VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC
No.1A/2026/TT-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
Hanoi, June 02, 2026.

PROPOSAL
On approving the Regulation on organizing the General Meeting of Shareholders and Regulations on election of members of the Board of Directors

To: Annual General Meeting of Shareholders of the Corporation in 2026

Pursuant to the Law on Enterprises No. 59/2020/QH14 promulgated on June 17, 2020 and documents amending, supplementing and guiding the implementation;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and documents amending, supplementing and guiding the implementation;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company ("the Corporation");

Pursuant to the requirements for completion of the Corporation's management system,

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the promulgation of important internal regulations as follows:

1. The necessity of promulgating

a) Regulations on organization of meetings of the General Meeting of Shareholders

The organization of the General Meeting of Shareholders should be standardized in order to:

- Ensure full compliance with current legal regulations;
- Improve transparency, publicity and protect shareholders' interests ;
- Standardize the process of organizing meetings, voting and information disclosure;
- Create a uniform legal basis applicable to all AGMs.

b) For the Regulation on election of members of the Board of Directors and independent members of the Board of Directors

The promulgation of the Election Regulation is necessary to:

- Ensure that the election process is transparent, fair and in accordance with the law;
- Meet the requirements of the structure of the Board of Directors, especially independent members as prescribed;
- Improve the quality of governance and supervisory capacity of the Board of Directors;
- Create a clear legal basis for organizing elections at the General Meeting of Shareholders.

2. Main contents of the Regulations

a) Regulations on organization of meetings of the General Meeting of Shareholders

The Regulation includes the following principal contents:

- Regulations on:
  + Convening of the General Meeting of Shareholders
  + Conditions for conducting meetings
  + Rights and obligations of participating shareholders
- Order and procedures:
  + Register to attend
  + Authorization to attend
  + Shareholder Eligibility Check
- Regulations on:
  + Running the Congress
  + Discussion
  + Voting (in person, electronic, in writing)
- Principles of vote counting, making minutes and announcing resolutions
- Special handling cases (postponement of meetings, cancellation of meetings, online meetings, etc.)

b) Regulations on election of members of the Board of Directors and independent members of the Board of Directors

- The Regulations stipulate:
- Criteria and conditions for candidacy and nomination
- Structure of the Board of Directors, proportion of independent members
- Dossiers of candidacy and nomination
- Election method:
- Principle:
  + Equality
  + Transparency
  + Non-discrimination
- Process:
  + Make a list of candidates
  + Election organization
  + Vote counting
  + Announcement of results
- Handling of special cases in elections

3. Validity and organization of implementation

The Regulations take effect from the time they are approved by the General Meeting of Shareholders.

Respectfully submit to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

***Recipients*:**
- Shareholders of the Corporation;
- Kept at BOD's office for archirved

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

CTCP TỔNG CÔNG TY CÔNG TRÌNH ĐƯỜNG SẮT VIỆT NAM
RCC SINCE 1979
MSDN:3300101075

Vu Duc Tien

VIETNAM RAILWAY CONSTRUCTION CORPORATION., JSC

SOCIALIST REPUBLIC OF VIETNAM
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DRAFT

REGULATIONS ON ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

Article 1. Legal basis

1. Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents;
2. Law on Securities No. 54/2019/QH14 dated November 26, 2019 and guiding documents;
3. Charter of organization and operation of Vietnam Railway Construction Corporation Joint Stock Company (the Corporation);
4. Relevant legal documents.

Article 2. Purpose and scope of regulation

1. Stipulating the order and procedures for organizing and conducting the General Meeting of Shareholders.
2. Applicable to all Annual General Meetings, Extraordinary General Meetings of Shareholders and face-to-face, online or combined meetings.

Article 3. Organizational principles:

1. Openness, transparency and equality.
2. Ensuring the legitimate rights and interests of shareholders.
3. Comply with the law and the Company's Charter.

Article 4. Explanation of words and abbreviations

1. "Corporation": means Vietnam Railway Construction Corporation Joint Stock Company;
2. "Charter": means the Charter of organization and operation of the Corporation;
3. "General Meeting of Shareholders": General Meeting of Shareholders
4. "Board of Directors" means the Board of Directors of the Corporation;
5. "The Board of Directors" is the Chairman of the Board of Directors.

Article 5. Convening the General Meeting of Shareholders

1. Convening the General Meeting of Shareholders as prescribed in Article 140 of the Law on Enterprises and Article 18 of the Corporation's Charter:

a) The Corporation must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders.

2. Invitation to the General Meeting of Shareholders as prescribed in Article 143 of the Law on Enterprises.

a) The notice of invitation to the meeting must be sent at least 21 days before the opening date of the Congress.

b) The notice of the meeting must be enclosed with: the meeting agenda, meeting documents, draft resolutions and voting votes.

c) Meeting documents may be posted on the Corporation's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

3. Meeting documents must be announced on time and in accordance with the meeting agenda.

Article 6. Conditions for conducting, registering shareholders to attend the meeting and authorization issues

1. A meeting is valid when the number of shareholders attending the meeting represents more than 50% of the total votes.

2. In case of inadequacy, the 2nd and 3rd summons shall be carried out according to the provisions of Clauses 2 and 3, Article 19 of the Corporation's Charter.

3. Before the opening of the meeting, the Corporation shall carry out the procedures for registering shareholders until all shareholders who have the right to attend the meeting are present to register. The Corporation shall issue to each shareholder or authorized representative a card and a voting slip on which is inscribed with the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder, together with the printed meeting documents (if any).

4. Shareholders attending the meeting are responsible for registering and confirming their attendance. The list of shareholders attending the meeting must be reported to the General Meeting of Shareholders.

5. The authorization for individuals and organizations representing the General Meeting of Shareholders to attend the General Meeting of Shareholders must be made in writing and signed as prescribed in Clause 2, Article 16 of the Corporation's Charter and the authorized person must submit a written authorization when registering to attend the meeting.

Article 7. Form of meeting and format of conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders may be held in person, online or in combination as prescribed in Article 18 of the Internal Regulation on corporate governance.

2. The format for conducting the General Meeting of Shareholders is as follows:

a) Opening;

b) Register shareholders to attend the meeting;

c) Electing the Chairman, appointing the Secretary and electing the Vote Counting Committee;

d) Approval of the program and content of the meeting;

e) Presenting reports and submissions;

f) Discussion;

g) Voting on issues at the General Meeting of Shareholders;

h) Approving the minutes and resolutions of the General Meeting of Shareholders;

i) Closing.

Article 8. Order of the General Meeting of Shareholders

1. Shareholders when entering the meeting room must sit in the right position or area specified by the Organizing Committee of the meeting. Comply with the placement arrangement of the Organizing Committee.

2. Do not talk privately, do not use mobile phones during the Congress. All mobile phones must be turned off or not ring.

3. Shareholders/shareholder representatives are responsible for attending the General Meeting of Shareholders from the beginning of the general meeting to the end of the general meeting. In case any shareholder/shareholder representative has to leave the meeting before the end of the General Meeting due to force majeure, such shareholder/shareholder representative is responsible for contacting the Organizing Committee to notify and at the same time return the voting vote to the Organizing Committee along with his/her voting opinions on the issues to be voted on at the General Meeting. association.

Article 9. Voting to approve issues at the General Meeting of Shareholders

1. Principle:

a) Issues on the agenda of the General Assembly must be approved by direct vote at the General Assembly. Each shareholder is issued a voting slip, which states the ownership registration number, the number of voting shares (ownership and authorization) of the shareholder. The voting slips shall be affixed with the seal of the Corporation.

b) For matters on which shareholders and persons authorized to attend meetings are persons with related interests not included in the interests of shareholders specified in the Corporation's Charter, shareholders and persons authorized to attend meetings do not participate in voting. The number of votes held by shareholders attending the meeting and the number of votes of persons authorized to attend meetings shall not be included in the total number of votes for issues on

which shareholders and persons authorized to attend meetings with related interests are put forward for opinions.

2. How to vote

a) Voting directly at the General Meeting

– Shareholders vote (*approve, disapprove, no opinion*) on an issue by voting directly at the General Meeting.

– When voting to approve an issue raised by the General Assembly:

+ For contents related to general meeting procedures, shareholders shall use **Voting cards**: under the guidance of the Chairman, shareholders *Endorsement* pass, hold up the voting card and let the members of the Vote Counting Committee collect their votes. Similarly, shareholders *Disapprove*, *No Comments* will be counted in turn

+ For issues discussed and consulted at the General Meeting, shareholders shall give their opinions on **Voting**, and submit it to the Vote Counting Board for vote counting.

b) Vote by sending the ballot paper by post, fax, email

– Shareholders vote *(approve, disapprove, have no opinions*) on an issue by marking the voting slip according to the instructions attached to the meeting invitation and send it to the Corporation's headquarters, ensuring that the Organizing Committee receives the ballot box before the time of sealing the ballot box for vote counting.

– Votes sent to the Organizing Committee after the time of sealing the ballot boxes will not be counted.

3. Voting Rules

a) Each ownership share or ownership representative corresponds to a voting unit.

b) The decision of the General Meeting of Shareholders shall be adopted at the meeting when it is approved by the number of shareholders representing more than 50% of the total number of votes of shareholders with voting rights who are present in person or through representatives authorized to attend and vote at the General Meeting. except for the decisions specified in Section c, Clause 3 of this Article.

c) Decisions of the General Meeting of Shareholders related to the amendment and supplementation of the Charter, types of shares and the number of shares to be offered, changes in the organizational structure of the company's management, changes in business lines, reorganization and dissolution of the company, etc transactions of purchase and sale of assets of the Corporation or its branches with a value of 35% or more of the total value of the Corporation's assets calculated according to the latest audited financial statements shall be approved when 65% or more of the total votes of shareholders with voting rights are present

in person or through authorized representatives the right to attend and vote at the meeting of the General Assembly.

Article 10. Comments at the General Meeting of Shareholders

1. Principle

Shareholders attending the General Meeting expressed their opinions and discussed, proceeded to register the contents of the speech according to the form of the Speech Registration Form (if any) of the Organizing Committee or raised the Card/Voting Sheet to request a speech and obtained the consent of the Chairman. The speech registration form will be distributed to each shareholder when attending the General Meeting. Shareholders submit a registration form to speak at the Secretariat of the General Meeting during the General Meeting. In order to ensure the order of the General Meeting when discussing, shareholders who register to speak according to the Registration Form will be given priority to speak first and then the shareholders will take turns to raise their Cards/Voting Cards to speak according to the arrangement of the Chairman.

2. How to speak

Shareholders spoke briefly and focused on the key contents to be discussed, in accordance with the content of the approved agenda of the General Meeting. The Chairman will arrange for shareholders to speak in the order of registration, and at the same time answer shareholders' questions. The Chairman of the General Meeting has the right to remind or request shareholders to focus on the key content to be spoken, to save time and ensure the quality of the discussion.

Article 11. Rights and responsibilities of the Chairman

1. Control the congress in accordance with the content of the agenda, the rules and regulations approved by the congress. The chairman works according to the principle of democratic centralization and decisions by majority.

2. Guide the Congress to discuss and collect voting opinions on issues included in the agenda of the Congress and related issues during the Congress.

3. The chairperson has the right to take necessary measures to control the meeting in a reasonable, orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

4. The presiding judge has the right to:

a) Require all attendees to submit to inspections or other security measures;

b) Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, intentionally disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

c) The presiding judge has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the

meeting as prescribed to another time or change the meeting venue in the following cases:

- The meeting venue does not have enough convenient seating for all attendees;
- There are people attending the meeting who obstruct or disrupt the order, causing the meeting to not be conducted in a fair and lawful manner;

d) The maximum postponement period shall not exceed 03 days from the date the meeting is intended to open;

5. Solve other issues that arise during the Congress.

Article 12. RESPONSIBILITIES OF THE SECRETARY

1. Fully and truthfully record all the contents of the general meeting and issues that have been approved or noted by shareholders at the General Meeting.

2. Drafting the Minutes of the Congress and Resolutions on issues passed at the Congress.

Article 13. RESPONSIBILITIES OF THE VOTE COUNTING COMMITTEE

1. 1. Vote count:

a) Determining the results of shareholders' voting on issues adopted at the General Meeting;

b) Promptly notify the Secretary of the Congress of voting results;

c) Organize the vote counting, make a vote counting record and announce the voting results of the General Meeting of Shareholders;

d) Collect the votes before the shareholders leave the meeting venue;

e) Hand over the vote counting record and all voting papers to the Organizing Committee for archiving as prescribed;

f) To consider and report to the Congress for decision on cases of violation of election rules or complaints about elections;

2. Election vote counting (if any)

a) Check and publish the list of candidates;

b) Disseminating election regulations and guiding how to vote for shareholders;

c) Distributing and collecting election ballots;

d) Examining and supervising the voting of shareholders and shareholder representatives;

e) Counting votes, making a record of vote counting, announcing the results of vote counting before the General Meeting of Shareholders;

f) Hand over the vote counting record and all election ballots to the Organizing Committee for archiving as prescribed.

Article 14. Minutes and resolutions of the General Meeting of Shareholders

1. The contents of the General Meeting of Shareholders must be recorded by the Secretary of the General Meeting of Shareholders in the Minutes of the General

Meeting of Shareholders as prescribed. The minutes of the General Meeting of Shareholders must be read and approved before the conclusion of the General Meeting.

2. The Resolution may be passed at the General Meeting of Shareholders or based on the Minutes of the meeting, the General Meeting of Shareholders authorizes the Board of Directors to promulgate the Resolution of the General Meeting of Shareholders.

Article 15. Information Disclosure

The minutes of the meeting and the Resolution of the General Meeting of Shareholders together with relevant documents shall be published in full on the website of the Corporation and the Stock Exchange within 24 hours to notify all shareholders in accordance with the provisions of law.

Article 16. Organization of implementation

1. This Regulation takes effect from July 30 2026, immediately after the General Meeting of Shareholders votes to approve.

2. The Board of Directors and the General Director of the Corporation shall be responsible for implementing this Regulation.

FOR AND ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

Vu Duc Tien

VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANY

REPORT

PRODUCTION AND BUSINESS RESULTS IN 2025
PRODUCTION AND BUSINESS PLAN IN 2026

(Report at the Annual General Meeting of Shareholders in 2026)

Hanoi, July 2026

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: /BC-Board of Directors

Hanoi, July 26 2026

REPORT
PRODUCTION AND BUSINESS RESULTS IN 2025 AND PRODUCTION AND BUSINESS PLAN IN 2026

- Distinguished guests!

- Dear Shareholders!

On behalf of the Board of Directors, I would like to report on the production and business results in 2025, the production and business plan in 2026 of Vietnam Railway Construction Corporation Joint Stock Company (hereinafter referred to as the Corporation or VRCC).

Part One
PRODUCTION AND BUSINESS RESULTS IN 2025

I. Production and business indicators:

1. Total output value: 532.563 billion VND (reaching 55% of the plan)
2. Revenue: VND 654.7 billion (reaching 72.7% of the plan)
3. Profit before tax: VND 16.5 billion
4. Value of signing construction and installation contracts: 474.9 billion VND, of which:
   - The Corporation signed 04 new contracts, value: 359.9 billion VND
   - Member units signed 09 new contracts, value: 115 billion VND
5. Capital collection: 443 billion VND
6. Unpaid construction and installation volume as of 31/12/2025: 164.2 billion VND
7. Cash and cash equivalents as of 31/12/2025: VND 52.3 billion
8. Loans and financial lease debts as of December 31, 2025: VND 417.7 billion, of which:
   - Short-term debt: VND 416.3 billion
   - Long-term debt: VND 1.4 billion
9. Customer receivables as of December 31, 2025: VND 421.2 billion
10. Amounts payable to sellers on 31/12/2025: VND 266.6 billion
11. Solvency factor: 1.2 times
12. Payment to the State budget: 10.6 billion VND
13. Average income of employees: 12.822 million VND/person/month.
    Fully implement policies for employees.

II. General assessment:

In 2025, the results of production and business activities will not meet the Resolution of the General Meeting of Shareholders in 2025. The work of finding jobs and signing new contracts faces many difficulties due to the objective conditions of the construction market (the administrative merger leads to many projects having to be suspended or delayed, etc.) and from subjective factors

such as the organization of approaching customers is not extensive and effective enough, member units have not actively looked for jobs.

Although in 2025, the Party and the State also have important decisions, typically Resolution 68 to promote the private economy. In order to achieve double-digit growth of over 10%, the government is also constantly promoting investment in urban transport infrastructure, starting the component project 1 of the Hanoi - Lao Cai - Hai Phong route, but it has not yet been able to be implemented simultaneously, so construction and installation enterprises also face many difficulties. the Company's expressway bidding package works are constructed in the stage of completion and handover and put into use, so in 2025 the value of the Company's output and revenue will be low, and the set targets will not be completed as planned.

Part Two

PRODUCTION AND BUSINESS PLAN IN 2026

I. Production and business indicators:

1. Total value of output: 1,000 billion VND
2. Revenue: 900 billion VND
3. Above contract signing value: 800 billion VND
4. Profit before tax: 20 billion VND
5. New investment in equipment: 30 billion VND
6. Average income of employees: 13.5 million VND/person/month
7. To fulfill all obligations to the State

II. Administrative measures:

In order to achieve the above-mentioned production and business targets, the Board of Directors of the Corporation focuses on implementing the following contents:

1. Recruit additional personnel, step up approaching, bidding and signing new contracts with high value and economic efficiency.
2. To coordinate with investors and relevant ministries and branches in arranging to record capital for completed works that have not yet been paid.
3. Focus on directing the fast construction of bidding packages XL01 of Duong Railway Bridge, XL Hoa Duong - Thanh Luyen Bidding Package, DT 488 overpass, Cho Moi - Bac Kan Expressway, Phu Tho Railway Station - under TP1 project of Hanoi - Lao Cai - Hai Phong route. Strengthen measures to improve quality and ensure safety.
4. To quickly direct the acceptance and payment test. Promptly settle procedures for payment of completed construction and installation volumes, actively urge debt recovery to ensure sufficient capital for the Corporation's production activities.
5. Continue to implement the group of solutions to improve the quality of corporate governance:

- Completing the system of regulations and legal documents of the Corporation. Formulate, amend and update to suit the current situation (Financial Regulation; Contract Regulations...)

- To renew the model of business organization and construction organization. Develop a mechanism to motivate member units to achieve their goals.

- Strengthen profit management, control indirect and direct costs effectively.

- Building a risk monitoring and management system.

- Building resource management software, unifying management from the Corporation to its member units.

6. To develop, research, approach and apply new technologies for high-speed railway projects in order to elevate the Corporation to the position of a technology-oriented unit for Vietnam's railway industry.

7. To carry out the recruitment and training of highly skilled managers, technicians and technical workers who are ready to receive technology transfer from abroad.

The above is the report on economic production results business in 2025, production and business plan in 2026.

Shareholders are requested to contribute their opinions as a basis, develop resolutions and assign them to the Board of Directors and the Board of Directors to organize the implementation.

Good health to our distinguished guests and shareholders!

Thank you very much.

Recipients:

- Shareholders;
- Kept at BOD's office for archirved.

ON BEHALF OF THE BOARD OF DIRECTORS

GENERAL DIRECTOR

VO VAN PHUC

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

SOCIALIST REPUBLIC OF VIETNAM
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ELECTION REGULATIONS
MEMBER OF THE BOARD OF DIRECTORS AT THE GENERAL MEETING OF SHAREHOLDERS

CHAPTER I
GENERAL PROVISIONS

Article 1. Legal basis

1. Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents;
2. Law on Securities No. 54/2019/QH14 dated November 26, 2019 and guiding documents;
3. Charter of organization and operation of Vietnam Railway Construction Corporation Joint Stock Company (the Corporation);
4. Relevant legal documents)n

Article 2. Purpose, scope of regulation and subjects of application

This Regulation is established to specify the principles and methods for the nomination, candidacy and election of members of the Corporation's Board of Directors at the General Meeting of Shareholders.

Article 3. Election principles:

1. Comply with laws and practices in Vietnam;
2. Comply with the Charter and conform to this Regulation;
3. Openness, democracy and legitimate interests of all shareholders.

Article 4. Explanation of words and abbreviations

1. "Corporation": means Vietnam Railway Construction Corporation Joint Stock Company;
2. "Charter": means the Charter of organization and operation of the Corporation;
3. "General Meeting of Shareholders": General Meeting of Shareholders
4. "Board of Directors" means the Board of Directors of the Corporation;
5. "The Board of Directors" is the Chairman of the Board of Directors.

CHAPTER II
REGULATIONS ON NOMINATION AND CANDIDACY OF MEMBERS OF THE BOARD OF DIRECTORS

Article 5. Number and criteria of members of the Board of Directors

1. The number of members of the Board of Directors is at least 03 people and at most 11 people. The number of members of the Board of Directors is specified in the Charter of the Corporation.

2. Criteria and conditions for members of the Board of Directors:

a) Members of the Board of Directors must satisfy the criteria for being a member of the Board of Directors as prescribed in Clause 1, Article 155 of the Law on Enterprises and Article 25 of the Corporation's Charter.

b) Independent members of the Board of Directors as prescribed in Clause 1 of this Article and Clause 2, Article 155 of the Law on Enterprises.

3. The number of independent members of the Board of Directors of a listed company must meet the following provisions:

a) Having at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;

b) There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;

c) There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members

Article 6. Right to nominate and run as a member of the Board of Directors

1. Shareholders or groups of shareholders have the right to combine the number of voting rights to nominate candidates for the Board of Directors as follows:

a) From 09% to less than 15% may nominate one (01) candidate;

b) From 15% to less than 30% may nominate a maximum of two (02) candidates;

c) From 30% to less than 50% may nominate a maximum of three (03) candidates;

d) From 50% to less than 65% may nominate a maximum of four (04) candidates;

e) 65% or more are nominated for sufficient candidates.

2. Ordinary shareholders voluntarily gather into groups that satisfy the prescribed conditions to nominate people to the Board of Directors. The grouping of shareholders is made according to the form *in Appendix 1* and submitted before the opening of the General Meeting.

3. In case the number of candidates approved by the Board of Directors for nomination and candidacy is still not enough to be necessary, the incumbent Board of Directors may nominate additional candidates. The procedure for the incumbent Board of Directors to recommend candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with the law.

Article 7. Dossier of participation in nomination and candidacy for election to members of the Board of Directors

1. Dossiers of participation in candidacy and nomination of candidates for election to the Board of Directors include:

a) Nomination form or Nomination form of candidates to join the Board of Directors *(Appendix 1)*. In case of forming a group to nominate a person to the Board of Directors, the group of shareholders must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Curriculum vitae self-declared by the candidate (*Appendix 2);*

c) A valid copy of ID card or CCCD or Passport.

2. Dossiers of participation in nomination or candidacy may be submitted directly or by registered mail and sent to the Corporation and ensured that the Organizing Committee of the General Meeting of Shareholders receives them before the opening time at the following address:

- Office of the Board of Directors of Vietnam Railway Construction Corporation.
  Address: Building No. 33 Lang Ha Street, O Cho Dua Ward, Hanoi City.
  Phone: 0243.5145715

3. Only nomination and candidacy dossiers that meet the conditions for nomination and candidacy and candidates who meet the corresponding conditions of members of the Board of Directors will be included in the list of candidates announced at the General Meeting of Shareholders.

CHAPTER III
ELECTIONS

Article 8. Selection of candidates

Based on the Nomination Forms, candidacies of shareholders, groups of shareholders and attached documents of the candidates, the Organizing Committee of the General Meeting of Shareholders will make a list of candidates who meet the prescribed conditions to elect members of the Board of Directors.

Article 9. Persons with the right to vote

Persons entitled to vote at the General Meeting of Shareholders are shareholders who own shares or persons authorized by shareholders to attend the meeting, according to the list of shareholders of the Corporation compiled and sent to the Corporation by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the date of making the list of shareholders entitled to attend the General Meeting of Shareholders.

Article 10. Forms and methods of election

1. The election of members of the Board of Directors of the Corporation will be carried out in the form of secret ballot by the method of cumulative voting.

2. Each shareholder or person attending the meeting has the total number of votes corresponding to the total number of voting shares (including the number of shares owned or authorized) multiplied by the number of elected members of the Board of Directors:

Total number of votes = Total number of voting shares x Number of elected members of the Board of Directors

3. Shareholders or delegators attending the meeting may pool their total votes to one candidate or distribute them to more than one candidate.

4. The total number of votes cast for a shareholder's candidates must not exceed the total number of votes cast by that shareholder.

Article 11. Election organization and monitoring

1. Vote Counting Committee:

a) The organization and supervision of elections shall be carried out by the Vote Counting Board in accordance with the provisions of this Regulation;

b) The Vote Counting Committee consists of one (01) Head and other members voted by the Congress at the request of the Chairman of the Congress.

c) Members of the Vote Counting Committee must not be named in the list of nominations or candidates for members of the Board of Directors.

2. The Vote Counting Committee must ensure the integrity, objectivity and confidentiality of information on the counting of votes and elections.

3. Tasks of the Vote Counting Committee:

a) Checking and announcing the list of candidates for the Board of Directors;

b) Disseminating election regulations and guiding how to vote for shareholders;

c) Distributing and collecting election ballots;

d) Examining and supervising the voting of shareholders and shareholder representatives;

e) Counting votes, making a record of vote counting, announcing the results of vote counting before the General Meeting of Shareholders;

f) Hand over the vote counting record and all election ballots to the Secretary of the Congress;

g) Other related tasks.

4. The Vote Counting Committee shall take full responsibility before law and the General Meeting of Shareholders for the compliance with this Regulation and for the accuracy of the vote counting results.

Article 12. Election ballots and how to record election ballots

1. Vote Cast:

a) Election papers issued by the Organizing Committee, printed uniformly, bearing the Corporation's seal.

The slip clearly states the number of shareholders, the number of shares owned or represented, the total number of votes, and the list of candidates nominated to the Board of Directors in case the candidates have been identified and arranged in ABC order.

b) After the General Meeting approves the list of candidates to elect members of the Board of Directors and approves the election procedures, each shareholder or authorized person attending the meeting will be issued a vote for a member of the Board of Directors by the Organizing Committee. Tickets may be issued when registering for meetings or election contents are sent according to the Invitation Letter.

c) Shareholders or persons who attend the meeting must check the information on the ballot papers when receiving them, and if there are errors, they must immediately notify the Vote Counting Committee to exchange for other votes;

2. Register your votes:

a) Shareholders or authorized representatives of shareholders elect the maximum number of candidates equal to the number of members to be elected to the Board of Directors;

b) To record a ticket:

+ Shareholders or persons attending the meeting shall select candidates, write their names and/or the number of votes for each corresponding selected candidate in the box "Number of votes".

+ In case the shareholder or the person attending the meeting only records the name but does not record the specific number of votes, it will be understood that the number of votes is divided equally among the named candidates.

+ In case the shareholders send their votes by post, fax or email, the shareholders shall write the name of the candidate they choose in the list of candidates approved by the General Meeting and the corresponding number of votes. In case the Shareholders do not record the specific number of votes, it will be understood as the number of votes divided equally among the selected candidates.

c) In case the shareholders or persons who attend the meeting in the process of recording the election papers are erroneous, provided that they have not been put in the ballot boxes, they are entitled to directly meet the Vote Counting Committee to exchange the ballot papers.

d) Shareholders or persons attending the meeting sign and write their full names on the election ballot for confirmation.

3. A ticket is valid when the following conditions are met:

a) Votes for candidates named in the list and within the number of members to be voted have been approved by the General Meeting of Shareholders;

b) The total number of votes is less than or equal to the total number of voting votes of that shareholder.

c) Not falling into the case specified in Clause 4 of this Article.

4. A ballot is invalid in one of the following cases:

a) The voucher is not issued by the Organizing Committee or does not bear the Corporation's seal;

b) Blank slips for deletion, correction and supplementation of contents not in accordance with regulations;

c) The ballot contains additional or incorrect names, is not on the list of candidates approved by the General Meeting of Shareholders before voting;

d) The total number of votes exceeds the total number of votes of that shareholder;

e) The slip is not signed and clearly states the full name of the shareholder or the authorized representative of the shareholder;

f) Vote for more candidates than the number of votes to be cast;

g) No vote for any candidate (Absentee ballot)

h) Ballots shall be submitted to the Vote Counting Board after voting has concluded and the Ballot Boxes have been sealed.

5. Invalid Election Ballots do not count towards election results.

Article 13. Voting and counting votes

1. The Vote Counting Committee will make a ballot box, conduct an inspection of the ballot box in the presence of shareholders;

2. Voting begins when the distribution of election ballots is completed and ends when the last shareholder casts their votes in the ballot box. After the voting is over, the ballot box will be sealed by the Vote Counting Committee in the presence of shareholders.

3. In case the Shareholder sends the ballot by post, fax, email, the ballot must be sent to the Organizing Committee and ensure that the Organizing Committee receives it before the time of sealing the ballot box to conduct the vote counting. The time is stated in the voting form sent to shareholders.

4. The counting of votes must be conducted immediately after the voting is over and the ballot box is sealed.

5. The Vote Counting Committee may use electronic technical means and technical experts to assist in counting votes.

6. The vote counting results shall be made in writing signed by members of the Vote Counting Committee and announced by the Head of the Vote Counting Committee before the Congress.

7. The Vote Counting Committee must not cross out or correct the ballot papers.

Article 14. Principles for determining election results

1. The number of people elected to the Board of Directors is the person with the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the specified number of members.

2. In case there are two or more candidates with the same number of votes, priority will be given to selecting candidates who own more shares.

3. In case the conditions of these candidates remain the same, the continuation of the election shall be decided by the Congress and the Chairman.

Article 15. Preparation and publication of vote counting minutes

1. After counting votes, the Vote Counting Committee must make a record of vote counting.

2. The vote counting record must contain the following principal contents:

a) Time and place of making the record of vote counting;

b) Composition of the Vote Counting Committee;

c) Total number of shareholders present and authorized representatives to participate in the election; the total number of votes cast in the election,

d) Election results;

e) Signatures of members of the Vote Counting Committee.

3. The full text of the vote counting record must be announced by the Vote Counting Committee before the Congress and recorded in the Resolution of the Congress.

Article 16. Settlement of complaints about elections and vote counting

In case there is a complaint from shareholders or it is necessary to review the election results, the Audit Committee will re-examine it, if it detects intentional errors or fraud in the vote counting, the Counting Board shall take full responsibility.

Complaints about the election and vote counting will be resolved by the Chairman of the General Meeting of Shareholders and recorded in the Minutes of the General Meeting of Shareholders.

Article 17. Validity of the Regulation

1. This Regulation takes effect from July 30 2026, immediately after being approved by the General Meeting of Shareholders.

2. The Board of Directors and the General Director of the Corporation shall be responsible for the implementation of this Regulation

FOR AND ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

Vu Duc Tien

Appendix 1

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

CANDIDACY/NOMINATION

BOARD MEMBERS

VIETNAM RAILWAY WORKS CORPORATION JOINT STOCK COMPANY

To: Annual General Meeting of Shareholders in .....

I/we are:

TT	Shareholder Name	Registration Number*	Quantity of CPSH	Signature**
1				
2				
3				
TOTAL				

**Registration number: ID CARD/CCCD/HC number in case of individual, business registration certificate number in case of legal entity*

*** If the nominee is a legal entity, the signature is that of the legal representative and stamped*

Pursuant to the provisions of the Corporation's Charter, I/we candidacy/nominate for the position of member of the Board of Directors of Railway Construction Corporation Joint Stock Company(s) are named below:

TT	Candidate's Name	ID number/HC	Date of Issue	Place of Issue
1				
2				
3				

Best regards.

Enclosed documents:

1. Curriculum vitae provided by the candidate himself (*according to Appendix 2*)
2. A valid copy of ID/CCCD/HC.

Appendix 2

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

RESUME

1/ Full name:
2/ Gender:
3/ Date of birth:
4/ Place of birth:
5/ CMND/TCC/HC: ----------, date of issuance ----------, place of issue: ----
6/ Nationality:
7/ Ethnicity:
8/ Permanent Address:
9/ Company phone number: : *Mobile Number:*
10/ Email address:
11/ Educational level:
12/ Professional qualifications:
13/ Working history:
+ From ... to...:
+ From ... to...:
…….

14. Current working positions:	*14.1 Position at the listed organization (specify the name and securities code of the listed organization):*
	14.2 Position at another organization (specify the name and securities code of the other organization (if any)):
15. Total number of shares held, of which:	*…… shares, occupying ..... % of charter capital*
+ Representative of the capital of (the name of the organization is the State shareholder/strategic shareholder/other):	*…… shares, occupying ..... % of charter capital*
+ Individuals owning:	*…… shares, occupying ..... % of charter capital*
16/ Holding commitments (if any):	
17/ Related persons holding shares of listed organizations:	*17.1 Relationship: ... , Name of individual/organization: ... Hold: ..... Shareholders, accounting for .....% of charter capital*
	17.2 Relationship: ..., Name of individual/organization: ..... Hold: ..... Shareholders, accounting for .....% of charter capital

18/ Debts to the corporation:
19/ Related benefits to the corporation:
20/ Conflicting interests with the corporation:

21/ Evaluation report on the candidate's contribution to the Company (in case the candidate is currently a member of the Board of Directors of the Company)

I assure you that the above testimonies are completely true, if they are wrong, I will take full responsibility before the law. *....., date.... Month ..... year....*

Notarization of the declarant's signature, or certification by the employing organization, or confirmation by the competent People's Committee that the declarant has registered permanent residence in the locality.

Declarant
(Signature and full name)

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC
No. 02/2026/BC-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
Hanoi, July 26, 2026

REPORT
Operating results in 2025 and 2026 Operation Plan of the Board of Directors of the Corporation

(Updated with FY2025 audited financial statements as of July 25, 2026)

Dear Shareholders,

In 2025, the world economic environment will continue to be complicated with many intertwined risk factors. Global economic growth remained at a low average level; Prolonged tightening of monetary policy in major economies to control inflation has kept the cost of capital high. In addition, geopolitical conflicts continue to affect global supply chains, energy prices and construction materials have fluctuated sharply at times, putting pressure on the production costs of enterprises.

In Vietnam, 2025 will record many positive changes as the economy continues to recover and maintain macro stability. The Government promotes the disbursement of public investment, especially in the field of transport infrastructure, considering this as one of the main drivers of economic growth. Many key national transport projects have been implemented, including the North-South expressway, ring roads in Hanoi and Ho Chi Minh City, as well as projects to upgrade and renovate the existing railway system and prepare to invest in new railway lines.

For the traffic construction industry, 2025 has a number of outstanding features:

- The scale of public investment remains high, creating a significant source of jobs for construction and installation enterprises;
- Road projects continue to account for a large proportion, while the railway sector begins to show signs of restarting a new investment cycle;
- The level of competition in bidding has increased sharply, with the participation of many large domestic and foreign enterprises;
- Fluctuations in the price of construction materials, financial costs and credit conditions continue to be factors affecting the operational efficiency of enterprises.

In this context, the Corporation's activities are directly affected in many aspects:

(i) Regarding opportunities:

- Increased public investment capital helps expand the construction and installation market, especially in the field of roads;
- Railway projects are prepared for investment to create a premise for the Corporation to promote traditional advantages in the medium and long term;

(ii) Regarding challenges:

- Fierce competition in bidding reduces profit margins;
- Input cost pressures (materials, labor, finance) affect project efficiency;

- Access to credit capital and cash flow continues to be an issue that needs to be strictly controlled;

In the face of intertwined favorable factors and difficulties, the Board of Directors has proactively issued and implemented many important resolutions in 2025 to:

- Consolidate the entire administrative and executive apparatus;
- Restructuring the system of member units;
- Strengthening control over finance, cash flow and debt;
- Orientation of development strategies in accordance with the new context of the industry;
- Improve governance capacity in the direction of transparency, approaching the standards of listed companies.

The decisions of the Board of Directors in 2025 have contributed to stabilizing the Corporation's operations, gradually improving production and business efficiency and creating a foundation for the next stage of development.

The specific operating results of the Board of Directors in 2025 as well as the operation plan of the Board of Directors in 2026 are as follows:

I. Activities of the board of directors in 2025.

1. Organization of the Board of Directors

During the year, the Board of Directors continued to operate under the model of having a subordinate Supervisory Board and assigned members in charge of the Corporation's activities with the number of 7 members as of December 31, 2025, including:

- Mr. Vu Duc Tien – Chairman of the Board of Directors
- Mr. Nguyen Duy Kien – Vice Chairman of the Board of Directors
- Mr. Mai Thanh Phuong – Member of the Board of Directors
- Mr. Pham Hong Thang – Independent Member of the Board of Directors, Chairman of the People's Committee
- Mr. Pham Ngoc Quoc Cuong – Member of the Board of Directors, member of the People's Committee
- Mr. Nguyen Gia Long – Member of the Board of Directors
- Mr. Vu Anh Minh – Independent Member of the Board of Directors

2. Implementation of business targets according to the resolution of the General Meeting of Shareholders in 2025

Criteria	**Plan**	**Implementation**	**%**
Value of newly signed contracts (billion VND)	750	475	*63,3%*
Value of realized output (billion VND)	1.000	533	*53,3%*
Net revenue (billion VND)	900	654,7	*72,7%*
Profit before tax (billion VND)	20	16,5	*82,5%*

Dividends (billion VND).	-	-	

3. Financial Targets

Unit: billion VND

No	Criteria	Implementation
1	Net revenue from sales and service provision	654,7
2	Total accounting profit before tax	16,5
3	Profit after corporate income tax	10,1
	Profit after tax of the parent company	*8,7*
4	Basic earnings per share (VND/share)	271
5	**TOTAL ASSETS**	**1.171,3**
5.1	Short-term assets	910,6
5.2	Long-term assets	260,7
6	**TOTAL CAPITAL**	**1.171,3**
6.1	Liabilities	754,0
6.2	Source of Equity	417,3

4. Implementation of the resolution of the 2025 Annual General Meeting of Shareholders

In addition to business targets, the Board of Directors has directed the Board of Directors to implement the contents set out in the resolution of the General Meeting of Shareholders. The specific results are as follows:

- The fund has been set up and profit distribution, remuneration and allowances of the Board of Directors have been paid according to the plan approved by the General Meeting of Shareholders.

- The Board of Directors has selected UHY as an audit unit on the list of approved auditing organizations of the SSC.

- The Corporation's name was changed to Vietnam Railway Construction Corporation Joint Stock Company and was granted an Enterprise Registration Certificate under the new name on September 19, 2025.

- Regarding the increase in charter capital: the dossier for registration of the private placement has been filed with the competent state regulatory agency and is currently being processed in compliance with applicable regulations.

5. Implementing medium- and long-term goals

In 2025, the Board of Directors will continue to implement medium- and long-term goals according to the orientation approved by the General Meeting of Shareholders, focusing on the following pillars:

- Restructuring the organizational model: clearly classifying units, gradually building a management model in the direction of centralization – effective control

- Improve financial capacity through a plan to increase capital, strictly control debt and cash flow, work with credit institutions to increase credit limits and restructure loans.

- Market and employment development: strengthen the search for construction and installation contracts in the field of railway and road transportation, expand joint venture cooperation in bidding.

- Standardize the management system, develop and complete internal regulations.

6. Activities of the Board of Directors

- Continue to improve the governance framework: develop regulations and regulations to regulate the internal activities of the Corporation, the Corporation with external partners, the Corporation and the Corporation's investment units.

- To strengthen the supervision of the system of member units, ensuring that the operation of these units follows the general orientation of the Corporation in parallel with respecting the independence of the operation of member companies.

- Periodically consider and assess the situation of production and business, job search, personnel organization, organizational structure at the Corporation's agencies and member companies, handle and mobilize capital to repay the Bank's debts.

- Operating and supporting production and business. Directing job search, project bidding, supporting the removal of financial, personnel and organizational difficulties for each unit.

7. Meetings of the Board of Directors, resolutions are passed

In 2025, the Board of Directors has held regular meetings and according to business activities. The meetings are attended by all members of the Board of Directors, in accordance with the provisions of the Charter. The meetings of the Board of Directors have been outlined in the 2025 Governance Report. Specifically, as follows:

STT	Member of the Board of Directors/	Number of meetings attended by the Board of Directors/	Meeting Attendance Rate/	Reason for not attending/
1	Mr. Vu Duc Tien	15/15	100%	Appointed from/ 26/08/2025
2	Mr. Nguyen Duy Kien	15/15	100%	Appointed from/ 26/08/2025
3	Mr. Pham Ngoc Quoc Cuong	29/29	100%	
4	Mr. Mai Thanh Phuong	29/29	100%	

5	Mr. Nguyen Gia Long	-	-	Appointed from/: 25/12/2025
6	Mr. Vu Anh Minh	-	-	Appointed from/ 25/12/2025
7	Mr. Pham Hong Thang	29/29	100%	
8	Mr. Ta Huu Dien	14/14	100%	Dismissal date/ 22/08/2025
9	Mr. Vo Van Phuc	14/14	100%	Dismissal date/ 22/08/2025

The Audit Committee under the Board of Directors has also conducted meetings, performing the function of supervising the management and administration of the Board of Directors, the Executive Board and the company's production and business activities through attending and contributing opinions at meetings of the Board of Directors and approving quarterly financial situation reports. years of the Corporation. Specifically, the meetings are organized as follows:

STT	Member of the Audit Committee	Number of meetings attended	Meeting Attendance Rate	Voting Rate	Reasons for not attending the meeting
1	Mr. Pham Hong Thang	5/5	100%	100%	
2	Mr. Pham Ngoc Quoc Cuong	5/5	100%	100%	

Resolutions approved by the Board of Directors:

Stt	Number of Resolutions/Decisions	Date	Contents	Pass Rate
..		..		..
1	02/2025/NQ-HDQT	09/04/2025	Extension of the time to hold the Annual General Meeting of Shareholders in 2025	100%
2	04/QD-RCC-HDQT	15/04/2025	Dismissal of the title of Chief Accountant with Ms. Nguyen Thi Thanh Huyen	100%
3	05/QD-RCC-HDQT	15/04/2025	Appointing the person in charge of accounting with Mr. Le Phu Minh Duc	100%
4	06/QD-RCC-HDQT	15/04/2025	Transfer of labor with Mr. Nguyen Hai Duy to the Office of the Board of Directors	100%
5	07/QD-RCC-HDQT	15/04/2025	Appointment of Ms. Nguyen Thi Thanh Huyen as Head of the Office of the Board of Directors	100%
6	08/QD-CTĐS-HDQT	22/04/2025	Termination of labor contract with Mr. My Duy Chinh	100%
7	09/QD-CTĐS-HDQT	22/04/2025	Termination of the labor contract with Ms. Nguyen Thi Thanh Huyen	100%
8	11/NQ-RCC-HĐĐ	14/05/2025	Convening the Annual General Meeting of Shareholders in 2025	100%

9	13/QD-CTĐS-HDQT	15/05/2025	Establishment of the Organizing Committee of the Annual General Meeting of Shareholders in 2025	100%
10	16/NQ-RCC-HDQT	29/07/2025	Resolution on the convening of the Annual General Meeting of Shareholders in 2025 (the 2nd time)	100%
11	18/NQ-RCC-HDQT	19/08/2025	Resolution on supplementing the contents of the 2025 Annual General Meeting of Shareholders (2nd)	100%
12	19/QD-CTĐS-HDQT	21/08/2025	Dismissal of the title of Head of Corporate Governance	100%
13	20/QD-CTĐS-HDQT	21/08/2025	Appointment of the person in charge of corporate governance	100%
14	23/NQ-RCC-HDQT	26/08/2025	Resolution on the election of the Board of Directors	100%
15	25/NQ-RCC-HDQT	29/08/2025	Resolution on the selection of an independent auditor for the fiscal year 2025	100%
16	29/NQ-VRCC-HDQT	30/09/2025	Resolution on deduction of reward funds and welfare funds	100%
17	32/NQ-VRCC-HDQT	17/11/2025	Resolution on collecting shareholders' opinions in writing	100%
18	36/QD-VRCC-HDQT	20/11/2025	Decision to appoint Mr. Luu Xuan Thuy as Deputy General Director	100%
19	40/NQ-VRCC-HDQT	08/12/2025	Resolution on approving the contents of documents to collect shareholders' opinions in writing.	100%
20	45/2025/NQ-VRCC-HĐQT	18/12/2025	Resolution on the purchase of shares in Hoang Mai Stone Company	100%
21	46/NQ-VRCC-HDQT	22/12/2025	Resolution on the change of the person in charge of corporate governance	100%
22	47/NQ-VRCC-HDQT	22/12/2025	Resolution on adjusting the volume of shares purchased at Hoang Mai Stone Company	100%
23	48/QD-VRCC-HDQT	22/12/2025	Decision on the dismissal and termination of the labor contract for Mr. Kieu Nghi	100%

8. Remuneration and allowances of members of the Board of Directors

During the year, remuneration, allowances, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors shall comply with the resolution of the General Meeting of Shareholders and the regulations of the Corporation. Specifically:

Full name	Title	Appointment Date	Date of dismissal	Remuneration and allowances
Vu Duc Tien	Chairman	22/8/2025		-
Ta Huu Dien	Vice President		22/8/2025	706.611.000
Vo Van Phuc	Members		22/8/2025	693.323.000
Nguyen Duy Kien	Vice President	22/8/2025		-
Mai Thanh Phuong	Members			111.111.000
Pham Hong Thang	Independent Members			33.333.000
Pham Ngoc Quoc Cuong	Members			55.556.000
Nguyen Gia Long	Members	25/12/2025		-
Vu Anh Minh	Independent Members	25/12/2025		-

II. Board of Directors Operational Plan 2026

1. Business environment in 2026

In the period 2025–2026, geopolitical conflicts, especially in the Middle East and Ukraine, continue to be an important risk factor affecting the global economic environment. These developments are not only local but have a spillover impact on many key macroeconomic variables, specifically as follows:

The conflict in the Middle East – which accounts for a large share of global oil supply – increases the risk of supply disruptions, pushing oil and natural gas prices to fluctuate sharply. Fluctuations in energy prices lead to an increase in transportation costs and production costs of construction materials, affecting the cost of goods and profit margins of construction and installation enterprises.

Global inflation and monetary policy: rising energy and basic commodity prices cause inflationary pressure to return in many economies; Major central banks maintain prudent monetary policy, causing interest rates to remain higher than expected and the ability to loosen policy is limited, leading to increased capital costs, difficulty in accessing credit, and increased financial pressure on highly leveraged businesses.

International exchange rates and capital flows: geopolitical fluctuations increase the defensive sentiment of global investors; capital flows tend to shift to safe assets

(USD, gold), putting pressure on exchange rates in developing economies, fluctuating import costs.

Conflicts in the Middle East affect strategic shipping lanes (Red Sea, Strait of Hormuz, Suez Canal); Global logistics costs are increasing, transportation times are prolonged, leading to delays in the supply of materials, and increased transportation costs.

In 2026, the Government will continue to prioritize the allocation of large resources for the development of transport infrastructure, especially national key projects:

Road sector: continue to deploy the North-South expressway sections in phase 2; accelerate the progress of Ring Road 4 – Hanoi, Ring Road 3 – Ho Chi Minh City; implementing regional and inter-regional connectivity projects;

Railway sector: accelerate investment preparation for the North-South high-speed railway project; implement projects to upgrade existing railway lines, routes connecting seaports and industrial parks, prepare to invest in urban and inter-regional railways;

Investment trends: increasing non-budget capital mobilization (PPP, ODA); raising technical standards and higher requirements for contractors; promote the disbursement of public investment capital, shorten implementation procedures.

The year 2026 will open up many opportunities from the wave of investment in transport infrastructure, especially in the field of railways; However, it comes with increasing requirements for competitiveness and governance. The Board of Directors determined that this is an important period for the Corporation to strengthen its financial foundation, improve operational efficiency and prepare for a new growth cycle.

2. Activities of the Board of Directors

In 2026, the Board of Directors identifies the following key orientations:

a) General orientation

- Continue to comprehensively restructure the Corporation
- Improving production and business efficiency
- Improve financial capacity
- Prepare conditions to participate in large-scale projects

b) Operational Focus

- Promote bidding and contract search, focusing on key railway, road and transport infrastructure projects.
- Implement a centralized management system: finance, human resources, planning;
- Completion of Private Placement.

c) Governance

- Completing the system of synchronous governance regulations
- Applying the mechanism of assigning targets throughout the system

- Enhancing information transparency

d) Finance – investment: restructuring capital sources, controlling costs, looking for effective investment opportunities

III. Implementation measures

1. Regarding the market: expanding joint venture and association cooperation; proactively approach public investment projects; strengthening bidding capacity.

2. Organization: restructuring the system of member units; reviewing and streamlining the apparatus; improve management efficiency.

3. Financial solutions: tight cash flow control; promote debt recovery; working with banks to increase credit limits and diversify capital financing sources.

4. Governance: building a digital management system; applying the mechanism of assigning targets associated with work efficiency; strengthening the supervisory role of the Board of Directors

5. Long-term solutions: prepare capacity to participate in large-scale railway projects; gradually upgrade the management system according to listing standards; Develop a sustainable development strategy

The above are the results of the Board of Directors' activities in 2025 and the plan for 2026.

Respectfully submit to the Congress for consideration and comments.

Sincerely./.

***Recipients*:**
- Shareholders of the Corporation;
- Kept at BOD's office for archirved..

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

Vu Duc Tien

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No. 01/2026/BC-UBKT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi,June 02, 2026

REPORT ON ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE IN 2025

I. ACTIVITIES OF THE AUDIT COMMITTEE IN 2025

1. Summary of meetings of the Audit Committee

No	Members	Number of sessions attended	Attendance Rate	Voting Rate
1	Pham Hong Thang	5	100%	100%
2	Pham Ngoc Quoc Cuong	5	100%	100%

- The remuneration of the members of the Audit Committee has been reported in the report of the Board of Directors (BOD) of the Corporation.

- Members who do not have other interests related to the Corporation as prescribed by law and the Corporation's Charter.

2. Activities of the Audit Committee in 2025

- Supervise and evaluate the implementation of the business plan compared to the plan approved by the General Meeting of Shareholders (AGM) of the Corporation in 2025. In 2025, there will continue to be many difficulties with the Corporation's operations. The Corporation has participated in bidding for many projects but has not achieved the desired results. The main indicators such as revenue and profit of the Corporation have not reached the plan set out by the General Meeting of Shareholders in 2025. However, 2025 also marks changes for the Corporation, such as consolidating the Board of Directors, international cooperation, and preparation for investment in large projects.

- Supervision of financial statements in 2025: The Corporation and its member units have prepared and announced periodic financial statements in accordance with regulations applicable to public companies. The 2025 Semi-Annual Financial Statements and 2025 Financial Statements are reviewed and audited by UHY auditing firm.

- Internal Control System Assessment:

The Corporation's internal regulations in 2025 have ensured that the internal control system is effective. On the one hand, improve the efficiency and quality of work, and

on the other hand, supervise and reduce risks in business activities of the Corporation and its member units.

- Members of the Board of Directors have fully participated in the meetings of the Board of Directors, promptly reported to the Board of Directors the activities of the Board of Directors and related recommendations of the Board of Directors.

II. RESULTS OF SUPERVISION OF THE BOARD OF DIRECTORS, BOARD OF MANAGEMENT.

1. Results of monitoring the activities of the Board of Directors: The Board of Directors has seriously and actively implemented the Resolutions of the General Meeting of Shareholders in 2025. To well perform the function of orienting the development of the Corporation, through the continuation of the restructuring of the Corporation's financial system. Focus resources on finding new construction and installation contracts, and at the same time open up new directions of activities through project investment. The activities of the Board of Directors have complied with state laws and the Corporation's charter.

2. Supervision results with the Board of Management: Board of Management has seriously implemented the Resolutions of the Board of Directors and well performed its function of operating activities in accordance with the provisions of law and the Charter of the Corporation. Advising the Board of Directors to promulgate policies on the Corporation's business activities; Regularly control the operation of the Corporation and its member companies to handle, report and propose opinions to the Board of Directors periodically. The Corporation's financial situation is still weak due to backlogs from the previous period, greatly affecting the operating activities of the Board of Management. The job search has not reached the 2025 plan.

III. RESULTS OF THE ASSESSMENT OF THE COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND SHAREHOLDERS

In 2025, the People's Committee will receive close coordination and create favorable conditions to perform its duties from the Board of Directors, General Directors and the Corporation's managers, through being provided with full reports and documents related to the Corporation's governance. business activities and financial situation of the Corporation.

IV. COMMENTS AND RECOMMENDATIONS

1. Remarks: - The Board of Directors and General Directors have managed and administered the Corporation's activities in accordance with the orientation set by the General Meeting of Shareholders;

- Management and administration activities, there is no record from the management agencies of any material violations or errors.

2. Recommendations: The Board of Directors shall orient, establish mechanisms, allocate resources and budget, direct and supervise the following:

- Re-evaluate the effectiveness of the internal control system. To consolidate and improve the efficiency of the Corporation's internal control system;

- Raising awareness for personnel in building corporate culture and managing internal risks;

V. OPERATIONAL ORIENTATION IN 2026 OF THE AUDIT COMMITTEE

- Continue to review, evaluate and promulgate appropriate policies, regulations and internal regulations in the operation and control of the Corporation's operations;

Supervise the activities of the Board of Directors and the Board of Management in order to optimize the Corporation's land resources, assets and construction capacity. Optimize construction and financial operating costs to ensure that decisions are aligned with the Corporation's overall objectives.

- Focus on strategic control and compliance control at the Corporation and its member units.

- Appraisal of the 2025 financial statements and the 2026 semi-annual financial statements;

- Directly direct, administer and supervise the activities of the Internal Audit Division in 2025 based on the 2026 internal audit plan.

- Evaluate the activities of the Board of Directors, the Board of Management and executives;

- Inspect and supervise compliance with the law, comply with the Charter and implement the Resolution of the General Meeting of Shareholders of the Board of Directors, the Board of Management and executives in 2026.

Above is the Activity Report of the Audit Committee in 2025, and the direction of operation in 2026 respectfully submitted to the Annual General Meeting of Shareholders in 2026 for consideration and approval.

Sincerely./.

INDEPENDENT MEMBER OF
THE BOARD OF DIRECTORS
CHAIRMAN OF THE AUDIT COMMITTEE

Pham Hong Thang

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

No. 01/2026/TT-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, July 26, 2026.

PROPOSAL
For approval of the Audited Financial Statements 2025

To: Annual General Meeting of Shareholders of the Corporation in 2026

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2025 Financial Statements (including separate financial statements and consolidated financial statements) of the Corporation, which has been audited by UHY Auditing and Consulting Company.

The financial statements for 2025 have been published in accordance with regulations and posted on the Corporation's website, including:

1. Auditor's report;
2. Balance sheet as of 31/12/2025;
3. Report on business results in 2025;
4. Cash Flow Report;
5. Explanation of financial statements.

Respectfully submit to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

***Recipients*:**
- Shareholders of the Corporation;
- Kept at BOD's office for archirved.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

Vu Duc Tien

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

No. 02/2026/TTr-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, July 26, 2026.

PROPOSAL
For approval of the profit distribution plan in 2025

To: Annual General Meeting of Shareholders of the Corporation in 2026

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam at the XIV term on June 17, 2020;
- Pursuant to the Charter of organization and operation of the Railway Construction Corporation Joint Stock Company (the Corporation);
- Based on the 2025 Financial Statements audited by UHY Auditing and Consulting Company;
- Pursuant to the proposal of the General Director of the Corporation,

The Board of Directors of the Corporation respectfully submits to the Annual General Meeting of Shareholders in 2026 for approval the plan for distribution of after-tax profits as follows:

According to the audited 2025 Consolidated Financial Statements:

Net revenue *(VND):*	654,661,848,043
Profit after tax *(VND):*	10,135,686,150
Profit after tax (EBIT) of the parent company *(VND):*	7,971,275,107

Distribution plan

The distribution of the 2025 profit after tax (PAT) is as follows:

Distribution Item	Amount (VND)
Allocation to the Bonus and Welfare Fund	800,000,000
Retained earnings (undistributed)	7,171,275,107

Respectfully submit to the General Meeting of Shareholders for consideration and comments,

Sincerely,/,

***Recipients*:**
- Shareholders of the Corporation;
- Kept at BOD's office for archirved

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

Vu Duc Tien

VIETNAM RAILWAY CONSTRUCTION CORPORATION., JSC
No. 03/2026/TTr-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, June 2 , 2026.

PROPOSAL
For approval of the payment of remuneration and allowances for the BOD in 2025 And the plan to pay remuneration and allowances to the BOD in 2026

To: Annual General Meeting of Shareholders of the Corporation in 2026

- Pursuant to the Charter of the Corporation;
- Based on the audited consolidated financial statements in 2025.

The Board of Directors would like to report on the implementation of the payment of remuneration and allowances of the Board of Directors in 2025 and the remuneration and allowance plan of the Board of Directors in 2026 as follows:

1/ Results of payment of remuneration and allowances in 2025

a/ The plan approved by the General Meeting of Shareholders: VND 2 billion

b/ Remuneration and allowances in excess of the profit plan: None.

c/ Implementation: such as the *attached remuneration and allowance calculation sheet*

2/ Remuneration and allowance plan of the Board of Directors in 2026

- Fixed remuneration and allowance: 2 billion VND
- Remuneration and allowances in excess of the profit plan: 10% of the value in excess of the plan of the pre-tax profit target.

The actual remuneration and allowances of the Board of Directors will be paid based on the audited consolidated financial statements in 2026 and the actual number of members of the Board of Directors. The level of remuneration and allowances for each member shall be decided by the Board of Directors.

Respectfully submit to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

***Recipients*:**
- Shareholders of the Corporation;
- Kept at BOD's office for archirved.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

CTCP TỔNG CÔNG TY CÔNG TRÌNH ĐƯỜNG SẮT VIỆT NAM
MSDN: 3300101075

Vu Duc Tien

CALCULATION OF REMUNERATION AND ALLOWANCES
MEMBERS OF THE BOARD OF DIRECTORS 2025

MEMBERS	AMOUNT (VND)	NOTES
Mai Thanh Phuong	55.555.000	
Pham Hong Thang	33.333.000	
Pham Ngoc Quoc Cuong	55.555.000	
Other allowances	22.222.000	
TOTAL	**166.665.000**	

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

No. 04/2026/TTr-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, June 02, 2026.

PROPOSAL

For approval of the selection of an audit organization for the Financial Statements in 2026

To: Annual General Meeting of Shareholders of the Corporation in 2026

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam at the XIV term on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam at its XIV session, 8th session on November 26, 2019;
- Based on the List of auditing firms approved for auditing for issuers, listing organizations and securities trading organizations in 2024 of the State Securities Commission;
- Pursuant to the amended Charter of Vietnam Railway Construction Corporation Joint Stock Company (the Corporation) approved by the General Meeting of Shareholders,

Audit Committee under the Board of Directors of the Corporation respectfully submits to the Annual General Meeting of Shareholders in 2026 for approval of authorizing Audit Committee under the Board of Directors to consider and select an independent audit organization to review and audit the Corporation's 2026 financial statements of up to two of the following auditing firms:

1. AASC Auditing Firm Co., Ltd.
2. UHY Auditing and Consulting Co., Ltd.
3. A&C Auditing & Consulting Co., Ltd.
4. AFC Vietnam Auditing Co., Ltd.

Assign Audit Committee under the Board of Directors to direct the coordination with the selected auditing firm in providing dossiers, documents and information at the request of the auditing firm fully and on time to serve the audit work. From there, the selected auditing firm is responsible for ensuring the signing and issuance of audited/audited financial statements in terms of compliance in terms of time as prescribed in Articles 10, 11, and 14 of Circular No. 96/2020/TT-BTC dated 16/11/2020 on guidelines for information disclosure on the securities market. This must be stipulated and reflected in the 2026 Financial Statement Audit/Review Contract signed between RCC and the selected auditing firm.

In case the above-mentioned auditing firms are unable to perform the audit work in accordance with the laws and regulations of the State Management Agency or RCC fails to reach an agreement on the signing of the audit contract, the General Meeting of

Shareholders authorizes Audit Committee under the Board of Directors to decide on the selection of another independent auditing firm (the auditing firm is audited selection must meet the criteria as prescribed) to audit the 2026 financial statements in accordance with the law and report to the General Meeting of Shareholders at the nearest meeting

Respectfully submit to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

***Recipients*:**
- Shareholders of the Corporation;
- Kept at BOD's office for archirved.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN OF THE AUDIT COMMITTEE

Pham Hong Thang

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No. 07/2026/TTr-CTĐS-HDQT

Hanoi, June 02, 2026.

PROPOSAL

On the Amendments of the Charter of the Corporation

To: Annual General Meeting of Shareholders of the Corporation in 2026

- Pursuant to the Law on Enterprises No. 59/2020/QH14 promulgated on June 17, 2020 and documents amending, supplementing and guiding the implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and documents amending, supplementing and guiding the implementation;
- Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company ("**the Corporation**");
- Based on the Company's operational situation,

The Board of Directors (BOD) of Vietnam Railway Construction Corporation Joint Stock Company respectfully submits to the General Meeting of Shareholders (AGM) for approval the amendment of a number of contents of the Company's Charter:

1. Proposed amendments:

STT	Terms	Charter issued on 25/12/2025	Post-revision content	Legal and Practical Basis
1.	Clause 7 Article 21	7. In case of adoption of a resolution in the form of postal ballot, the resolution of the General Meeting of Shareholders shall be adopted if: a)The number of shareholders owning more than 50% of the total votes of all shareholders has the right to vote in favor of the issues at Points a, b and c, Clause 2 of this Article.	7. In case of passing a resolution in the form of postal ballot, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote.	In alignment with the provisions set out in Clause 4, Article 148 of the Law on Enterprises 2020

STT	Terms	Charter issued on 25/12/2025	Post-revision content	Legal and Practical Basis
		b) The number of shareholders owning at least 65% of the total votes of all shareholders has the right to vote in favor of the issues specified in Clause 4 of this Article. c) The number of shareholders owning at least 65% of the total votes of all shareholders with the right to vote in favor and at the same time be approved by shareholders holding at least 75% of the voting rights of the above-mentioned preference shares for the issues specified in Clause 5 of this Article		
2.	Clause 1 Article 29	1. The General Meeting of Shareholders or the Board of Directors must choose from among the members of the Board of Directors to elect the Chairman. In case of necessity, the Board of Directors may elect one (01) Vice Chairman of the Board of Directors	1. The Board of Directors must select from among the members of the Board of Directors to elect the Chairman. In case of necessity, the Board of Directors may elect one or more Vice Chairmen of the Board of Directors	Enhancing flexibility in delegation, management, and support to the Chairman of the Board of Directors
	Clause 5 Article 29	5. In case both the Chairman and the Vice Chairman of the Board of Directors are temporarily unable to perform their duties for any reason, the Board of Directors may elect another person from among the remaining members to perform the duties of the Chairman of	5. In case both the Chairman and all Vice Chairman of the Board of Directors is temporarily unable to perform his or her duties for some reason, the Board of Directors may elect another person from among the remaining members to perform the	Enhancing flexibility in delegation, management, and support to the Chairman of the Board of Directors

STT	Terms	Charter issued on 25/12/2025	Post-revision content	Legal and Practical Basis
		the Board of Directors with an approval rate of more than 50% of the total number of members participating in the election.	duties of the Chairman of the Board of Directors with an approval rate of more than 50% of the total number of members elected.	
3.	Clause 1 Article 60	1. This Charter consists of 21 chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Railway Works Corporation Joint Stock Company on April 26, 2024 at the Corporation's headquarters - Building No. 33, Lang Ha Street, Thanh Cong Ward, Ba Dinh District, Hanoi City and jointly approves the full validity of this Charter.	1. This charter consists of 21 chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Railway Construction Corporation Joint Stock Company July 30, 2026 at the Corporation's headquarters - Building No. 33 Lang Ha Street, O Cho Dua Ward, Hanoi City and jointly approve the full validity of this Charter.	Updating information on the timing and venue of adoption in accordance with the amended Charter

2. The General Meeting of Shareholders assigns/authorizes the Chairman of the Board of Directors to amend, supplement and promulgate the Charter of the Corporation after the General Meeting of Shareholders approves this Report and replaces the Charter of the Corporation issued on December 22, 2025.

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

Recipients:

- Shareholders of the Company;
- Kept at BOD's office for archirved.

FOR AND ON BEHALF OF

THE BOARD OF DIRECTORS

CHAIRMAN

CTCP TỔNG CÔNG TY CÔNG TRÌNH ĐƯỜNG SẮT VIỆT NAM RCC SINCE 1973 MSDN:3300101075

Vu Duc Tien

CHARTER

OF

VIETNAM RAILWAY CONSTRUCTION CORPORATION

JOINT STOCK COMPANY

(RCC)

Hanoi, July 2026

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FOREWORD

This Charter was approved by the General Meeting of Shareholders on July 30 , 2026.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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

a) "Charter capital" means the total par value of shares sold or registered for purchase upon establishment of the enterprise and specified in Article 6 This Charter;

b) "Voting capital" means share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;

c) "Enterprise Law" means the Enterprise Law dated June 17, 2020, and as maybe amended and supplemented from time to time;

d) "Law on Securities" means the Law on Securities dated November 26, 2019, and as maybe amended and supplemented from time to time;

e) "Establishment date" means the date on which the Corporation is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;

f) "Company executives" means the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial titles appointed by the Board of Directors;

g) "Company managers" means the General Director, Deputy General Director, Chief Financial Officer/Head of Finance Department, Head of Accounting Department/Chief Accountant, Head of professional departments and other executives competent to sign transactions of the Corporation on behalf of the Corporation under the Charter of the Corporation;

h) "Insider" means the Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief Financial Officer/Head of Finance Department, Chief Accountant and equivalent managerial titles elected or appointed by the General Meeting of Shareholders; Chairman of the Audit Committee and members of the Audit Committee (Controller), members of the Internal Audit Committee; company secretary, person in charge of corporate governance, person authorized to disclose information;

i) "Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other executives who are competent to sign transactions of the Corporation on behalf of the Corporation;

"Independent member of the Board of Directors" means a member specified in Clause 2, Article 155 of the Law on Enterprises.

j) "Related person" means an individual or organization specified in Clause 46, Article 4 of the Law on Securities.

k) "Shareholder" means an individual or organization that owns at least one share of the Corporation.

l) "Founding shareholder" means a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company.

m) "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

n) "Operation duration" means the operation time of the Corporation specified in this Charter and the extension time (if any) approved by the General Meeting of Shareholders of the Corporation by resolution;

o) "Vietnam" means the Socialist Republic of Vietnam;

p) "RCC/VRCC" is the abbreviation of Vietnam Railway Construction Corporation Joint Stock Company.

q) "Subsidiary" means any company in which RCC owns more than 50% of the charter capital or the total number of issued ordinary shares or has the right to directly or indirectly appoint a majority of all members of the Board of Directors, the Director (General Director) or has the right to decide on amendments and supplements to the charter of such company.

2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.

3. The headings (Chapters and Articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, OPERATION DURATION AND LEGAL REPRESENTATIVE OF THE CORPORATION

Article 2. Name, form, head office, branch, representative office and operation duration of the Corporation

1. Corporation Name

The name of the Corporation is written in Vietnamese: Công ty cổ phần Tổng công ty Công trình Đường sắt Việt Nam

The name of the corporation is written in English: Vietnam Railway Construction Corporation Joint – Stock Company

Abbreviated Corporation Name: VRCC

2. The Corporation is a joint-stock company with legal status in accordance with the current laws of Vietnam.

3. The registered office of the Corporation is:

Head Office Address: Building No. 33 - Lang Ha Street - O Cho Dua Ward - Hanoi City

Phone: 024.35145.715

Fax: 024.35145.671

E-mail: contact@rccgroup.vn

Website: vrccgroup.vn

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

5. Unless terminated before the time limit under Clause 2 Article 55 or extension of operation under Article 56 In this Charter, the term of operation of the Corporation starts from the date of establishment and is indefinite.

Article 3. Legal representative of the Corporation

1. The Corporation has two (02) legal representatives, including:
   Chairman of the Board of Directors;
   General Director.
2. Powers of the legal representative.

a) The Corporation's legal representative shall represent the Corporation in exercising its rights and perform its obligations arising from the Corporation's transactions, representing the Corporation as a requester for settlement of civil matters, plaintiffs, defendants, persons with interests, related obligations before the Arbitrator, the Court and other rights and obligations as prescribed by law.

b) When there is only one legal representative residing in Vietnam, this person, upon leaving Vietnam, must authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations.

c) The Chairman of the Board of Directors and the General Director shall be in charge of each field in charge or directly administer according to the Regulations on Approval Competence promulgated by the Board of Directors.

3. Responsibilities of legal representatives

a) To exercise the assigned rights and obligations in an honest, prudent and best manner in order to ensure the legitimate interests of the Corporation;

b) Loyal to the interests of the Corporation; not to abuse their positions and use information, know-how, business opportunities and other assets of the Corporation for self-interest or to serve the interests of other organizations and individuals;

c) To promptly, fully and accurately notify the Corporation of the enterprises in which they and their related persons own or have shares or capital contributions in accordance with the Law on Enterprises.

d) The Chairman of the Board of Directors and the General Director shall be responsible for each field under their charge or directly administered in accordance with the Regulations on Approval Competence promulgated by the Board of Directors.

4. The legal representative specified in Clause 1 of this Article shall be personally responsible for damage to the Corporation due to the breach of responsibility.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE CORPORATION

Article 4. Objectives of the Corporation's operation

4. The Corporation's business lines are:

STT	Industry Name	Industry Code
1	Freight transport by rail	4912
2	Coastal and ocean freight transport	5012
3	Inland waterway freight transport	5022
4	Afforestation and forest care	0210
5	Electrical System Installation Details: Construction of information, signal, electricity works.	4321
6	Activities of direct support services for rail transport and roads. Details: Train Ticketing Service Agent	5221
7	Production of concrete and cement and gypsum products Details: - Production of concrete products. - Production of precast concrete slabs, pipes, concrete columns, reinforced concrete piles.	2395
8	Manufacture of other products from wood; production of products from bamboo, bamboo, straw, rice and braided materials.	1629
9	Wholesale of machinery, equipment and other machine parts. Details: - Import and export of materials, machinery and equipment in the transport sector. - Import and export of supplies, machinery, equipment, spare parts and accessories of the railway industry. (Failing to distribute goods which foreign-invested economic organizations are not entitled to distribute according to the provisions of law from time to time.)	4659
11	Wholesale of metals and metal ores. Details: Import and export of iron, steel of all kinds	4662
12	Wholesale of other installation materials and equipment in construction. Details: - Import and export of construction materials - Purchase and sale of building materials	4663
13	Other specialized wholesalers have not gone anywhere. Details: - Purchase and sale of defective goods and scrap (except for scrap prohibited by the State). - Import and export of concrete products. - Import and export of wood products (except for timber prohibited by the State). - Rapid sale of means of transport, machinery, equipment and spare parts in the transport and industrial sectors. (Failing to distribute goods which foreign-invested economic organizations are not entitled to distribute according to the provisions of law from time to time.)	4669

14	Sauna, massage and similar health-promoting services (except for sports activities). Details: Sauna, massage, physiotherapy services (excluding acupressure, acupressure and sauna with traditional medicine)	9610
15	Support services related to the promotion and organization of tours. Details: Domestic and international travel tourism business and services for tourists (excluding discotheques, bars, karaoke rooms. Do not provide travel services, except for international travel services serving international tourists to Vietnam).	7990
16	Other road passenger transport. Details: Passenger transportation under contract.	4932
17	Manufacture of metal components. Details: Production of steel components: steel bridge beams, house frames, forging, stamping, pressing, cutting to form products.	2511
18	Architectural activities and related technical consultancy Details: Survey and mapping services.	7110
19	Rental of machinery, equipment and other tangible utensils. Details: Leasing vehicles, machinery, equipment, spare parts for the transportation and industrial sectors.	7730
20	Construction of other civil engineering works. Details: Construction of traffic, industrial, civil, irrigation works.	4290
21	Demolition	4311
22	Site preparation. Details: Cleaning, creating construction sites (leveling). Exclusion: blasting service	4312
23	Management consulting activities. Details: - Supervision of construction of works: roads and bridges, civil and industrial. - Consulting on investment in the construction of civil, traffic, industrial and technical infrastructure works (excluding work design)	7020
24	Transport goods by road.	4933
25	Mining of stone, sand, gravel, clay. Details: Mining of stone, sand, gravel, clay and kaolin.	0810
26	Short-term stay services. Business details of guest houses, motels, catering services	5510
27	Technical testing and analysis. Details: testing and testing of construction materials; testing and testing the mechanical strength of concrete and structures.	7120
28	Trading in real estate, land use rights owned or leased. Details: Real estate business with ownership or lease. (Do not invest in the construction of cemetery and graveyard infrastructure to transfer land use rights associated with infrastructure)	6810
29	Dedicated design activities.	7410

	Details: - Design of traffic works. - Structural design of civil construction works and industry. - Construction architecture services.	
30	Installation of water supply, drainage, heater and air conditioning systems Details: Construction of works, pipelines, water supply and drainage	4322
31	Agents, brokers, auctions. Details: Sale and Dealership of Goods (Failing to distribute goods which foreign-invested economic organizations are not entitled to distribute according to the provisions of law from time to time.)	4610
32	Warehousing and storage of goods Details: loading and unloading goods, warehousing activities.	5210
33	The rest of the other business support services have not been classified. Details: Investment in civil, industrial, traffic and irrigation works. (For conditional business lines, enterprises shall only do business when they fully meet the conditions prescribed by law)	8299
34	*+ Construction of railway and road works*	421
35	*+ Other education not yet classified* *Details: Occupational safety and hygiene education and training services*	8559
36	*+ Rental of other personal and household belongings*	7729
37	*+ Cleaning houses and other works*	8129
38	*+ Laundry and cleaning of textile and fur products*	9620
39	*+ Photocopying, document preparation and other special office support activities*	8219
40	*+ Motor car rental*	7710
41	*+ Restaurants and mobile catering services*	5610
42	*+ Providing catering services under irregular contracts with customers (serving banquets, meetings, weddings,...)*	5621
43	*+ Passenger transport by road in inner cities and suburbs (except transport by bus)*	4931

5. The Corporation's operational objectives are to mobilize and use capital effectively in the development of registered business lines, with the aim of maximizing profits, increasing profits for shareholders, creating stable jobs for employees, contributing to the State budget and developing the Corporation.

Article 5. Scope of business and operation of the Corporation

1. Corporations permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents to the business

registration authority and announced them on the National Enterprise Registration Portal.

2. The Corporation may conduct business activities in other industries permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Corporation is 320,647,490,000 VND

(In words: Three hundred and twenty billion, six hundred and forty-seven million, four hundred and ninety thousand VND)

The total charter capital of the Company is divided into 32,064,749 shares with a par value of VND 10,000.

2. The Corporation may change its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Corporation on the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of shares are specified in Article 12, Article 13 This Charter.

4. The Corporation may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Name, address, number of shares and other information about the founding shareholders in accordance with the provisions of the Law on Enterprises are stated in Appendix 1 attached. This Addendum is a part of this Charter.

6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Corporation, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who are not registered to buy all will be decided by the Board of Directors of the Corporation. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but shall not sell such shares under conditions more favorable than those already offered for sale to existing shareholders, unless the shares are sold through the Stock Exchange under the Stock Exchange auction method.

7. The Corporation may purchase shares issued by the Corporation itself in the manners prescribed in this Charter and the current law.

a) The Corporation that repurchases its own shares must carry out procedures for reducing its charter capital in proportion to the total value calculated according to the par value of the number of shares repurchased by the Corporation within 10 days from the date of completion of the payment for the repurchase of shares in the following cases: repurchase their own shares under the decision of the General Meeting of Shareholders through the repurchase to reduce charter capital, repurchase of shares at the request of shareholders in accordance with the provisions of the Law on Enterprises

and repurchase of shares of employees under the regulation on issuance of shares to employees.

b) A corporation that repurchases its own shares may sell them immediately after the repurchase in the following cases: repurchase odd shares according to the plan to issue shares to pay dividends, plan to issue shares from equity and repurchase of odd-lot shares at the request of shareholders.

8. The Corporation may issue other securities in accordance with law.

Article 7. Stock Certification

1. Shareholders of the Corporation shall be granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities that confirm the legitimate rights and interests of the owners of a part of the Corporation's share capital. Stocks have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. In case the certifications are lost, damaged or destroyed in other forms, the shareholders shall be re-granted share certificates by the Corporation at the request of such shareholders. The shareholder's proposal must include the following contents:

a) Information about share certificates that have been lost, damaged or otherwise destroyed;

b) Commit to take responsibility for disputes arising from the re-issuance of new share certificates.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Corporation shall be issued with the signature of the legal representative who is the Chairman of the Board of Directors and the seal of the Corporation.

Article 9. Transfer of shares

1. All shares are freely transferable in accordance with the provisions of the law on securities and securities market, unless otherwise provided for by this Charter and the law.

a) The Corporation's shares are registered for depository at the Vietnam Securities Depository and Clearing Corporation and are registered for trading (or listed when eligible) on the securities trading system. Shareholders shall transfer shares in accordance with regulations on securities trading at the Vietnam Stock Exchange or subsidiaries of the Vietnam Stock Exchange.

b) In case the Corporation's stocks are deregistered for depository at the Vietnam Securities Depository and Clearing Corporation and deregistered for trading or listed on the securities trading system, the share holders shall carry out the procedures for transfer of share ownership at the Corporation as follows: within 20 (twenty) days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Corporation or within 2 (two) months of full payment of the share

purchase price as prescribed in the plan (or other time limits prescribed in the issuance terms) from the date of issuance of shares of the Corporation, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Corporation the cost of printing the share certificate.

2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Article 10. Share Recovery

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount together with the interest on such amount and expenses incurred due to the failure to fully pay to the Company.
2. The above-mentioned notice of payment must clearly state the new payment deadline (at least seven (07) 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 required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.
4. The recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.
5. Shareholders holding the withdrawn shares must renounce their status as shareholders in respect of such shares, but must still pay the relevant amounts and interest arising at a proportional rate (not exceeding 10% per annum) at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.
6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

The organizational structure of management, administration and control of the Corporation includes:

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

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Shareholders are the owners of the Corporation, and have the corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for debts and other property obligations of the Corporation within the scope of the capital contributed to the Corporation.

2. Ordinary shareholders have the following rights:

a) Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote in person at the General Meeting of Shareholders or through an authorized representative or conduct remote voting;

b) Receive dividends at the rate according to the Resolution of the General Meeting of Shareholders;

c) Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current laws;

d) Priority shall be given to the purchase of new shares corresponding to the proportion of ordinary shares of each shareholder in the company;

e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;

f) Considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

g) In case of dissolution or bankruptcy of the Corporation, it shall receive a part of the remaining assets corresponding to the percentage of share ownership in the Corporation after the Corporation has paid debts (including debt obligations to the State, taxes and fees) and paid to shareholders holding other types of shares of the Corporation as prescribed of law;

h) To request the Corporation to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) The right to equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;

j) The right to have full access to periodic and irregular information announced by the Corporation in accordance with law;

k) Shareholders have the right to protect their legitimate rights and interests. In case the Resolution of the General Meeting of Shareholders violates the law or the Corporation's Charter; resolutions of the Board of Directors adopted in contravention of law or resolutions of the General Meeting of Shareholders or the Corporation's Charter, causing damage to the Corporation, shareholders have the right to request the

Court or Arbitrator to suspend or cancel part or all of the above-mentioned resolutions in accordance with the provisions of the Law on Enterprises;

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

3. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares have the following rights:

a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Articles 115 and 140 of the Law on Enterprises;

b) Examining and extracting minutes and resolutions of the Board of Directors, mid-year and annual financial statements made according to the form of the Vietnamese accounting system and reports of the Audit Committee, contracts and transactions subject to the Board of Directors and other documents except those related to trade secrets, business secrets of the Corporation;

c) To request the Audit Committee to examine each specific issue related to the management and administration of the Corporation's operations when deeming it necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of citizen identity card, people's identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Corporation; matters to be inspected, the purpose of inspection;

4. Shareholders or groups of shareholders owning 9% or more of the total ordinary shares have the right to nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall comply with the provisions of Clause 5, Article 115 of the Law on Enterprises and the Charter of the Corporation.

5. Other rights as prescribed by law and this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To comply with the Charter of the Corporation and the Corporation's internal management regulations; comply with the Resolution of the General Meeting of Shareholders and the Board of Directors.

2. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:

a) Attending and voting directly at the meeting;

b) Authorize others to attend and vote at meetings;

c) Attend and vote through online meetings, electronic voting or other electronic forms;

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

3. Pay in full and on time the number of shares committed to buy.
4. Provide the correct address when registering to buy shares.
5. Confidentiality of information provided by the Corporation in accordance with the provisions of the Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; not to distribute or copy or send to other organizations and individuals.
6. Take personal responsibility when committing one of the following acts on behalf of the Corporation in any form:
a) Violation of law;
b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
c) Payment of undue debts against financial risks to the Corporation.
7. Fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making body of the Corporation. The Annual General Meeting of Shareholders is held once (01) per year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially approving the annual financial statements and estimates for the next fiscal year. In case the Corporation's annual financial statement audit report contains material exceptions, refusals or contradictions, the Corporation must invite the representative of the auditing organization approved to audit the Corporation's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above shall be responsible to attend the Annual General Meeting of Shareholders of the Corporation;
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
a) The Board of Directors deems it necessary for the benefit of the Corporation;
b) Quarterly, six-month or audited annual financial statements reflecting that equity has lost half (1/2) or more compared to the beginning of the period;
c) The number of members of the Board of Directors, independent members of the Board of Directors (if any) and members of the Audit Committee is less than the number of members as prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members specified in this Charter;

d) Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter shall request the convening of the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;

e) At the request of the Audit Committee;

f) Other cases as prescribed by law.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining members of the Board of Directors, independent members of the Board of Directors or members of the Audit Committee as prescribed at Point c, Clause 3 of this Article or receipt of the request specified at Points d and e, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders at the request specified at Point d, Clause 3 of this Article may replace the Board of Directors with the convening of the General Meeting of Shareholders as prescribed in Clause 4 Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Corporation. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

c) Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

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

a) Adopting the development orientation of the Corporation;

b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

c) Election, dismissal and dismissal of members of the Board of Directors;

d) Decision on investment or sale of assets valued at 35% or more of the total value of assets inscribed in the Corporation's latest financial statements;

e) Decision on amendments and supplements to the Charter of the Corporation;

f) Approval of annual financial statements;

g) Decide to repurchase more than 10% of the total sold shares of each type;

h) To consider and handle violations committed by members of the Board of Directors causing damage to the Corporation and its shareholders;

i) Decision on reorganization or dissolution of the Corporation;

j) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;

k) Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors;

l) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Corporation's operations, the exemption of the approved auditor when deeming it necessary;

m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following issues:

a) The Corporation's annual business plan;

b) Audited annual financial statements;

c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors; Reports of independent members of the Board of Directors;

d) Dividend level for each share of each type;

e) Number of members of the Board of Directors;

f) Election, dismissal and dismissal of members of the Board of Directors;

g) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;

h) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Corporation's activities when deeming it necessary;

i) To supplement and amend the Charter of the Corporation;

j) The type of shares and the number of new shares issued for each type of shares;

k) Division, separation, consolidation, merger or transformation of the Corporation;

l) Reorganization and dissolution (liquidation) of the Corporation and appointment of liquidators;

m) Decision on investment or sale of assets valued at 35% or more of the total value of assets inscribed in the Corporation's latest financial statements;

n) Decide to repurchase more than 10% of the total sold shares of each type;

o) The Corporation signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Corporation's assets recorded in the latest financial statements;

p) Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

q) Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors;

r) Other matters as prescribed by law.

3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorized Representative

1. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the provisions of law may authorize representative individuals and organizations to attend. In case there is more than one authorized representative, the number of shares and the number of authorized votes for each representative must be specified. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the case specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders must be made in writing and signed according to the following provisions:

a) The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized person and the number of authorized shares, the contents, scope of authorization, and the duration of the authorization. The person authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room.

b) In case the shareholder of the organization is the authorizer, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization to attend the meeting;

c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

3. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room.

4. In case the lawyer signs the letter of appointment of the representative on behalf of the authorizer, the appointment of the representative in this case is only considered effective if the letter of appointment of the representative is presented together with the power of attorney to the lawyer (if it has not previously been registered with the Company).

5. Except for the case specified in Clause 3 of this Article, the voting vote of the authorized person attending the meeting within the scope of authorization shall still be valid in one of the following cases:

a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b) The authorizer has canceled the authorization designation;

c) The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change permissions

1. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders holding at least 65% of ordinary shares attending the meeting and at the same time being approved by shareholders holding at least 75% of the voting rights of the above-mentioned type of preference shares. The holding of a meeting of shareholders holding a type of preference shares to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of the par value of the issued shares of that type. In case there are insufficient number of delegates as mentioned above, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of that type (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to have sufficient number of delegates. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
2. The procedure for conducting such separate meetings shall be carried out in the same manner as the provisions of Articles 19 and 21 of this Charter.
3. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of profits or assets of the Corporation shall not be altered when the Corporation issues additional shares of the same type.

Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Article 14 This Charter.
2. The Corporation must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.
3. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a 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 made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders;

b) Prepare the program and content of the meeting;

c) Preparing documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

e) Determining the time and place of the meeting;

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

g) Other tasks for the meeting.

4. The notice of the General Meeting of Shareholders shall be sent to all shareholders by the method of security, and at the same time published on the website of the Company and the State Securities Commission and the Stock Exchange. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, to be paid or put in a mailbox). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and 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 invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agendas, documents used in the meeting;

b) List and details of candidates in case of election of members of the Board of Directors;

c) The ballot paper;

d) Form of appointment of authorized representative to attend the meeting (if any);

e) Draft resolutions for each issue on the meeting agenda.

5. Shareholders or groups of shareholders as prescribed in Clause 3 Article 12 This Charter has the right to propose the issue 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 three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.

6. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

a) Petitions are sent on time or insufficiently, with incorrect content;

b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 3 Article 12 This Charter;

c) Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Corporation must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who have the right to attend the meeting are fully registered.

2. When registering shareholders, the Corporation shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder shall be inscribed. When voting at the meeting, the number of votes for the resolution is collected first, the number of cards against the resolution is collected later, and finally the total number of votes for or against is counted to decide. The total number of votes for, against and abstention or invalidity according to each issue shall be notified by the Chairperson or the representative of the Vote Counting Committee before the closing of the meeting. The meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

3. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping

the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

4. Chairman and secretary of the meeting:

a) The Chairman of the Board of Directors shall preside over meetings convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the Vice Chairman or the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the Chairman of the Audit Committee shall direct the General Meeting of Shareholders to elect the chairman of the meeting from among the attendees and the person with the highest vote to chair the meeting.

b) In other cases, the person who convenes the meeting of the General Meeting of Shareholders shall preside over the meeting of the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall be appointed to chair the meeting.

c) The chairperson shall appoint one or several persons to act as the secretary of the meeting.

5. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.

6. The Chairman of the General Meeting may conduct necessary activities to control the General Meeting of Shareholders in a valid and orderly manner, according to the approved program and reflecting the wishes of the majority of delegates attending.

7. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

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

b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c) There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.

8. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

9. The convener of the General Meeting of Shareholders has the right to request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures. In case a shareholder or authorized representative fails to comply with the above-mentioned regulations on inspection or security measures, the convener of the

General Meeting of Shareholders after careful consideration has the right to refuse or expel the above-mentioned shareholders or representatives from the general meeting.

10. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

a) Arrangement of seats at the meeting place of the General Meeting of Shareholders;

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

c) Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

11. In case the General Meeting of Shareholders applies the above-mentioned measures, the convener of the General Meeting of Shareholders, when determining the location of the General Meeting of Shareholders, may:

a) The announcement of the general meeting shall be conducted at the place stated in the notice and the chairman of the general meeting shall be present there ("The main venue of the general meeting");

b) Arrange and organize shareholders or authorized representatives who are unable to attend the meeting under this Article or who wish to participate at a location other than the main venue of the general meeting to attend the general meeting at the same time;

c) The notice of the organization of the general meeting does not need to detail the measures taken under this Article.

12. In this Charter (unless otherwise required by circumstances), shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

a) Attending and voting directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at meetings;

c) Attend and vote at online meetings, electronic voting or other electronic forms;

d) Send ballot papers to the meeting by mail, fax, email;

e) Sending ballot papers by other means as prescribed in the Regulation of the Meeting.

13. Annually, the Company holds a General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders shall not be held in the form of postal ballot.

14. In case the Corporation applies modern technology to organize the General Meeting of Shareholders through online meetings or a combination of face-to-face meetings and online meetings, the Corporation shall ensure that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3. Article 273 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

The Internal Regulation on Corporate Governance specifies the form of online meetings or a combination of face-to-face meetings and online meetings.

Article 21. Approval of the Resolution of the General Meeting of Shareholders

1. Form of approving the resolution of the General Meeting of Shareholders

The General Meeting of Shareholders approves resolutions under its jurisdiction in the form of voting at the meeting or postal ballot, including issues at Points a, b, c, d, dd, e, g, Clause 2, Article 147 of the Law on Enterprises.

2. Except for the cases specified in Clauses 3 and 4 of this Article, decisions of the General Meeting of Shareholders on the following issues shall be adopted when more than 50% of the total votes of all shareholders attending and voting at the meeting approve:

a) Approval of annual financial statements;

b) The Company's short-term and long-term development plans;

c) Dismissal, dismissal and replacement of members of the Board of Directors and report on the appointment of the General Director by the Board of Directors.

3. The election of members of the Board of Directors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.

4. Decisions of the General Meeting of Shareholders related to the amendment and supplementation of the Charter, types of shares and number of shares to be offered, changes in the organizational structure of the company's management, change of business lines, reorganization and dissolution of the Corporation, etc. transactions of purchase and sale of assets of the Corporation or its branches with a value of 35% or more of the total value of assets of the Corporation calculated according to the latest audited financial statements shall be approved when there are 65% or more of the total votes of all shareholders attending and voting at the meeting in favor.

5. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders holding at least 65% of ordinary shares attending the meeting and at the same time being approved by shareholders holding at least 75% of the voting rights of the above-mentioned type of preference shares.

6. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented as prescribed.

7. In case of passing a resolution in the form of postal ballot, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote.

8. The resolution is adopted in the form of postal ballot and is as valid as the resolution passed at the General Meeting of Shareholders.

Article 22. Competence and mode of postal ballot to approve the Resolution of the General Meeting of Shareholders

The competence and mode of postal ballot to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions by postal ballot to approve the decision of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company.
2. The Board of Directors must prepare ballot papers, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must submit them at least fifteen (15) days before the deadline for receiving opinion polls. Requirements and methods for sending ballot paper and enclosed documents shall comply with the provisions of Clause 3 Article 18 This Charter.
3. The ballot paper must contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Purpose of collecting opinions;

c) Full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders;

d) Issues that need to be consulted for approval of decisions;

e) Opinion includes for, against and abstention on each issue for consultation;

f) The deadline for sending to the Company the ballot paper;

g) Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. The answered ballot paper must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.
5. The ballot paper may be sent to the Corporation in the following forms:

a) By mail: The ballot paper sent to the Corporation must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) Fax or email: ballot paper sent to the Company by fax or email must be kept confidential until the time of counting.

6. The ballot paper received by the Corporation after the deadline specified in the ballot paper contents or which have been opened in case of sending letters or announced

before the time of counting votes in case of sending faxes or emails are invalid. Ballot papers that are not sent back are considered votes not to participate in voting.

7. The Board of Directors counts votes and makes a record of vote counting in the presence of the Audit Committee or of shareholders who are not executives of the enterprise. The vote counting record must contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Purpose and issues to be consulted to pass the resolution;

c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes for, against and abstention on each issue;

e) Issues passed;

f) Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter and the vote counting supervisor.

8. Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

9. The vote counting record must be posted on the Corporation's website within twenty-four (24) hours from the end of vote counting.

10. The ballot paper that has been answered, the vote counting record, the approved resolution and the relevant documents enclosed with the ballot paper must all be kept at the head office of the Corporation.

Article 23. Resolution and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Time and place of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full name of the chairman and secretary;

e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, for, against and abstention; the proportion of the total number of votes of shareholders attending the meeting;

h) The issues that were passed and the corresponding percentage of votes voted for approval;

i) Signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, other members of the Board of Directors attending the meeting shall sign the minutes of the meeting and clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

2. Resolutions and minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Resolutions and Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall apply.

4. The Resolution, the Minutes of the General Meeting of Shareholders and the attached Appendices (if any) must be fully published on the Corporation's website, the website of the State Securities Commission and the Stock Exchange within twenty-four (24) hours and in accordance with the Law on Enterprises.

5. The Resolution and Minutes of the General Meeting of Shareholders together with attached appendices (if any) which have been publicly announced on the Company's website, the website of the State Securities Commission and the Stock Exchange shall be considered as authentic evidence of the work that has been carried out and voted by shareholders at meeting of the General Meeting of Shareholders unless there is an objection to the contents of the minutes made in accordance with the prescribed procedures within ten (10) days from the sending of the minutes.

6. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the written authorization to attend the meeting, all appendices attached to the Minutes of the General Meeting of Shareholders (if any) and relevant documents must be kept at the head office of the Company.

Article 24. Request for cancellation of the Resolution of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results for collecting shareholders' opinions in writing, members of the Board of Directors, members of the Audit Committee, General Director, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration

consider and cancel the decision of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing decisions of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 6 Article 21 This Charter.

b) The content of the resolution violates the law or this Charter.

2. In case the decision of the General Meeting of Shareholders is annulled under a decision of the Court or Arbitrator, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in the order, procedures specified in the Law on Enterprises and this Charter.

CHAPTER VII. THE BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. Qualifications and requirements for members of the Board of Directors

a) Having full civil act capacity, not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Having experience in business administration, or in the fields, business lines of the Corporation;

c) Members of the Board of Directors are not necessarily shareholders of the Corporation

2. Qualifications and requirements for independent members of the Board of Directors:

a) Not be a person who is working for the Corporation, the parent company or its subsidiaries; not being a person who has worked for the Corporation, the parent company or its subsidiaries for at least 03 consecutive years;

b) Not being a person who is receiving salaries or remunerations from the Corporation, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose wife, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Corporation; being a manager of the Corporation or a subsidiary of the Corporation;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Corporation;

e) Not being a person who has been a member of the Board of Directors of the Corporation for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

3. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General

Meeting of Shareholders and published at least ten (10) 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 dropping out coupons. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

f) Full name, date of birth;

g) Educational level;

h) Professional qualifications;

i) Work process;

j) Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;

k) An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;

l) Benefits related to the Company (if any);

m) Full name of the shareholder or group of shareholders nominating the candidate (if any);

n) Other information (if any).

4. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors as follows:

a) From 09% to less than 15% may nominate one (01) candidate;

b) From 15% to less than 30% may nominate a maximum of two (02) candidates;

c) From 30% to less than 50% may nominate a maximum of three (03) candidates;

d) From 50% to less than 65% may nominate a maximum of four (04) candidates;

e) From 65% or more are nominated for full candidates;

Ordinary shareholders who voluntarily gather in groups and satisfy the prescribed conditions for nominating persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting no later than the opening of the General Meeting of Shareholders.

5. In case the number of candidates for the Board of Directors approving the nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates. The procedures for the incumbent Board of Directors to recommend candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with law.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is seven (07) people. The term of office of a member of the Board of Directors shall not exceed five (05) years and may

be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

2. The structure of members of the Board of Directors must comply with the following provisions:

a) There are at least 02 independent members of the Board of Directors;

b) There are at least 02 non-executive members of the Board of Directors;

3. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

4. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and securities market.

5. Members of the Board of Directors are not necessarily shareholders of the Corporation.

Article 27. Powers and obligations of the Board of Directors

1. The business activities and affairs of the Corporation shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is an agency with full powers to exercise the rights and obligations of the Corporation that is not under the jurisdiction of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter of the Corporation and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) To decide on the Corporation's strategy, development plan and business plan;

b) Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c) Election, dismissal and dismissal of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors; Appointing and dismissing, signing contracts, terminating contracts of General Directors and other executives and deciding on their salaries; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;

d) Supervising and directing the General Director and other business executives;

e) To settle the Corporation's complaints against the operator of the enterprise as well as to decide on the selection of the Corporation's representative to settle matters related to the legal proceedings against such executive;

f) To decide on the organizational structure of the Corporation, the establishment of subsidiaries, the establishment of branches, representative offices and the capital contribution and purchase of shares of other enterprises;

g) To propose the reorganization or dissolution of the Corporation;

h) Decision on promulgation of the Regulation on operation of the Audit Committee under the Board of Directors, Decision on promulgation of the Regulation on information disclosure of the Corporation.

i) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;

j) Proposing the annual dividend level and determining the advance dividend level; decide on the time limit and procedures for dividend payment;

k) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

l) Proposing the issuance of convertible bonds and bonds with warrants;

m) Decide on the offering price of stocks and bonds in case of being authorized by the General Meeting of Shareholders;

n) Submit the audited annual financial statements and management reports of the Corporation to the General Meeting of Shareholders;

o) Report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

p) Other rights and obligations (if any).

3. The following matters must be approved by the Board of Directors:

a) Establishment of branches or representative offices of the Corporation;

b) Establishment of subsidiaries of the Corporation;

c) Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the cases specified at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises, which must be ratified by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment and cancellation of the Corporation's contracts;

d) Appointment and dismissal of persons authorized by the Corporation as commercial representatives and lawyers of the Corporation;

e) The borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Corporation;

f) Investments under the Corporation's internal regulations;

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

h) The valuation of assets contributed to the Corporation other than cash in the issuance of stocks or bonds of the Corporation, including gold, land use rights, intellectual property rights, technology and technological know-how;

i) The redemption or recovery of not more than 10% of the total number of shares of each type that have been offered for sale in twelve (12) months;

j) To decide on the price of redemption or revocation of shares of the Corporation;

k) Business or transaction matters that the Board decides require approval within its authority and responsibility.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular, the supervision of the Board of Directors over the General Director and other executives in the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements shall be considered invalid and have not yet been approved by the Board of Directors.

5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to handle the work on behalf of the Corporation.

Article 28. Remuneration, salary and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or divided equally in case of failure to reach an agreement.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, rights to purchase shares and other benefits enjoyed from the Corporation, its subsidiaries, associates and other companies in which the member of the Board of Directors is the representative of the contributed capital must be disclosed in detail in the Annual Report of the Corporation. The remuneration of members of the Board of Directors must be expressed as a separate item in the Corporation's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

3. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that according to the Board of Directors are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

4. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

5. Members of the Board of Directors may purchase liability insurance by the Corporation after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 29. Chairman and Vice Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors must choose from among the members of the Board of Directors to elect the Chairman. In case of necessity, the Board of Directors may elect one or more Vice Chairmen of the Board of Directors.
2. The Chairman of the Board of Directors is obliged to prepare programs and documents, convene and chair meetings of the Board of Directors; chairman of the General Meeting of Shareholders; sign a decision to promulgate the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after being approved by the General Meeting of Shareholders; and at the same time have other rights and obligations specified in the Law on Enterprises, this Charter and other internal regulations of the Corporation.
3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's operation reports, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.
4. The Vice Chairman of the Board of Directors shall have the same rights and obligations as the Chairman in case he or she is authorized in writing by the Chairman and the Chairman has notified the Board of Directors of the absence or must be absent due to force majeure reasons or inability to perform his/her duties.
5. In case both the Chairman and all Vice Chairman of the Board of Directors are temporarily unable to perform their duties for any reason, the Board of Directors may elect another person from among the remaining members to perform the duties of the Chairman of the Board of Directors with an approval rate of more than 50% of the total number of members participating in the election.
6. The Chairman of the Board of Directors may be dismissed at the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal or dismissal.

Article 30. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors within 07 working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular and irregular meetings of the Board of Directors, formulate the agenda, time and place of the meeting

at least five (05) working days before the meeting date. The Chairman may convene a meeting when deeming it necessary, but must meet at least once (01) time per quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing clearly stating the purpose of the meeting and the issues to be discussed:

a) Audit Committee;

b) General Director or at least five (05) other managers;

c) Independent Member of the Board of Directors;

d) At least two (02) members of the Board of Directors.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failing to convene a meeting at the request, the Chairman of the Board of Directors shall be responsible for the damage caused to the Corporation; Persons proposing to organize meetings specified in Clause 3 Article 30 have the right to convene meetings of the Board of Directors.

5. At the request of an independent auditing firm to audit the Corporation's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Corporation's situation.

6. A meeting of the Board of Directors shall be held at the head office of the Corporation or at another location in Vietnam or abroad under the decision of the Chairman of the Board of Directors and with the consent of the Board of Directors.

7. The notice of the Board of Directors meeting must be sent to the members of the Board of Directors at least three (03) working days before the meeting date. A member of the Board of Directors may refuse a written notice of invitation to a meeting, such refusal may be changed or canceled in writing by such member of the Board of Directors. The notice of the meeting of the Board of Directors must be made in Vietnamese and must fully notify the time, place of the meeting, agenda and contents of the issues discussed, enclosed with necessary documents on the issues to be discussed and voted on at the meeting and the voting votes of the members.

8. The notice of invitation to the meeting shall be sent by mail, fax, e-mail or other means, but must ensure that it reaches the contact address of each member of the Board of Directors and the Controllers registered at the Corporation.

9. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

10. In case the number of members attending the meeting is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the intended first meeting. The second convened meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

11. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:

a) Listening to each other member of the Board of Directors speaking in the meeting;

b) Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

12. Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.

13. Members of the Board of Directors may send voting ballots to the meeting by mail, fax, or email. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

14. Voting

a) Except for the provisions of Clause 11 Article 30, each member of the Board of Directors or an authorized person specified in Clause 8 of this Article who is directly present as an individual at the meeting of the Board of Directors shall have one (01) vote;

b) Members of the Board of Directors may not vote on contracts, transactions or proposals in which such member or persons related to such members have interests and such interests conflict or may conflict with the interests of the Corporation;

c) Members of the Board of Directors benefit from a contract specified at Points a and b, Clause 5 Article 43 This charter is deemed to have a significant interest in that contract;

d) Controllers have the right to attend meetings of the Board of Directors, have the right to discuss but are not allowed to vote.

15. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is expected to be concluded with the Corporation and knows himself or herself as a person with an interest in which it is responsible for disclosing this interest at the first meeting of the Board discussing the conclusion of this contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Corporation, such member of the Board of Directors must publicize the relevant interests at the first meeting of the Board of Directors held after such member knows that he or she has interests or will have benefits in the above transaction or contract.

16. The Board of Directors approves decisions and issues resolutions on the basis of the majority of members of the Board of Directors attending the meeting. In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

17. Resolutions in the form of postal ballot shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.

18. The Chairman of the Board of Directors shall send the minutes of the Board of Directors meeting to the members and such minutes shall be authentic evidence of the work carried out during the meeting unless there is an objection to the contents of the minutes within ten (10) days from the date of submission. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and may be made in a foreign language. The minutes must be signed by the chairman and the person who records the minutes.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors. Independent members of the Board of Directors shall be appointed as Heads of Subcommittees under the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current provisions of law and the provisions of the Corporation's Charter and the Corporation's internal regulations on governance.

Article 32. Person in charge of corporate governance

1. The person in charge of corporate governance is the person who performs the corporate governance work at the corporation.

2. The Board of Directors shall appoint at least one (01) person to be the person in charge of the Corporation's governance to support the effective conduct of the Corporation's governance activities. The person in charge of governance of the Corporation may concurrently act as the Secretary of the Corporation as prescribed in Clause 5, Article 156 of the Law on Enterprises. The term of office of the person in charge of the Corporation's governance shall be decided by the Board of Directors, not exceeding five (05) years.

3. The person in charge of the governance of the Corporation must meet the following criteria:

a) Have an understanding of the law;

b) Not to concurrently work for an independent auditing firm that is auditing the Corporation's financial statements;

c) Other criteria as prescribed by law, this Charter and decisions of the Board of Directors.

4. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current labor laws. The Board of Directors may appoint an Assistant Person in charge of administration of the Corporation from time to time.

5. The person in charge of governance of the Corporation has the following rights and obligations:

a) Advising the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related affairs between the Corporation and shareholders;

b) Prepare meetings of the Board of Directors, the Audit Committee and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee;

c) Advising on the procedure of meetings;

d) Attend meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with the law;

f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Audit Committee;

g) To supervise and report to the Board of Directors on information disclosure activities of the Corporation;

h) Confidentiality of information in accordance with the provisions of law and the Corporation's Charter;

i) Other rights and obligations as prescribed by law and the Charter of the Corporation.

CHAPTER VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES OF ENTERPRISES

Article 33. Organization of the management apparatus

The management system of the Corporation must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Corporation.

The Corporation shall have the General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Article 34. Business Executives

1. At the request of the General Director and the approval of the Board of Directors, the Corporation may recruit other executives with the number and standards suitable to the Corporation's management structure and regulations prescribed by the Board of Directors. The business executive must be responsible for assisting the Corporation in achieving the objectives set out in its operation and organization.

2. Remuneration, salaries, benefits and other terms of the labor contract for the General Director shall be decided by the Board of Directors and contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director; sign a contract that stipulates remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, expressed as a separate item in the Annual Financial Statement and stated in the Annual Report of the Corporation.

2. The term of office of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must fulfil the qualifications and requirements specified in Clause 5, Article 162 of the Law on Enterprises and the Charter of the Corporation. The General Director is not necessarily a shareholder of the Corporation

3. The General Director has the following rights and obligations:

~~a)~~ Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders;

b) To decide on matters without the decision of the Board of Directors and the General Meeting of Shareholders~~,~~ to organize and administer the Corporation's day-to-day business activities in accordance with best management practices;

c) To propose to the Board of Directors the plan on the organizational structure and internal management regulations of the Corporation;

d) To propose measures to improve the operation and management of the Corporation;

e) To propose the number and executives that the Corporation needs to recruit for the Board of Directors to appoint or dismiss according to the internal regulations and to propose remuneration, salaries and other benefits for executives for the Board of Directors to decide;

f) Consult with the Board of Directors to decide on the number of employees, appointments, dismissals, salaries, benefits, and other terms related to their employment contracts;

g) No later than December 31 of each year, submit to the Board of Directors for approval the detailed business plan for the next fiscal year;

h) To prepare long-term, annual and quarterly estimates of the Corporation (hereinafter referred to as estimates) in service of the Corporation's long-term, annual and quarterly management activities according to the business plan. The annual estimates (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Corporation's regulations;

i) Other rights and obligations as prescribed by law, this Charter, the Corporation's internal regulations, resolutions of the Board of Directors, labor contracts signed with the Corporation.

4. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these levels when requested.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.

Article 36. Appointment, dismissal, duties and powers of the Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department and Heads of professional departments of the Corporation.

1. The Board of Directors shall appoint the Deputy General Director, the Head of the Accounting/Chief Accountant Department, the Head of the Finance Department and the Heads of professional departments in the Corporation on the basis of the proposal of the General Director.

2. Powers and duties of Deputy General Director, Head of Accounting Department/Chief Accountant, Head of Finance Department

a) The Deputy General Director assists the General Director; perform the tasks assigned or authorized by the General Director under the Labor Contract and take responsibility before the General Director and the Board of Directors.

b) The Head of Accounting Department/Chief Accountant shall have the rights and duties specified in Article 55 of the Accounting Law, relevant legal provisions and internal regulations of the Corporation.

c) The Head of the Finance Department shall be responsible to the Board of Directors and the General Director in advising and making short-term, medium- and long-term financial plans, capital sources for production and business activities and other financial matters of the Corporation.

3. The Board of Directors may dismiss or dismiss the Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department and Heads of professional departments when the majority of members of the Board of Directors have the right to vote to approve and appoint another person to replace them.

CHAPTER IX. AUDIT COMMITTEE

Article 37. Qualifications, requirements and appointment of members of the Audit Committee

1. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operation of the Corporation and do not fall into the following cases:

a) Working in the accounting and finance department of the Corporation;

b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the previous 03 consecutive years.

2. The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, and business administration.

3. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and are not executives of the Corporation

4. 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 meeting of the Board of Directors.

Article 38. Composition of the Audit Committee

1. The Audit Committee has 02 or more 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. The Audit Committee may establish subordinate assisting departments and divisions in charge of internal control and audit activities. The implementation of internal audit activities must be in accordance with Decree No. 05/2019/ND-CP dated January 22, 2019, current legal provisions and the provisions of the Charter and Internal Regulations on corporate governance.

Article 39. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises, the Corporation's Charter and the following rights and obligations:

1. To have the right to access documents related to the Corporation's operations, communicate with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to collect information for the operation of the Audit Committee.

2. Have the right to request representatives of approved audit organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.

3. Use legal consultancy, accounting or other external consultancy services when necessary.

4. Convening an extraordinary General Meeting of Shareholders as prescribed in Section e, Clause 3, Article 14 of this Charter;

5. Formulate and submit to the Board of Directors policies on risk detection and management; to propose to the Board of Directors solutions to handle risks arising in the Corporation's operations.

Article 40. Audit Committee Meetings

1. The Audit Committee must meet at least 02 times in a year. The minutes of the meeting must be made in detail, clearly and must be kept in full. The recordkeeper and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee approves the decision by voting at the meeting, collecting written opinions or other forms. Each member of the Audit Committee has one vote. The decision of the Audit Committee shall be approved if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

Article 41. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the annual General Meeting of Shareholders.

2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:

a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Charter of the Corporation;

b) Summarizing the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;

c) Results of supervision of financial statements, operation and financial situation of the Corporation;

d) A report on the assessment of transactions between the Corporation, its subsidiaries and other companies in which the Corporation controls more than 50% or more of the charter capital and members of the Board of Directors, General Director, other executives of the Corporation and related persons of such subjects; transactions between the Corporation and companies in which members of the Board of Directors, General Directors, executives other than the Corporation are founding members or managers of the Corporation for the last 03 years before the time of transaction;

e) Results of the assessment of the Corporation's internal control and risk management system;

f) Supervision results of the Board of Directors, the General Director and other executives of the Corporation;

g) Results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director and shareholders;

h) Other contents (if any).

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

Article 42. Responsibility for Caution

Members of the Board of Directors, members of the Audit Committee, General Directors and other executives shall be responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Corporation.

Article 43. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Audit Committee, the General Director and other executives must disclose relevant interests in accordance with the provisions of Article 164 of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, Members of the Audit Committee, General Directors and other executives are not permitted to use business opportunities that may benefit the Corporation for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, Members of the Audit Committee, General Directors and other executives are obliged to inform the Board of Directors of all interests that may conflict with the interests of the Corporation to which they may be entitled through economic entities, other transactions or individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Corporation shall not be allowed to grant loans or guarantees to members of the Board of Directors, members of the Audit Committee, General Directors, other executives and individuals and organizations related to the above-mentioned members or legal entities with which these persons have financial interests except for the the Corporation and organizations related to this member are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and specialized laws as otherwise prescribed.

5. Contracts or transactions between the Corporation and one or more members of the Board of Directors, members of the Audit Committee, the General Director, other executives and individuals and organizations related to them or the company, partner, association, or organization of which a member of the Board of Directors, members of the Audit Committee, the General Director, other executives or persons related to them

who are members, or have related financial interests shall not be invalidated in the following cases:

a) For contracts with a value of less than or equal to twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Audit Committee, General Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;

b) For contracts with a value greater than twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, members of the Audit Committee, the General Director, other executives who have been disclosed to shareholders who have no related interests have the right to vote on the matter, and those shareholders have approved the contract or transaction;

c) Such contract or transaction is deemed by an independent consultancy organization to be fair and reasonable in all respects relating to the shareholders of the Corporation at the time such transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors, members of the Audit Committee, General Directors, other executives and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Corporation or disclosed to others to carry out related transactions.

Article 44. Liability for Damage and Compensation

1. Members of the Board of Directors, members of the Audit Committee, General Directors and other executives who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.

2. The Corporation shall compensate persons who have been, are or may become a party to complaints, lawsuits and prosecutions (including civil and administrative cases and non-lawsuits filed by the Corporation) if such persons have been or are members of the Board of Directors, a member of the Audit Committee, the General Director, another executive, an employee or an authorized representative of the Corporation, or such person has or is acting at the request of the Corporation as a member of the Board of Directors, an executive, an employee or an authorized representative of the Corporation, provided that such person has acted in good faith, be cautious and diligent for the benefit of or not conflict with the interests of the Corporation, on the basis of compliance with the law and there is no evidence to confirm that such person has breached his or her responsibilities.

3. When performing functions, tasks or performing tasks as authorized by the Corporation, members of the Board of Directors, members of the Audit Committee, other executives, employees or authorized representatives of the Corporation shall be compensated by the Corporation when they become a related party in complaints, lawsuits and prosecutions (except for lawsuits in which the Corporation is the plaintiff) in the following cases:

a) Having acted honestly, prudently, diligently for the benefit of the Corporation and not contradicting the interests of the Corporation;

b) Complying with the law and having no evidence of failure to fulfill its responsibilities.

4. Indemnification costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in reality or deemed reasonable when resolving these cases within the framework permitted by law. The corporation can purchase insurance for these people to avoid the above-mentioned liabilities.

CHAPTER XI. RIGHT TO INVESTIGATE THE CORPORATION'S BOOKS AND RECORDS

Article 45. Right to investigate books and records

1. Shareholders or groups of shareholders specified in Clause 3 Article 25 This Charter has the right to send a written request for inspection of the list of shareholders, the minutes of the General Meeting of Shareholders and make copies or extracts of these documents during working hours and at the Corporation's head office. The request for inspection by the authorized representative of the shareholder must be accompanied by a power of attorney of the shareholder that he or she represents or a notarized copy of this power of attorney.

2. Members of the Board of Directors, Controllers, General Directors and other executives shall have the right to inspect the register of shareholders of the Corporation, the list of shareholders and other books and records of the Corporation for purposes related to their positions provided that such information shall be kept confidential.

3. The Corporation must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, the regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.

4. The company's charter must be published on the Corporation's website.

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 46. Workers and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director shall make a plan for the Board of Directors to approve matters related to the Corporation's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Corporation's regulations and current laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Corporation's retained profits.
2. The Corporation does not pay interest on dividend payments or payments related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Corporation must pay in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Corporation has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Corporation is not responsible for the amount of money transferred by the Corporation to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.
6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Account

1. The corporation shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in case of necessity, the Corporation may open an offshore bank account in accordance with the provisions of law.

3. The Corporation conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Corporation opens accounts.

Article 49. Fiscal Year

The Corporation's financial year starts from the first day of January every year and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting regime

1. The accounting regime used by the Corporation is the Vietnam Accounting System (VAS), the enterprise accounting regime or other specific accounting regimes promulgated by competent agencies approved by the Ministry of Finance.

2. The Corporation shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and explain the Corporation's transactions.

3. The Corporation uses the accounting currency unit of Vietnam dong. In case the Corporation has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in its accounting, take responsibility for such selection before law and notify it to the direct tax administration agency.

CHAPTER XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES

Article 51. Five, six-month, and quarterly financial statements

1. The Corporation must make annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission and the reports must be audited in accordance with the provisions of Article 53 This Charter, sent and published as follows:

a) The Corporation must publish the audited annual financial statements within 10 days from the date the audit organization signs the audit report but not exceeding 90 days from the end of the fiscal year and send the annual financial statements to the

competent tax agencies. the Business Registration Agency, the Statistics Office, the State Securities Commission, and the Stock Exchange.

b) Within four (04) months from the end of each fiscal year, the Corporation must send the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the business registration agency and the statistics agency.

c) In case of extension of the General Meeting of Shareholders, within six (06) months from the end of each fiscal year, the Corporation must send the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the Business Registration Authority, the Statistics Office.

2. The annual financial statement must include a report on the results of business activities reflecting honestly and objectively the situation of the Corporation's profit/loss in the fiscal year, the report on the financial situation reflecting honestly and objectively the operation situation of the Corporation up to the time of making the report, cash flow statements and explanations to financial statements.

3. The Corporation must make and publish the reviewed six-month financial statements within 05 days from the date the auditor signs the review report but not more than 60 days from the end of the first 06 months of the fiscal year and the quarterly financial statements within 30 days. from the end of the quarter and submit them to the concerned tax authorities and business registration agencies in accordance with the provisions of the Enterprise Law.

4. Audited annual financial statements (including auditors' opinions), reviewed six-month financial statements and quarterly financial statements must be published on the Corporation's website.

5. Interested shareholders who are organizations and individuals are entitled to inspect or make copies of audited annual financial statements, reviewed six-month reports and quarterly financial statements during working hours at the Corporation's head office and must pay a reasonable fee for copying.

Article 52. Annual Report and Corporate Governance Report

1. The Corporation must make an annual report according to the form specified in Appendix IV issued together with Circular 96/2020/TT-BTC dated November 16, 11, 2020 of the Ministry of Finance and documents amending and supplementing this Circular (if any) and announce it within 20 days from the date of announcing the audited annual financial statements but not exceeding 110 days. from the end of the fiscal year.

2. The Corporation must disclose information about the report on corporate governance according to the form specified in Appendix V issued together with Circular 96/2020/TT-BTC dated November 16, 11, 2020 of the Ministry of Finance and documents amending and supplementing this Circular (if any) within 30 days. from the end of the first 06 months of the year and the end of the calendar year.

CHAPTER XVI. AUDIT OF THE CORPORATION

Article 53. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Corporation's financial statements for the next fiscal year based on the agreed terms and conditions with the Board of Directors. The corporation must prepare and submit its annual financial statements to the independent auditing firm after the end of the fiscal year.

2. A copy of the audit report is attached to the Corporation's annual financial statements.

3. Independent auditors who perform the audit of the Corporation are allowed to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on matters related to the audit of the report financial statements of the Corporation.

CHAPTER XVII. SEALS

Article 54. Seal

1. The Board of Directors shall decide on the type, quantity, form and content of seals of the Corporation, its branches, representative offices and other units of the Corporation.

2. The Corporation's seal includes a seal made at a seal engraving establishment and a seal in the form of a digital signature in accordance with the law on electronic transactions.

3. The Board of Directors and the General Director shall use the Corporation's seal in transactions in accordance with current law. The management and retention of seals shall comply with regulations issued by the Corporation, branches, representative offices or other units of the Corporation with seals.

CHAPTER XVIII. TERMINATION AND LIQUIDATION

Article 55. Termination of Operation

1. A corporation may be dissolved in the following cases:

a) Termination of the Corporation's operation term, even after the extension has been extended;

b) Dissolve ahead of time according to the decision of the General Meeting of Shareholders;

c) The Enterprise Registration Certificate is revoked;

d) Other cases as prescribed by law.

2. The dissolution of the Corporation ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the

Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the extension of the Corporation's operation at the request of the Board of Directors.

2. The operation term shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

Article 57. Liquidation

1. At least six (06) months before the end of the Corporation's operation term or after the issuance of a decision on dissolution of the Corporation, the Board of Directors must establish a Liquidation Board consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among employees of the Corporation or independent experts. All expenses related to liquidation are prioritized by the Corporation to be paid before other debts of the Corporation.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board has represented the Corporation in all affairs related to the liquidation of the Corporation before the Court and administrative agencies.

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

a) Liquidation expenses;

b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;

c) Tax debts;

d) Other debts of the Corporation;

e) The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In case of disputes or complaints related to the operation of the Corporation, the rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, other legal provisions, the Corporation's Charter, the provisions between:

a) Shareholders with the Corporation;

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

2. The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Court to appoint an independent expert to mediate the dispute resolution process.

3. In case the conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may refer the dispute to Economic Arbitration or the Economic Court.

4. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. Charter of the Corporation

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operation of the Corporation which have not been mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, such provisions of law shall automatically apply and regulate the operation of the Corporation.

CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter consists of 21 chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Vietnam Railway Construction Corporation Joint Stock Company on July 30 , 2026 at the Corporation's headquarters - Building No. 33 Lang Ha Street, O Cho Dua Ward, Hanoi City and jointly approves the full validity of this Charter.

2. The Charter shall be made in five (05) copies, of equal validity.

3. This Charter is unique and official of the Company.

4. Copies or extracts of the company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE
Chairman of the Board of Directors

(Signed)

Vu Duc Tien

Appendix 1: LIST OF FOUNDING SHAREHOLDERS

TT	Shareholder Name	Address	ID CARD/CCCD/BUSINESS REGISTRATION CERTIFICATE	Number of shares, ownership ratio at the time of establishment (*)	Number of shares, ownership ratio at the time of adoption of this Charter
1	Vietnam Railways Corporation	118 Le Duan Street, Cua Nam Ward, Hoan Kiem District, Hanoi City	0100105052 level changed for the 6th time on 17/04/2020 at the Department of Planning and Investment of Hanoi	425,224 shares, 62.93%	0 shares, 0% ratio
2	Other Shareholders			250,495 shares, 37.07%	32,064,749 shares, 100%
TOTAL				**675,719 shares, 100%**	**32,064,749 shares, 100%**

(*) At the time of establishment, the par value of shares is 100,000 VND/share

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC
No. 14/2026/TTr-VRCC-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, June 02 , 2026.

PROPOSAL
On amendment of the Regulation of the Board of Directors

To: Annual General Meeting of Shareholders of the Corporation in 2026

- Pursuant to the Law on Enterprises No. 59/2020/QH14 promulgated on June 17, 2020 and documents amending, supplementing and guiding the implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and documents amending, supplementing and guiding the implementation;
- Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company ("**the Corporation**");
- Based on the requirements and tasks of the Corporation,

The Board of Directors of Vietnam Railway Engineering Corporation Joint Stock Company respectfully submits to the General Meeting of Shareholders (AGM) for approval the amendment of a number of contents of the Regulation on Operation of the Board of Directors of the Corporation as follows:

I/ Proposed amendments:

STT	Terms	Contents of the Regulation Issued on 25/12/2025	Contents of the Regulation post-modification	Legal and practice
1.	Clause 2 Article 2	2. The structure of the Corporation's Board of Directors includes: Chairman of the Board of Directors; Vice President; and members.	2. The structure of the Corporation's Board of Directors includes: Chairman of the Board of Directors; one or more Vice Chairmen; and members.	Adjusting the structure of the Board of Directors toward greater flexibility, allowing for the appointment of multiple Vice Chairmen
2.	Section f, Clause 2, Article 18	- For documents and documents sent to the Board of Directors or the Chairman of the Board of Directors or forwarded by departments, the Office	- For documents and documents sent to the Board of Directors or the Chairman of the Board of Directors or forwarded by departments, the Office	Standardizing the nomenclature and organizational structure of administrative

STT	Terms	Contents of the Regulation Issued on 25/12/2025	Contents of the Regulation post-modification	Legal and practice
		of the Board of Directors shall be transferred to the Chairman of the Board of Directors for consideration and decision. After obtaining the opinions of the Chairman of the Board of Directors, the Office of the Board of Directors shall forward the documents to the members of the Board of Directors and notify them to the Administration and Human Resource Department return documents to relevant departments and units for implementation. - For documents sent by the Chairman of the Board of Directors and members of the Board of Directors, the Office of the Board of Directors shall comply with the regulations on archival work of the Corporation. The archiving of documents and documents of the Board of Directors shall be carried out at the clerical department – Administration and Human Resource Department and the Office of the Board of Directors of the	of the Board of Directors shall be transferred to the Chairman of the Board of Directors for consideration and decision. After obtaining the opinions of the Chairman of the Board of Directors, the Office of the Board of Directors shall forward the documents to the members of the Board of Directors and notify them to the Administration Department return documents to relevant departments and units for implementation. - For documents sent by the Chairman of the Board of Directors and members of the Board of Directors, the Office of the Board of Directors shall comply with the regulations on archival work of the Corporation. The archiving of documents and documents of the Board of Directors shall be carried out at the clerical department and the Office of the Board of Directors of the Corporation	departments in line with the Corporation's actual operating model

STT	Terms	Contents of the Regulation Issued on 25/12/2025	Contents of the Regulation post-modification	Legal and practice
		Corporation.		
3.	Point h, Clause 2, Article 18	Coordinate with the Organization and Administration Department in equipping and managing assets, tools and working facilities (stationery, articles, newspapers, etc.) of the Chairman of the Board of Directors and other full-time members of the Board of Directors. Carry out procedures for payment of external expenses to the Chairman and members of the Board of Directors (if any).	Coordinate with the Administration Department in equipping and managing assets, tools and working facilities (stationery, articles, newspapers, etc.) of the Chairman of the Board of Directors and other full-time members of the Board of Directors. Carry out procedures for payment of external expenses to the Chairman and members of the Board of Directors (if any).	Standardizing the nomenclature and organizational structure of administrative departments in line with the Corporation's actual operating mode

II/ The General Meeting of Shareholders assigns/authorizes the Chairman of the Board of Directors of the Corporation to amend, supplement and promulgate the Regulation on Operation of the Board of Directors of the Corporation after the General Meeting of Shareholders approves this Report and replaces the Regulation on Operation of the Board of Directors of the Corporation which was issued on 25/12/2025.

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

Recipients:

- Shareholders of the Corporation;
- Kept at BOD's office for archirved.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

CTCP TỔNG CÔNG TY CÔNG TRÌNH ĐƯỜNG SẮT VIỆT NAM
RCC SINCE 1972
MSDN: 3300101075

Vu Duc Tien

VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANY

REGULATIONS OF THE BOARD OF DIRECTORS

Hanoi, July 2026

VIETNAM RAILWAY
CONSTRUCTION CORPORATION
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGULATIONS OF THE BOARD OF DIRECTORS
VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANY

Chapter I: GENERAL REGULATIONS

Article 1. Scope of regulation and subjects of application

1. This Regulation provides for the legal position, organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors, the order of settlement of affairs and working relations in order to operate in accordance with the provisions of the Law on Enterprises. Charter of Vietnam Railway Construction Corporation Joint Stock Company (hereinafter referred to as the Corporation) and other relevant provisions of law.

2. This Regulation applies to the Board of Directors and members of the Board of Directors.

Article 2. Position and organizational structure of the Board of Directors

1. The Board of Directors is the managing agency of the Corporation and has the full right to decide on all matters related to the purposes and interests of the Corporation in the name of the Corporation, except for matters falling under the competence of the General Meeting of Shareholders.

2. The structure of the Corporation's Board of Directors includes: Chairman of the Board of Directors; one or more Vice Chairmen; and members. The Board of Directors may appoint a member as the General Director. The assignment of members depends on the operation of the Corporation in each period. The election, dismissal and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders.

3. Members of the Board of Directors may concurrently hold managerial positions in the Corporation. The structure of members of the Board of Directors must ensure the following provisions:

a) There are at least 02 independent members of the Board of Directors;

b) There are at least 02 non-executive members of the Board of Directors.

4. The Board of Directors assigns at least one full-time member to supervise the day-to-day operations of the Corporation.

Article 3. Principle of operation

1. The Board of Directors works on the principle of collectivity. Members of the Board of Directors shall take personal responsibility for their work before the Board of Directors and jointly take responsibility before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors on the development of the Corporation.

2. The Board of Directors shall assign responsibilities to the General Director to organize the implementation of resolutions and decisions of the Board of Directors.

Article 4. Powers and obligations of the Board of Directors

1. The Board of Directors on behalf of the General Meeting of Shareholders shall manage the Corporation, supervise the executive activities of the General Director, Deputy General Directors, heads of professional departments, authorized representatives of the Corporation, Directors of member companies, etc heads of branches, representative offices and other managerial positions appointed by the Board of Directors.

2. The Board of Directors shall have the powers and perform the obligations prescribed in Article 27 of the Corporation's Charter. Members of the Board of Directors shall be responsible for performing specific tasks assigned by the Board of Directors.

Chapter II: BOARD MEMBERS

Article 5. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights under the provisions of the Law on Enterprises, the Law on Securities, relevant laws and the Charter of the Corporation, including the right to be provided with information and documents on the financial situation and business activities of the Corporation and of units in the Corporation.

2. Members of the Board of Directors have the following obligations as prescribed in the Corporation's Charter and the following obligations:

a) Perform their duties honestly and prudently for the best interests of shareholders and the Corporation;

b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;

c) Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations;

d) Report to the Board of Directors at the nearest meeting of transactions between the Corporation, its subsidiaries and other companies with contributed capital of the Corporation and members of the Board of Directors and related persons of such members; transactions between the Corporation and companies in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 years before the time of transaction;

e) Disclosure of information when trading the Corporation's shares in accordance with the provisions of law.

3. An independent member of the Board of Directors of the Corporation must make an evaluation report on the operation of the Managing Board.

4. Monthly salaries for the Chairman of the Board of Directors, or full-time members of the Board of Directors (if any) shall be paid according to the regulations of the Board of Directors.

5. The remuneration of the Chairman of the Board of Directors and part-time members of the Board of Directors shall be paid according to the remuneration rate decided annually by the General Meeting of Shareholders.

6. Members of the Board of Directors are entitled to pay expenses for meetings, working and market search but must be approved by the Board of Directors on the principle of ensuring practicality, efficiency and economy.

7. Other regimes for members of the Board of Directors shall comply with the general regulations of the Corporation.

8. Members of the Board of Directors can be purchased liability insurance by the company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 6. Right to information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors and other managers in the Corporation to provide information and documents on the financial situation and business activities of the Corporation and of units in the Corporation.

2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

Article 7. Term of office and number of members of the Board of Directors

1. The Board of Directors has seven (07) members. The number of members of the Board of Directors may change, decided by the General Meeting of Shareholders in accordance with each period.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their term of office at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for by the Corporation's Charter.

4. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors.

Article 8. Qualifications and requirements for members of the Board of Directors

1. Members of the Board of Directors must satisfy the following Article 8 qualifications and requirements:

a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Having experience in business administration or in the Corporation's business fields, lines and lines and not necessarily being a shareholder of the Corporation, unless otherwise provided for in the Corporation's Charter;

c) Members of the Board of Directors of the Corporation may concurrently be members of the Board of Directors of up to 05 other companies.

2. An independent member of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following Article 8 qualifications and requirements:

a) Not be a person who is working for the Corporation, the parent company or its subsidiaries; not being a person who has worked for the Corporation, the parent company or its subsidiaries for at least 03 consecutive years;

b) Not being a person who is receiving salaries or remunerations from the Corporation, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose wife, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Corporation; being a manager of the Corporation or a subsidiary of the Corporation;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Corporation;

e) Not being a person who has been a member of the Board of Directors or the Audit Committee of the Corporation for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms or having been an independent member of the Board of Directors of the Corporation for 02 consecutive terms before the time of election;

3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and of course ceases to be an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer satisfies all the qualifications and requiremens at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.

Article 9. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors of the Corporation may not concurrently be the General Director.

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

a) Formulate programs and plans for activities of the Board of Directors;

b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Supervise, monitor and urge the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e) Chairman of the General Meeting of Shareholders;

f) Signing resolutions and documents under the competence of the Board of Directors on behalf of the Board of Directors;

g) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Corporation.

4. In case the Chairman of the Board of Directors is the legal representative of the Corporation, the Chairman of the Board of Directors shall have the rights and obligations specified in Article 29 of the Corporation's Charter, Clauses 3 and 4, Article 19 of the Internal Regulations on Corporate Governance and the Regulations on approval competence promulgated by the Board of Directors.

5. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal. In case 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 exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the Charter of the Corporation. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

6. When deeming it necessary, the Board of Directors shall decide to appoint the secretary of the Corporation. The Secretary of the Corporation shall have the rights and obligations prescribed in Article 43 of the Corporation's Charter.

Article 10. Powers and obligations of the Vice Chairman of the Board of Directors

Specified in Clause 4, Article 29 of the Corporation's Charter.

Article 11. Dismissal, removal, replacement and addition of members of the Board of Directors

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

a) Failing to satisfy the qualifications and requirements specified in Article 155 of the Law on Enterprises;

b) Have a letter of resignation and be approved;

c) Other cases specified in the Corporation's Charter.

2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

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

b) Other cases specified in the Corporation's Charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or removsal of members of the Board of Directors other than those specified in Clauses 1 and 2 of this Article.

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

a) The number of members of the Board of Directors shall be reduced by more than one-third (1/3) compared to the number specified in the Corporation's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3);

b) The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

Article 12. Methods of electing, dismissing and removing members of the Board of Directors

1. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors according to Clause 2, Article 25 of the Corporation's Charter:

a) Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination as prescribed in the Corporation's Charter. Internal regulations on corporate governance and operation 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 law.

3. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to pool all or part of their total votes to one or several candidates. The winners of the election of members of the Board of Directors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Corporation's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Corporation's Charter.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 13. Notification of election, dismissal and dismissal of members of the Board of Directors

1. In case the candidates of the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Corporation'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 truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Corporation if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work process;

d) Other managerial titles (including the title of the Board of Directors of other companies);

e) Interests related to the Corporation and related parties of the Corporation;

f) Other information (if any) as prescribed in the Corporation's Charter;

g) The Corporation shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. The notification of the results of election, dismissal and removal of members of the Board of Directors shall be made within 24 hours from the time of issuance of the decision of the General Meeting of Shareholders and in accordance with the prescribed procedures and guidance on information disclosure.

Chapter III: THE BOARD OF DIRECTORS

Article 14. Rights and obligations of the Board of Directors

The rights and obligations of the Board of Directors shall comply with the provisions of Article 27 of the Corporation's Charter.

Article 15. Duties and powers of the Board of Directors in approving and signing transaction contracts

The Board of Directors approves the transaction in accordance with the provisions of Clause 2, Article 167 of the Law on Enterprises and Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP.

Article 16. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders

The Board of Directors convenes an extraordinary General Meeting of Shareholders as prescribed at Points a and c, Clause 4, Article 14 of the Corporation's Charter.

Article 17. Subcommittees of the Board of Directors

1. When deeming it necessary, the Board of Directors may set up subcommittees such as the Human Resources Subcommittee, the Subcommittee on Remuneration and other departments assisting the Board of Directors but must still ensure compliance with the provisions of the Labor Law.

2. In case of failure to establish personnel subcommittees and salary and bonus subcommittees, the Board of Directors may assign non-executive members to assist the Board of Directors in personnel and salary and bonus activities.

3. The Board of Directors shall detail the establishment of sub-committees, the responsibilities of each sub-committee, the responsibilities of members of the sub-committee or the responsibilities of members appointed to be in charge of personnel, salaries and bonuses.

Article 18. Office of the Board of Directors

1. The Office of the Board of Directors is an assisting department for the Board of Directors and . The personnel structure includes the Head of the Office of the Board of Directors in charge of the general decision decided by the Board of Directors and other personnel responsible for handling documents sent to the Board of Directors and documents of the Board of Directors before promulgating and advising on business plans, projects, bidding, financial and accounting operations and construction techniques.

2. Duties of the Office of the Board of Directors

a) Organizing the General Meeting of Shareholders: Preparing documents of the Board of Directors to submit to the General Meeting of Shareholders and forwarding the documents of the General Meeting of Shareholders after being approved by the Board of Directors to the Administration and Human Resource Department for posting on the Corporation's website. PO8 and send it to shareholders.

b) Assisting the Chairman of the Board of Directors in controlling the meeting of the General Meeting of Shareholders: making minutes of the meeting of the General Meeting of Shareholders; draft resolution of the General Meeting of Shareholders; organizing meetings of the Board of Directors, making minutes of meetings of the Board of Directors; organize the dissemination and communication of resolutions, decisions and notices issued by the General Meeting of Shareholders and the Board of Directors.

c) Assisting the Chairman of the Board of Directors in formulating the Corporation's development strategies and plans; Advise the Chairman of the Board of Directors to formulate and implement plans and propose solutions to perform work in the Corporation's production and business activities.

d) To act as a point of contact between the Chairman of the Board of Directors and other members of the Board of Directors, the General Director, the Project Management Board, departments and agencies of the Corporation, member units and vice versa; Coordinating in formulating and registering working schedules and working schedules of the Chairman of the Board of Directors and other full-time members of the Board of Directors; Taking notes of meetings of the Board of Directors and communicating important notes to the Chairman of the Board of Directors.

e) Advise on work dossiers to be submitted to the Chairman of the Board of Directors and monitor the progress of approval and related issues.

f) Receiving, processing and submitting documents for signature of the Board of Directors:

- For documents and documents sent to the Board of Directors or the Chairman of the Board of Directors or forwarded by departments, the Office of the Board of Directors shall be transferred to the Chairman of the Board of Directors for consideration and decision. After obtaining the opinion of the Chairman of the Board of Directors, the Office of the Board of Directors shall be responsible for forwarding the documents to the members of the Board of Directors, notifying the Administration Department to return the documents to the relevant departments and units for implementation.
- For documents sent by the Chairman of the Board of Directors and members of the Board of Directors, the Office of the Board of Directors shall comply with the regulations on archival work of the Corporation. The archiving of documents and documents of the Board of Directors shall be carried out at the clerical department and the Office of the Board of Directors of the Corporation.

g) To make domestic and foreign work plans for the Chairman of the Board of Directors and other full-time members of the Board of Directors; Draft work contents and speeches to the Chairman of the Board of Directors.

h) Coordinate with the Administration and Human Resource Department in equipping and managing assets, tools and working facilities (stationery, articles, newspapers, etc.) of the Chairman of the Board of Directors and other full-time members of the Board of Directors. Carry out procedures for payment of external expenses to the Chairman and members of the Board of Directors (if any).

i) Urge and remind relevant Departments/Departments/Units to make full and timely reports; Urge and update the progress of the implementation of the work of relevant Departments/Departments/Units.

j) Receive, examine and propose opinions on the suitability of documents and documents related to financial work, economic contracts and legal documents of the Corporation before submitting them to the Chairman of the Board of Directors;

3. Powers of the Office of the Board of Directors

a) Contact, supervise, request coordination, provide dossiers and documents to relevant Departments/Departments/Units to perform assigned tasks.

b) Propose to the Board of Directors and relevant departments on implementation solutions to achieve goals and efficiency.

c) Contact, exchange work or convey information to relevant Departments/Departments/Units to implement the direction of the Board of Directors.

d) Comments and modifications in terms of form and content to documents and dossiers of relevant Departments/Departments/Units before submitting them for signature to the Board of Directors and the Chairman of the Board of Directors.

e) Assign tasks and organize tasks under the tasks and expertise of experts on the basis of the direction of the Board of Directors and the Board of General Directors.

Chapter IV: BOARD OF DIRECTORS MEETINGS

Article 19. Board Meetings

1. Meetings of the Board of Directors shall comply with the provisions of Article 30 of the Corporation's Charter.

2. The Chairman of the Board of Directors must convene a meeting at least once a quarter.

3. In case of necessity, for the interests of the Corporation or urgent matters to be discussed under the competence of the Board of Directors, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors if one of the subjects specified in Clause 3, Article 30 of the Corporation's Charter requests in writing clearly stating the purpose of the meeting. issues to be discussed.

4. The Chairman of the Board of Directors is the person who convenes and presides over all Board meetings. In case the Chairman of the Board of Directors is absent, the Vice Chairman of the Board of Directors shall be the convener and chairman of the meeting.

Article 20. Agenda and meeting contents of the Board of Directors

1. The work program of the Board of Directors is discussed and decided by members at regular meetings; Based on the general program, the Chairman and members of the Board of Directors shall make arrangements in accordance with the weekly and monthly work schedules of the Corporation.

2. Contents of the regular meeting of the Board of Directors.

a) The General Director shall report on the situation of production and business results, social life, proposals (if any) and the implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors.

b) The Chairman of the Board of Directors reports on the results of settling affairs between the 2 meetings, giving orientations, guidelines, and contents to be discussed and voted on.

c) The Board of Directors discusses the stated contents, and at the same time resolves other issues of the Board of Directors members that have not been stated on the agenda (if any).

d) Conclusions of the Chairman of the Board of Directors or the chairman of the meeting.

3. For extraordinary meetings to settle and handle affairs or urgent issues arising or difficult issues affecting the Corporation's operations, the requesters of extraordinary meetings shall be responsible for preparing the contents or assigning tasks to departments and units to prepare contents and related documents officials for the meeting.

4. Forms and voting contents of the Board of Directors:

a) By show of hands or by ballot (if necessary). Based on the opinions and voting results of the majority of members, the Chairman of the Board of Directors or the chairman of the meeting shall conclude each content of the meeting for which the minutes have been recorded.

b) Postal ballot:

Based on the opinions of the majority (over 50% of members agreeing) for the content of the consultation, the Chairman of the Board of Directors will issue a Resolution or Decision for implementation.

The decisions in the contents of the regular meeting of the Board of Directors must be approved by the Board of Directors by a majority of votes:

- Decide on production and business development plans and annual budgets;
- Operational objectives and strategic objectives on the basis of strategic objectives adopted by the Board of Directors;
- To decide on the organizational structure of the Corporation;
- Proposing restructuring or dissolution in the whole company;
- To appoint, dismiss or remove the General Director or any of the managers or representatives of the Corporation if the Board of Directors deems it in the interests of the Corporation. However, such dismissal must not be contrary to the rights under the labor contract of the dismissed persons, if any; to appoint and dismiss the Corporation's managers at the proposal of the General Director and to decide on their salaries;
- To settle the Corporation's complaints about managers as well as to decide on the selection of representatives of the Corporation in legal proceedings related to such managers;
- Proposing the types of shares that can be issued and the total number of shares issued by each type; issuing bonds, bonds converted into shares and warrants that allow holders to buy stocks at a predetermined price; deciding on the selling price of bonds and convertible securities; proposing the annual dividend level and determining the temporary dividend level and other matters under the competence of the Board of Directors.

Article 21. Notice of invitation to the Board of Directors meeting

1. Notice of invitation to the meeting, time limit for sending the notice of invitation to the meeting, conditions for conducting the meeting, voting method and other regulations on the meeting of the Board of Directors as prescribed in Clause 7 and Clause 8, Article 30 of the Charter *of the Corporation (Appendix 1: Procedure for organizing a meeting of the Board of Directors)*

2. In case the meeting is attended by 100% of the members of the Board of Directors and/or authorized persons, the meeting will be considered valid regardless of the deadline for sending the notice of invitation to the meeting.

3. Members of the Board of Directors may send ballot papers to the meeting by mail, fax, or email.

a) In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Ballot papers may only be opened in the presence of all attendees.

b) In case of sending the vote to the meeting by fax, the clerical department shall put the voting paper in a sealed envelope and forward it to the Chairman of the Board of Directors by the same method as sending the ballot by mail.

c) In case of sending votes to the meeting via email, members of the Board of Directors shall register an email with the Office of the Board of Directors. Ballots sent from the registered email address are considered valid when they are sent to the email address of the Office of the Board of Directors at least one (01) hour prior to the opening time. The Office of the Board of Directors will announce the voting results in the presence of all attendees.

4. Members of the Board of Directors are responsible for taking time to study documents in advance (if any), attend meetings on time and at the announced time of each meeting. The determination of the duration of the meeting shall be decided by the Chairman of the Board of Directors on the basis of the contents and workload to be solved in the meeting.

Article 22. Adopt the decision of the Board of Directors

1. Resolutions of the Board of Directors shall be adopted when a majority of members of the Board of Directors vote in favor. In case the number of votes is equal, the vote of the Chairman of the Board of Directors shall be the decision vote.

2. Based on the contents and conclusions of the Board of Directors stated in the minutes of the meeting or the minutes of summarizing the opinions of members (when using the vote for opinions), the Chairman of the Board of Directors shall sign and promulgate relevant resolutions and decisions and send them to the members of the Board of Directors and relevant departments and units within 24 hours from the date of the time of signing.

Article 23. Board Meeting Minutes

1. The contents of the meeting of the Board of Directors must have meeting minutes. The minutes of the meeting shall be kept at the Office of the Board of Directors of the Corporation.

2. The minutes of the meeting must be approved before all members participating in the meeting. The record must contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Time and place of the meeting;

c) Purpose, program and content;

d) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;

e) Issues to be discussed and voted on;

f) Summarizing the opinions of each member on the issues discussed in the order of the meeting;

g) The voting results clearly state the members who For, Against and Abstention;

h) The issue was passed and the vote rate passed accordingly;

i) The minutes of the meeting of the Board of Directors shall be made in Vietnamese and must be signed by the chairperson and the secretary or the signatures of all other members attending the meeting.

3. In case the chairperson or the person taking the minutes (secretary) refuses to sign the minutes of the meeting but if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 2 of this Article, this record shall take effect.

4. Notify and disclose information (if any) of resolutions and decisions of the Board of Directors.

a) On behalf of the Board of Directors, the Chairman of the Board of Directors shall publicly announce the resolutions and decisions of the Board of Directors to relevant departments, units, organizations and individuals.

b) The notices of the conclusion of the Board of Directors meeting (if any) must not be contrary to the Minutes of the meeting voted for by the members of the Board of Directors.

c) The legal representative or the person authorized to disclose information is responsible for disclosing information on resolutions and decisions of the Board of Directors subject to information disclosure as prescribed.

Article 24. Documents submitted by the Board of Directors to the Annual General Meeting of Shareholders

The Board of Directors prepares and compiles documents of the Annual General Meeting of Shareholders, including the following documents:

1. The Corporation's annual business plan;
2. Proposal for approval of the audited annual financial statements;
3. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
4. Report of the Audit Committee;
5. Proposal on the dividend level for each share of each type;
6. Report on the selection of an independent audit firm;
7. The report on the total remuneration of the members of the Board of Directors and the report on the remuneration of the Board of Directors;
8. Other issues fall under the jurisdiction of the General Meeting of Shareholders.

Article 25. Report of the Board of Directors at the Annual General Meeting of Shareholders

The report on the operation of the Board of Directors shall be submitted to the Annual General Meeting of Shareholders under the provisions of Point c, Clause 3, Article 139 of the Law on Enterprises and the Charter of the Corporation, in addition, it must contain the following contents:

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Charter of the Corporation;
2. Summarizing meetings of the Board of Directors and decisions of the Board of Directors;
3. Results of evaluation of independent members of the Board of Directors on the activities of the Board of Directors;
4. Activities of the Audit Committee;
5. Activities of other subcommittees of the Board of Directors (if any);
6. Supervision results for the General Director;
7. Supervision results for other operators;

8. Future plans.

Article 26. Board Member Evaluation and Training

Members of the Board of Directors are responsible for registering to participate in training courses on corporate governance at training institutions recognized by the State Securities Commission

Chapter V: RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 27. Relationship between Board Members

1. The relationship between members of the Board of Directors is a coordination relationship, the members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling the assigned work.

2. In the course of handling work, the member of the Board of Directors assigned to be in charge of the main responsibility must take the initiative in coordinating in handling, if there is a problem related to the field in charge of another member of the Board of Directors. In case there are still different opinions among the members of the Board of Directors, the members shall have the main responsibility to report to the Chairman of the Board of Directors for consideration and decision according to their competence or organize meetings or collect opinions of members of the Board of Directors in accordance with law. The Corporation's Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over relevant work, dossiers and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

Article 28. Relationship with the General Director

With the role of management, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

Article 29. Relationship with the Audit Committee

1. The Audit Committee is an agency under the Board of Directors. 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. 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 meeting of the Board of Directors.

2. The relationship between the Board of Directors and the Audit Committee is a coordination relationship, on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.

3. Upon receipt of inspection records or general reports of the Audit Committee, the Board of Directors shall study and direct relevant departments to formulate plans and make timely corrections.

4. The Audit Committee is entitled to access documents related to the operation of the Corporation, discuss with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to collect information for the operation of the Audit Committee.

5. The company must ensure that information is sent to the Audit Committee at the same time and in the same manner as for members of the Board of Directors and the General Director for contents related to the performance of the tasks of the Audit Committee.

6. Independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the annual General Meeting of Shareholders. Before sending the report to the General Meeting of Shareholders, the Audit Committee shall send it to members of the Board of Directors for reference and comments.

7. In case the Audit Committee shows signs of abusing its powers to obstruct the Corporation's production and business activities or violate the provisions of law, fail to properly perform its functions and tasks as prescribed by law, the Board of Directors has the right to report to the General Meeting of Shareholders.

Article 30. Relationship with the Corporation's Authorized Representative in Other Enterprises

1. The Board of Directors on behalf of the Corporation shall participate in the management of other enterprises with contributed capital of the Corporation through the Corporation's authorized representatives in such enterprises.

2. The Board of Directors shall decide on the appointment and dismissal of authorized representatives at enterprises with invested capital of the Corporation.

3. The Board of Directors shall inspect and supervise the authorized representative in the performance of functions and tasks in accordance with the provisions of law and the Charter of the Corporation.

4. On behalf of the Corporation, the Board of Directors may assign tasks and plan targets in writing to the Corporation's authorized representatives at other enterprises.

5. The Board of Directors assigns full-time members to monitor the activities of other enterprises with invested capital of the Corporation, branches and representative offices. This monitoring must ensure the principle of not interfering with the administration of managers as well as the activities of these departments.

6. Annually, the Board of Directors shall request the Corporation's authorized representatives at other enterprises with the Corporation's invested capital to report on their operation in the fiscal year.

Article 31. Relationship between the Board of Directors and socio-political organizations

1. The Board of Directors shall coordinate and create conditions for the Party, Trade Union and Youth Union organizations to well perform the functions, tasks and charters of these organizations at the Corporation in accordance with the Enterprise Law.

2. The Board of Directors together with the Board of Directors facilitates time and material ... for employees to participate in activities in socio-political organizations at the Corporation.

Chapter VI: POWERS AND RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS ARE GENERAL DIRECTORS

Article 32. Legal Location

The General Director is the second legal representative of the Corporation, responsible for administering and directing production and business activities, except for the contents falling under the powers and obligations of the Chairman of the Board of Directors specified in Article 9 of this Regulation.

Article 33. Powers and responsibilities of the General Director

1. The General Director shall make a quarterly, 06-month and annual business plan (including output, revenue, profit, finance, investment, personnel, etc.) and submit it to the Board of Directors for approval.

2. Direct specialized departments to formulate business plans, financial plans and calculate the efficiency of works participating in bidding and contracting, asset investment plans, capital structure schemes, contracting mechanisms for member units, organizational and personnel structures and submit them to the Board of Directors for approval before implementation.

3. Propose salaries and bonuses of officials and employees in the corporation according to the salary payment regulations, in accordance with the Ability - Dedication - Work efficiency of each individual. Assume the prime responsibility for organizing the Corporation's emulation and commendation.

4. Implement and concretize the targets of the Resolution of the General Meeting of Shareholders and the Board of Directors approved according to the decentralization of tasks. Direct the Corporation's departments, Executive Boards, and member units according to their functions and tasks to ensure effective production and business activities.

5. Provide, or direct departments and units to provide, dossiers, documents and information to members of the Board of Directors and the Audit Committee upon request. At the same time, it creates favorable conditions for facilities and facilities for members of the Board of Directors and the Audit Committee to perform their functions and tasks well as prescribed.

6. The General Director is the person who discloses information of the Corporation.

7. Signing contracts and documents when authorized by the Chairman of the Board of Directors or according to internal regulations on approval competence.

Article 34. Voting of members of the Board of Directors who are the General Director for the contents under the powers and tasks of the General Director to be submitted to the Board of Directors

A member of the Board of Directors who is the General Director shall not participate in voting on matters under the powers and tasks of the General Director to consult the Board of Directors.

Chapter VII: BOARD REPORTING, DISCLOSURE OF INTERESTS, AND PREVENTION OF CONFLICTS OF INTEREST

Article 35. Annual Report Submission

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

a) Report on business results of the Corporation;

b) Audited financial statements;

c) Report on the evaluation of the management and administration of the Corporation;

d) Audit Committee report.

2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Audit Committee for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders if the company's charter does not provide otherwise.

3. The reports specified in Clauses 1 and 2 of this Article, the reports of the Audit Committee and the audit report must be kept at the head office of the Corporation at least 10 days before the opening date of the Annual General Meeting of Shareholders if the company's charter does not prescribe a longer time limit. Shareholders who own shares of the Corporation for at least 01 consecutive year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

Article 36. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Corporation has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Corporation after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 37. Disclosure of related benefits

1. Members of the Board of Directors of the Corporation must declare to the Corporation their related interests, including:

a) Name, enterprise code, address of the head office, business lines of the enterprise in which they own contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;

b) Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which related interests arise; the amendment and supplementation must be notified to the Corporation within seven (07) working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors who perform jobs in any form within the scope of the Corporation's business must explain the nature and contents of such work to the Board of Directors and may perform them only when they are approved by a majority of the remaining members of the Board of Directors; if it is carried out without declaration or without the approval of the Board of Directors, all incomes earned from such activities shall belong to the Corporation.

Article 38. Responsibility for honesty and avoidance of conflicts of interest of Board members

1. Members of the Board of Directors must publicize relevant interests as prescribed in Article 37 This Regulation, the Law on Enterprises, and relevant legal documents.

2. Members of the Board of Directors and persons related to these members are not permitted to use business opportunities that may benefit the Corporation for personal purposes; must not use the information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors are obliged to notify the Board of Directors of transactions between the Corporation, its subsidiaries or companies under the control of the Corporation and such members themselves or with persons related to such members in accordance with law. The Corporation shall disclose information on the resolution of the General Meeting of Shareholders or the resolution of the Board of Directors approving the above-mentioned transactions within 24 hours on the Corporation's website and report to the State Securities Commission.

4. The Corporation shall not grant loans or guarantees to members of the Board of Directors and persons related to the above-mentioned members, unless otherwise decided by the General Meeting of Shareholders.

5. A member of the Board of Directors may not vote on transactions in which such member or a person related to such member participates, including transactions in which the material or non-material interests of such member of the Board of Directors have not been determined. The above-mentioned transactions must be disclosed in the Annual Report of the Corporation.

6. Members of the Board of Directors and persons related to the above-mentioned members are not allowed to use information that has not been disclosed by the company or disclosed to others to carry out related transactions.

Article 39. Dealing with the relevant person

1. When conducting transactions with related persons, the Board of Directors of the Corporation shall pass a resolution or submit it to the General Meeting of Shareholders for approval of a resolution to serve as a basis for signing a written contract on the principle of equality and voluntariness. The content of the contract must be clear and specific. The terms of signing, supplementing and amending, the validity period, the price as well as the basis for determining the price of the contract must be disclosed in accordance with the provisions of law.

2. The Board of Directors of the Corporation shall take necessary measures to prevent relevant persons from interfering with the operation of the Corporation and causing harm to the interests of the Corporation.

3. The Board of Directors of the Corporation shall take necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of capital, assets or other resources of the Corporation. The Corporation is not allowed to provide financial guarantees to shareholders and related persons.

Article 40. Ensuring the legal rights of parties with interests related to the Corporation

1. The Board of Directors of the Corporation shall decide on the basis of respecting the legitimate interests of persons with interests related to the Corporation including banks, creditors, employees, consumers, suppliers, communities and other persons with interests related to the Corporation.

2. The Board of Directors of the Corporation actively cooperates with persons with interests related to the Corporation by:

a) Provide the bank and creditors with all necessary information to help them assess the Corporation's operational and financial situation and make decisions.

b) Encourage them to give their opinions on the business situation, financial situation and important decisions related to their interests through direct contact with members of the Board of Directors, General Directors, Audit Committee members.

3. The Corporation's Board of Directors must pay attention to issues of welfare, environmental protection, the general interests of the community and the Corporation's social responsibility.

Chapter VIII: PERFORMANCE EVALUATION, REWARD AND DISCIPLINE

Article 41. Performance Evaluation

1. The Board of Directors shall formulate performance evaluation standards for all subjects who are members of the Board of Directors, General Directors and other executives.

2. Standards for evaluating the harmony between the interests of the personnel of the management apparatus and the long-term interests of the Corporation and shareholders. Financial and non-financial indicators used in the assessment are carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators can be categorized by areas such as stakeholders, operational processes and efficiency, internal growth, and knowledge management.

3. Annually, based on the assigned functions and tasks and the established evaluation standards, the Board of Directors shall organize the evaluation of the activities of members of the Board of Directors in accordance with the Internal Regulation on Corporate Governance.

Article 42. Rewards

1. The Board of Directors builds a reward system. The commendation and reward shall be based on the results of the evaluation of activities in the Internal Regulation on Corporate Governance.

2. Subjects: individuals under the commendation regime prescribed by the Board of Directors.

3. Forms of commendation: specified by the Board of Directors from time to time.

4. Reward form:

a) In money;

b) By stock by option method.

Article 43. Discipline

1. The Board of Directors builds a system of discipline based on the nature and extent of the violation. The discipline must take the highest form of dismissal or dismissal.

2. Members of the Board of Directors who fail to fulfill their duties in accordance with the requirements with honesty, diligence, prudence and fulfillment of their duties shall be personally responsible for the damages caused by them.

3. When performing their duties, members of the Board of Directors who commit acts of violating the provisions of law or regulations of the Corporation shall, depending on the seriousness of their violations, be disciplined, administratively violated or examined for penal liability in accordance with the provisions of the disciplinary system and the provisions of law. In case of causing damage to the interests of the Corporation, shareholders or other persons will have to pay compensation in accordance with the provisions of law.

Chapter IX: REPORTING AND INFORMATION DISCLOSURE

Article 44. Responsibilities for reporting and information disclosure of members of the Board of Directors and the Board of Directors

1. Members of the Board of Directors shall report and disclose information in accordance with the Corporation's Charter, the provisions of law on securities and securities market. In addition, members of the Board of Directors are responsible for reporting and disclosing information about transactions in the following cases:

a) Transactions between the Corporation and companies in which the above-mentioned members are founding members or members of the Board of Directors during the previous three (03) years.

b) Transactions between the Corporation and the company in which the related persons of the above-mentioned members are members of the Board of Directors.

c) Transactions may provide material or non-material benefits to the above-mentioned members.

2. Notices of dismissal, dismissal and election of members of the Board of Directors, resolutions and decisions subject to information disclosure must be disclosed in accordance with the provisions of the law on securities and securities market within 24 hours from the time of signing for promulgation.

Chapter X: IMPLEMENTATION PROVISIONS

Article 45. Publication, inspection and reporting of results

1. The issued documents of the Board of Directors are published on the PO8 network for the Executive Board, relevant units and internal departments to organize the implementation.

2. Subjects subject to the implementation of Resolutions and Decisions of the Board of Directors are also subject to the inspection and supervision of the Board of Directors on the organization of the implementation of this document. Periodically or irregularly as requested, the implementing subjects shall report on the implementation results, difficulties and obstacles and propose implementation measures (if any).

Article 46. Organization of implementation and implementation effect

1. This Regulation takes effect from the date of promulgation. Members of the Board of Directors, the General Director, department managers and member units throughout the Corporation shall be responsible for implementing this Regulation. The Audit Committee inspects and supervises the implementation of the Regulation in the Corporation.

2. In the course of implementation, if deeming it necessary to supplement or amend the contents of this Regulation, the members of the Board of Directors, the General Director, managers and member units shall report in writing to the Office of the Board of Directors of the Corporation for submission to the Board of Directors for submission to the Board of Directors for consideration and decision on amendment to suit the actual operation production and business activities of the Corporation.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

VU DUC TIEN

Appendix 1: Procedures for organizing a Board of Directors meeting

TT	Flowchart	Responsibilities	Forms
1	Convening a meeting of the Board of Directors	The Chairman of the Board of Directors or the subjects specified in Clause 3, Article 30 of the Charter	
2	Draft Notice, Meeting Materials and Ballots	Secretary	*BM02-BOD* *BM03-BOD* *BM04-BOD*
3	Sign the notice and approve it Meeting Materials and Ballots	The Chairman of the Board of Directors or the subjects specified in Clause 3, Article 30 of the Charter	
4	Send announcements, meeting materials, and	Secretary	
5	Inspection Meeting	Secretary	
6	Discuss through issues in the content of the meeting	Members attending the meeting	
7	Vote to approve the Issues in the meeting content	Members attending/submitting votes	
8	Sufficient Proportion	Chairman	
9	Approval of Minutes/Resolutions	Members attending/submitting votes	*BM05-BOD* *BM06-BOD*
10	Inspection Disclosure	Secretary/Disclosure Implementer	
11	Publication of Minutes/Resolutions	Disclosure Performers	
12	Record keeping	Secretary	

Process interpretation

1. Convening a meeting of the Board of Directors

The Chairman of the Board of Directors or the subjects specified in Clause 3, Article 30 of the Charter of the Corporation shall issue a decision to convene a meeting of the Board of Directors

2. Draft notices, meeting documents and voting slips

The secretary drafts notices, meeting documents and voting slips according to the contents of the subjects convening the Board of Directors meeting.

3. Signing notices, approving meeting documents and voting slips

The subjects convening the Board of Directors meeting sign the notice, approve the meeting documents and voting slips drafted by the Secretary.

4. Send notices, meeting materials, and voting ballots

The Secretary sends notices, meeting documents and voting slips to the registered addresses of the members of the Board of Directors according to the registered information.

5. Check meeting conditions

At the time of commencement of the meeting according to the notice, the secretary shall check the conditions for conducting the meeting for the convening of the meeting.

6. Discuss issues in the meeting content

The meeting is eligible to be conducted, the Chairman will control the meeting according to regulations

7. Voting to approve issues in the content of the meeting

After the members attending the meeting discuss the issues raised in the content of the meeting, the Chairperson shall solicit the voting opinions of the members attending the meeting.

For members who do not attend the meeting in person and send votes through the contents of the consultation, the Chairperson will notify the opinions of the members who submit the votes after the members attending the meeting have voted.

For the contents raised at the meeting that are not included in the contents of the consultation that have been sent in advance to the members but are approved by the members attending the meeting, the members who submit votes shall be counted as not participating in voting and shall not be counted in the total number of voting votes.

8. Sufficient Pass Rate

If the meeting is fully approved according to the provisions of Clause 1, Article 13 of this Regulation, the contents of the consultation shall be approved.

In case the approval rate is not enough as prescribed, the content of the opinion collection shall not be approved.

9. Approval of Minutes/Resolutions

When all the contents of the consultation are voted, the Secretary will read the full text of the draft minutes/resolutions to all members attending the meeting and ask for opinions through the minutes/resolutions.

10. Disclosure Tests

If the contents are subject to information disclosure as prescribed or the Board of Directors deems it necessary to disclose, the minutes/resolutions will be transferred to the information disclosure department for information disclosure as prescribed.

11. Publication of Minutes/Resolutions

The information disclosure department prepares an official letter announcing the minutes/resolution and discloses information as prescribed.

12. Record keeping

Minutes, resolutions, meeting documents, voting papers and vote counting minutes shall be kept in records as prescribed.

BM01-BOD

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No. .../20xx/DK-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
..., date... month... .year...

INFORMATION REGISTRATION FORM OF BOARD MEMBERS

To: Vietnam Railway Construction Corporation Joint Stock Company

I am:.....

Members of the Board of Directors tenure: 20...- 20...

Contact Address: .....

……

Phone: .....

Email: .....

Sample Signature:

First Signature	Second Signature

Request to transfer information related to the activities of the Board of Directors to me to the address according to the above information.
Sincerely./.

MEMBERS OF THE BOARD OF DIRECTORS
(Sign and specify full name)

BM02-BOD

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No. .../20xx/TB-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
..., date... month... year...

NOTICE
Regarding the meeting of the Board of Directors

To: Members of the Board of Directors

Vietnam Railway Construction Corporation Joint Stock Company

The Board of Directors respectfully announces and cordially invites members of the Board of Directors of the Company to attend the meeting of the Board of Directors,

Time:

Form: Live ☐ Online ☐

Location: .....

Contents and agenda of the meeting:

1. …
2. …
3. …

We hope that you will attend the meeting fully and on time.

In case of not attending the meeting in person, please authorize the meeting or send the Voting Form to the Company at least 01 hour before the opening time of the meeting.

For any issues related to organizational and technical work (if necessary), please contact:

Secretary: Mr. / Mrs. .....
Phone:..... Email:

Informatics Technician: Mr. / Mrs. .....
Phone:..... Email:

Sincerely/.

Recipients:
- As submitted;
- Kept Administrative and HR Department, BOD's Office as archives.

CHAIRMAN OF THE BOARD OF DIRECTORS

BM03-BOD

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

POWER OF ATTORNEY

ATTENDING BOARD MEETINGS

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

1. Authorizer:

Full name of member of the Board of Directors.....

ID card number: ..... Issued on ..... in .....

Address: .....

Phone: ..... Fax: ..... E-mail: .....

2. Authorized person:

Full name: .....

ID card number: ..... Issued on ..... in .....

Address: .....

Phone:..... Fax: ..... E-mail: .....

3. Authorization contents:

Attend the Board meeting on behalf of the Authorizer dated / /20xx.

The authorizer assumes all responsibility for this authorization.

4. Responsibilities and duration of authorization:

The authorized person is obliged to strictly implement the working contents of the Board of Directors, not to re-authorize others and is responsible for notifying the results of the meeting to the authorizer.

This power of attorney is only effective at the meeting dated / /20xx of the Board of Directors of Vietnam Railway Construction Corporation Joint Stock Company.

....., date ..... month... year 20…

AUTHORIZED PERSON	**AUTHORIZER**
(Sign and specify full name)	*(Sign and specify full name)*

BM04-BOD

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

..., date... month....year.....

BALLOT PAPER

AT THE BOARD OF DIRECTORS MEETING
VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
Date: / /

Content 1: ...

○ **For** ○ **Against** ○ **Abstention**

Content 2: ...

○ **For** ○ **Against** ○ **Abstention**

Content 3: ...

○ **For** ○ **Against** ○ **Abstention**

…
…
…

(Blackout/tick 1 of the 3 boxes ○ corresponding to the voting opinion in each voting content)

MEMBERS OF THE BOARD OF DIRECTORS
(Sign and specify full name)

BM05-BOD

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No.: /BB-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

....., date... month... year.....

MINUTES
THE BOARD OF DIRECTORS MEETING

I – CORPORATE INFORMATION

- Business name:
- Address:
- Business Registration Certificate/MST No.: Place of issue: Issue Date:
- Phone: Fax:

II – TIME, PLACE, PARTICIPANTS

In ..... hours.... minutes, days.... months.... ..., at the head office of the Company, the Board of Directors held a meeting with the following participants:

1. Board of Directors:
   - Mr. / Mrs. - Chairman of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
   - Mr. / Mrs. - Member of the Board of Directors
2. Chairperson: Mr. / Mrs. ..... - Chairman of the Board of Directors
3. Meeting Secretary: Mr/Ms. .....
4. Total number of members attending the meeting: ... Members
5. Total votes: .... Voting Votes
6. Types of meetings: All members of the Board of Directors attend and vote....face/online

Pursuant to the Company's Charter and Governance Regulations, the Board of Directors meeting is eligible to be conducted in accordance with regulations.

III – CONTENT AND RESULTS

A. Issues discussed and voted on at the meeting

The Chairman declares the reason, content and agenda of the meeting. .....% of the members attending the meeting agreed on the content and program. Specifically:

1. …
2. …

B. Summary of opinions of members attending the meeting

….

…

The members attending the meeting agreed to vote for each content in the form of voting.

IV – VOTING RESULTS

Total number of voting ballots issued : … ballots
Total number of voting ballots collected : … ballots
Valid voting ballots : … ballots
Invalid voting ballots : … ballots

Content 1: .....

Members	**For**	**Against**	**Abstention**

Content 2:

Members	**For**	**Against**	**Abstention**

Content 3: ...

…

The meeting ended at ..... hours of the same day.

This Memorandum includes... (…) page, made on the spot, read to the members attending the meeting and approved and signed by ...% of the members attending the meeting below.

SECRETARY	CHAIRMAN
……	……..

OTHER MEMBERS OF BOD ATTENDING THE MEETINGS

……	……
XXX	XXX
……	……
XXX	XXX
……	……
XXX	XXX

Recipients:
- As above;
- Kept BOD's office as archives.

VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY
No.: /NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

..., date... month... year....

RESOLUTION

…...

THE BOARD OF DIRECTORS OF
VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANIES

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam at the XIV term on June 17, 2020;
- Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to the Minutes of the meeting No. ...../BB-HDD, dated ... /…/…. of the Board of Directors of Vietnam Railway Construction Corporation Joint Stock Company,

RESOLVED THAT:

Article 1. …
Article 2. …
Article 3. The Resolution takes effect from the date of signing.

The General Director, relevant departments and divisions of the Company are responsible for organizing and implementing this resolution./.

Recipients:
- As Article 3;
- Kept the Executive Committee, BOD's Office as archives.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

XXX

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

No. 07/2026/TTr-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, June 2 , 2026

PROPOSAL
On re-election of of independent members of the Board of Directors

To: Annual General Meeting of Shareholders of the Corporation in 2026

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and relevant amending, supplementing and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam in its XIV session, 8th session on November 26, 2019 and relevant amendments, supplements and guidelines;
- Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company (the Corporation),

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders in 2026 to consider the contents related to the re-election of independent members of the Board of Directors led by independent member Pham Hong Thang whose term of office has expired. Specifics

1. Approving the list of candidates who are eligible to elect 01 independent member of the Board of Directors and can hold the title of Chairman of the Audit Committee as prescribed in Article 282 of Decree No. 155/2020/ND-CP dated 31/12/2020.

2. Carrying out procedures to elect 01 independent member of the Board of Directors

Respectfully submit to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

Recipients:

- Shareholders of the Corporation;
- Kept at BOD's office for archirved.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

Vu Duc Tien

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC
No. 08/2026/TTr-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
Hanoi, June 2 , 2026.

PROPOSAL
On swapping of the Corporation's contributed capital at Da Nang Railway Materials One Member limited liability company.

To: Annual General Meeting of Shareholders of the Corporation in 2026

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and documents amending, supplementing and guiding the implementation from time to time;

Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and documents amending, supplementing and guiding the implementation from time to time;

Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company,

The Board of Directors ("BOD") of Vietnam Railway Construction Corporation Joint Stock Company ("RCC", the "Corporation") respectfully submits to the Annual General Meeting of Shareholders ("General Meeting of Shareholders") in 2026 to consider and approve the following contents:

Through the swap of all contributed capital of RCC in Da Nang Railway Supplies Co., Ltd., specifically as follows:

Information about the company with the contributed capital to be swapped:

Company name: Da Nang Railway Materials Co., Ltd . ("VTĐS");

Business Registration Certificate No. 0400101813 issued by the Department of Planning and Investment of Da Nang City for the first time on 01/07/2005, registered for the 10th change on 10/4/2024;

Type of business: One-member limited liability company;

Head office address: 61 Nguyen Van Cu, Hai Van Ward, Da Nang City, Vietnam;

Charter capital : 38,104,500,000 (Thirty-eight billion, one hundred and four million, five hundred thousand VND);

Main business activities: Production of concrete and products from concrete, cement and gypsum;

Main products/services: Prestressed concrete sleepers;

As of 31/12/2025 (according to the 2025 Audited Financial Statements), the equity of VTĐS is: VND 41.643.243.358; Total assets are VND 48.777.758.674.

Relationship with RCC: Subsidiary.

Subject to be swapped: Hoang Mai Stone Joint Stock Company ("HMR") is a related party of the Corporation (Subsidiary);

Form: Swap all of RCC's contributed capital in VTĐS for HMR shares;

Swap value: Less than 35% of the total asset value of Vietnam Railway Construction Corporation Joint Stock Company recorded in the 2025 audited financial statements and not lower than the value of VTĐS's equity at the time of determining the value of the contributed capital;

Changes in the organizational structure of the company after the swap:

HMR is a subsidiary of RCC;

VTĐS becomes a subsidiary of HMR;

Implementation time: Authorize the Board of Directors of RCC to decide on the specific implementation time, after completing the procedures with the State Management Agency, in accordance with the provisions of law.

Through the assignment and authorization of the Board of Directors to implement, agree to allow the Board of Directors to decide on specific relevant matters, including the Board of Directors being authorized to Vu Duc Tien – Chairman of the Board of Directors and the legal representative of the RCC in organising implementation and/or reauthorization (if necessary) to perform all tasks related to the swap of contributed capital such as After:

Choose the appropriate time to implement the swap of contributed capital to ensure compliance with the law and bring the best benefits to shareholders and the Corporation;

Decide on the specific swap value according to the policy approved by the General Meeting of Shareholders;

To approve and decide on other contents of the swap of contributed capital on the basis of ensuring the legitimate rights and interests of the Corporation;

Signing relevant legal documents to complete the swap of the Corporation's contributed capital in accordance with the provisions of law, the Corporation's internal regulations and relevant laws.

Respectfully submit to the General Meeting of Shareholders of Vietnam Railway Construction Corporation for consideration and comments.

Sincerely./.

***Recipients*:**
- Shareholders of the Corporation;
- Kept at BOD's office for archirved

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

Vu Duc Tien

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

POWER OF ATTORNEY
ATTENDING THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS VIETNAM RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

1. Authorizer:

Shareholders:.....

ID card/business registration number: ..... Issued on ..... in .....

Address: .....

Phone: .. .. Fax: ..... E-mail: .....

Total shares owned: ..... Shareholding type: Ordinary shares.

In words: .. ..

Representative (for shareholders being legal entities):.....

ID card number:..... issued date..... at.....

.....

2. Authorized recipients:

Full name: .....

ID card/business registration number: ..... Issued on ..... in .....

Address: .....

Phone: .. .. Fax: ..... E-mail: .....

3. Authorization contents:

On behalf of the Authorizer, attend the 2026 Annual General Meeting of Shareholders of Vietnam Railway Construction Corporation Joint Stock Company on July 30 , 2026 and participate in voting on the contents of the General Meeting with the number of votes corresponding to the number of shares owned by the authorizer.

The authorizer assumes all responsibility for this authorization.

4. Responsibilities and duration of authorization:

The authorized person is obliged to strictly implement the working contents of the Congress, must not re-authorize to another person and is responsible for notifying the results of the Congress to the authorizer.

This power of attorney is only effective at the 2026 Annual General Meeting of Shareholders of Vietnam Railway Construction Corporation Joint Stock Company.

.... *month... in 2026.*

AUTHORIZED RECIPIENTS	**AUTHORIZER**
(Sign and specify full name)	(Sign and specify your full name seal if it is a legal entity)

VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No. 01/2026/NQ-CTĐS-ĐHĐCĐ

Hanoi, July 30 , 2026.

DRAFT

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

GENERAL MEETING OF SHAREHOLDERS
VIETNAM RAILWAY CONSTRUCTION CORPORATION JSC

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the XIV National Assembly of the Socialist Republic of Vietnam on 17/06/2020;
- Pursuant to the Charter of the Railway Construction Corporation Joint Stock Company;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of Vietnam Railway Construction Corporation Joint Stock Company dated April 24, 2026,

RESOLVED:

Article 1. To approve the Regulations on the Organization of the General Meeting of Shareholders and the Regulations on the Election of Members of the Board of Directors

Article 2. To approve the 2026 business plan

Article 3. To approve the Report on the Activities of the Board of Directors

Article 4. To approve the Report on the activities of independent members of the Board of Directors in the Audit Committee

Article 5. To approve the Audited Financial Statements in 2025

Article 6. To approve the plan for setting up the fund and distributing profits according to the Report No. 02/2026/TTr-CTĐS-HDQT

Article 7. To approve the plan for payment of remuneration and allowances of the Board of Directors in 2025, the plan for remuneration of the Board of Directors in 2026 according to Report No. 03/2026/TTr-CTĐS-HDQT

Article 8. To approve the selection of the auditor for the financial statements in 2026 according to Report No. 04/2026/TTr-CTĐS-HDQT

Article 9. To approve the re-election of independent members of the Board of Directors at the end of their term according to Report No. 06/2026/TTr-HDQT

Article 10. To approve the amended Charter according to Report No. 07/2026/TTr-HDQT. Details of amendments are according to the attached Charter.

Article 11. To approve the amended Regulation on the operation of the Board of Directors according to the Report No. 08/2026/TTr-HDQT. Details of the amendment are according to the attached Regulation on the operation of the Board of Directors.

Article 12. To approve the cancellation and replacement of the private placement plan according to Report No. 09/2026/TTr-HDQT

Article 13. To approve the policy for the swap of the Corporation's contributed capital at Da Nang Railway Materials One Member limited liability company

Article 14. Implementation provisions.

1. This Resolution was approved by the General Meeting of Shareholders and takes effect from July 30 , 2026.
2. Members of the Board of Directors and members of the Board of Directors shall be responsible for the implementation of this Resolution.

Recipients:
- As Article 14;
- SSC, HNX;
- Corporation's website;
- Kept at BOD's office for archirved.

ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

Vu Duc Tien

CORPORATION JSC
VIETNAM RAILWAY WORKS
No. 02/2026/TB-CTĐS-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, June 2, 2026

NOTICE
Nomination and candidacy of independent members of the Board of Directors

Dear Shareholders of Vietnam Railway Construction Corporation Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Vietnam Railway Construction Corporation Joint Stock Company;
- Pursuant to the Report No. 07/2026/TTr-CTĐS-HDQT dated 02/6/2026 of the Board of Directors on the election of independent members of the Board of Directors;
- In order to prepare for the election of 01 (one) independent member of the Board of Directors at the Annual General Meeting of Shareholders in 2026, the Board of Directors of Vietnam Railway Construction Corporation Joint Stock Company informs shareholders of the nomination and candidacy of independent members of the Board of Directors as follows:

1. Number of independent members of the Board of Directors to be elected

The Annual General Meeting of Shareholders in 2026 will elect 01 (one) independent member of the Board of Directors.

2. Right to nominate and stand for election

- Shareholders or groups of shareholders who meet the conditions prescribed by law, the Company's Charter and the Regulation on Election of Members of the Board of Directors have the right to nominate candidates for the General Meeting of Shareholders to consider and elect as independent members of the Board of Directors.
- Shareholders have the right to self-nominate for the position of independent member of the Board of Directors if they fully meet the criteria and conditions prescribed by law, the Company's Charter and the Regulation on election of members of the Board of Directors.
- In case the number of nominated candidates is insufficient as prescribed, the incumbent Board of Directors has the right to nominate additional candidates in accordance with the provisions of law, the Company's Charter and the Regulation on Election of Members of the Board of Directors.

3. Criteria and conditions for candidates

Candidates nominated or nominated as independent members of the Board of Directors must fully meet the criteria and conditions prescribed by the Law on Enterprises, the Law on Securities, Decree No. 155/2020/ND-CP, the Company's Charter and the Regulation on election of members of the Board of Directors.

4. Nomination and candidacy dossiers

The dossier of nomination and candidacy for independent members of the Board of Directors shall comply with the Election Regulation to be submitted to the Annual General Meeting of Shareholders in 2026 and the forms attached to the Election Regulation.

5. Time limit and place to receive dossiers

Deadline for receiving applications: dossiers may be submitted either in person or by registered mail. The Company shall receive dossiers up to the commencement time of the General Meeting of Shareholders for the purpose of consolidation and preparation of meeting materials. In cases where eligible shareholders or groups of shareholders exercise their right to nominate or self-nominate directly at the General Meeting, the dossiers shall be accepted prior to the commencement of the election agenda item.

Location of receiving dossiers:

- Office of the Board of Directors of Vietnam Railway Construction Corporation
- Address: No. 33 Lang Ha, O Cho Dua Ward, Hanoi City.
- Phone: +84 24 35145715
- Email: vp.hd qt@rccgroup.vn

This notice is published on the Company's website in accordance with regulations .

Sincerely informed.

Recipients:
- Shareholders of the Corporation;
- Kept at BOD's office for archirved.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Vu Duc Tien