<p>Commodity agents, brokers, and auctioneers.</p> <p>Details: Sales agents, commodity brokers.</p> <p>(Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).</p>	4610
62	<p>Hard coal mining and collection.</p>	0510
63	<p>Lignite mining and collection.</p>	0520
64	<p>Peat mining and collection.</p>	0892



**CHARTER OF CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

No.	Business lines	Industry Code
65	Coke manufacturing.	1910
66	<p>Retail sale of other new goods in specialized stores.</p> <p>Details: Retail sale of household fuel coal in specialized stores; Retail sale of watches and eyeglasses in specialized stores; Retail sale of other new goods not elsewhere classified in specialized stores.</p> <p>(Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).</p>	4773
67	<p>Retail sale of food in specialized stores.</p> <p>(Except for exercising the right to export, import, and distribute goods specified in the List of Goods for Foreign Investors, foreign-invested economic organizations are not permitted to exercise the right to export, import, and distribute).</p>	4721
68	<p>Retail sale of food in specialized stores</p> <p>(Except for exercising the right to export, import, and distribute goods specified in the List of Goods for Foreign Investors, foreign-invested economic organizations are not permitted to exercise the right to export, import, and distribute).</p>	4722
69	Manufacture of other non-metallic mineral products n.e.c.	2399
70	<p>Inland water freight transport</p> <p>Details: Inland water freight transport by mechanized means, inland water freight transport by rudimentary means.</p>	5022
71	<p>Warehousing and storage</p> <p>Details: Warehousing and storage in bonded warehouses, warehousing and storage in cold storage, warehousing and storage in other types of warehouses (excluding provision of aviation services at airports).</p>	5210
72	<p>Cargo handling</p> <p>Details: Road cargo handling, river port cargo handling, seaport cargo handling, railway station cargo handling.</p>	5224
73	Restaurants and mobile food service activities	5610



No.	Business lines	Industry Code
	Details: Restaurants, eateries, food stalls; fast food chain restaurants; other mobile food services (excluding the provision of airline meals).	
74	Other food services (Excluding the provision of airline meals).	5629
75	Beverage serving activities Details: Coffee shops, refreshment stalls; other beverage serving activities (excluding bar and dance hall activities).	5630
76	Provision of food services on a non-regular basis under contract (Excluding the provision of airline meals)	5621
77	Retail sale of beverages in specialized stores	4723
78	Retail sale of motor fuels in specialized stores (Except for prohibited goods, goods on the List of Goods for Foreign Investors for which foreign-invested economic organizations are not permitted to exercise the right to export, import, and distribute, and goods subject to state monopolies in commercial activities).	4730
79	Repair and maintenance of transport equipment (excluding cars, motorcycles, and other motorized vehicles)	3315
80	Maintenance and repair of motor vehicles and other motorized vehicles	4520
81	Sale of motor vehicle parts and accessories	4530
82	Maintenance and repair of motorcycles	4542
83	Sale of motorcycle parts and accessories	4543
84	Computer programming (CPC 842)	6201
85	Computer consultancy and computer facilities management activities (CPC 842)	6202
86	Information technology service activities and other computer related activities	6209
87	Data processing, hosting and related activities	6311
88	Management consultancy activities (excluding financial, accounting, and legal consultancy) (CPC 865)	7020



No.	Business lines	Industry Code
89	Labor recruitment and provision services Details: Domestic labor recruitment and provision (excluding labor leasing)	7830
90	Other activities auxiliary to financial service activities n.e.c. Details: Investment advisory activities (excluding financial, accounting, and legal consultancy)	6619
91	Leasing of non-financial intangible assets (CPC 892)	7740
92	Wholesale of other machinery, equipment and parts Details: Wholesale of machinery, materials, electrical equipment and materials: Generating sets, generators, electric motors, transformers, insulated or non-insulated electric wires, relays, switches, fuses, other electrical circuit equipment	4659

b. Other business lines not prohibited by law and approved by the General Meeting of Shareholders in accordance with legal regulations.

## 2. Business objectives of the Company :

The Company is established to mobilize and utilize capital effectively in developing registered production and business lines. The goal is to maximize profits, ensure legitimate rights for shareholders, create stable jobs for employees, contribute to the state budget, the community, and enterprise development.

## Article 5. Business Scope and Operations

The Company is permitted to conduct business activities in accordance with the business lines specified in this Charter, which have been registered and notified of changes in registration content to the business registration agency and announced on the National Business Registration Portal. In cases where the Company engages in conditional or restricted business lines, the Company must meet the business conditions or restrictions as prescribed by the Law on Investment and relevant specialized laws.

## Chapter IV: CHARTER CAPITAL AND SHARES

### Article 6. Charter Capital and Shares

1. The Charter Capital of the Company is 3,585,078,250,000 VND (Three trillion, five hundred and eighty-five billion, seventy-eight million, two hundred and fifty thousand VND).



The total Charter Capital of the Company is divided into 358,507,825 shares with a par value of 10,000 VND/share.

2. Changes to the Charter Capital must be approved by the General Meeting of Shareholders and comply with legal regulations.
3. All shares of the Company as of the date of approval of this Charter are common shares. The rights and obligations of common shareholders are specified in Article 19 and Article 20 of this Charter.
4. In addition to common shares, the Company may issue preferred shares (including: preferred voting shares, dividend preferred shares, redeemable preferred shares, and other preferred shares) after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations.
5. The Company may issue shares, convertible bonds, bonds with warrants, and other types of securities in accordance with legal regulations.
6. In the event the Company increases the number of shares, the type of shares entitled to offer and sell such shares during operations to increase the Charter Capital, common shares must be preferentially offered to existing shareholders in proportion to their common share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must provide written notification of the share offering, specifying the number of shares offered and the registration deadline in accordance with legal regulations so that shareholders can register to purchase. Shares not fully subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to subjects under conditions and methods deemed appropriate by the Board of Directors, but may not sell such shares under more favorable conditions than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders or as otherwise stipulated by Law on Securities.
7. The Company may purchase shares issued by the Company in the manners prescribed in this Charter and applicable law.
8. The maximum foreign ownership Percentage in the Company is 49% (forty-nine percent) of the Charter capital. Based on the timing of foreign ownership in the Company, the Company will adjust its business lines to comply with legal regulations.

#### **Article 7. Shares**

1. Shareholders of the Company are issued shares corresponding to the Number of shares and type of shares owned.



2. A share is a certificate, book entry, or electronic data issued by the Company, confirming the ownership of one or several shares of the Company. Shares must contain all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 (thirty) days from the date of submitting a complete application for share transfer as prescribed by the Company or within 30 (thirty) days (or another period as stipulated in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the share owner shall be issued shares. The share owner shall not pay the Company any share printing costs.
4. In the event that shares are damaged, erased, lost, stolen, or destroyed, a shareholder may request the issuance of new shares, provided that they furnish proof of share ownership and pay all related costs to the Company. The shareholder's request must include the following information:
  - a. Information about the shares that have been lost, damaged, or destroyed in another way;
  - b. A commitment to be responsible for any disputes arising from the re-issuance of new shares.

#### **Article 8. Shareholder Register**

1. The Company shall establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. The shareholder register may be in writing, electronic data, or both.
2. The shareholder register must contain the following main contents:
  - a. Name and address of the Company's head office.
  - b. Total Number of shares and types of shares offered for sale.
  - c. Total Number of shares sold and value of contributed share capital.
  - d. Full name, contact address, nationality, and legal document number of individual shareholders; name, enterprise code, or legal document number, and head office address of institutional shareholders.
  - e. Number of shares of each shareholder and share registration date.
3. The shareholder register is kept at the Company's head office or other organizations authorized to keep shareholder registers. Shareholders have the right to inspect, look up, or extract and copy the names and contact addresses of the Company's shareholders in the shareholder register.



4. In the event of a change in contact address, shareholders must promptly notify the Company to update the shareholder register. The Company is not responsible for failing to contact shareholders due to not being notified of changes in their addresses.
5. The Company must promptly update changes in shareholders in the shareholder register at the request of the relevant shareholders as prescribed in this Charter.

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

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) are issued with the signature of the Legal Representative and the Company's seal.

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

1. The Board of Directors decides the time, method, and price for offering shares within the authorized offering amount. The offering price must not be lower than the market price at the time of sale or the book value of the Company at the nearest time, except in the following cases:
  - a. Shares are sold to all shareholders in proportion to their existing shareholdings in the Company.
  - b. Shares are sold to brokers or underwriters. In this case, the specific discount amount or rate must be approved by shareholders representing at least 65% (Sixty-five percent) of the total voting shares.
2. The conditions, methods, and procedures for offering shares comply with the provisions of Law on Securities.

#### **Article 11. Transfer of Shares**

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. The transfer of shares of strategic shareholders must comply with relevant legal regulations (If any). Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid cannot be transferred and do not enjoy related rights, such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.
3. In the event of the death of an individual shareholder, the Company will recognize the following person as having the right to own part or all of the deceased person's shares:



- a. A person with a document certifying the right of inheritance according to the provisions of law and currently holding the deceased person's shares.
- b. The legal heir must register ownership of the inherited shares with the Company and become a new shareholder of the Company, enjoying all rights and performing the obligations of the shareholder they inherit, except for the right to inherit the position of Manager or Executive of the Company.

#### **Article 12. Share Repurchase**

1. In the event that a shareholder fails to fully and timely pay the amount for the registered shares, the Board of Directors will notify and has the right to request that shareholder to pay the remaining amount and be liable for the total par value of the registered shares for the Company's financial obligations arising from the incomplete payment. The above payment notice must clearly state the new payment deadline (at least 07 (seven) days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of failure to pay as requested, the unpaid shares will be repurchased.
2. Repurchased shares are considered authorized offering shares as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution, or settlement to the owner of the repurchased shares or other entities under conditions and methods deemed appropriate by the Board of Directors.
3. Shareholders holding repurchased shares must relinquish their shareholder status for those shares but are still liable for the total par value of the registered shares for the Company's financial obligations arising from the registration date until the repurchase date as decided by the Board of Directors. The Board of Directors has full authority to decide on the enforcement of payment for the entire share value at the time of repurchase.
4. The Board of Directors has the right to repurchase shares that have not been fully and timely paid in the event that the requests in the notice mentioned in Clause 1 of this Article are not fulfilled.
5. The recall notice is sent to the holder of the recalled shares before the recall time. The recall remains effective even in case of errors or negligence in sending the notice.



**Article 13. Issuance and offering of shares and bonds; purchase of shares and bonds**

Regulations on issuance and offering of shares and bonds; purchase of shares and bonds are implemented in accordance with the Company's Charter, the Law on Enterprises, the Law on Securities, and other relevant legal regulations.

**Article 14. Share repurchase at the request of shareholders**

1. Shareholders who voted against the resolution on the Company's reorganization or changes to shareholder rights and obligations as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name, address, number of shares of each type, intended selling price, and reasons for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) working days from the date the General Meeting of Shareholders passes the resolution on the matters specified in this clause.
2. The Company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price within 90 (ninety) days from the date of receiving the request. In case of disagreement on the price, the parties may request a valuation organization to appraise the value. The company introduces at least three valuation organizations for shareholders to choose from, and that choice is final.

**Article 15. Repurchase of Shares by the Company's decision**

The Company has the right to repurchase no more than 30% (thirty percent) of the total outstanding common shares, a portion or all of the preferred dividend shares sold according to the following regulations:

1. The Board of Directors has the right to decide to repurchase a maximum of 10% (ten percent) of the total number of shares offered for sale within 12 (twelve) months. In other cases, the share repurchase is decided by the General Meeting of Shareholders.
2. The Board of Directors decides the share repurchase price. The repurchase price must not be higher than the market price at the time of repurchase, except for the cases specified in Clause 3 and Clause 4 of this Article.
3. The Company may repurchase part or all of the shares held by each shareholder. In this case, the Company's share repurchase decision must be notified by guaranteed means to all shareholders within 30 (thirty) days from the date the decision is approved. The notice must include the name and address of the Company's headquarters, the total number and type of shares to be repurchased,



the repurchase price or the principle of valuation for repurchase, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares for sale to the Company.

4. Shareholders who agree to resell shares must send their offer to sell shares by guaranteed means to the Company within the time limit specified in the share repurchase decision as stipulated in Clause 3 of this Article. The written agreement to sell shares must include the full name, contact address, and personal legal document number for individual shareholders; the name, enterprise code, or legal document number of the organization, and the address of the headquarters for institutional shareholders; the number of shares owned and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the shareholder's legal representative. The Company only repurchases shares offered for sale within the aforementioned period.

#### **Article 16. Payment terms and handling of repurchased shares**

1. The Company is only entitled to pay for repurchased shares to shareholders as prescribed in Article 15 and Article 16 of this Charter if, immediately after paying for all repurchased shares, the Company still ensures full payment of all debts and other asset obligations.
2. Shares repurchased as stipulated in Article 15 and Article 16 of this Charter are considered retrieved shares and belong to the number of shares offered for sale.
3. Share certificates confirming ownership of repurchased shares must be cancelled immediately after the corresponding shares have been fully paid. The Chairman and the General Director shall be jointly liable for damages caused by failure to cancel or delay in cancelling the share certificates.
4. After full payment for the repurchased shares, if the total value of assets recorded in the company's accounting books decreases by more than 10% (ten percent), the company must notify all creditors within 15 (fifteen) days from the date of full payment for the repurchased shares.

#### **Article 17. Recovery of payment for repurchased shares**

In the event that the payment for repurchased shares violates the provisions in Clause 1, Article 16 of this Charter or the payment of dividends violates the provisions of Article 135 of the Law on Enterprises, shareholders must return to the Company the amount of money and other assets received; in case the shareholder cannot return it to the company, that shareholder and all members of the Board of Directors shall be jointly liable for the Company's debts and other



property obligations within the value of the money and assets paid to the shareholder that have not been returned.

**Chapter V: ORGANIZATIONAL STRUCTURE,  
ADMINISTRATION AND CONTROL**

**Article 18. Organizational structure, management and control**

The organizational, managerial and supervisory structure of the Company comprises:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Audit Committee under the Board of Directors.
4. General Director.

The company ensures that the minimum number of independent members of the Board of Directors meets legal regulations.

**Chapter VI: SHAREHOLDERS AND GENERAL  
MEETING OF SHAREHOLDERS**

**Article 19. Shareholder Rights**

1. Shareholders are owners of the Company, having corresponding rights according to the number of shares and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the limit of the capital contributed to the Company (*value calculated on the market value of the shares held by each shareholder*).
2. Common shareholders have the following rights:
  - a. Attend and speak at General Meeting of Shareholders meetings and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting.
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freely transfer fully paid shares in accordance with the provisions of this Charter and applicable law.
  - d. Have priority to purchase new shares corresponding to the ratio of common shares they own.
  - e. Review, look up, and extract information about names and contact addresses in the List of Shareholders with voting rights and request correction of



inaccurate information.

- f. To access, examine and extract or copy the Company's Charter, minutes of General Meeting of Shareholders and resolutions of General Meeting of Shareholders
  - g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
  - h. To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. To receive equal treatment, with each share of the same type conferring equal rights, obligations, and interests. If the Company has preference shares, the rights and obligations associated with these shares must be approved by the GMS and fully disclosed to shareholders.
  - j. To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
  - k. To have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights prescribed by law and this Charter.
3. The shareholder or group of shareholders holding at least 5% (five percent) of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
  - b. Propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 07 (seven) working days before the opening day. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.
  - c. Request the Board of Directors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing; must include full name, contact address, nationality, and personal legal document number for individual shareholders; name, enterprise code, or legal document number for institutional shareholders; the number of shares and the time of share



registration of each shareholder, the total number of shares of the entire shareholder group, and the percentage of ownership in the total number of shares of the Company; the issue to be inspected, and the purpose of the inspection. In this case, the inspection will be carried out directly by the Audit Committee and reported to the Board of Directors.

- d. To access, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, except documents relevant to the Company's trade secrets, Company's business secrets.
  - e. Other rights prescribed by law and this Charter.
4. The shareholder or group of shareholders holding at least 10% (ten percent) of the total ordinary shares is entitled to nominate candidates to the Board of Directors.

#### **Article 20. Obligations of Shareholders**

Shareholders have the following obligations:

1. To fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Charter, regulations, procedures, and internal management regulations of the Company.
4. Comply with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. To participate in the General Meeting of Shareholders and exercise the right to vote/elect in the following manners:
  - a. Participating and voting/electing in person at the meeting;
  - b. Authorizing other organizations and individuals to participate and vote/elect at the meeting. Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.
  - c. Attend and vote via online conference, electronic voting, or other electronic means.
  - d. Send voting ballots to the meeting via mail, fax, or email.



6. Provide an accurate address when registering to purchase shares and update any changes during share ownership. In cases where shareholders provide incorrect addresses, they will bear all damages arising from or related to the provision of the wrong address.
7. Fulfill other obligations prescribed by applicable regulations of law.
8. Keep confidential the information provided by the Company as stipulated in the Company Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibit disseminating or copying, sending information provided by the Company to other organizations or individuals.
9. Perform other obligations as prescribed by this Charter and the Law on Enterprises.
10. A Shareholder or group of Shareholders holding a minimum of 5% (five percent) of the total ordinary shares, in addition to the shareholder's obligations as prescribed in this article and by law, must also ensure compliance with the following obligations:
  - a. Not abuse their advantage to affect the rights and interests of the Company and other shareholders as prescribed by law and the Charter.
  - b. Have the obligation to disclose information according to legal regulations.

#### **Article 21. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.
2. The General Meeting of Shareholders must convene annually within 4 (four) months from the end of the financial year. The Board of Directors may extend this period, but not exceeding 6 (six) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

Depending on the actual situation, the General Meeting of Shareholders can be organized or opinions can be gathered to pass resolutions in the following forms: direct meeting, direct voting; online meeting, online voting; semi-direct meeting, semi-online meeting; soliciting opinions in writing. In the case of



online meetings and voting, the General Meeting of Shareholders will be conducted according to the regulations of the Internal Regulations on Corporate Governance.

3. The Board of Directors shall convene the Annual General Meeting of Shareholders and choose a suitable location. The Annual General Meeting of Shareholders shall make decisions on issues prescribed by the Law and this Charter. In case the audit report of the annual Financial Statement contain unqualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to participate in the Annual General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the Annual General Meeting of Shareholders.
4. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers that it is necessary to do for the Company's interests.
  - b. The remaining number of Board of Directors is smaller than the minimum number prescribed by law.
  - c. At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article 19 of this Charter; requests to convene the General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the request can be made in multiple copies, collecting sufficient signatures from the relevant shareholders.
  - d. Other cases as prescribed by law and this Charter.
5. Convening the Extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene a General Meeting of Shareholders within 360 (three hundred and sixty) days as stipulated in point b, clause 4 of this Article, or upon receiving a request to convene a meeting as stipulated in point c and point d, clause 4 of this Article.
  - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point (a), clause 5 of this Article, the Chairman and members of the Board of Directors shall be held liable before the law and shall compensate the Company for any arising damages. Within the next 30 (thirty) days, the shareholder or group of shareholders has the



right to request the convening of a General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter.

All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

## **Article 22. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right and obligation to discuss and approve the following matters:
  - a. Approve the Company's development orientations.
  - b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares; deciding to offer bonds for sale in accordance with the Securities Law.
  - c. Election, dismissal and removal of members of the Board of Directors.
  - d. Decide investment in or sale of assets that are worth at least 35% (thirty five percent) of the total assets written the Company's latest financial statement.
  - e. Decide revisions to the Company's Charter;
  - f. Approving the audited annual financial statements.
  - g. Decide repurchase of over 10% (ten percent) of shares of each type;
  - h. Reviewing and handling violations by Members of the Board of Directors that cause damage to the Company and its shareholders.
  - i. Decisions on company reorganization or dissolution;
  - j. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
  - k. Approving the Internal Regulations on Corporate Governance and the Board of Directors' Operating Regulations.
  - l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors when necessary;
  - n. The Company's annual business plan.
  - o. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors.
  - p. Deciding on the number of Members of the Board of Directors.



- q. Approving contracts and transactions between the Company and entities stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five percent) of the Company's total asset value recorded in the most recent financial statement.
  - r. Approve transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
  - s. Other matters as prescribed by law and these Articles of Association.
2. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the General Meeting of Shareholders.

### **Article 23. Right to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of institutional shareholders, may attend the meeting directly, authorize another individual or organization in writing, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be in writing in accordance with civil law (*refer to the Company's authorization form template*), clearly stating the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and must be signed by both the authorizing party and the authorized party.
3. The authorized representative attending the General Meeting of Shareholders must submit the written authorization at the time of registration. In case of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the institutional shareholder.
4. The voting ballot of the authorized representative attending the meeting remains valid in the following cases::
  - a. The authorizing shareholder has died, has limited civil act capacity, or has lost civil act capacity.
  - b. The authorizing shareholder has revoked the authorization.
  - c. The authorizing shareholder has revoked the authority of the person making the authorization.



This provision does not apply if the Company receives notification of one of the above events before the opening time of the General Meeting of Shareholders or before the reconvening of the meeting.

#### **Article 24. Changes to rights**

1. Changes or cancellations of special rights attached to a class of preferred shares take effect when approved by shareholders representing at least 65% (sixty-five percent) of the total votes of all shareholders attending the meeting. Resolutions or decisions of the General Meeting of Shareholders that adversely affect the rights and obligations of preferred shareholders are only passed if approved by preferred shareholders of the same class holding at least 75% (seventy-five percent) of the total preferred shares of that class attending the meeting, or if approved in writing by preferred shareholders of the same class holding at least 75% (seventy-five percent) of the total preferred shares of that class.
2. The meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid when there are at least 02 (two) shareholders (or their authorized representatives) holding at least 1/3 (one-third) of the par value of the issued shares of that class. If there is not a sufficient number of representatives as stated above, the meeting shall be reconvened within 30 (thirty) days, and those holding shares of that class (regardless of the number of people and the number of shares) present in person or through an authorized representative shall be considered to have met the required quorum. At the aforementioned meetings of preferred shareholders, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.
3. The procedures for conducting such separate meetings are implemented similarly to the provisions of Article 26, Article 27, and Article 28 of this Charter.
4. Unless otherwise stipulated in the share issuance terms, the special rights attached to preferred shares concerning some or all matters related to the distribution of profits or assets of the Company are not altered when the Company issues additional shares of the same class.



**Article 25. Convening the General Shareholders' Meeting, meeting agenda, and notice of the General Shareholders' Meeting**

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in the cases specified in Clause 4 and Clause 5, Article 21 of this Charter.
2. The person who convenes the GMS shall perform the following tasks:
  - a. Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within ten (10) days before the day on which the invitation to the GMS is sent. The Company shall disclose the compilation of this list at least twenty (20) days before the book closing date;
  - b. Determine the meeting time and location .
  - c. Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS.
  - d. Prepare the meeting agenda and contents
  - e. Prepare meeting documents .
  - f. Draft the resolution of the GMS according to the meeting contents
  - g. Perform other tasks serving the general meeting
3. The invitations to the GMS shall be sent to all shareholders using a method ensuring delivery to the shareholders' registered contact addresses. It shall also be published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least twenty one (21) days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents to which the Shareholders are enable to access, including:
  - a. The meeting agenda and documents to be used during the meeting;
  - b. The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (in case of election);
  - c. Voting/Election ballots;



- d. Proxy appointment form for attending the meeting;
  - e. Draft resolution on each issue mentioned in the meeting agenda.
4. The shareholder or group of shareholders mentioned in Clause 3, Article 19 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 05 (five) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the shareholder's full name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda.
5. In the event that the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 4 of this Article, a written response stating the reasons shall be provided no later than 02 (two) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only reject the proposal in the following cases:
- a. The proposal is sent against the regulations of Clause 4 of this Article
  - b. The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 3 Article 19 of this Charter;
  - c. The proposed issue is outside the authority of the GMS;
  - d. Other cases prescribed by law and this Charter.
6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

**Article 26. Conditions for conducting the General Shareholders' Meeting**

- 1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% of the voting shares of the Company.
- 2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 60 (sixty) days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares of the Company.
- 3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 60



(sixty) days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

4. The number of attending shareholders shall be determined within 60 (sixty) minutes from the scheduled opening time of the meeting. If after 60 (sixty) minutes the number of attending shareholders does not meet the quorum as specified in Clauses 1 and 2 of this Article, the meeting shall be canceled. The meeting can commence as soon as the required number of shareholders as stipulated in Clauses 1 and 2 of this Article is present, without having to wait for other shareholders who have not yet arrived.

#### **Article 27. Procedures for conducting meetings and voting at the GMS**

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:
  - a. When registering shareholders, the Company provides each shareholder or their authorized representative with a voting card/voting slip/election ballot, which includes the registration number, the name of the shareholder, the name of the authorized representative, and the number of votes/election ballots for that shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. The vote counting result shall be announced by the chair/Voting Counting Committee right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair.
  - b. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote/elect after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted/elected on before their presence shall remain unchanged.
2. Election of the Chairperson, Secretary and Voting counting Committee:
  - a. The Chairman of the Board of Directors acts as the meeting chairperson or authorizes another member of the Board of Directors to chair the General Shareholders' Meeting convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of them to chair the meeting based on a majority vote. In the event that no chairperson can be



- elected, an independent member of the Board of Directors who is part of the Audit Committee, or one of the executive members of the Board of Directors, will oversee the process for the General Shareholders' Meeting to elect a chairperson from among the attendees, with the person receiving the highest number of votes serving as the chairperson of the meeting;
- b. In the case specified in Point (a) of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chairperson the meeting;
  - c. The chairperson appoints one or more individuals to act as the meeting secretary(s).
  - d. The GMS shall elect one or some persons to the Voting counting Committee at the request of the chairperson.
3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.
  4. The chairperson is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
    - a. Arrange seats at the meeting location;
    - b. Ensure safety of the participants;
    - c. Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.
  5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.
  6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.
  7. The person who convenes the GMS or the chairperson has the rights to:
    - a. Request all participants to undergo inspection or other lawful and reasonable security measures;



- b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chairperson's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
8. The chairperson is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:
  - a. The current location does not have adequate convenient seats for all participants;
  - b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
  - c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
9. In case the chairperson delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chairperson the meeting until the end; all resolutions ratified at that meeting shall be effective.
10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities. The order, procedures, and methods of organizing online meetings and electronic voting shall be implemented in accordance with the Internal Regulations on Corporate Governance.
11. The person who convenes the GMS or the chairperson may require shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo inspection or reasonable and lawful security measures. If a shareholder or authorized representative fails to comply with the aforementioned regulations, the chairperson, after careful consideration, may refuse or expel said shareholder or representative from further participation in the General Meeting of Shareholders.

#### **Article 28. Conditions for the GMS resolution to be approved**

The General Meeting of Shareholders shall pass decisions within its authority by voting at the meeting or by obtaining written opinions.



1. Resolutions on the following matters shall be passed if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 3, Clause 4 and Clause 5 of this Article.
  - a. Type of shares and total number of shares of each type.
  - b. Change of business lines, trades, and fields.
  - c. Changes to the Company's organizational structure;
  - d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;
  - e. Reorganization, dissolution of the Company.
  - f. Amendment and supplement to the Company's Charter.
2. Other resolutions shall be passed when approved by shareholders representing more than 50% (fifty percent) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, 4, and 5 of this Article.
3. The voting for members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates.

Elected members of the Board of Directors are determined based on the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached. In the event that two or more candidates have the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or a selection will be made based on the criteria specified in the election regulations.
4. In cases where a Resolution is passed through written voting, the Resolution of the General Meeting of Shareholders is considered adopted if it receives approval from shareholders holding more than 50% (fifty percent) of the total voting shares.
5. A Resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of preferred shareholders shall only be passed if it is approved by preferred shareholders of the same class attending



the meeting, holding at least 75% (seventy-five percent) of the total preferred shares of that class, or if it is approved by preferred shareholders of the same class holding at least 75% (seventy-five percent) of the total preferred shares of that class in cases where the Resolution is passed through written voting.

6. The Resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the Resolution is passed; sending the Resolution can be replaced by posting it on the Company's website.
7. A resolution of the GMS that is voted for by 100% (one hundred percent) of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

**Article 29. Authority and procedures for obtaining shareholders' written opinions to approve resolutions of the GMS**

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance on the following provisions:

1. The Board of Directors has the right to obtain shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders on the following matters:
  - a. Amendment and supplement to the Company's Charter;
  - b. Approval/amendment and supplementation of the Internal Regulations on Corporate Governance and the Board of Directors' Operating Regulations;
  - c. Approval of the Company's development orientations;
  - d. Election and dismissal and removal of members of the Board of Directors;
  - e. Decision investment in or sale of assets that are worth at least 35% (thirty five percent) of the total assets written the Company's latest financial statement;
  - f. Approval of the annual financial statements;
  - g. Change to the Company's business lines and sectors;
  - h. Change to the Company's organizational and management structure;
  - i. Other matters under the authority of the General Meeting of Shareholders in accordance with Article 22 of this Charter and provisions of law if deemed necessary for the benefit of the Company.



2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 (ten) days before the deadline for submission of the questionnaires [unless a longer time limit is prescribed by the Company's Charter] in accordance with Clause 3 Article 25 of this Charter.
3. A questionnaire shall contain the following information:
  - a. The enterprise's name, headquarters address, identification number;
  - b. Purposes of the survey;
  - c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
  - d. The issues being voted on;
  - e. Voting options for each issue, including affirmative, negative and abstentions;
  - f. Submission deadline;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Audit Committee or shareholders that are not holding managerial positions in the Company. The vote counting Minutes shall contain the following information:
  - a. The enterprise's name, headquarters address, identification number;
  - b. The purposes and issues voted on;
  - c. The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
  - d. Quantity of affirmative votes, negative votes and abstentions on each issue;
  - e. Ratified issues and ratio of affirmative votes;
  - f. Full name and signature of the Chairman of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting



records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

5. The minutes of the vote counting and the resolution must be published on the Company's website within 24 (twenty-four) hours or sent to the shareholders within 15 (fifteen) days from the time the vote counting is completed.
6. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.
7. A resolution shall be ratified by questionnaire survey if it receive at least 50% (fifty percent) affirmative votes from voting shareholders and has the same value as those ratified at the GMS.
8. Shareholders can send their completed voting ballots to the Company by mail, fax, or email as follows:
  - a. In case of sending by mail, the answered voting ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The voting ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting;
  - b. In case of sending by fax or email, the voting ballot sent to the Company must be kept confidential until the vote counting;
  - c. Voting ballots sent to the Company after the deadline specified in the voting ballot or opened in case of mail and disclosed in case of fax or email shall be deemed invalid. Voting ballots not sent back are considered abstentions.

### **Article 30. Resolutions and Minutes of the GMS**

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
  - a. The enterprise's name, headquarters address, identification number;
  - b. Time and location of the GMS;
  - c. Agenda and content of the meeting.
  - d. Full names of the chairperson and secretaries;
  - e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;



- f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
- h. Issues passed and the corresponding percentage of approving votes.
- i. Full name and signatures of the chairperson and secretaries.

In case the chairperson or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chairperson and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.
3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.
4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's head office.

### **Article 31. Requesting cancellation of a resolution of the GMS**

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 7 Article 28 of this Charter.
2. The contents of the resolution violate regulations of law or this Charter.



## **Chapter VII: BOARD OF DIRECTORS**

### **Article 32. Nomination and candidacy for Members of the Board of Directors**

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
  - a. Full name, date of birth;
  - b. Professional qualifications ;
  - c. Work experience;
  - d. Other management positions (including Board of Directors positions at other companies);
  - e. Interests relevant to the Company and the Company's related parties;
  - f. Other information (if any) as prescribed by law.
  - g. The company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).
2. A shareholder or group of shareholders holding 10% (ten percent) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. The specific ratio and the corresponding number of nominated Members of the Board of Directors shall be specified in the Internal Regulations on Corporate Governance.
3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.



4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

**Article 33. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 (five) members. The term of office of the Board of Directors shall be 05 (five) years. The term of office of a member of the Board of Directors shall not exceed 05 (five) years; members of the Board of Directors may be re-elected for an unlimited number of terms.
2. The Board of Directors shall have at least 01 (one) independent member; an individual may only be elected as an independent member of the Company's Board of Directors for a maximum of 02 (two) consecutive terms and must meet the standards and conditions specified in Clause 2, Article 155 of the Law on Enterprises.
3. A member of the Board of Directors loses the status of member of the Board of Directors in case of being replaced, dismissed or discharged by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
4. At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive members. The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.
5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.
7. In the event that a member of the Board of Directors loses their membership status as prescribed by law and the Company's Charter, is dismissed, removed, or for any reason cannot continue to be a member of the Board of Directors, the Board of Directors may appoint another member of the Board of Directors to temporarily take charge of the work of the disqualified member of the Board of Directors while waiting for the General Meeting of Shareholders to elect a new member of the Board of Directors. The election of a new member of the Board of Directors must be carried out at the nearest General Meeting of Shareholders.
8. A member of the Board of Directors can be simultaneous the member of the Board of Directors of maximum five (05) other companies.



**Article 34. Powers and obligations of the Board of Directors**

1. The operating activities and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for the powers belonging to the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law and this Charter. Specifically, the Board of Directors has the following powers and duties:
  - a. Determine strategies, medium-term development plans, and supervise the implementation of short-term and long-term development plans and business plans of the Company. Approve adjustments and changes to the Company's annual business plan based on authorization from the General Meeting of Shareholders when deeming such adjustments to be consistent with the strategy and development plan approved by the General Meeting of Shareholders.
  - b. Propose the share classes and the total number of shares offered for sale for each class.
  - c. Decide on the sale of unsold shares within the authorized offering limit for each share class; decide on raising additional capital through other methods.
  - d. Determine the selling price of shares; decide on offering bonds, excluding convertible bonds and bonds with warrants, as regulated by the Securities Law.
  - e. Decide on share repurchases as stipulated in Clause 1 and Clause 2, Article 133 of the Law on Enterprises.
  - f. Decide on investment plans and investment projects within the authorized scope and limits as prescribed by law.
  - g. Decide on market development, marketing, and technology solutions.
  - h. Approve purchase, sale, loan, borrowing contracts, and other transactions with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements and contracts, transactions under the Decision authority of the General Meeting of Shareholders as stipulated in Point (d), Clause 1, Article 22 of this Charter, excluding contracts and transactions subject to the approval authority of the General Meeting of Shareholders as prescribed by law. For the remaining value under the authority of the General Director, based on their authority, depending on the



Company's production and business situation, the General Director has the right to assign, delegate, and authorize.

- i. Decide on asset purchases, loans, borrowings, guarantees, pledges, mortgages, leases, subleases, lending of assets, and other activities of the Company with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except for cases under the Decision authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority, depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.
- j. Decide on investing in or selling assets with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except for cases under the Decision authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority, depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.
- k. Elect, dismiss, remove the Chairman of the Board of Directors, Vice Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, decide salaries, remuneration, bonuses, and other benefits for the General Director, Deputy General Directors, Chief Accountant, and other positions under the authority of the Board of Directors as prescribed by law; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies, decide on their remuneration and other benefits.
- l. Supervise and direct the General Director and other managers in the daily business operations of the Company.
- m. Propose the dividend rate to be paid; determine the time frame and procedures for paying dividends or handling losses incurred during business operations.
- n. Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company.
- o. Submit the audited annual financial statements to the General Meeting of Shareholders.



- p. Decision on internal organizational structure, internal management regulations of the Company, decision on establishment, merger, division, consolidation, conversion of business type, restructuring and dissolution of subsidiaries, branches, representative offices and capital contribution, purchase of shares of other enterprises or sale of shares, capital contribution of the Company at other enterprises within its authority according to the Company's internal regulations governance.
  - q. Decision to issue the Internal Regulations on Corporate Governance, the Board of Directors' Operating Regulations after being approved by the General Meeting of Shareholders. Decision to issue the Operating Regulations of the Audit Committee under the Board of Directors, the Company's Information Disclosure Regulations.
  - r. Decision on profit distribution and allocation, use of Funds (Development Investment Fund; Reward and Welfare Fund; etc.) according to the plan approved by the General Meeting of Shareholders.
  - s. Approve the program, content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions.
  - t. Determine the price or organize the valuation of non-cash assets contributed to the Company, including but not limited to gold, land use rights, intellectual property rights, technology, business secrets and other legal assets.
  - u. Resolve the Company's complaints against the Company's Executives as well as decide to select a representative of the Company to resolve issues related to legal procedures against that Executive.
  - v. Independent members of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.
  - w. Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other provisions of law and the Company's Charter.
3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.



**Article 35. Remuneration, bonuses, and other benefits of members of the Board of Directors.**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency. Work remuneration shall be calculated according to the number of working days required to complete the duties of members of the Board of Directors and the remuneration rate per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.
2. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the Annual General Meeting of Shareholders.
3. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
4. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.
5. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the General Meeting of Shareholders. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

**Article 36. Chairman of the Board of Directors**

1. The Board of Directors selects from among its members to elect the Chairman and Vice Chairman. The Chairman does not concurrently hold the position of General Director.
2. Rights and obligations of the Chairman of the Board of Directors:
  - a. Formulate operating plans and programs of the Board of Directors
  - b. Prepare the agenda and documents of meetings; convene and chairperson meetings of the Board of Directors;



- c. Organizing the approval of resolutions and decisions of the Board of Directors;
  - d. Supervise the process of implementation of resolutions and decisions of the Board of Directors;
  - e. Chairperson the General Shareholders' Meeting and the Board of Directors' meeting;
  - f. Assign tasks to Board members and members of advisory committees supporting the Board of Directors;
  - g. Other rights and obligations prescribed by the Law on Enterprises.
3. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.
  4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairperson within ten (10) days from the resignation or dismissal date.

### **Article 37. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within seven (07) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may meet on an extraordinary basis when necessary.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. The meeting is requested by the General Director or at least five (05) more managers;



- b. The meeting is requested by at least 02 members of the Board of Directors;
  - c. At the request of an Independent members of the Board of Directors.
- 4. The request for meeting mentioned in Clause 3 this Article must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.
  - 5. The Board of Directors' Chairman must convene a Board of Directors meeting within 07 (seven) working days from the date of receiving the request stipulated in Clause 3 of this Article. In the event the Chairman fails to convene the meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairman to convene the Board of Directors meeting.
  - 6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least three (03) working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

- 7. Board of Directors meetings may only be held with the presence of at least 3/4 (three-fourths) of the total number of members. If a meeting convened under the provisions of this clause does not have the required number of members present, a second meeting shall be convened within 07 (seven) days from the date of the first scheduled meeting. In this case, the meeting may proceed if more than half of the Board of Director's members are present.
- 8. If the meeting convened in accordance with this provision does not have the required number of attending members, it shall be reconvened for the second time within 07 (seven) days from the date initially scheduled for the first meeting. In this case, the meeting can proceed if more than half of the members of the Board of Directors are present. A Board of Director's member is considered to have attended and voted at the meeting in the following cases:
  - a. Attending and voting in person at the meeting.
  - b. Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article.



- c. Attending and voting via online conference, electronic voting, or other electronic means.
  - d. Sending ballots to the meeting via mail, fax, or email.
  - e. Sending ballots by other means.
9. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairperson of the Board of Directors at least 01 hour (one) before the opening hour. The votes shall only be opened in the presence of the meeting participants.
10. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the Board of Directors' Chairman.
11. Members must attend all Board of Directors meetings. Members may authorize another person to attend the meeting and vote if approved by a majority of the Board of Directors.
12. The Board of Directors may consult Board members in writing and via email in accordance with the Internal Regulations on Corporate Governance and provisions of law.

### **Article 38. Minutes of the Board of Directors Meeting**

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, with the following main contents:
- a. Name, address of the head office, enterprise registration code.
  - b. Purpose, agenda, and content of the meeting.
  - c. Time and location of the meeting.
  - d. Full name of each attendee or authorized representative and method of attendance; full name of absent members and reasons for absence.
  - e. Issues discussed and voted on at the meeting.
  - f. Summary of each member's comments in chronological order of the meeting.
  - g. Voting results, clearly stating members who approved, disapproved, and abstained.
  - h. Approved matters and corresponding approval rates.



- i. Full name and signature of the Chairperson and the Minute-taker, except as prescribed in Clause 2 of this Article.
2. In case the Chairperson or Minute-taker refuses to sign the minutes, but if all other members of the Board of Directors attending agree and approve the signed minutes with full content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, these Minutes are valid. The minutes clearly state the refusal of the Chairperson or Minute-taker to sign. The signatory of the minutes is jointly responsible for the accuracy and truthfulness of the minutes' content. The Chairperson and Minute-taker are personally liable for damages incurred by the Company due to refusal to sign the minutes as prescribed by the Law on Enterprises, the Company's Charter, and relevant laws.
3. The Chairperson, Minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the Board of Directors meeting minutes' content.
4. Board of Directors meeting minutes and documents used in the meeting must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version prevails.

#### **Article 39. Nomination and candidacy for the Members of the Audit Committee**

1. The Audit Committee Chairman and other members shall be nominated by the Board of Directors and are not Executive Officers of the Company.
2. The appointment of the Audit Committee Chairman and other members must be approved by the Board of Directors at a Board meeting.

#### **Article 40. Composition of the Audit Committee**

1. The Audit Committee shall consist of at least two (02) members. The Audit Committee Chairman must be an independent member of the Board of Directors. Other Audit Committee members must be non-executive members of the Board of Directors.
2. Audit Committee members must have knowledge of accounting, auditing, a general understanding of law and the Company's operations, and not fall under the following circumstances :
  - a. Working in the Company's accounting or finance department.
  - b. Being a member or employee of the audit firm approved to audit the Company's financial statements for the preceding three consecutive years.



3. The Audit Committee Chairman must have at least a bachelor's degree in economics, finance, accounting, auditing, law, or business administration.

#### **Article 41. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as stipulated in Article 161 of the Law on Enterprises and the following rights and obligations:

1. Has the right to access documents related to the Company's operations, communicate with other Members of the Board of Directors, the General Director, Chief Accountant, and other management personnel to gather information for the Audit Committee's activities.
2. Has the right to request the approved representative of the audit organization to attend and respond to issues related to the audited financial statements at the meetings of the Audit Committee.
3. Utilize external legal, accounting, or other consulting services when necessary.
4. Develop and present to the Board of Directors policies for risk identification and management; propose to the Board of Directors solutions for handling risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors upon discovering that a member of the Board of Directors, General Director, or other manager has not fully fulfilled their responsibilities as prescribed by the Law on Enterprises and the Company's Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

#### **Article 42. Meetings of the Audit Committee**

1. The Audit Committee must convene at least two (02) times per year. Minutes of the meetings must be detailed, clear, and fully preserved. The minute-taker and the Audit Committee members attending the meeting must sign the minutes.
2. The Audit Committee adopts decisions by voting at meetings, obtaining opinions in writing, or through other methods as stipulated in the Operating Regulations of the Audit Committee. Each member of the Audit Committee has one vote. Unless otherwise specified by a higher ratio in the Operating Regulations of the Audit Committee, decisions of the Audit Committee are approved if supported by the majority of attending members; in the event of an equal number of votes, the final decision rests with the opinion of the Chairman of the Audit Committee.



**Chapter VIII: GENERAL DIRECTOR, EXECUTIVE,  
AND PERSON IN CHARGE OF CORPORATE  
GOVERNANCE**

**Article 43. Organization of the management structure**

1. The Company will issue a management system whereby the management apparatus will be responsible for and under the supervision and direction of the Board of Directors in daily business operations.
2. The General Director and Deputy General Directors may concurrently be members of the Board of Directors as prescribed by law.

**Article 44. Salary and remuneration of the Company's management**

1. The salary, remuneration, benefits, and other terms of the labor contract for the General Director shall be determined by the Board of Directors; labor contracts with other Company Managers are decided by the Board of Directors based on the General Director's recommendations.
2. Salaries, benefits, and other terms in the labor contracts for other Company Managers are decided by the General Director.
3. The salaries of the Company's Managers are included in the Company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

**Article 45. Appointment, removal, obligations, and powers of the General Director**

1. The Board of Directors shall designate one (01) member of the Board of Directors or hires a person as the General Director.
2. The General Director shall administer the Company's everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations. The term of office of the General Director shall not exceed 05 years without term limit.
3. The General Director has the following rights and obligations:
  - a. Organize the implementation of resolutions and decisions of the Board of Directors.
  - b. Organize the implementation of the company's business plan and investment plan.



- c. Propose the organizational structure and internal management regulations of the company.
  - d. Appoint, dismiss, and remove management positions within the company, except for positions under the authority of the Board of Directors.
  - e. Decide salaries and other benefits for employees in the company, including managers appointed by the General Director.
  - f. Recruit employees.
  - g. Propose a plan for dividend payment or handling business losses.
  - h. Appoint and dismiss the company's trade representatives and lawyers.
  - i. Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.
  - j. Decide on matters related to the company's daily business operations that are not under the authority of the Board of Directors.
4. The General Director manages the company's daily business operations in accordance with the provisions of law, this Charter, the labor contract signed with the company, and resolutions of the Board of Directors. In cases where the operation is contrary to these regulations and causes damage to the company, the General Director shall be liable before the law and must compensate the company for the damage.
5. The General Director must meet the standards and conditions specified in Clause 5, Article 162 of the Law on Enterprises.

#### **Article 46. Company Secretary**

The Board of Directors must appoint at least 01 (one) person as Company Secretary with a term and conditions as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The roles and responsibilities of the Company Secretary include:

1. Support the organization of meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors.
2. Attend meetings.
3. Assists members of the Board of Directors in performing their rights and obligations;
4. Assists the Board of Directors in applying and implementing the business administration rules;



5. Assist the company in development of shareholder relationship, protection of lawful rights and interests of shareholders; fulfillment of the obligation to provide and disclose information and administrative procedures;

**Article 47. Person in charge of Corporate Governance**

1. The Board of Directors of the Company shall appoint at least one (01) person in charge of Corporate Governance, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.
2. The person in charge of Corporate Governance must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.
3. The person in charge of Corporate Governance has the following rights and obligations:
  - a. Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;
  - b. Prepare for meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors;
  - c. Provide consultancy on meeting procedures;
  - d. Participate in the meetings;
  - e. Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;
  - f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervisors;
  - g. Supervise and report to the Board of Directors on the Company's information disclosure;
  - h. Assist in contact between parties with relevant interests;
  - i. Protect confidentiality of in accordance with regulations of law and the Company's Charter;
  - j. Other rights and obligations prescribed by law and the Company's Charter.



**Article 48. Right to sue members of the Board of Directors, the General Director.**

1. A shareholder or group of shareholders owning at least 1% (one percent) of the common shares has the right, on their own behalf or on behalf of the Company, to initiate a lawsuit against individual liability and joint liability of members of the Board of Directors and the General Director to request the return of benefits or compensation for damages to the Company or others in the following cases.
  - a. Violation of the Company management obligations as stipulated in Article 165 of the Law on Enterprises.
  - b. Failure to perform, incomplete performance, untimely performance, or performance contrary to the provisions of law or the Charter, resolutions, or decisions of the Board of Directors regarding assigned rights and obligations.
  - c. Abuse of position, title, and use of information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
2. The procedures for initiating a lawsuit shall be implemented in accordance with the provisions of the law on civil procedures. Litigation costs in the case of a shareholder or group of shareholders initiating a lawsuit on behalf of the Company will be charged to the Company's expenses, except in cases where the lawsuit request is rejected.

**Chapter IX: DUTIES OF MEMBERS OF THE BOARD  
OF DIRECTORS, GENERAL DIRECTOR, AND  
OTHER MANAGERS OF THE COMPANY**

**Article 49. Duty of Care**

Members of the Board of Directors, the General Director, and other managers of the Company have a responsibility to perform their duties, including those as members of subcommittees of the Board of Directors, honestly, in the best interests of the Company, and with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

**Article 50. Duty of loyalty and avoidance of conflicts of interest**

1. Members of the Board of Directors, the General Director, other managers, and related persons of these members may only use information obtained by virtue of their position to serve the interests of the Company.
2. Members of the Board of Directors, the General Director, and other managers are obligated to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, and themselves or their related persons as



prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.

3. Members of the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.
4. Transactions between the Company and one or more members of the Board of Directors, the General Director, other managers, and individuals or organizations related to these subjects must comply with the provisions of the Law on Enterprises, the Company's Charter, and relevant laws.
5. Members of the Board of Directors, the General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

#### **Article 51. Responsibility for damages and compensation**

1. Any members of the Board of Directors, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.
2. The Company shall compensate individuals who have been, are, or may become a party to claims, lawsuits, or prosecutions (including civil and administrative cases, but excluding lawsuits initiated by the Company as the plaintiff) if such individuals were or are members of the Board of Directors, General Director, other managers, employees, or authorized representatives of the Company acting in accordance with the Company's authorization, in good faith, with due care for the benefit of the Company while complying with the law, and there is no evidence confirming that they breached their responsibilities.

### **Chapter X: RIGHT TO ACCESS COMPANY BOOKS AND RECORDS OF THE COMPANY**

#### **Article 52. Right to access books and records**

1. Ordinary shareholders have the rights to access the Company's documents and records:
  - a. Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access,



extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders;

- b. Shareholders or a group of shareholders owning 5% (five percent) or more of the total common shares have the right to review, inspect, and extract records of minutes, resolutions, and decisions of the Board of Directors, interim and annual financial reports, contracts, transactions that require approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business confidentiality.
2. Members of the Board of Directors, the General Director, and other managers of the Company have the right to inspect the Company's share register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.
3. The Company must store this Charter and any amendments to it, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Shareholders' Meeting and the Board of Directors, minutes of meetings of the General Shareholders' Meeting and the Board of Directors, annual financial statements, accounting books, and other documents as required by law at the headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
4. The Company's Charter must be published on the Company's website.
5. In the case where an authorized representative of a shareholder or group of shareholders requests access to the books and records, they must provide a power of attorney from the shareholder(s) or group of shareholders they represent, or a notarized copy of such power of attorney.

## **Chapter XI: PROFIT DISTRIBUTION**

### **Article 53. Profit distribution and the establishment and use of funds**

1. At the end of the financial year and when production and business are profitable, before paying dividends to shareholders, the Company shall set aside funds as prescribed by law and the Charter as follows:
  - a. Investment and development fund.
  - b. Reward and welfare funds.

Percentage allocated to the above funds shall be proposed by the Board of Directors and approved annually by the General Meeting of Shareholders.



2. The Board of Directors must submit to the General Meeting of Shareholders:
  - a. Profit distribution plan for the financial year and allocation to funds for the next financial year.
  - b. The plan and purpose of utilizing the allocated funds in accordance with the law and this Charter.

#### **Article 54. Dividends Payment**

1. Dividends on common shares shall be determined based on realized net profit, and dividends are paid from the Company's retained earnings. The Company may only pay dividends on common shares when all of the following conditions are met:
  - a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by law.
  - b. Other funds have been allocated and previous losses have been fully offset in accordance with the law and this Charter.
  - c. Immediately after paying all declared dividends, the Company still ensures full payment of debts and other due asset obligations.
2. Dividends may be paid in cash, in the Company's shares, or in other assets as decided by the General Meeting of Shareholders. If paid in cash, it must be made in Vietnamese Dong and can be paid by check, payment through the shareholder's account at the Bank, or money order by post in a manner that ensures delivery to the registered address of the beneficiary shareholder, and the shareholder shall bear any costs if risks arise.
3. Dividends must be paid in full within 06 (six) months from the end date of the Annual General Meeting of Shareholders.
4. With the approval of the Shareholders at the General Meeting of Shareholders, the Board of Directors may decide and announce that common shareholders have the option to receive dividends in common shares in lieu of cash dividends. These additional shares are recorded as fully paid shares based on the value of the additional common shares replacing the cash dividends, which must be equivalent to the cash amount of the dividends according to the most accurate calculation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution specifying a specific date to finalize the list of Shareholders. Based on that date, those registered as Shareholders or holders of



other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

6. Other matters related to profit distribution shall be carried out in accordance with the provisions of the Law.

## **Chapter XII: BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM**

### **Article 55. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.
3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

### **Article 56. Financial year**

The financial year of the Company begins on the first day of January each year and ends on the 31st day of December of the same year. The first financial year starts from the date of issuance of the Business Registration Certificate and ends on the 31st day of December following the issuance of that Business Registration Certificate.

### **Article 57. Accounting Regime**

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.
2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions
3. The Company uses Vietnamese Dong (or freely convertible foreign currency if approved by a competent state agency) as its accounting currency unit.

## **Chapter XIII: ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE, PUBLIC ANNOUNCEMENT**

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

1. The Company must prepare annual financial statements, which must be audited in accordance with legal regulations. The Company shall disclose the audited



annual financial statements according to regulations on information disclosure in the securities market and submits them to the competent state agency.

2. The annual financial statements must include all reports, appendices, and explanations as prescribed by law regarding enterprise accounting. The annual financial statements must truthfully and objectively reflect the Company's operational status.
3. The Company must prepare and disclose reviewed semi-annual reports (06 months) and quarterly financial statements according to regulations on information disclosure in the securities market and submit them to the competent state agency.

#### **Article 59. Annual Report**

The Company must prepare and publish an Annual Report in accordance with the laws on securities and the securities market.

### **Chapter XIV: PARENT COMPANY AUDIT**

#### **Article 60. Audit**

1. The GMS shall appoint an independent auditing company, or approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the Company audit for the next financial year on the basis of the terms and conditions as agreed with the Board of Directors.
2. A copy of the audit report is attached to the Company's annual financial statements.
3. The representative of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

### **Chapter XV: THE COMPANY SEAL**

#### **Article 61. Seal**

1. The Board of Directors decides the type, quantity, form, and content of the seals of the Company, its branches, and representative offices.



2. The Board of Directors and the General Director shall use and manage the company seal in accordance with current legal regulations and the Company's Regulations on the Management and Use of Seals.
3. Seals include those made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

## **Chapter XVI: TERMINATION OF OPERATIONS**

### **Article 62. Company Dissolution**

1. The Company may be dissolved in the following cases:
  - a. Pursuant to a Resolution or Decision of the General Meeting of Shareholders
  - b. Revocation of the Business Registration Certificate, unless otherwise provided by the Law on Tax Administration.
  - c. The company no longer has the minimum number of members of the Board of Directors as prescribed by the Law on Enterprises for a continuous period of 06 (six) months without carrying out procedures for converting the type of business.
  - d. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Shareholders' Meeting and carried out by the Board of Directors. This dissolution decision must be announced or submitted for approval to the competent authority (if required) in accordance with regulations.

## **Chapter XVII: INTERNAL DISPUTE RESOLUTION**

### **Article 63. Internal Dispute Resolution**

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:
  - a. The shareholders and the Company;
  - b. Between shareholders and the Board of Directors, General Director, or other managers of the Company;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of



Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case the dispute cannot be settled through mediation within six (06) weeks or the mediator's decision is not accepted by the parties, any party may bring the dispute to Commercial Arbitration or a court of competent jurisdiction.
3. Each party shall bear their own costs related to the negotiation and mediation process. The payment of costs for the Commercial Arbitration or the Competent Court shall be made in accordance with the ruling of the Commercial Arbitration or the Competent Court.

### **Chapter XVIII: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

#### **Article 64. Amendments and supplements to the Charter**

1. Revisions to this Charter are subject to approval by the GMS.
2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

### **Chapter XIX: EFFECTIVE DATE**

#### **Article 65. Effective Date**

1. This Charter consists of 19 chapters and 65 articles, which have been unanimously approved by the General Shareholders' Meeting of Construction Corporation No. 1 – Joint Stock Company on [day] of [month], 2025, in Ho Chi Minh City, and all parties agree to the full validity of this Charter.
2. This Charter is made in 10 (ten) copies in Vietnamese, all of which are equally valid.
3. This is the only and official Charter of the Company.
4. Copies and extracts of this Charter shall be effective when they bear the signature of the President of the Board of Directors or at least half of the members of the Board of Directors or the signature of the Legal Representative.

### **CONSTRUCTION CORPORATION NO. 1 - JSC**



Legal representative



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

No: 43/TTr-HĐQT

*Ho Chi Minh City, April 21, 2025*

**PROPOSAL**

**Ref: the Amendment and Supplement of the Internal Regulations on Corporate Governance and the Working Regulations of the Board of Directors of Construction Corporation No. 1 - JSC**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises, the Law on Securities and its attached documents;
- Pursuant to the Charter of Organization and Operation of Construction Corporation No. 1 - JSC;

The Board of Directors (BOD) of Construction Corporation No. 1 - JSC (CC1) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the amendment and supplement of the Internal Regulations on Corporate Governance and the Working Regulations of the Board of Directors of CC1 based on the provisions of CC1's Charter and current law.

Details of the amendments and supplements are presented in the Appendix of amendments and supplements to some articles of the Internal Regulations on Corporate Governance and the Working Regulations of the Board of Directors of CC1; The draft full text of the Internal Regulations on Corporate Governance and the Working Regulations of the Board of Directors of CC1, as amended and supplemented, is attached to this Submission.

Respectfully submitted to the GMS for consideration and approval.

Sincerely./.

**Recipients:**

- As above;
- Archived: BOD's Secretary.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**Phan Hữu Duy Quốc**





## CONSTRUCTION CORPORATION No. 1 – JSC

[Business Registration Certificate No: 0301429113]

### APPENDIX

## AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF CONSTRUCTION CORPORATION NO. 1 – JSC

*(Issued together with Proposal No. 43/TTr-HDQT, April 21, 2025 of the Board of Directors of CC1)*

No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
1.	<b>THE INTERNAL GOVERNANCE REGULATIONS</b>	<b>INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF CONSTRUCTION CORPORATION NO. 1 – JSC</b>	Amend the name for consistency
2.	<p><b>[Clause 1, Article 1]</b></p> <p>Scope of regulation: The internal governance regulations of Construction Corporation No. 1 - JSC (CC1) stipulate the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Audit Committee, the General Director; the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Audit Committee, the General Director and other activities as prescribed in the CC1 Charter and other current provisions of law.</p>	<p><b>[Clause 1, Article 1]</b></p> <p>Governing scope : Internal Regulations on Corporate Governance of Construction Corporation No. 1 - JSC (“Company”) stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the Audit Committee, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, election, dismissal, and removal of members of the Board of Directors, the Audit Committee, and the General Director; and other activities as prescribed in the Company's Charter and other applicable laws.</p>	Regulations amended to comply with the Charter.



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
3.	<p><b>[Point q, Clause 1, Article 2]</b></p> <p>Approving contracts and transactions between CC1 and entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (Thirty-five percent) of the total asset value of CC1 recorded in the most recent financial statement and contracts and transactions specified in Point b, Clause 3, Article 167 of the Law on Enterprises.</p>	<p><b>[Point q, Clause 1, Article 2]</b></p> <p>Approve contracts and transactions between the Company and entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five) of the Company's total assets recorded in the most recent financial statements.</p>	<p>Regulations amended to comply with the Charter.</p>
4.	<p><b>[Point k, Clause 1, Article 2]</b></p> <p>Approve the internal governance regulations; Regulations on the operation of the Board of Directors.</p>	<p><b>[Point k, Clause 1, Article 2]</b></p> <p>Approve the Internal Regulations on Corporate Governance and the Board of Directors' operating regulations.</p>	<p>Regulations amended, to comply with the Charter.</p>
5.	<p><b>[Point a, Clause 2, Article 3]</b></p> <p>Preparing the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than (10) days before the date of sending the notice of the General Meeting of Shareholders.</p>	<p><b>[Point a, Clause 2, Article 3]</b></p> <p>Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 (ten) days before the date of sending the notice of the General Meeting of Shareholders; the meeting agenda; and documents in accordance with the law and the Company's regulations. The Company must announce the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date.</p>	<p>Regulations amended to comply with the Charter.</p>
6.	<p><b>[Clause 3, Article 3]</b></p> <p>The notice of the General Meeting of Shareholders shall be sent to all shareholders by guaranteed means</p>	<p><b>[Clause 3, Article 3]</b></p> <p>The notice of the General Meeting of Shareholders is sent to all shareholders by means ensuring it reaches</p>	<p>Regulations amended to comply with the Charter.</p>



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p>and simultaneously published on the websites of CC1, the State Securities Commission, and the Stock Exchange. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 (twenty-one) days before the opening date of the General Meeting of Shareholders (from the date the notice is sent or delivered validly, postage paid, or placed in the mailbox). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on CC1's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents for shareholders to access, including:</p> <ol style="list-style-type: none"> <li>Meeting agenda and documents used in the meeting.</li> <li>List and details of candidates in case of election of members of the Board of Directors and independent members of the Board of Directors.</li> <li>Ballot.</li> <li>Proxy Form.</li> <li>Draft resolutions for each agenda item.</li> </ol>	<p>the shareholder's contact address and is simultaneously published on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 (twenty one) days before the opening date of the General Meeting of Shareholders (from the date the notice is sent or validly transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting are sent to shareholders and/or posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the website address for shareholders to access, including:</p> <ol style="list-style-type: none"> <li>The meeting agenda and documents used in the meeting.</li> <li>The list and details of candidates in the case of electing members of the Board of Directors, independent members of the Board of Directors.</li> <li>Ballot papers.</li> <li>Sample of authorization for proxy representation at the meeting.</li> <li>Draft resolutions for each issue on the meeting agenda.</li> </ol>	
7.	<p><b>[Clause 6, Article 3]</b> Conditions for conducting the General Meeting of Shareholders</p>	<p><b>[Clause 6, Article 3]</b> Conditions for conducting the General Meeting of Shareholders.</p>	<p>Regulations are amended to comply with the Charter.</p>



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p>a. The General Meeting of Shareholders is conducted when the attending shareholders represent more than 50% (fifty percent) of the total voting shares.</p> <p>b. If the required number of delegates is not present within 30 (thirty) minutes from the designated opening time, the convener cancels the meeting. A new meeting notice must be sent within 60 (sixty) days from the intended date of the first General Meeting of Shareholders. The second convened General Meeting of Shareholders is only conducted when attending shareholders represent at least 33% (thirty-three percent) of the total voting shares.</p> <p>c. If the second meeting cannot be held due to insufficient delegates within 30 (thirty) minutes from the designated opening time, a third meeting notice can be convened within 60 (sixty) days from the intended date of the second meeting. In this case, the meeting proceeds regardless of the total voting shares of attending shareholders, is considered valid, and has the authority to decide on all matters intended for approval at the first General Meeting of Shareholders.</p> <p>d. The number of attending shareholders is determined within 30 (thirty) minutes from the designated opening time of the meeting. If after 30 (thirty) minutes the number of attending shareholders does not meet the requirements of points a and b of this Clause, the meeting is canceled. The meeting can commence as soon as the required number of shareholders as stipulated in Points a and b of this Clause is present, without</p>	<p>a. The General Meeting of Shareholders is conducted when the attending shareholders represent more than 50% (fifty percent) of the total voting shares.</p> <p>b. If the required number of delegates is not present within 60 (sixty) minutes from the designated commencement time, the convener cancels the meeting. The meeting invitation must be sent within 60 (sixty) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders is only conducted when the attending shareholders represent at least 33% (thirty-three percent) of the total voting shares.</p> <p>c. If the second meeting cannot be held due to the lack of the required number of delegates within 60 (sixty) minutes from the designated commencement time, a notice for the third meeting can be convened within 60 (sixty) days from the intended date of the second meeting. In this case, the meeting proceeds regardless of the total voting shares of the attending shareholders, is considered valid, and has the authority to decide on all matters intended for approval at the first General Meeting of Shareholders.</p> <p>d. The number of attending shareholders is determined within 60 (sixty) minutes from the designated commencement time of the meeting; if after 60 (sixty) minutes, the number of attending shareholders does not meet the requirements of points b and c of this Clause, the meeting is canceled. The meeting can commence as soon as the number of attending shareholders meets the</p>	



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	delay for other shareholders who have not yet arrived.	requirements of points a and b of this Clause without having to wait for other shareholders who have not yet arrived	
8.	<p><b>[Clause 4, Article 4]</b></p> <p>The Chairman shall chair or authorizes another member of the Board of Directors to preside over meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining BOD members elect one of them to preside over the meeting by majority vote. If a presiding officer cannot be elected, the General Meeting of Shareholders elects a Chairman from among the attendees, and the person with the highest number of votes presides over the meeting.</p> <p>In other cases, the person who signed the notice convening the General Meeting of Shareholders presides over the meeting until the General Meeting of Shareholders elects a Chairman, and the person with the highest number of votes is appointed Chairman.</p>	<p><b>[Clause 4, Article 4]</b></p> <p>The Chairman of the BOD is the chairperson of GMS or authorizes another member of the Board to chair meetings convened by the Board. If the Chairman is absent or temporarily incapacitated, the remaining BOD members elect one of them to chair the meeting by majority vote. If a Chairperson cannot be elected, an independent member of BOD from the Audit Committee or one of the executive members of Board of Directors is nominated for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes chairs the meeting.</p> <p>In other cases, the signatory convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall be elected as Chairperson of the meeting</p>	Regulations are amended to comply with the Charter.
9.	<p><b>[Clause 8, Article 4]</b></p> <p>The convener of the General Meeting of Shareholders has the right to require shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures. If a shareholder or authorized representative fails to comply with the aforementioned inspection or security measures, the convener, after careful consideration, has the right to</p>	<p><b>[Clause 8, Article 4]</b></p> <p>The person who convenes the GMS or the chairperson may require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures. In the event that a shareholder or authorized representative fails to comply with the inspection regulations or security measures mentioned above, the Chairperson, after careful consideration, has</p>	Regulations amended to comply with the Charter.



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	refuse entry to or expel said shareholder or representative from the General Meeting.	the right to refuse or expel said shareholder or representative from the General Meeting.	
10.	<p><b>[Clause 9, Article 4]</b></p> <p>The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:</p> <ol style="list-style-type: none"> <li>Arrange seating at the General Meeting of Shareholders venue.</li> <li>Ensure the safety of everyone present at the meeting venues.</li> <li>Facilitate shareholder attendance (or continued attendance) at the General Meeting. The convener of the General Meeting of Shareholders has full authority to modify the aforementioned measures and apply all necessary measures. Applicable measures may include issuing admission tickets or employing other selection methods.</li> </ol>	<p><b>[Clause 9, Article 4]</b></p> <p>The Chairperson, after careful consideration, may take appropriate measures to:</p> <ol style="list-style-type: none"> <li>Arrange seating at the General Meeting of Shareholders venue.</li> <li>Ensure the safety of everyone present at the meeting venues.</li> <li>Facilitate shareholder attendance (or continued attendance) at the General Meeting. The Chairperson has full authority to change the above measures and apply all necessary measures. Applicable measures may include issuing entry passes or using other selection methods.</li> </ol>	Regulations are amended to comply with the Charter.
11.	<p><b>[Clause 10, Article 4]</b></p> <p>If the General Meeting of Shareholders applies the aforementioned measures, the convener, when determining the meeting venue, may:</p> <ol style="list-style-type: none"> <li>Announce that the General Meeting will be held at the location stated in the notice, and the Chairman of the General Meeting will be present there ("Main Venue of the General Meeting").</li> <li>Arrange and organize for shareholders or authorized representatives who are unable to attend the meeting under this Clause, or those who wish to participate at a location other than the Main</li> </ol>	<p><b>[Clause 10, Article 4]</b></p> <p>In the event that the General Meeting of Shareholders applies the above measures, the person who convenes the GMS or the chairperson, when determining the meeting venue, may:</p> <ol style="list-style-type: none"> <li>Announce that the General Meeting will be held at the location stated in the notice and the Chairperson of the General Meeting will be present there ("Main Venue of the General Meeting").</li> <li>Arrange and organize for shareholders or authorized representatives who are unable to attend the meeting under this Clause or those who wish to participate at a location other than the main venue</li> </ol>	Regulations are amended to comply with the Charter.



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p>Venue of the General Meeting, to participate in the General Meeting concurrently.</p> <p>The notice of the meeting need not detail the organizational measures under this Clause.</p>	<p>of the General Meeting to be able to attend the General Meeting simultaneously.</p> <p>The notice of the meeting does not need to detail the organizational measures under this Clause.</p>	
12.	<p><b>[Clause 1, Article 6]</b></p> <p>Resolutions on the following matter is passed if it is approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:</p> <ul style="list-style-type: none"> <li>a. Share types and the total number of shares for each type.</li> <li>b. Changes to industries, occupations, and business sectors.</li> <li>c. Changes to CC1's management organizational structure.</li> <li>d. Investment projects or asset sales with a value of 50% or more of the total asset value recorded in CC1's most recent financial statement.</li> <li>e. Reorganization or dissolution of CC1.</li> </ul>	<p><b>[Clause 1, Article 6]</b></p> <p>Resolutions on the following matters are passed if approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:</p> <ul style="list-style-type: none"> <li>a. Share type and total number of shares of each type.</li> <li>b. Changes in industries, trades, and business lines.</li> <li>c. Changes to the Company's management structure.</li> <li>d. Investment projects or sale of assets with a value of 50% or more of the total asset value recorded in the Company's most recent financial statements.</li> <li>e. Company reorganization or dissolution.</li> <li>f. Amendments and supplements to the Company's Charter.</li> </ul>	<p>Regulations amended to comply with the Charter.</p>
13.	<p>0</p>	<p><b>Supplement [Clause 4, Article 6]</b></p> <p>A Resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of shareholders holding preferred shares will only be passed if approved by preferred shareholders of the same class attending the meeting holding at least 75% (seventy-five percent) of the total preferred shares of that class, or approved by preferred shareholders of the same class holding at least 75%</p>	<p>Regulations amended to comply with the Charter.</p>



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
		(seventy-five) of the total preferred shares of that class in case of passing the Resolution in writing.	
14.	<p><b>[Clause 5, Article 7]</b></p> <p>Voting ballots can be submitted to CC1 in the following ways:</p> <ol style="list-style-type: none"> <li>By mail: Voting ballots sent to CC1 must be enclosed in a sealed envelope and no one has the right to open them before the ballot counting.</li> <li>By fax or email: Voting ballots sent to CC1 by fax or email must be kept confidential until the ballot counting.</li> </ol> <p>Voting ballots received by CC1 after the deadline specified in the ballot content or opened in the case of mail or disclosed before the ballot counting in the case of fax or email are invalid. Voting ballots not submitted are considered abstentions.</p>	<p><b>[Clause 5, Article 7]</b></p> <p>The ballot can be submitted to the Company in the following ways:</p> <ol style="list-style-type: none"> <li>By mail: The ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting.</li> <li>By fax or email: The ballot sent to the Company by fax or email must be kept confidential until the vote counting.</li> </ol> <p>Ballots sent to the Company after the deadline specified in the ballot or opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not submitted are considered abstentions</p>	Regulations amended to comply with the Charter.
15.	<p><b>[Clause 6, Article 7]</b></p> <p>The Board of Directors organizes the ballot counting and prepares the ballot counting minutes under the witness and supervision of shareholders who are not Company executives. The ballot counting minutes must include the following main contents:</p> <ol style="list-style-type: none"> <li>Name, address of the headquarters, enterprise registration code.</li> <li>Purpose and matters requiring resolution approval.</li> <li>Number of shareholders with the total number of voting shares participating in the vote, distinguishing between valid and invalid votes, and</li> </ol>	<p><b>[Clause 6, Article 7]</b></p> <p>The Board of Directors organizes the vote counting and prepares the vote counting minutes under the witness and supervision of the Audit Committee shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:</p> <ol style="list-style-type: none"> <li>Name, head office address, enterprise registration code.</li> <li>Purpose and issues requiring consultation for resolution approval.</li> <li>Number of shareholders with the total number of voting shares participating in the vote,</li> </ol>	Regulations amended to comply with the Charter.



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p>the method of vote submission, along with an appendix listing participating shareholders.</p> <p>d. Total votes in favor, against, and abstentions for each matter.</p> <p>e. Matters approved and their corresponding approval rates.</p> <p>f. Full name and signature of the Chairman, vote counters, and vote supervisor.</p> <p>Board members, vote counters, and the vote supervisor are jointly responsible for the accuracy and integrity of the vote counting minutes; jointly liable for damages arising from decisions passed due to inaccurate or dishonest vote counting.</p>	<p>distinguishing the number of valid votes and the number of invalid votes and the method of submitting ballots, attached with an appendix listing the participating shareholders.</p> <p>d. Total number of votes in favor, against, and abstentions for each issue.</p> <p>e. Approved issues and corresponding approval rates.</p> <p>f. Full name and signature of the Chairman, vote counters, and vote counting supervisors.</p> <p>Members of the Board of Directors, vote counters, and vote counting supervisors are jointly responsible for the honesty and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.</p>	
16.	<p><b>[Clause 1, Article 10]</b></p> <p>If candidates are predetermined, information regarding Board of Directors candidates is included in the General Meeting of Shareholders documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders on CCI's website for shareholders to review before voting. Board candidates must provide a written commitment to the truthfulness, accuracy, and reasonableness of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of CCI if elected. Published information regarding Board candidates must include at least the following:</p> <p>a. Full name and date of birth.</p> <p>b. Qualifications.</p>	<p><b>[Clause 1, Article 10]</b></p> <p>In the event that the candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the General Meeting of Shareholders documents and announced at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty, accuracy, and reasonableness of the published personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a Board of Director' member. Information related to the Board of Directors candidates announced includes at least the following content:</p>	<p>Regulations amended to comply with the Charter.</p>



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<ul style="list-style-type: none"> <li>c. Work experience.</li> <li>d. Companies where the candidate currently holds a Board membership, other management positions, and any interests related to the candidate's Company (if any).</li> <li>e. Evaluation report on the candidate's contributions to CC1, if the candidate is currently a member of CC1's Board of Directors.</li> <li>f. Interests related to CC1 and CC1's related parties (if any).</li> <li>g. Full name of the nominating shareholder or shareholder group (if any).</li> <li>h. Other information (if any).</li> </ul>	<ul style="list-style-type: none"> <li>a. Full name, Date of birth.</li> <li>b. Qualification.</li> <li>c. Work experience.</li> <li>d. Companies in which the candidate is currently holding the position of Board of Director' member, other management positions, and interests related to the candidate's company (If any).</li> <li>e. Interests related to the Company and related parties of the Company (If any).</li> <li>f. Other information (If any) as prescribed in the Company's Charter.</li> <li>g. The company must be responsible for disclosing information about the companies in which the candidate is currently holding the position of a Board of Directors member, other management positions, and interests related to the candidate's company (if any).</li> </ul>	
17.	<p><b>[Clause 3, Article 10]</b></p> <p>In the event that the number of Board of Directors candidates through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates. The procedure for the incumbent Board of Directors to introduce Board of Directors candidates must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nomination according to legal regulations.</p>	<p><b>[Clause 3, Article 10]</b></p> <p>In the event that the number of Board of Directors candidates through nomination is still not sufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates. The incumbent Board of Directors' introduction of additional Board of Directors candidates must be clearly announced and approved by the General Meeting of Shareholders before the General Meeting of Shareholders votes to elect Members of Board of Directors in accordance with the law.</p>	<p>Regulations amended to comply with the Charter.</p>



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
18.	<p><b>[Point h, Clause 1, Article 11]</b></p> <p>Approve purchase, sale, loan, borrowing contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in CCI's latest financial statements and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 of the Law on Enterprises. In cases where the limit is not under the authority of the General Meeting of Shareholders or the Board of Directors, it shall be implemented according to CCI's financial management regulations.</p>	<p><b>[Point h, Clause 1, Article 11]</b></p> <p>Approve purchase, sale, loan, and other contracts and transactions with a value of 10% (ten percent) or more of the Company's total assets as recorded in the most recent financial statements, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138 of the Law on Enterprises, excluding contracts and transactions subject to the approval of the General Meeting of Shareholders as prescribed by law. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.</p>	<p>Regulations amended to comply with the Charter.</p>
19.	<p><b>[Point i, Clause 1, Article 11]</b></p> <p>Decisions on asset acquisition, loans, borrowings, guarantees, pledges, mortgages, leases, subleases, lending of assets, and other activities of CCI with a value from 35% (Thirty-five percent) of the total asset value recorded in CCI's latest financial statement, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For cases where the limit is not under the decision-making authority of the General Meeting of Shareholders, the Board of Directors shall comply with CCI's financial management regulations.</p>	<p><b>[Point i, Clause 1, Article 11]</b></p> <p>Decide on asset purchases, loans, loan guarantees, pledges, mortgages, leases, subleases, lending of assets, and other Company activities with a value of 10% (ten percent) or more of the Company's total assets as recorded in the most recent financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and these Articles of Association. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.</p>	<p>Regulations amended to comply with the Charter.</p>
20.			



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	<p><b>[Point j, Clause 1, Article 11]</b></p> <p>Decisions on investing in or selling assets with a value from 35% (Thirty-five percent) of the total asset value recorded in CCI's latest financial statement, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For cases where the limit is not under the decision-making authority of the General Meeting of Shareholders, the Board of Directors shall comply with CCI's financial management regulations.</p>	<p><b>[Point j, Clause 1, Article 11]</b></p> <p>Decide on investing in or selling assets with a value of 10% (ten percent) or more of the Company's total assets as recorded in the most recent financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and the Company's Charter. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.</p>	<p>Regulations amended to comply with the Charter.</p>
21.	<p><b>[Point k, Clause 1, Article 11]</b></p> <p>Electing, dismissing, and removing the Chairman and Vice Chairman of the Board of Directors; appointing, dismissing, removing, signing labor contracts, terminating labor contracts, deciding salaries, remuneration, bonuses, and other benefits for the General Director and other positions under the authority of the Board of Directors as prescribed by law; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies in which CCI invests, and deciding the remuneration and other benefits of those individuals.</p>	<p><b>[Point k, Clause 1, Article 11]</b></p> <p>Elect, dismiss, and remove the Chairman and Vice Chairman of the Board of Directors; appoint, dismiss, remove, sign labor contracts, terminate labor contracts, decide salaries, remuneration, bonuses, and other benefits for the General Director, Deputy General Directors, Chief Accountant, and other positions under the authority of the Board of Directors as prescribed by law; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies in which the Company invests, and decide on their remuneration and other benefits.</p>	<p>Regulations amended to comply with the Charter.</p>
22.	<p><b>[Point r, Clause 1, Article 11]</b></p> <p>Decision to promulgate the Regulations on the operation of the Board of Directors, the Internal Management Regulations of CCI after being approved by the General Meeting of Shareholders; decision to</p>	<p><b>[Point r, Clause 1, Article 11]</b></p> <p>Decide to issue the Board of Directors' working regulations, the Company's <u>Internal Regulations on Corporate Governance</u> after being approved by the General Meeting of Shareholders; decide to issue the</p>	<p>Regulations are amended to comply with the Charter.</p>



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	promulgate the Regulations on the operation of the Audit Committee under the Board of Directors, the Regulations on information disclosure of CCI.	working regulations of the Supervisory Board under the Board of Directors, the Company's information disclosure regulations.	
23.	<p><b>[Clause 1, Article 14]</b></p> <p>In the event the Board of Directors elects the Chairman, the Chairman shall be elected in the first meeting of the Board of Directors' term within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than 01 (one) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority principle to select 01 (one) person among them to convene the Board of Directors meeting. When deemed necessary, the Board of Directors shall elect a Vice Chairman.</p>	<p><b>[Clause 1, Article 14]</b></p> <p>In the event the Board of Directors elects a Chairman, the Chairman shall be elected in the first meeting of the Board of Directors' term within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that more than 01 (one) member has the highest and equal number or percentage of votes, the members shall vote by majority rule to select 01 (one) person among them to convene the Board of Directors meeting. When deemed necessary, the Board of Directors shall elect a Vice Chairman.</p>	Regulations amended to comply with the Charter.
24.	<p><b>[Clause 4, Article 14]</b></p> <p>The Chairman must convene a Board of Directors meeting within 07 (seven) working days from the date of receiving the request stated in Clause 3 of this Article. In case of failure to convene a meeting as requested, the Chairman shall be responsible for any damages incurred to CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY; the requesters mentioned above have the right to convene a Board of Directors meeting.</p>	<p><b>[Clause 4, Article 14]</b></p> <p>The Chairman must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request stated in Clause 3 of this Article. In the event the Chairman fails to convene a meeting as requested, the Chairman shall be liable for any damages incurred by the company; the requester has the right to replace the Chairman in convening the Board of Directors meeting.</p>	Regulations amended to comply with the Charter.
25.	<p><b>[Clause 3, Article 15]</b></p> <p>The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations</p>	<p><b>[Clause 3, Article 15]</b></p> <p>The execution of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the</p>	Regulations are amended to comply with the Charter.



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	and regulations in the Company Charter and Internal Governance Regulations.	provisions of the Company Charter and <u>the Internal Regulations on Corporate Governance</u> .	
26.	<p><b>[Clause 1, Article 18]</b></p> <p>The operating personnel of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY include the General Director, Deputy General Directors, Chief Accountant, and other operating personnel as prescribed by the Charter of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY (if any).</p>	<p><b>[Clause 1, Article 18]</b></p> <p>The Company's executives include the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors and/or the General Director as stipulated in the Company's Charter (if any).</p>	Regulations amended to comply with the Charter.
27.	<p><b>[Clause 3, Article 19]</b></p> <p>The Audit Committee shall adopt resolutions by voting at meetings, obtaining written opinions, or other forms as prescribed by the Audit Committee's operating regulations. Each member of the Audit Committee has one vote. A resolution of the Audit Committee is adopted if approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the Chairman of the Audit Committee.</p>	<p><b>[Clause 3, Article 19]</b></p> <p>The Audit Committee approves decisions by voting at meetings, obtaining written opinions, or through other methods stipulated in the Audit Committee's operational regulations. Each Audit Committee member has one vote. Unless the Audit Committee's operational regulations specify a higher percentage, the Audit Committee's decision is approved if the majority of members present at the meeting agree; in the event of a tie, the final decision rests with the Chairman of the Audit Committee.</p>	Regulations amended to comply with the Charter.



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

No: 44 /QĐ-HĐQT

*Ho Chi Minh City, April 21, 2025*

**DECISION**

**BOARD OF DIRECTORS OF CONSTRUCTION CORPORATION No. 1 - JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, effective from January 01, 2021, of the National Assembly;
- Pursuant to the current Charter on Organization and Operation of Construction Corporation No. 1 - JSC;
- Pursuant to the Resolution of the Annual General Meeting of Shareholders 2025 of Construction Corporation No. 1 - JSC No. 02/NQ-ĐHĐCĐ dated April 21, 2025.

**DECISION**

**Article 1:** To issue together with this Decision the Internal Regulations on Corporate Governance of Construction Corporation No. 1-JSC (CC1).

**Article 2:** The Internal Regulations on Corporate Governance of CC1 shall take effect from April 21, 2025, and replace the Regulations issued under Decision No. 76/2024/QĐ-HĐQT dated May 24, 2024.

**Article 3:** Members of the Board of Directors, the Board of Management of CC1, and CC1's departments/divisions are responsible for implementing this Decision.

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

**Recipients:**

- As Article 3
- Archived Administrative Office, BOD's Secretary of CC1



**Phan Huu Duy Quoc**



**CONSTRUCTION CORPORATION NO. 1 – JSC**



**INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE  
CONSTRUCTION CORPORATION NO. 1 –  
JSC**

*Ho Chi Minh City, 21<sup>st</sup> April, 2025*



# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE CONSTRUCTION CORPORATION NO. 1 - JSC**

*(Issued together with Decision No.44/QĐ – BOD dated 21<sup>st</sup> April 2025 of the  
Board of Directors of Construction Corporation No. 1 – JSC)*

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## **Article 1. Governing scope and applicable entities**

1. Governing scope : Internal Regulations on Corporate Governance of Construction Corporation No. 1 - JSC ("Company") stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the Audit Committee, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, election, dismissal, and removal of members of the Board of Directors, the Audit Committee, and the General Director; and other activities as prescribed in the Company's Charter and other applicable laws.
2. Applicable entities: These Regulations apply to members of the Board of Directors, members of the Audit Committee, the General Director, and related persons.

## **Article 2. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right and obligation to discuss and approve the following matters:
  - a. Approve the Company's development orientation.
  - b. Decide the type of shares and the total number of shares of each type that may be offered for sale; decide the annual dividend rate for each type of share; decide to offer bonds for sale in accordance with the Law on Securities.
  - c. Elect, dismiss, and remove members of the Board of Directors.
  - d. Decide to invest in or sell assets with a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent financial statements.
  - e. Decide to amend and supplement the Charter.
  - f. Approve the audited annual financial statements.
  - g. Decide to repurchase more than 10% (ten percent) of the total sold shares of each type.
  - h. Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders.
  - i. Decide on the reorganization or dissolution of the Company.
  - j. Decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors.



- k. Approve the Internal Regulations on Corporate Governance and the Board of Directors' operating regulations.
  - l. Approve the list of approved audit firms; decide on the approved audit firm to conduct audits of the Company's operations, and dismiss the approved auditor when deemed necessary.
  - m. The Company's annual business plan.
  - n. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors.
  - o. Report on the activities of the independent member of the Board of Directors in the Audit Committee.
  - p. Decide on the number of members of the Board of Directors.
  - q. Approve contracts and transactions between the Company and entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five) of the Company's total assets recorded in the most recent financial statements.
  - r. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities.
  - s. Other matters as prescribed by law and the Company's Charter.
2. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

### **Article 3. Procedures for convening the General Meeting of Shareholders.**

1. The Board of Directors convenes Annual And Extraordinary General Meetings of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially approving the annual financial statements and budget for the next financial year.

In case the audit report of the Company's annual financial statements has material exceptions, the Company may invite representatives of the independent audit firm to attend the annual General Meeting of Shareholders to explain related contents.

An Extraordinary General Meeting of Shareholders is convened in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company.



- b. When the number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law.
  - c. A shareholder or group of shareholders holding from 5% (five percent) of the total number of ordinary shares requests in writing to convene a General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must clearly state the reason and purpose of the meeting, have sufficient signatures of the relevant shareholders, or the request must be made in multiple copies, each of which must have the signature of at least one relevant shareholder.
2. The convener of the General Meeting of Shareholders must perform the following duties:
- a. Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 (ten) days before the date of sending the notice of the General Meeting of Shareholders; the meeting agenda; and documents in accordance with the law and the Company's regulations. The Company must announce the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date.
  - b. Prepare the program and content of the General Meeting.
  - c. Prepare documents for the General Meeting.
  - d. Draft resolutions of the General Meeting of Shareholders according to the proposed content of the meeting.
  - e. Determine the time and place of the General Meeting.
  - f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
  - g. Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders is sent to all shareholders by means ensuring it reaches the shareholder's contact address and is simultaneously published on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 (twenty one) days before the opening date of the General Meeting of Shareholders (from the date the notice is sent or validly transmitted). The agenda of the General Meeting of



Shareholders and documents related to the issues to be voted on at the General Meeting are sent to shareholders and/or posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the website address for shareholders to access, including:

- a. The meeting agenda and documents used in the meeting.
  - b. The list and details of candidates in the case of electing members of the Board of Directors, independent members of the Board of Directors.
  - c. Ballot papers.
  - d. Sample of authorization for proxy representation at the meeting.
  - e. Draft resolutions for each issue on the meeting agenda.
4. A shareholder or group of shareholders holding from 5% (five percent) of the total number of ordinary shares or more has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 5 (five) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, ID card/Citizen ID number, passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares held by that shareholder; and the content of the proposal to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article in one of the following cases:
- a. The proposal is not submitted on time or does not have sufficient or correct content as prescribed in Clause 4 of this Article.
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% (five percent) of the total number of ordinary shares.
  - c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.
  - d. Other cases as prescribed by law and the Company's Charter.
6. Conditions for conducting the General Meeting of Shareholders.



- a. The General Meeting of Shareholders is conducted when the attending shareholders represent more than 50% (fifty percent) of the total voting shares.
- b. If the required number of delegates is not present within 60 (sixty) minutes from the designated commencement time, the convener cancels the meeting. The meeting invitation must be sent within 60 (sixty) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders is only conducted when the attending shareholders represent at least 33% (thirty-three percent) of the total voting shares.
- c. If the second meeting cannot be held due to the lack of the required number of delegates within 60 (sixty) minutes from the designated commencement time, a notice for the third meeting can be convened within 60 (sixty) days from the intended date of the second meeting. In this case, the meeting proceeds regardless of the total voting shares of the attending shareholders, is considered valid, and has the authority to decide on all matters intended for approval at the first General Meeting of Shareholders.
- d. The number of attending shareholders is determined within 60 (sixty) minutes from the designated commencement time of the meeting; if after 60 (sixty) minutes, the number of attending shareholders does not meet the requirements of points b and c of this Clause, the meeting is canceled. The meeting can commence as soon as the number of attending shareholders meets the requirements of points a and b of this Clause without having to wait for other shareholders who have not yet arrived.

#### **Article 4. Procedures for conducting the General Meeting of Shareholders.**

1. Before the meeting commences, the Company must carry out shareholder registration procedures and must continue registration until all shareholders eligible to attend the meeting have registered.
2. During shareholder registration, the Company issues each shareholder or authorized representative with voting rights a voting card, stating the registration number, name of the shareholder, name of the authorized representative, and the number of voting shares of that shareholder. During voting at the meeting, the cards approving the resolution are collected first, followed by the cards opposing the resolution, and finally, the total number of votes for and against are counted to make a decision. The total number of votes in favor, against, abstaining, or invalid for each issue is announced by the Chairperson immediately after the vote on that issue. The meeting elects



individuals responsible for vote counting or vote counting supervision as proposed by the Chairperson. The number of members of the vote counting board is decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

3. Shareholders or authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently participate and vote at the General Meeting immediately after registration. The Chairperson is not responsible for pausing the General Meeting to allow late shareholders to register, and the validity of matters already voted on remains unchanged.
4. The Chairman of the BOD is the chairperson of GMS or authorizes another member of the Board to chair meetings convened by the Board. If the Chairman is absent or temporarily incapacitated, the remaining BOD members elect one of them to chair the meeting by majority vote. If a Chairperson cannot be elected, an independent member of BOD from the Audit Committee or one of the executive members of Board of Directors is nominated for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes chairs the meeting.

In other cases, the signatory convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall be elected as Chairperson of the meeting.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.
6. The Chairperson of the General Meeting may carry out necessary activities to conduct the General Meeting of Shareholders validly, orderly, according to the approved agenda, and reflect the wishes of the majority of delegates attending.
7. The Chairperson has the right to postpone the General Meeting of Shareholders, which has a sufficient number of registered attendees, for a maximum of 03 (three) working days from the intended opening date of the meeting, and may only postpone the meeting or change the meeting venue in the cases specified in Clause 8, Article 146 of the Law on Enterprises.
8. The person who convenes the GMS or the chairperson may require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures. In the event that a shareholder or authorized representative fails to comply with the



inspection regulations or security measures mentioned above, the Chairperson, after careful consideration, has the right to refuse or expel said shareholder or representative from the General Meeting.

9. The Chairperson, after careful consideration, may take appropriate measures to:
  - a. Arrange seating at the General Meeting of Shareholders venue.
  - b. Ensure the safety of everyone present at the meeting venues.
  - c. Facilitate shareholder attendance (or continued attendance) at the General Meeting. The Chairperson has full authority to change the above measures and apply all necessary measures. Applicable measures may include issuing entry passes or using other selection methods.
10. In the event that the General Meeting of Shareholders applies the above measures, the person who convenes the GMS or the chairperson, when determining the meeting venue, may:
  - a. Announce that the General Meeting will be held at the location stated in the notice and the Chairperson of the General Meeting will be present there ("Main Venue of the General Meeting").
  - b. Arrange and organize for shareholders or authorized representatives who are unable to attend the meeting under this Clause or those who wish to participate at a location other than the main venue of the General Meeting to be able to attend the General Meeting simultaneously.

The notice of the meeting does not need to detail the organizational measures under this Clause.

11. Annually, the Company holds a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders may not be held in the form of obtaining shareholder opinions in writing.

**Article 5. Determine the form of organization of the General Meeting of Shareholders.**

1. Based on the content, scale, attendees, technical and technological conditions, the Chairperson of the meeting decides the form of organization of the meeting, either in person or online, to ensure effectiveness, convenience, cost savings, and suitability to the actual situation of the Company as well as external developments.
2. The online meeting format will be implemented for meetings with many participants in the event of natural disasters, fires, epidemics, or other force



majeure events where in-person meetings cannot be held, or as decided by the Board of Directors when deemed necessary to hold the meeting online.

3. Online meetings must be arranged and conducted effectively and synchronously between connection points to achieve the meeting's objectives and requirements.
4. The online meeting room must ensure suitable conditions for sound, lighting, transmission lines, power sources, and other equipment as required by the nature of each specific meeting. Meeting rooms at participating locations must agree on image size, background color, and font color.
5. Online meeting equipment includes integrated decoding devices, displays, cameras, and microphones to ensure compatibility and stability, ensuring that every position in the meeting room can clearly speak and hear the audio from the online system.
6. Departments assigned responsibility for installing, operating, and managing the online meeting system must always be ready to organize meetings as requested by the Chairperson.
7. The procedures, processes, and methods for organizing the online General Meeting of Shareholders and electronic voting are specified in the Appendix attached to these Regulations.

#### **Article 6. Approval of resolutions of the General Meeting of Shareholders.**

1. Resolutions on the following matters are passed if approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
  - a. Share type and total number of shares of each type.
  - b. Changes in industries, trades, and business lines.
  - c. Changes to the Company's management structure.
  - d. Investment projects or sale of assets with a value of 50% or more of the total asset value recorded in the Company's most recent financial statements.
  - e. Company reorganization or dissolution.
  - f. Amendments and supplements to the Company's Charter.
2. Resolutions are passed when approved by shareholders holding more than 50% (fifty percent) of the total voting shares of all shareholders attending and voting



at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders are legal and valid even if the procedures for convening the meeting and passing the Resolution violate the provisions of the Law on Enterprises and the Company's Charter.
4. A Resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of shareholders holding preferred shares will only be passed if approved by preferred shareholders of the same class attending the meeting holding at least 75% (seventy-five percent) of the total preferred shares of that class, or approved by preferred shareholders of the same class holding at least 75% (seventy-five) of the total preferred shares of that class in case of passing the Resolution in writing.

**Article 7. Authority and procedures for obtaining shareholders' written opinions to approve decisions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve Resolutions of the General Meeting of Shareholders are implemented as follows:

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve Resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare voting ballots, draft Resolutions of the General Meeting of Shareholders, and explanatory documents for the draft Resolutions. The Board of Directors must ensure that documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least 10 (ten) days before the deadline for receiving voting ballots. The requirements and procedures for sending voting ballots and accompanying documents are implemented according to the provisions of Clause 3, Article 25 of the Company's Charter.
3. The ballot must contain the following main contents:
  - a. Name, head office address, enterprise registration code.
  - b. Purpose of the consultation.
  - c. Full name, permanent address, nationality, Citizen Identity Card/Identity Card/Passport number or other legal personal identification of individual shareholders; name, enterprise registration code or establishment decision number, head office address of institutional shareholders or full name,



permanent address, nationality, Citizen Identity Card/Identity Card/Passport number or other legal personal identification of the authorized representative of institutional shareholders; the number of shares of each type and the number of voting shares of the shareholder.

- d. Issues requiring consultation for decision approval.
  - e. Voting options include agree, disagree, and abstain for each issue.
  - f. Deadline for submitting the completed ballot to the Company.
  - g. Full name and signature of the Chairman of the Board of Directors of the Company.
4. The completed ballot must be signed by the individual shareholder, or the legal representative of the institutional shareholder, or the legal representative of the authorized organization.
5. The ballot can be submitted to the Company in the following ways:
- a. By mail: The ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting.
  - b. By fax or email: The ballot sent to the Company by fax or email must be kept confidential until the vote counting.

Ballots sent to the Company after the deadline specified in the ballot or opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not submitted are considered abstentions.

6. The Board of Directors organizes the vote counting and prepares the vote counting minutes under the witness and supervision of the Audit Committee shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:
- a. Name, head office address, enterprise registration code.
  - b. Purpose and issues requiring consultation for resolution approval.
  - c. Number of shareholders with the total number of voting shares participating in the vote, distinguishing the number of valid votes and the number of invalid votes and the method of submitting ballots, attached with an appendix listing the participating shareholders.
  - d. Total number of votes in favor, against, and abstentions for each issue.
  - e. Approved issues and corresponding approval rates.



- f. Full name and signature of the Chairman, vote counters, and vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors are jointly responsible for the honesty and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

7. The vote counting minutes must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. Sending the minutes can be replaced by posting them on the Company's website within 24 (twenty-four) hours from the end of the vote counting.
8. Completed ballots, vote counting minutes, the full text of the approved resolution, and related documents attached to the ballot must be kept at the Company's head office.
9. Resolutions passed by written shareholder consent require approval from shareholders holding over 50% (fifty percent) of all voting shares and have the same validity as resolutions passed at the General Meeting of Shareholders.

#### **Article 8. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio or video recorded and stored electronically. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must include the following main contents:
  - a. Name, address of the headquarters, and enterprise registration code.
  - b. Time and location of the General Meeting of Shareholders.
  - c. Meeting agenda and content.
  - d. Name of the Chairperson and secretary.
  - e. Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each item on the agenda.
  - f. Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the shareholder registration list, and representatives of shareholders attending the meeting with corresponding shares and votes.
  - g. Total votes for each voting item, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions;



corresponding percentage of the total votes of shareholders attending the meeting.

- h. Matters approved and corresponding approval vote percentage.
- i. Name and signature of the Chairperson and secretary.

If the Chairperson or secretary refuses to sign the minutes, the minutes are valid if signed by all other members of the Board of Directors attending the meeting and contain all the required information as stipulated in this clause. The minutes must clearly state the refusal of the Chairperson or secretary to sign.

Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version prevails.

- 2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson, secretary, or any other person signing the minutes are jointly responsible for the accuracy and truthfulness of the content.
- 3. The minutes of the General Meeting of Shareholders must be published on the company's website within 24 (twenty-four) hours or sent to all shareholders within 15 (fifteen) days from the end of the meeting.
- 4. The minutes of the General Meeting of Shareholders are considered authentic evidence of the proceedings unless objections to the content are raised following proper procedures within 10 (ten) days of sending the minutes.
- 5. The minutes of the General Meeting of Shareholders, the appendix of the registered shareholder list with shareholder signatures, proxies, and related documents must be kept at the company's headquarters.

#### **Article 9. Request to cancel a Resolution of the General Meeting of Shareholders**

Within 90 (ninety) days of receiving the minutes of the General Meeting of Shareholders or the written shareholder voting results, a shareholder or group of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises may request the Court or an arbitrator to review and cancel a Resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening meetings or obtaining written opinions from shareholders and the decision-making process of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 7, Article 28 of the Company's Charter.



2. Content of the resolution violates the law or the Company's Charter.

In the event that a resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 (sixty) days according to the order and procedures specified in the Law on Enterprises and the Company's Charter.

#### **Article 10. Nomination and Candidacy for Members of the Board of Directors.**

1. In the event that the candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the General Meeting of Shareholders documents and announced at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty, accuracy, and reasonableness of the published personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a Board of Director' member. Information related to the Board of Directors candidates announced includes at least the following content:
  - a. Full name, Date of birth.
  - b. Qualification.
  - c. Work experience.
  - d. Companies in which the candidate is currently holding the position of Board of Director' member, other management positions, and interests related to the candidate's company (If any).
  - e. Interests related to the Company and related parties of the Company (If any).
  - f. Other information (If any) as prescribed in the Company's Charter.
  - g. The company must be responsible for disclosing information about the companies in which the candidate is currently holding the position of a Board of Directors member, other management positions, and interests related to the candidate's company (if any).
2. Shareholders holding common shares have the right to combine voting rights to nominate Board of Directors candidates. A shareholder or group of shareholders holding from 10% (ten percent) to less than 20% (twenty percent) of the total voting shares may nominate 01 (one) candidate; from 20% (twenty percent) to



less than 30% (thirty percent) may nominate a maximum of 02 (two) candidates; from 30% (thirty percent) to less than 40% (forty percent) may nominate a maximum of 03 (three) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate a maximum of 04 (four) candidates; from 50% (fifty percent) or more may nominate enough candidates.

3. In the event that the number of Board of Directors candidates through nomination is still not sufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates. The incumbent Board of Directors' introduction of additional Board of Directors candidates must be clearly announced and approved by the General Meeting of Shareholders before the General Meeting of Shareholders votes to elect Members of Board of Directors in accordance with the law.

#### **Article 11. Rights and obligations of the Board of Directors.**

1. The Board of Directors has the following rights and obligations:
  - a. Decide on strategies, medium-term development plans, and supervise the implementation of short-term and long-term development plans and business plans of the Company. Approve adjustments and changes to the Company's annual business plan based on authorization from the General Meeting of Shareholders when deeming such adjustments are consistent with the strategy and development plan approved by the General Meeting of Shareholders.
  - b. Propose share classes and the total number of shares offered for sale for each class.
  - c. Decide on the sale of unsold shares within the authorized offering limit for each share class; decide on raising additional capital through other methods.
  - d. Decide share price; decide on offering various bond types as per the Law on Securities.
  - e. Decide on share buybacks according to Clause 1 and Clause 2, Article 133 of the Law on Enterprises.
  - f. Decide on investment plans and projects within the authorized scope and limits as prescribed by law.
  - g. Decide on market development, marketing, and technology solutions.
  - h. Approve purchase, sale, loan, and other contracts and transactions with a value of 10% (ten percent) or more of the Company's total assets as recorded in the most recent financial statements, and contracts and



transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138 of the Law on Enterprises, excluding contracts and transactions subject to the approval of the General Meeting of Shareholders as prescribed by law. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.

- i. Decide on asset purchases, loans, loan guarantees, pledges, mortgages, leases, subleases, lending of assets, and other Company activities with a value of 10% (ten percent) or more of the Company's total assets as recorded in the most recent financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and these Articles of Association. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.
- j. Decide on investing in or selling assets with a value of 10% (ten percent) or more of the Company's total assets as recorded in the most recent financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and the Company's Charter. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.
- k. Elect, dismiss, and remove the Chairman and Vice Chairman of the Board of Directors; appoint, dismiss, remove, sign labor contracts, terminate labor contracts, decide salaries, remuneration, bonuses, and other benefits for the General Director, Deputy General Directors, Chief Accountant, and other positions under the authority of the Board of Directors as prescribed by law; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies in which the Company invests, and decide on their remuneration and other benefits.
- l. Supervise and direct the General Director and other managers in the daily business operations of the Company.
- m. Decide on the internal organizational structure and internal management regulations of the Company; decide on the establishment, merger, division,



consolidation, conversion, restructuring, and dissolution of subsidiaries, branches, representative offices, and investment, purchase of shares of business units or sale of shares, capital contribution of the Company in business units within its authority according to the Company's internal regulations.

- n. Approve the agenda, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions.
  - o. Submit the audited annual financial statements to the General Meeting of Shareholders.
  - p. Propose the dividend rate to be paid; decide the time limit and procedures for dividend payment or handling of losses incurred during business operations.
  - q. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company.
  - r. Decide to issue the Board of Directors' working regulations, the Company's Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the working regulations of the Supervisory Board under the Board of Directors, the Company's information disclosure regulations.
  - s. Decide on profit distribution and allocation, use of Funds (Development Investment Fund; Reward and Welfare Fund, etc.) according to the plan approved by the General Meeting of Shareholders.
  - t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
2. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' operations as prescribed in Article 280 of 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.

#### **Article 12. Composition and term of the Board of Director' member**

1. The number of Board of Directors members is 05 (five) people. The term of the Board of Directors is 05 (five) years. The term of a Board of Director' member does not exceed five (05) years and can be re-elected with an unlimited number of terms.
2. The structure of the Board of Directors is as follows:



- a. The Board of Directors consists of the Chairman, Vice Chairman and Members of Board of Directors.
  - b. The total number of non-executive Members of Board of Directors must account for at least one-third (1/3) of the total number of Members of Board of Directors. The Company limits the maximum number of Members of Board of Directors holding concurrent executive positions of the Company to ensure the independence of the Board of Directors.
  - c. The Board of Directors has at least 01 (one) independent Board of Director' member, an individual can only be elected as an independent member of the Company's Board of Directors for no more than 02 (two) consecutive terms and must meet the standards and conditions specified in Clause 2, Article 155 of the Law on Enterprises.
3. A Board of Director' member is no longer a member of the Board of Directors in cases where they are dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
  4. The appointment of Members of Board of Directors must be disclosed according to the provisions of law on securities and the securities market.
  5. Members of Board of Directors may not be shareholders of the Company.

### **Article 13. Chairman of the Board of Directors**

1. The Chairman is elected, dismissed, and removed by the Board of Directors among the Members of Board of Directors. The Chairman does not concurrently hold the position of General Director.
2. The Chairman is responsible for preparing the agenda, documents, convening and chairing Board of Directors meetings; chairing the General Meeting of Shareholders; and has other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
3. The Chairman is responsible for ensuring that the Board of Directors submits the annual financial statements, the company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.
4. The Chairman and Vice Chairman of the Board of Directors can be dismissed or removed by decision of the Board of Directors. In the event the Chairman resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) working days from the date of receiving the resignation letter or dismissal/removal notice.



#### **Article 14. Meeting of the Board of Directors**

1. In the event the Board of Directors elects a Chairman, the Chairman shall be elected in the first meeting of the Board of Directors' term within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that more than 01 (one) member has the highest and equal number or percentage of votes, the members shall vote by majority rule to select 01 (one) person among them to convene the Board of Directors meeting. When deemed necessary, the Board of Directors shall elect a Vice Chairman.
2. The Chairman must convene regular and irregular meetings of the Board of Directors, prepare the meeting agenda, time, and location at least 05 (five) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but must meet at least 01 (one) time per quarter.
3. The Chairman shall convene a Board of Directors meeting in the following cases:
  - a. At the request of an Independent member of the Board of Directors.
  - b. At the request of the General Director or at least 05 (five) other Managers.
  - c. At the request of at least 02 (two) members of the Board of Directors.

The request specified in Clause 3 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.

4. The Chairman must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request stated in Clause 3 of this Article. In the event the Chairman fails to convene a meeting as requested, the Chairman shall be liable for any damages incurred by the company; the requester has the right to replace the Chairman in convening the Board of Directors meeting.
5. Before requesting an independent audit firm to audit the company's financial statements, the Chairperson must convene a meeting of the Board of Directors to report on the audit and the company's situation.
6. The Board of Directors meeting shall be held at the company's headquarters or at another location in Vietnam or abroad as decided by the Chairman and agreed upon by the Board of Directors.



7. The Chairman or the person convening the Board of Directors meeting must send a meeting invitation no later than 03 (three) working days before the meeting date. The meeting invitation must clearly specify the time and location of the meeting, the agenda, issues to be discussed and decided upon. The meeting invitation must be accompanied by documents to be used at the meeting and the members' ballots.

Board of Directors meeting invitations may be sent by letter, telephone, fax, electronic means, or other methods stipulated in the Company Charter, ensuring delivery to each Board of Director' member's registered contact address.

8. Board of Directors meetings are conducted with the presence of at least 3/4 (three-fourths) of the total Board of Director' member, either in person or through authorized representatives, if approved by the majority of the Board of Directors.

If the required number of members is not met, a second meeting must be convened within 07 (seven) days of the first meeting's scheduled date. The second meeting proceeds with the attendance of more than half (1/2) of the Board of Director' member.

9. A Board of Director' member is considered present and voting at a meeting in the following cases:
  - a. Attending and voting in person at the meeting.
  - b. Authorizing another person to attend and vote as stipulated in Clause 11 of this Article.
  - c. Attending and voting via online conference, electronic voting, or other electronic means.
  - d. Sending a ballot to the meeting via mail, fax, or email.
  - e. Sending a ballot by other means as stipulated in the Company Charter.
10. For ballots sent via mail, the ballot must be in a sealed envelope and delivered to the Chairman at least 01 (one) hour before the meeting commences. Ballots are opened only in the presence of all attendees.
11. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote if approved by the majority of the Board of Directors.
12. Resolutions and decisions of the Board of Directors are passed with the approval of the majority of attending members; in case of a tie, the final decision rests with the Chairman.



13. Resolutions obtained through written opinions are passed based on the approval of the majority of voting Board of Director' member. These resolutions hold the same validity and effect as those passed in a meeting.
14. The Chairman is responsible for sending meeting minutes to all members, serving as valid proof of proceedings unless objections are raised within 10 (ten) days of sending. Minutes are recorded in Vietnamese and may be recorded in a foreign language. Minutes must include all content stipulated in Clause 1, Article 158 of the Law on Enterprises. If the Chairperson or minute-taker refuses to sign, but all other attending Board members agree and sign the minutes with all content as per points a, b, c, d, dd, e, g, and h of Clause 1, Article 158 of the Law on Enterprises, the minutes are valid. The refusal to sign is recorded in the minutes. Signatories are jointly responsible for the accuracy and truthfulness of the minutes. The Chairperson and minute-taker are personally liable for any damages to the company due to their refusal to sign, as per legal regulations.

#### **Article 15. Committees/Subcommittees of the Board of Directors**

1. The Board of Directors may establish committees and sub-committees under its authority to be responsible for development policies, human resources, compensation and benefits, internal audit, and risk management.
2. The number of sub-committee members, decided by the Board of Directors, must be at least 03 people, including members of the Board of Directors and external members. Independent Board members/non-executive Board members should constitute the majority of the sub-committee, and one of these members is appointed as Head of the sub-committee by decision of the Board of Directors. Sub-committee operations must comply with the Board of Directors' regulations. Sub-committee resolutions are only valid when approved by a majority of members attending and voting at the sub-committee meeting.
3. The execution of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

#### **Article 16. Person in charge of Corporate Governance**

1. The Company's Board of Directors must appoint at least 01 (one) person in charge of corporate governance to support governance activities.
2. The Person in charge of corporate governance must not concurrently work for an approved audit organization that is auditing the Company's financial statements.



3. The Person in charge of corporate governance has the following rights and obligations:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related matters between the Company and shareholders.
  - b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors.
  - c. Advise on meeting procedures.
  - d. Attend meetings.
  - e. Advise on the procedures for establishing resolutions of the Board of Directors in accordance with legal regulations.
  - f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to Board members.
  - g. Monitor and report to the Board of Directors on the Company's information disclosure activities.
  - h. Act as a liaison with relevant stakeholders.
  - i. Maintain information confidentiality in accordance with legal regulations and the Company Charter.
  - j. Other rights and obligations as prescribed by law.

**Article 17. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors appoints one (01) Board member or another person as General Director.
2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of the General Director does not exceed 05 (five) years and may be reappointed with an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
  - a. Decide on matters related to the Company's daily business operations that are not within the authority of the Board of Directors.



- b. Organize the implementation of resolutions and decisions of the Board of Directors.
  - c. Organize the implementation of the Company's business plan and investment plan.
  - d. Propose to the Board of Directors the organizational structure and internal management regulations of the Company.
  - e. Appoint, dismiss, and remove management positions within the Company, excluding positions under the authority of the Board of Directors.
  - f. Decide salaries and other benefits for employees in the Company, including Managers appointed by the General Director.
  - g. Recruit employees.
  - h. Propose dividend payment plans or solutions for business losses.
  - i. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors can dismiss the General Director when a majority of the voting members of the Board of Directors attending the meeting agree and appoint a new General Director as a replacement.

#### **Article 18. Enterprise Executive Officers**

- 1. The Company's executives include the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors and/or the General Director as stipulated in the Company's Charter (if any).
- 2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications suitable to the organizational structure and management regulations prescribed by the Board of Directors. The enterprise executive must diligently fulfill their responsibilities to support the Company in achieving its stated objectives in operations and organization.
- 3. The General Director and Deputy General Directors receive salaries and bonuses. The salaries and bonuses of the General Director and Deputy General Directors are decided by the Board of Directors.
- 4. Executive salaries are included in the Company's business expenses according to the provisions of corporate income tax law, are presented as a separate item



in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 19. Audit Committee**

1. The Audit Committee is a specialized body of the Board of Directors. The Audit Committee has at least 02 members, the Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Rights and obligations of the Audit Committee:
  - a. Monitor the integrity of the Company's financial statements and official announcements related to the Company's financial results;
  - b. Review the internal control and risk management system;
  - c. Review transactions with affiliated persons subject to the approval of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
  - d. Supervise the Company's internal audit department;
  - e. Recommend an independent audit firm, remuneration levels, and related terms in the contract with the audit firm for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;
  - f. Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in cases where the Company uses non-audit services from the auditor;
  - g. Oversee to ensure the Company's compliance with legal regulations, requirements of regulatory agencies, and other internal regulations of the Company.
  - h. Have the right to access documents related to the Company's operating situation, exchange with other members of the Board of Directors, the General Director, Deputy General Directors, Chief Accountant, and other Managers to gather information for the Audit Committee's activities.
  - i. Has the right to request the presence of an authorized audit firm representative to attend and address financial statement audit-related matters at Audit Committee meetings.



- j. Utilize external legal, accounting, or other consulting services when necessary.
  - k. Develop and present to the Board of Directors risk detection and management policies; propose solutions to the Board of Directors for handling risks arising in the Company's operations.
  - l. Prepare a written report to the Board of Directors upon discovering that a Board of Director' member, General Director, or other Manager has not fully fulfilled their responsibilities as stipulated in the Law on Enterprises and the Company's Charter.
  - m. Develop the Audit Committee's operational regulations and submit them to the Board of Directors for approval.
- 3. The Audit Committee approves decisions by voting at meetings, obtaining written opinions, or through other methods stipulated in the Audit Committee's operational regulations. Each Audit Committee member has one vote. Unless the Audit Committee's operational regulations specify a higher percentage, the Audit Committee's decision is approved if the majority of members present at the meeting agree; in the event of a tie, the final decision rests with the Chairman of the Audit Committee.
  - 4. The Audit Committee must meet at least twice a year. Detailed and clear meeting minutes must be prepared and fully retained. The minute-taker and the Audit Committee members attending the meeting must sign the minutes.
  - 5. The independent Board of Director' member on the Audit Committee is responsible for reporting on activities at the Annual General Meeting of Shareholders. The report must include all content as prescribed by law.

**Article 20. Standards and requirements for Audit Committee members.**

- 1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executive officers of the Company.
- 2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a Board of Directors meeting.
- 3. The Chairman of the Audit Committee must have at least a bachelor's degree in economics, finance, accounting, auditing, law, or business administration and meet the standards and requirements of an independent Board of Director' member.



4. Audit Committee members must have knowledge of accounting and auditing, a general understanding of law and the Company's operations; meet the standards and requirements of a Board of Director' member, and not fall under the following circumstances:
  - a. Working in the Company's accounting or finance department.
  - b. Being a member or employee of the authorized audit firm that audited the Company's financial statements in the three years immediately preceding.

**Article 21. Coordination of activities between the Board of Directors and the General Director.**

1. The Board of Directors does not directly interfere in the General Director's executive work. The Board of Directors may attend the monthly meetings of the Board of Management, meetings to review investment, cooperation, joint venture, and association projects, etc., chaired by the General Director before submitting them to the Board of Directors for approval. Annually, if necessary, the Board of Directors has a working plan with the departments, divisions, and units under the Company to inspect and supervise the implementation of the production and business plan and the implementation of resolutions and decisions of the Board of Directors, in order to promptly address relevant recommendations and within the authority of the Board of Directors.
2. The Board of Directors may utilize the Company's resources (departments, divisions, affiliated units, and/or specialists) to assist the Board of Directors in reviewing, providing advisory opinions, and consulting on related matters. Resource utilization must be communicated to the General Director at least 48 (forty-eight) hours in advance.
3. For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director regarding coordination and resource utilization at least 45 (forty-five) days in advance.
4. If necessary, for purposes related to their duties, Members of Board of Directors have the right to request the Board of Management to provide information regarding the Company's operations, but must obtain prior consent from the Chairman of Board of Directors. The request must be made in writing and sent to the General Director at least 24 (twenty-four) hours in advance.

**Article 22. Violations and Handling of Violations of the Regulations**

1. The Board of Directors, the Board of Management, and related units and individuals within the Company are responsible for strictly complying with the provisions of these Regulations.



2. Any unit or individual violating the provisions of these Regulations, depending on the level and nature of the violation, will be handled in accordance with the Company's current regulations or legal provisions.

#### **Article 23. Amendment and Supplement of Regulations**

1. During implementation, any suggestions for amending and supplementing the Regulations should be submitted in writing to the Board of Directors for consideration and decision at the nearest meeting.
2. When there are changes in law and the Company's Charter, the Board of Directors will decide on appropriate amendments.

#### **Article 24. Effectiveness of the Regulations**

These Regulations take effect from the date of approval by the General Meeting of Shareholders and supersede previous Regulations with the same content.

Member of Board of Director, the Audit Committee, the General Director, and management officials are responsible for implementing these Regulations.

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



**Phan Huu Duy Quoc**



**APPENDIX**  
**GUIDE TO ATTENDING MEETINGS**  
**ONLINE GENERAL MEETING OF SHAREHOLDERS AND**  
**ELECTRONIC VOTING OF CONSTRUCTION CORPORATION**  
**NO. 1 – JSC**

*(Attached to the Internal Regulations on Corporate Governance of Construction Corporation No. 1 – JSC)*

**CHAPTER I**  
**GENERAL PROVISIONS**

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

This Appendix governs the attendance at the Online General Meeting of Shareholders and electronic voting of delegates at the Annual/Extraordinary General Meeting of Shareholders of Construction Corporation No. 1 – JSC (hereinafter referred to as the "**Company**").

**Article 2. Interpretation of Terms**

1. **"Delegate"** means a Shareholder, an authorized representative (the authorized person).
2. **"Online General Meeting of Shareholders"** refers to Annual or Extraordinary General Meetings of Shareholders held via the internet for Delegates to exercise their voting/election rights.
3. **"Electronic Voting"** refers to Delegates connecting to the Internet and casting their votes/elections through the Electronic Voting System prescribed and announced by the Company.
4. **"Electronic Voting System"** is the system that provides Representatives with tools to exercise related rights when attending the online General Meeting of Shareholders.
5. **"Identifying factors"** are the necessary information to accurately identify a subject in a given context.
6. **"Force Majeure Event"** refers to events occurring beyond the convener's control, which are unforeseeable and insurmountable despite the application of necessary measures within their capabilities.



7. ***“Cumulative Voting – Equal Distribution”*** is a method of cumulative voting where the Representative allocates the number of votes to 01 candidate or divides the number of votes equally among multiple corresponding candidates. After equal division, the corresponding number of votes for each candidate is rounded down to the unit. Remaining odd votes (if any) will be discarded.

***“Cumulative Voting – Number Entry”*** is a method of cumulative voting where the Representative specifically enters the number of votes for each candidate so that the total number of votes of the elected candidates equals the total number of votes of the representing Representative.

## **CHAPTER II**

### **SPECIFIC REGULATIONS**

#### **Article 3. Notice of convening the General Meeting of Shareholders**

The Company complies with the regulations according to Article 25 of the Company's Charter.

#### **Article 4. Conditions and methods for Representatives to attend the online General Meeting of Shareholders and electronic voting**

1. Conditions for participation:

- Be named in the list of shareholders eligible to attend the General Meeting of Shareholders, prepared according to the Company's notice of exercise of rights.
- Authorized representatives who are eligible to participate according to the provisions of law and the Company's Charter.

2. Technical requirements:

Representatives need an electronic device with an Internet connection (e.g., computer, tablet, mobile phone, other electronic device with an Internet connection, etc.).

3. Method of implementation:

Representatives access the link, log in according to the information provided in Article 5 of this Appendix to attend the online General Meeting of Shareholders and conduct electronic voting on the electronic voting system.

#### **Article 5. Providing login information and conducting electronic voting**

1. Information on the link to access the electronic voting system, username, password, and other identifying factors (if any) to attend the online General



Meeting of Shareholders will be provided to Representatives in the meeting invitation (or in the form of a login information notice as prescribed by the Board of Directors). Representatives are responsible for securing their usernames, passwords, and other identifying factors provided to ensure that only the Representatives have the right to vote on the electronic voting system and are fully responsible for the registered information.

2. When a Representative requests to be provided with login information again, the Organizing Committee may notify them through the following methods: directly or via email/phone. The method of providing login information via email or phone is only performed based on shareholder information from the list of shareholders eligible to vote, prepared by the Vietnam Securities Depository Center according to the Company's notice of exercise of rights.
3. Representatives use their username, password, or other identifying factors (if any) to access the electronic voting system and conduct electronic voting according to the content of the Agenda of the online General Meeting of Shareholders.

#### **Article 6. Method of recording Representatives attending the online General Meeting of Shareholders**

A Representative is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that Representative accesses the system using the access information provided in Article 5 of this Appendix and has voted electronically on any matter in the Agenda of the online General Meeting of Shareholders.

#### **Article 7. Online Proxy Voting Regulations**

1. Proxy voting shall be conducted in accordance with the provisions of Article 25 of the Company's Charter.
2. Shareholders must provide complete information for proxy voting, especially the proxy recipient's information: phone number, contact address, and email address. This information is the basis for issuing login credentials, passwords, and other identification factors (if any) to the proxy recipient.
3. Proxy voting is only legally valid when the following conditions are met:
  - The shareholder completes all information on the online proxy form and completes the online proxy voting process.



- The printed proxy form, following the online template, includes the full signature, full name, and seal (if applicable for organizations) of both the authorizing shareholder and the proxy recipient.
  - The Company receives the original proxy form before the official commencement of the General Meeting.
4. Cancellation of online proxy voting: the shareholder sends an official written request to cancel the online proxy to the Company before the official commencement of the General Meeting. Note that the effective time of cancellation is based on the time the Company receives the official cancellation request.
  5. Proxy cancellation is invalid if the proxy has already voted on any matter within the agenda of the online General Meeting of Shareholders.

#### **Article 8. Electronic Voting Period**

The electronic voting period is specified in the working regulations of the General Meeting. Delegates can access the electronic voting system and vote 24 hours a day, 7 days a week, except during system maintenance or other circumstances beyond the Company's control. After the voting period ends, the system will not record any further electronic votes from delegates.

#### **Article 9. Electronic Voting Procedures**

1. Voting Procedures:
  - For each matter on the General Meeting agenda, delegates choose one of three voting options: "Agree," "Disagree," or "Abstain" within the electronic voting system.
  - Delegates then confirm their vote for the electronic voting system to record the result.
2. Election Procedures:
 

Cumulative Voting: Unless otherwise specified in the Company's Charter, the election of members of the Board of Directors must be conducted by cumulative voting (equal cumulative voting or numbered voting). Accordingly, delegates vote by marking the "Equal Cumulative Vote" box or specifying the number of votes in the "Number of Votes" box for the corresponding candidates on the ballot within the electronic voting system. Delegates then confirm their vote for the electronic voting system to record the result.
3. Other regulations for electronic voting:



- If a delegate does not vote on all matters within the agenda of the General Meeting, the unvoted matters are considered as abstentions by the delegate.
- In case of matters arising outside the distributed agenda of the General Meeting, delegates may cast additional votes. If a delegate does not vote on these arising matters, it is considered an abstention on those matters.
- Representatives can change their voting results (but cannot cancel them); including supplementary voting results for matters arising outside the General Meeting's agenda. The online system only records the final voting results at the end of each voting round as stipulated in the General Meeting's working regulations.
- In cases where Representatives vote by writing numbers: Invalid ballots are those where the total number of votes for candidates differs (is greater or less than) the total number of votes the Representative represents at the time of vote counting.

#### **Article 10. Vote Counting Procedures**

1. When Representatives vote, the number of votes is recorded on the system based on the number of cards for approval, disapproval, and abstention.
2. The vote counting record is a document recording the voting results of all Representatives attending the General Meeting of Shareholders online via the electronic voting system.
3. For sensitive matters, and if shareholders request, the Company must appoint a neutral organization to collect and count the votes.

#### **Article 11. Announcement of Voting Results**

Based on the vote counting record as stipulated in Article 10 of this Appendix, the Vote Counting Board will check, summarize, and report to the Chairperson the voting results for each matter on the General Meeting's agenda. The voting results will be announced by the Chairperson immediately before the meeting adjourns.

#### **Article 12. Procedures for Objecting to Resolutions of the General Meeting of Shareholders**

Requests to cancel resolutions of the General Meeting of Shareholders are carried out according to the provisions of Article 31 of the Company's Charter.



### **Article 13. Minutes of the Online General Meeting of Shareholders and Method of Approval**

- The recording of the minutes of the General Meeting of Shareholders is carried out according to the provisions of Article 150 of the Law on Enterprises.
- The location stated in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the General Meeting is present to preside over the meeting. This location must be within the territory of Vietnam.
- The method of approving the minutes of the General Meeting of Shareholders is specifically stipulated in the Company's working regulations at the General Meeting of Shareholders.

### **Article 14. Rights and Obligations of Representatives when Participating in Electronic Voting**

- Representatives have the right to vote on all matters within the authority of the General Meeting as prescribed by law and the Company's Charter using electronic voting.
- Representatives are responsible for keeping login information confidential to ensure that only they can vote on the electronic voting system. All voting transactions made by Representatives on the electronic voting system will be considered their final decisions. Representatives are responsible before the law and the Company for their electronic voting results.
- Representatives must immediately notify the Company for prompt handling upon discovering that their login name, password, and/or other identification factors are lost, stolen, disclosed, or suspected of being disclosed by contacting the Company to lock the login name and security devices. Representatives are responsible for any damages, losses, and other risks occurring before the Company receives their notification if the cause is attributable to the Representatives.

### **Article 15. Discussion at the General Meeting of Shareholders Online**

#### **1. Principles:**

- Discussions shall only be conducted within the allotted time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders.
- Only Delegates may participate in the discussion.



- Delegates shall register the content of their discussion in the manner specified in the Rules of Procedure of the General Meeting of Shareholders.
  - The Secretariat will arrange the discussion contents of the Delegates in the order of registration and forward them to the Chairperson.
2. Answering Delegates' Questions:
- Based on the content of the Delegates' discussion, the Chairperson or a member designated by the Chairperson will answer the Delegates' questions.
  - In case, due to time constraints, questions are not answered directly at the General Meeting of Shareholders, the Company will provide written answers afterward.

#### **Article 16. Force Majeure Events**

1. During the online General Meeting of Shareholders and electronic voting, force majeure events (beyond the Company's control) may occur at the Chairperson's location (excluding force majeure events for one or several participating Delegates) such as: natural disasters, fire, power outage or loss of Internet connection, technical problems at the Chairperson's location, requests or instructions from the Government and competent authorities, other authorized persons, etc.
2. In the event of force majeure events that cannot be remedied to allow the General Meeting of Shareholders to continue within 60 minutes, the Chairperson will announce the suspension of the General Meeting of Shareholders, and all matters voted and approved before the suspension (if any) will be canceled. These matters will be re-voted at the nearest convened General Meeting of Shareholders.

#### **Article 17. Other Provisions**

Other related matters not mentioned in this Appendix shall be implemented in accordance with the Company's Charter and relevant legal regulations.





## CONSTRUCTION CORPORATION NO. 1 – JSC

[Business Registration Certificate No: 0301429113]

### APPENDIX

## AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS OF CONSTRUCTION CORPORATION NO. 1 – JSC

*(Issued together with Proposal No. 43/TTr-HDQT, April 21, 2025 of the Board of Directors of CC1)*

No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
1.	<p><b>[Point h, Clause 1, Article 4]</b> Approving purchase, sale, loan, borrowing contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in CC1's latest financial statements and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 of the Law on Enterprise. For cases where the limit is not under the authority of the General Meeting of Shareholders or the Board of Directors, the Financial Management Regulations of CC1 shall apply.</p>	<p><b>[Point h, Clause 1, Article 4]</b> Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value from 10% (ten percent) of the total asset value recorded in the Company's latest Financial Statements and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138 of the Law on Enterprises. For the remaining value under the authority of the General Director, based on their authority and depending on Company's production and business performance, the General Director has the right to assign, delegate, and re-authorize.</p>	<p>Regulations amended to comply with the Charter.</p>



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
2.	<p><b>[Point i, Clause 1, Article 4]</b> Deciding on the purchase of assets, loans, borrowings, guarantees, pledges, mortgages of assets, leases, subleases, lending of assets and other activities of CCI with a value of 35% (Thirty-five percent) or more of the total asset value recorded in CCI's latest Financial Statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For cases where the limit is not under the decision-making authority of the General Meeting of Shareholders or the Board of Directors, the Financial Management Regulations of CCI shall apply.</p>	<p><b>[Point i, Clause 1, Article 4]</b> Decide on the purchase of assets, loans, borrowings, guarantees, pledges, and mortgages of Company assets with a value from 10% (ten percent) of the total asset value recorded in the Company's latest Financial Statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and the Company's Charter. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business performance, the General Director has the right to assign, delegate, and authorize.</p>	Regulations amended to comply with the Charter.
3.	<p><b>[Point j, Clause 1, Article 4]</b> Deciding on investments or sales of assets with a value of 35% (Thirty-five percent) or more of the total asset value recorded in CCI's latest Financial Statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For cases where the limit is not under the decision-making authority of the General Meeting of Shareholders or the Board of Directors, the Financial Management Regulations of CCI shall apply.</p>	<p><b>[Point j, Clause 1, Article 4]</b> Decisions to invest in or sell assets with a value from 10% (ten percent) or more of the total asset value recorded in the Company's most recent Financial Statement, except in cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, decentralize, and delegate authority.</p>	Regulations amended to comply with the Charter.
4.	<p><b>[Point k, Clause 1, Article 4]</b> Electing, dismissing, removing the Chairperson, Vice Chairperson of the Board of Directors; appointing, dismissing, removing, signing labor contracts, terminating labor contracts, deciding salaries, remuneration, bonuses, and other benefits for the General Director and other positions under the</p>	<p><b>[Point k, Clause 1, Article 4]</b> Election, dismissal, removal the Chairman and Vice Chairman of the Board of Directors; appointment, dismissal, removal, signing of labor contracts, terminate labor contracts, decide salaries, remuneration, bonuses, and other benefits of the General Director, Deputy General Directors, Chief</p>	Regulations amended to comply with the Charter.



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	authority of the Board of Directors as prescribed by law; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies in which CC1 invests, deciding their remuneration and other benefits.	Accountant, and other positions under the authority of the Board of Directors as prescribed by law. Appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies, and decide on their remuneration and other benefits.	
5.	<b>[Point q, Clause 1, Article 4]</b> Decision to promulgate the Regulations on the operation of the Board of Directors, the Internal Management Regulations of CC1 after being approved by the General Meeting of Shareholders; decision to promulgate the Regulations on the operation of the Audit Committee under the Board of Directors, the Regulations on information disclosure of CC1.	<b>[Point q, Clause 1, Article 4]</b> Decide to issue the Regulations on Operation of the Board of Directors, <u>the Internal Regulations on Corporate Governance</u> after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, and the Company's Information Disclosure Regulations.	The regulations are amended to comply with the Charter.
6.	<b>[Clause 2, Article 6]</b> The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining Members of the Board of Directors is less than the minimum number of members as prescribed in CC1's Charter or receives a request as stipulated in point c, Clause 1 of this Article.	<b>[Clause 2, Article 6]</b> The Board of Directors must convene a General Meeting of Shareholders within 360 (three hundred and sixty) days from the date the number of remaining members of the Board of Directors is less than the minimum number of members as prescribed in the Company's Charter or from the date of receiving the request specified in Point c, Clause 1 of this Article.	Regulations amended to comply with the Charter.
7.	<b>[Clause 5.2, Article 8]</b> In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by regulations, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Charter, Internal	<b>[Clause 5.2, Article 8]</b> In the event that the number of Board of Directors candidates through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the Company's	The regulations are amended to comply with the Charter.



No.	Current Regulation	Draft Amendment and Supplement	Explanation of the Amendment and Supplement
	Management Regulations of CCI and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.	Charter, the Internal Regulations on Corporate Governance, and the Board of Directors' operating regulations. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.	
8.	<p><b>[Clause 3, Article 10]</b></p> <p>The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and regulations in the Company Charter and Internal Governance Regulations.</p>	<p><b>[Clause 3, Article 10]</b></p> <p>The execution of decisions of the Board of Directors, or of its sub-committees, must comply with current laws and regulations and the provisions of the Company's Charter and <u>the Internal Regulations on Corporate Governance.</u></p>	The regulations are amended to comply with the Charter.
9.	<p><b>[Clause 2, Article 12]</b></p> <p>In case the chairperson or minute-taker refuses to sign the minutes of the meeting, but if all other members of the Board of Directors attending agree and approve the signed minutes, and the minutes have full content as prescribed in in points a, b, c, d, e, f, g and h of Clause 1 of this Article, then these Minutes are valid.</p>	<p><b>[Clause 2, Article 12]</b></p> <p>If the chairperson or minute-taker refuses to sign the minutes, but all other attending Board members agree and sign the minutes with full content as prescribed in points a, b, c, d, e, f, g and h of Clause 1 of this Article, then these minutes are valid. The Meeting Minutes shall clearly state the refusal of the chairperson or minute-taker to sign. The signatory of the minutes is jointly responsible for the accuracy and truthfulness of the Board of Directors Meeting Minutes. The chairperson and minute-taker are personally liable for damages incurred by the company due to refusal to sign the minutes as prescribed by the Law on Enterprises, the Company Charter, and relevant laws.</p>	The regulations are amended to comply with the Charter.



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

No: 45 /QĐ-HĐQT

*Ho Chi Minh City, April 21, 2025*

**DECISION**

**BOARD OF DIRECTORS OF CONSTRUCTION CORPORATION NO. 1-  
JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, effective from January 01, 2021, of the National Assembly;
- Pursuant to the current Charter on Organization and Operation of Construction Corporation No. 1 - JSC;
- Pursuant to the Resolution of the Annual General Meeting of Shareholders 2025 of Construction Corporation No. 1 - JSC No. 02/NQ-ĐHĐCĐ, dated April 21, 2025.

**DECISION**

**Article 1:** To issue together with this Decision the Operational Regulations of the Board of Directors of Construction Corporation No. 1-JSC (CC1).

**Article 2:** The Regulations on Operation of the Board of Directors of CC1 shall take effect from April 21, 2025, and replace the Regulations issued under Decision No. 77/2024/QĐ-HĐQT dated May 24, 2024.

**Article 3:** Members of the Board of Directors, the Board of Management of CC1, and CC1's departments/divisions are responsible for implementing this Decision.

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



**Recipients:**

- As Article 3
- Archived Administrative Office, BOD's Secretatry of CC1

**Phan Huu Duy Quoc**



**CONSTRUCTION CORPORATION NO. 1 – JSC**



**REGULATIONS  
ON OPERATION OF THE BOARD OF  
DIRECTORS  
CONSTRUCTION CORPORATION NO. 1 –  
JSC**

*Ho Chi Minh City, 21<sup>st</sup> April, 2025*



**REGULATIONS**  
**ON OPERATION OF THE BOARD OF DIRECTORS**  
**CONSTRUCTION CORPORATION NO. 1 – JSC**

*(Issued together with Decision No. 45/QĐ – HĐQT dated 21<sup>st</sup> April 2025 of the  
Board of Directors of Construction Corporation No. 1 – JSC)*

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## **CHAPTER I: GENERAL PRINCIPLES**

### **Article 1. Legal Basis**

The Regulations on Operation of the Board of Directors of Construction Corporation No. 1 - JSC ("Company") are formulated based on the following legal bases:

1. Current legal regulations of the Socialist Republic of Vietnam.
2. Charter of Construction Corporation No. 1 - JSC (hereinafter referred to as the "Company Charter").

### **Article 2. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: the Regulations on Operation of the Board of Directors stipulate the organizational structure of personnel, operating principles, powers, and obligations of the Board of Directors and members of the Board of Director to operate in accordance with the Company Charter and other relevant legal regulations.
2. Scope of Application: These regulations apply to the Board of Directors, members of the Board of Directors, the General Director, and other managers of the Company.

## **CHAPTER II: RESPONSIBILITIES, AUTHORITIES, AND OPERATING PRINCIPLES OF THE BOARD OF DIRECTORS**

### **Article 3. Legal Responsibilities of the Board of Directors**

The responsibilities of the Board of Directors are stipulated as follows:

1. The Board of Directors is the Company's management agency, having full authority on behalf of the Company to decide all matters related to the Company's rights, legitimate interests, and obligations, except for matters under the authority of the General Meeting of Shareholders as stipulated in the Company's Charter and in accordance with legal regulations.
2. Based on current legal regulations and the Company's Charter, the Board of Directors submits to the General Meeting of Shareholders for approval the issuance of the "Regulations on the Operation of the Board of Directors."

### **Article 4. Rights and Obligations of the Board of Directors**

1. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:



- a. Decide on strategies, medium-term development plans, and supervise the implementation of short-term and long-term development plans and business plans of the Company. Approve adjustments and changes to the Company's annual business plan based on authorization from the General Meeting of Shareholders when deeming such adjustments are consistent with the strategy and development plan approved by the General Meeting of Shareholders.
- b. Propose the types of shares and the total number of shares offered for sale for each type.
- c. Decide on the sale of unsold shares within the authorized offering limit for each share type; decide on raising additional capital in other forms.
- d. Decide on the selling price of shares; Decide on the offering of bond types, excluding convertible bonds and bonds with warrants as regulated by the Law on Securities.
- e. Decide on share buybacks as stipulated in Clause 1 and Clause 2, Article 133 of the Law on Enterprises.
- f. Decide on investment plans and investment projects within the authority and limits prescribed by law.
- g. Decide on solutions for market development, marketing, and technology.
- h. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value from 10% (ten percent) of the total asset value recorded in the Company's latest Financial Statements and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138 of the Law on Enterprises. For the remaining value under the authority of the General Director, based on their authority and depending on Company's production and business performance, the General Director has the right to assign, delegate, and re-authorize.
- i. Decide on the purchase of assets, loans, borrowings, guarantees, pledges, and mortgages of Company assets with a value from 10% (ten percent) of the total asset value recorded in the Company's latest Financial Statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and the Company's Charter. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and



business performance, the General Director has the right to assign, delegate, and authorize.

- j. Decisions to invest in or sell assets with a value from 10% (ten percent) or more of the total asset value recorded in the Company's most recent Financial Statement, except in cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority and depending on the Company's production and business situation, the General Director has the right to assign, decentralize, and delegate authority.
- k. Election, dismissal, removal the Chairman and Vice Chairman of the Board of Directors; appointment, dismissal, removal, signing of labor contracts, terminate labor contracts, decide salaries, remuneration, bonuses, and other benefits of the General Director, Deputy General Directors, Chief Accountant, and other positions under the authority of the Board of Directors as prescribed by law. Appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies, and decide on their remuneration and other benefits.
- l. Supervise and direct the General Director and other managers in the daily business operations of the Company.
- m. Recommend the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses incurred during business operations.
- n. Recommend the reorganization or dissolution of the Company; request bankruptcy of the Company.
- o. Submit the audited annual Financial Statements to the General Meeting of Shareholders.
- p. Decide on the internal organizational structure and internal management regulations of the Company; decide on the establishment, merger, division, consolidation, conversion of type, restructuring, and dissolution of subsidiaries, branches, representative offices, and capital contribution, purchase of shares of Business Units or sale of shares, capital contribution of the Company in other enterprises within the scope of its authority as prescribed in the Charter and internal regulations of the Company.



- q. Decide to issue the Regulations on Operation of the Board of Directors, the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, and the Company's Information Disclosure Regulations.
  - r. Decide on profit distribution and allocation, and use of Funds (Development Investment Fund; Reward and Welfare Fund, etc.) according to the plan approved by the General Meeting of Shareholders.
  - s. Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions.
  - t. Decide the price or organize the valuation of non-cash assets contributed to the Company, including but not limited to gold, land use rights, intellectual property rights, technology, business secrets, and other legal assets.
  - u. Resolve complaints of the Company against the Managers of CC1 as well as decide on the selection of CC1's representatives to resolve issues related to legal procedures against such Managers.
  - v. The Independent Members of the Board of Director of the Company must prepare an evaluation report on the Board of Directors' operating.
  - w. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.
2. The Board of Directors passes resolutions and makes decisions by voting at meetings, obtaining opinions in writing, or other forms as prescribed by the Company's Charter. Each member of the Board of Directors has one vote.
  3. If a resolution or decision passed by the Board of Directors violates legal provisions, the resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who approved such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for the damage; members who objected to the passage of said resolution or decision are exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul said resolution or decision.

**Article 5. Duties and powers of the Board of Directors in approving and signing transaction contracts.**



1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions leading to a total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded on the latest Financial Statement between the Company and one of the following entities.
  - Member of the Board of Directors, General Director, other managers, and related persons of these entities.
  - Shareholders, authorized representatives of shareholders owning more than 10% of the Company's total common share capital, and their related persons.
  - Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing the contract or transaction must notify the member of the Board of Directors of the related parties to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification; Member of the Board of Directors with interests related to the parties to the contract or transaction shall not have the right to vote.

**Article 6. Responsibilities of the Board of Directors in convening extraordinary General Meeting of Shareholders.**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases.
  - a. The Board of Directors considers it necessary for the benefit of the Company.
  - b. The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law.
  - c. At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and gather sufficient signatures of the relevant shareholders.
  - d. Other cases as prescribed by law and the Company's Charter.
2. Convening an extraordinary General Meeting of Shareholders.



The Board of Directors must convene a General Meeting of Shareholders within 360 (three hundred and sixty) days from the date the number of remaining members of the Board of Directors is less than the minimum number of members as prescribed in the Company's Charter or from the date of receiving the request specified in Point c, Clause 1 of this Article.

3. The convener of the General Meeting of Shareholders must perform the following tasks.
  - a. Prepare a list of shareholders entitled to attend the meeting.
  - b. Provide information and resolve complaints related to the list of shareholders.
  - c. Establish the agenda and content of the meeting.
  - d. Prepare documents for the meeting.
  - e. Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting; list and details of candidates in case of election of members of the Board of Directors.
  - f. Determine the time and location of the meeting.
  - g. Send meeting invitations to each shareholder eligible to attend the meeting according to the Law on Enterprises.
  - h. Other tasks serving the meeting.

#### **Article 7. Operating principles of the Board of Directors**

To perform the duties and authorities specified in these Regulations and the Company Charter, the Board of Directors operates according to the following principles:

1. The Board of Directors works according to the principle of collective leadership expressed through the Board of Directors' resolutions.
2. The Board of Director' members are individually responsible for their own work and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
3. The Board of Directors assigns the General Director the responsibility to organize and implement the resolutions and decisions of the Board of Directors.

### **CHAPTER III: ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS**

#### **Article 8. Board of Director' member**



1. The number of Board of Director' members is decided by the General Meeting of Shareholders. The number of Board of Director' members is 05 (five) members. The term of the Board of Directors is 05 (five) years. The term of a member of the Board of Directors does not exceed five (05) years and can be re-elected with an unlimited number of terms.

The structure of the Company's Board of Directors includes: Chairman, Vice Chairman and members. The Board of Directors structure ensures that at least 1/3 of the total number of Members of the Board of Directors are non-executive members and has at least 01 (one) Independent member of the Board of Directors. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 02 (two) consecutive terms and must meet the standards and conditions specified in Clause 2, Article 155 of the Law on Enterprises.

2. Rights and obligations of Members of the Board of Directors.
  - 2.1 Board of Director' members have full rights as prescribed by the Law on Securities, relevant laws and the Company Charter.
  - 2.2 Right to be provided with information of Board of Director' member
    - a. Board of Director' members have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of the units within the Company.
    - b. The requested manager must provide information and documents promptly, fully and accurately as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information are specified in the Company Charter.
  - 2.3 Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:
    - a. Perform their duties honestly and carefully for the best interests of the shareholders and the Company.
    - b. Fully attend Board of Directors meetings and provide opinions on issues raised for discussion.
    - c. Report promptly and fully to the Board of Directors all remunerations received from subsidiaries, affiliated companies and other companies.
    - d. Report to the Board of Directors at the nearest meeting transactions between the Company, subsidiaries with Board of Director' members and their related persons; transactions between the Company and the Company



in which the member of the Board of Directors is a founding member or a business manager within the last 03 years before the transaction date.

- e. Publicly disclose information when conducting Company stock transactions in accordance with legal regulations.

3. Standards and conditions for Board of Director' member

3.1. Board of Director' members must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises.
- b. Possess professional qualifications and experience in business administration or in the Company's business field, sector, or profession, and not necessarily be a shareholder of the Company.
- c. A Company's Board of Director' member can only concurrently serve as a member of the Board of Directors of a maximum of 05 other companies.

3.2. Independent Board of Director' members as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

- a. Not a person currently working for the Company or the Company's subsidiaries; not a person who has worked for the Company or the Company's subsidiaries for at least 03 consecutive years prior.
- b. Not a person currently receiving salary or remuneration from the Company, except for allowances that Board of Director' members are entitled to as regulated.
- c. Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or the Company's subsidiaries.
- d. Not a person directly or indirectly owning at least 01% of the total voting shares of the Company.
- e. Not a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least the previous 05 consecutive years, except in cases of continuous appointment for 02 terms.



4. Dismissal, removal, replacement, and supplementation of Board of Director' members
  - 4.1 The General Meeting of Shareholders dismisses Board of Director' members in the following cases:
    - a. Not meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises.
    - b. Submitting a resignation letter and having it approved.
    - c. Other cases specified in the Company's Charter.
  - 4.2 The General Meeting of Shareholders removes Board of Director' members in the following cases:
    - a. Not participating in Board of Directors activities for 06 consecutive months, except in cases of force majeure.
    - b. Other cases specified in the Company's Charter.
  - 4.3 When considers necessary, the General Meeting of Shareholders decides to replace Board of Director' members; dismisses or removes Board of Director' members in addition to the cases specified in Clauses 1 and 2 of this Article.
  - 4.4 The Board of Directors must convene a General Meeting of Shareholders to elect additional Board of Director' members in the following cases:
    - a. The number of Board of Director' members is reduced by more than one-third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members falls below one-third.
    - b. The number of independent Board of Director' members decreases, failing to ensure the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises.
    - c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders elects new members to replace the dismissed or removed Board of Director' members at the nearest meeting.
5. Procedures for electing, dismissing, and removing Board of Director' members
  - 5.1 A shareholder or group of shareholders owning from 10% of the total common shares or more has the right to nominate individuals to the Board of Directors. The nomination of individuals to the Board of Directors is carried out as follows:



- a. Ordinary shareholders forming a group to nominate a person to the Board of Directors must inform the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.
  - b. Based on the number of Board of Directors members, the shareholder or shareholder group specified in this clause has the right to nominate one or several persons as prescribed to be candidates for the Board of Directors. In the event that the number of candidates nominated by a shareholder or shareholder group is less than the number of candidates they are entitled to nominate according to the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
- 5.2 In the event that the number of Board of Directors candidates through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the Company's Charter, the Internal Regulations on Corporate Governance, and the Board of Directors' operating regulations. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.
- 5.3 The voting to elect members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The successful candidates for the Board of Directors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes, or a selection will be made based on the election regulations or the Charter.
- 5.4 The election, dismissal, and removal of members of the Board of Directors are decided by the General Meeting of Shareholders based on the principle of voting.
6. Announcement of the election, dismissal, and removal of members of the Board of Directors.



6.1 In the event that the Board of Directors candidates have been identified, the Company must publish information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on CC1's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment to the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to Board of Directors candidates to be published includes:

- a. Full name, Date of birth.
- b. Qualification.
- c. Work experience.
- d. Other management positions (including Board of Directors positions at other companies).
- e. Interests related to the Company and the Company's related parties.
- f. Other information (If any) as prescribed in the Company's Charter.
- g. The Company is responsible for disclosing information about the companies in which the candidate is currently holding the position of a member of the Board of Directors, other management positions, and interests related to the Company of the Board of Directors candidate (if any).

6.2 The announcement of the results of the election, dismissal, and removal of members of the Board of Directors shall comply with the regulations guiding information disclosure.

#### **Article 9. Chairman, Vice Chairman of the Board of Directors**

1. The Chairman and Vice Chairman of the Board of Directors are elected, dismissed, and removed from among the members of the Board of Directors. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
2. The Chairman of the Board of Directors has the following rights and duties:
  - a. Establish the Board of Directors' operational plan and program.
  - b. Prepare the program, content, and documents for Board of Directors meetings; convene and preside over Board of Directors meetings.
  - c. Chair of the General Meeting of Shareholders.



- d. Organize the approval of resolutions and decisions of the Board of Directors.
  - e. Supervise the implementation of the Board of Directors' resolutions and decisions.
  - f. Assign tasks to members of the Board of Directors and members of sub-committees that advise and support the Board of Directors.
  - g. Other rights and obligations as prescribed by the Law on Enterprises.
3. In the event the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within 10 (ten) working days from the date of receipt of the resignation or removal/dismissal. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles specified in the Charter. In the event there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification facility, compulsory educational institution, flees their place of residence, has limited or lost civil act capacity, has difficulty in perception, controlling behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain jobs, the remaining members of the Board of Directors shall elect one person among the members to hold the position of Chairman of the Board of Directors on the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.
4. When considers necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary has the following rights and duties:
- a. Support the organization of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes.
  - b. Support members of the Board of Directors in exercising their assigned rights and obligations.
  - c. Support the Board of Directors in applying and implementing the Company's governance principles.
  - d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with



information provision obligations, information disclosure, and administrative procedures.

- e. Attend meetings.
- f. Ensure that the Board of Directors' resolutions comply with the law.
- g. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors.
- h. The Company Secretary is responsible for information confidentiality in accordance with the provisions of law and the Company Charter.

#### **Article 10. Committees and sub-committees assisting the Board of Directors**

- 1. The Board of Directors may establish subordinate committees and sub-committees to be in charge of development policy, human resources, compensation and benefits, internal audit, and risk management.
- 2. The number of members of a sub-committee, decided by the Board of Directors, must be at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members is appointed as Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only valid when approved by a majority of the members attending and voting at the sub-committee meeting.
- 3. The execution of decisions of the Board of Directors, or of its sub-committees, must comply with current laws and regulations and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

#### **Article 11. Board of Directors Meeting**

- 1. The Chairman is elected in the first meeting of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the Board of Director' member with the highest number of votes or the highest percentage of votes. In the event that more than 01 (one) member has the same highest number or percentage of votes, the members shall vote by majority rule to select 01 (one) person among them to convene the Board of Directors meeting. When considers necessary, the Board of Directors elects a Vice Chairman to support the Chairman.
- 2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.



3. The Chairman convenes Board of Directors meetings in the following cases:
  - a. At the request of an Independent members of the Board of Directors.
  - b. At the request of the General Director or at least 05 (five) other Managers.
  - c. At the request of at least 02 (two) Board of Director' member.
4. The request stipulated in Clause 3 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.
5. The Chairman must convene a Board of Directors meeting within 07 (seven) working days from the date of receiving the request specified in Clause 3 of this Article. In case the Chairman fails to convene the Board of Directors meeting as requested, the Chairman shall be responsible for any damages incurred by the Company; the requester has the right to replace the Chairman to convene the Board of Directors meeting.
6. The Chairman or the convener of the Board of Directors meeting must send a meeting invitation at least 03 (three) working days before the meeting date. The invitation must clearly specify the time and location of the meeting, the agenda, the issues to be discussed and decided upon. The meeting invitation must be accompanied by documents to be used at the meeting and the members' voting ballots.

The Board of Directors meeting invitation can be sent by letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, ensuring it reaches the registered contact address of each Board of Director' member at the Company.

7. The Chairperson or the convener sends the meeting invitation and accompanying documents to the Board of Director' member.
8. A Board of Directors meeting is held when at least three-quarters (3/4) of the total number of members are present. If the meeting convened under the provisions of this clause does not have the required number of members present, a second meeting shall be convened within 07 (seven) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Director' member are present.
9. A Board of Director' member is considered to have attended and voted at the meeting in the following case:
  - a. Attending and voting directly at the meeting.



- b. Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article.
  - c. Attend and vote via online conference, electronic voting, or other electronic means.
  - d. Send voting ballots to the meeting via mail, fax, or email.
10. In the case of sending voting ballots to the meeting by mail, the ballots must be in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting commences. Ballots will only be opened in the presence of all attendees.
11. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote if approved by the majority of the Board of Directors.
12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the attending members; In case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 12. Minutes of the Board of Directors Meeting**

1. Board of Directors meetings must be recorded in minutes and may be audio or video recorded and stored in other electronic formats. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:
- a. Name, head office address, and enterprise registration code.
  - b. Time and location of the meeting.
  - c. Purpose, agenda, and content of the meeting.
  - d. Full name of each attending member or authorized representative and method of attendance; full name of absent members and reasons for absence.
  - e. Matters discussed and voted on at the meeting.
  - f. Summary of each member's comments in the order of the meeting's proceedings.
  - g. Voting results, clearly stating members who voted in favor, against, and abstained.
  - h. Matters approved and the corresponding approval rate.
  - i. Full name and signature of the chairperson and minute-taker, except as provided in Clause 2 of this Article.



2. If the chairperson or minute-taker refuses to sign the minutes, but all other attending Board members agree and sign the minutes with full content as prescribed in points a, b, c, d, e, f, g and h of Clause 1 of this Article, then these minutes are valid. The Meeting Minutes shall clearly state the refusal of the chairperson or minute-taker to sign. The signatory of the minutes is jointly responsible for the accuracy and truthfulness of the Board of Directors Meeting Minutes. The chairperson and minute-taker are personally liable for damages incurred by the company due to refusal to sign the minutes as prescribed by the Law on Enterprises, the Company Charter, and relevant laws.
3. The chairperson, minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the Board of Directors meeting minutes.
4. Minutes of Board of Directors meetings and documents used in the meeting must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

### **Article 13. Annual Report Proposal**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a. Company's business performance report.
  - b. Financial statements.
  - c. Report evaluating the Company's management and administration.
2. The reports stipulated in Clause 1 of this Article and the audit reports must be kept at the Company's headquarters at least 10 (ten) days before the opening date of the Annual General Meeting of Shareholders, unless the Charter stipulates a longer period. Shareholders who have continuously held the Company's shares for at least 01 (one) year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly review the reports specified in this Article.

### **Article 14. Remuneration, bonuses, and other benefits of Members of the Board of Directors.**

1. The Company has the right to pay remuneration and bonuses to Board of Director' members based on business results and performance.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days



required to complete the tasks of a Board of Director' member and the remuneration rate per day. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board of Director' member is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Board of Director' members holding executive positions or Board of Director' members working in sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Board of Director' member may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Board of Director' members are entitled to be reimbursed for all travel, meal, accommodation, and other reasonable expenses they have incurred in performing their responsibilities as Board of Director' members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Board of Director' members may be insured by the Company for liability after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover insurance for the liabilities of Board of Director' members related to violations of law and the Company's Charter.

#### **Article 15. Disclosure of related interests.**

Unless the Charter provides otherwise, the disclosure of the Company's interests and affiliated persons shall be implemented as follows:

1. Board of Director' members of the Company must declare to the Company their related interests, including:
  - a. Name, enterprise code, head office address, business lines of the enterprise in which they own capital contribution or shares; the percentage and time of ownership of such capital contribution or shares.



- b. Name, enterprise code, head office address, business lines of the enterprise in which their affiliated persons jointly own or individually own capital contribution or shares exceeding 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 (seven) working days from the date the related interest arises; amendments and supplements must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.
3. Board of Director' member acting personally or on behalf of others to conduct work in any form within the scope of the Company's business operations must explain the nature and content of such work to the Board of Directors and may only proceed upon approval by the majority of the remaining Board of Director' members; if conducted without declaration or without the Board of Directors' approval, all income derived from such activities belongs to the Company.

#### **CHAPTER IV: RELATIONSHIP OF THE BOARD OF DIRECTORS**

##### **Article 16. Relationship between Board of Director' members**

1. The relationship between Board of Director' members is collaborative, and Board of Director' members are responsible for informing each other about relevant issues during the assigned work process.
2. During the work process, the assigned Board of Director' member is primarily responsible for actively coordinating the handling, especially if there are issues related to the areas under the responsibility of other Board of Director' members. In cases of differing opinions among Board of Director' members, the primarily responsible member reports to the chairman of the Board of Director for consideration and decision according to authority, or organizes a meeting or obtains opinions from Board of Director' members as prescribed by law, the Company Charter, and these Regulations.
3. In the event of reassignment among Board of Director' members, the Board of Director' members must hand over related work, records, and documents. This handover must be documented in writing and reported to the chairman of the board of directors.

##### **Article 17. Relationship with the General Directors Board**

With the management role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Directors inspects and supervises the implementation of the resolutions.

##### **Article 18. Relationship with the Audit Committee**



1. The relationship between the Board of Directors and the Audit Committee is collaborative. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving inspection reports from the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrections.

## **CHAPTER V: IMPLEMENTATION CLAUSES**

### **Article 19. Effective Date**

1. These Regulations are effective from the date of issuance and supersede previous Regulations with the same content.
2. Board of Director' members, General Director, and other Company Managers are responsible for implementing these Regulations.
3. In case of conflict between these Regulations and the Company Charter on the same issue, the provisions of the Charter shall prevail.

### **Article 20. Supplements and Amendments**

During implementation, any suggestions for amendments and supplements should be submitted in writing to the Board of Directors for consideration and submission to the General Meeting of Shareholders for approval.

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



**Phan Huu Duy Quoc**