

Tp. Hồ Chí Minh, March 19<sup>th</sup>, 2026

**DISCLOSURE OF INFORMATION**

**To:** - The State Securities Commission;  
- Ho Chi Minh City Stock Exchange.

1. Name of organization: Becamex Infrastructure Development Joint Stock Company
  - Stock code: IJC
  - Address: No. 230 Binh Duong Avenue, Phu Hoa Ward, Thu Dau Mot City, Binh Duong Province, Vietnam
  - Tel. 0274 3848789 E-mail: info@becamexijc.com
2. Spokesman: Trinh Thanh Hung. Position: Chief Executive Officer
3. Information disclosure type:  Periodic  Extraordinary  On demand
4. Content of information disclosure:  
Becamex Infrastructure Development Joint Stock Company discloses information on documents for Annual General Meeting of Shareholders 2026.
5. This information was published on the Company's website on March 19<sup>th</sup>, 2026 at the link [www.becamexijc.com/Quanhecodong](http://www.becamexijc.com/Quanhecodong).

We hereby certify that the information disclosed is true and correct and we bear the full responsibility to the law for the disclosed information.

**To:**

- As above;
- Archives: Office of BOD

Organization representative  
Legal Representative  
  
TRINH THANH HUNG  
Chief Executive Officer

**Attached documents:**

Documents for Annual General Meeting of Shareholders 2026



# AGENDA

## 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY

**Time:** 8:00 AM, Thursday, 09 April 2026

**Venue:** Becamex Hotel – Binh Duong New City.

No. B2, Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City

<u>TIME</u>	<u>AGENDA</u>
<b>08:00-8:30</b>	Welcome and register shareholders
<b>08:30-9:00</b>	Announce reasons – Introduce participants
	Report on the verification of shareholder status
	Introducing and voting for approval: <ul style="list-style-type: none"> <li>- The agenda of 2026 Annual General Meeting of Shareholders</li> <li>- The Meeting Chairman, Vote Counting Committee, Election Committee and the Secretariat</li> <li>- Working regulations of 2026 Annual General Meeting of Shareholders</li> </ul>
<b>09:00-09:30</b>	<b>Report on the operation of the Board of Directors and independent Board of Directors members; Report of CEO, and Supervisory Board</b>
	1. Report on the operation of the Board of Directors of 2025
	2. Report of the independent Board of Directors members.
	3. Report of the Chief Executive Officer on 2025 business results and 2026 business plan
<b>09:30-10:00</b>	4. Report of the Supervisory Board on the operational status and business results of 2025
	<b>Approval of the Statements:</b>
	- The audited Financial Statements, the Report of the Board of Directors and Independent Board of Director Member, and the Report of the Supervisory Board for the year 2025.
	- The Report of the Chief Executive Officer on 2025 business results and 2026 business plan
	- The Report on the change in the plan of using the capital and funds raised from the additional public offering of shares to existing shareholders in 2025
	- The amendment and supplementation of the Company's principal business activities
	- The amendment and supplementation of the Charter, Internal Regulations on Corporate Governance and the Regulations on the Operations of the Board of Directors
	- Schedule for 2025 profit distribution and dividend payment and plan for 2026 profit distribution and dividend payment
	- Payment of 2025 compensation to the BOD, the Supervisory Board, the Company Secretary and 2026 compensation payment plan
	- The list of independent audit firms to conduct the Financial Statements audits and operational audit (if required).
- The dismissal and election of additional members of the Supervisory Board for the term (2022 – 2027)	
- And other matters within the authority of the Annual General Meeting of Shareholders (if any)	
<b>10:00-10:30</b>	<b>Discussions</b>
<b>10:30-10:40</b>	<b>Vote on approval of Statements</b>
<b>10:40 – 11:15</b>	The election of additional members of the Supervisory Board for the term (2022 – 2027):- <ul style="list-style-type: none"> <li>- Approval of the regulations on the election of additional members of the Supervisory Board</li> </ul>



	<ul style="list-style-type: none"><li>- Approval of the list of nominated and self-nominated candidates for the Supervisory Board</li><li>- Provide instructions and conduct the election</li><li>- Announcement of the results of the additional election of a Supervisory Board member for the term (2022–2027)</li></ul>
<b>11:15-11:30</b>	Approving the Resolution of 2026 Annual General Meeting of Shareholders

*Ho Chi Minh City, 09 April 2026*

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

**DO QUANG NGON**



# REGULATION

## 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY

#### CHAPTER I

#### GENERAL RULES

##### Article 1. Scope of application

This Regulation applies to the organization of 2026 Annual General Meeting of Shareholders ( hereinafter referred to as "the General Meeting") of Becamex Infrastructure Development Joint Stock Company.

**Article 2.** This Regulation specifies the rights and obligations of shareholders, parties attending the General Meeting, conditions and procedures for conducting the General Meeting.

**Article 3.** Shareholders and attending parties are responsible for complying with the provisions of this Regulation.

#### CHAPTER II

#### RIGHTS AND OBLIGATIONS OF PARTIES ATTENDING THE GENERAL MEETING

##### Article 4. Rights and obligations of shareholders attending the General Meeting

1. Conditions for attending the General Meeting

All shareholders holding shares of the Company according to the list closed on 10 March 2026 or duly authorized representatives.

2. Rights and obligations of shareholders when attending the General Meeting:

- a. Shareholders or authorized representatives attending the General Meeting (hereinafter referred to as “the shareholders”) need to present the following documents:
- Meeting invitation
  - Citizen identification card or passport
  - Power of attorney (in case of being authorized to attend the General Meeting)

After presenting the above documents to the Organizing Committee, the shareholders attending the General Meeting will receive voting cards, voting forms regarding the contents of reports and statements, meeting documents, ballot (if any) and question forms.

- b. The shareholders are allowed to authorize representatives in writing to attend and vote at the General Meeting on their behalf. The authorized representatives are not allowed to re-authorize another person to attend the General Meeting.



- c. The shareholders attending the General Meeting, who want to express their opinions, must register to speak by submitting question forms of the Organizing Committee. The Question Form is distributed to each shareholder on the opening day of the General Meeting (when completing the procedures for attending the General Meeting). The shareholders submit their Question Forms at the Secretariat's desk for 15 minutes before the commencement of the General Meeting's discussion. The Chairman of the General Meeting will arrange the shareholders' opinion expression at the General Meeting on the basis of their order of registration. Any opinions raised later will be recorded by the Chairman of the General Meeting and answered directly at the General Meeting if there is enough time, otherwise they will be answered directly in writing and sent with a report on the results of the General Meeting to the shareholders' registered addresses. The shareholders attending the General Meeting shall speak briefly and focus on the key contents which are appropriate for the approved agenda of the General Meeting. The Chairman will arrange the shareholders' opinion expression on the basis of their order of registration and at the same time answer their questions. The Chairman of the General Meeting has the right to remind or suggest the shareholders to focus on the key contents to be discussed to save time and ensure the quality of discussion.

#### **Article 5. Rights and obligations of the Chairman**

1. Chairing the General Meeting in accordance with the agenda and regulations approved by the General Meeting according to the principle of democratic centralism and majority-based decision.
2. Guiding the General Meeting's discussion and vote on issues in the agenda and related issues throughout the General Meeting.
3. Taking necessary measures to chair the meeting in a reasonably and orderly manner in accordance with the approved agenda and reflect the wishes of the majority of shareholders attending the General Meeting.
4. The Chairman can postpone the General Meeting with a sufficient number of registered attendees as prescribed to another time or change the meeting location in the following cases:
  - The meeting location does not have enough convenient seats for all attendees;
  - The media at the meeting location does not ensure the shareholders' attendance, discussion and voting;
  - There are attendees obstructing, disturbing and threatening the meeting from being conducted fairly and legally.
5. Resolving other issues that arise during the General Meeting.

#### **Article 6. Rights and obligations of the Secretariat**

1. Fully and honestly recording all the contents of the General Meeting and the issues approved or noted by the shareholders at the General Meeting.
2. Using a tape recorder to complete the Minutes fully and honestly according to the order of the meeting.
3. Composing the Meeting Minutes and the Resolution on the issues approved at the General Meeting.
4. All contents of the General Meeting of Shareholders shall be recorded by the Secretariat in the Meeting Minutes. The Minutes will be completed honestly and fully according to the progress of the General Meeting, which is the basis for the Secretariat



to summarize reports of the General Meeting and notify each shareholder as prescribed in the Company's Charter.

#### **Article 7. Rights and obligations of the Vote Counting Committee**

1. The Chairman introduces the Vote Counting Committee and organizes the collection of opinions for approval at the General Meeting.
2. The Vote Counting Committee is responsible for providing guidance on how to vote and how to use the votes and conducting the vote counting for each content and informing the Chairman and the Secretariat of the results.
3. Conducting the vote counting in accordance with the Regulations on the additional election of a Supervisory Board member for the term (2022–2027).
4. Being responsible for the accuracy and honesty of the announced vote counting results.

### **CHAPTER III**

#### **CONDUCTING THE GENERAL MEETING**

#### **Article 8. Conditions for conducting the General Meeting**

The meeting is conducted when the number of attending shareholders represents more than 50% of the total votes according to the list of shareholders closed on 10 March 2026.

#### **Article 9. Order of the General Meeting**

1. The attending shareholders must sit in the correct position or area as prescribed by the General Meeting's Organizing Committee when entering the hall.
2. The shareholders are responsible for attending the meeting from the beginning until the end of the General Meeting. In case any shareholder, for personal reasons, must leave the meeting before the end of the General Meeting, is responsible for contacting the Organizing Committee to return the voting forms containing that shareholder's opinions on the contents of the reports and statements of the General Meeting.

#### **Article 10. Voting method**

1. Principles

All contents of the General Meeting shall be approved by public voting of all attending shareholders. Each shareholder is provided with a voting card with the Company's seal, which shows the shareholder's full name, shareholder code, number of shares entitled to vote.

2. Voting method

The shareholders vote (approval, disapproval, abstain) on an issue by voting directly at the General Meeting and record their voting opinions on the voting forms distributed to the shareholders when registering to attend the General Meeting and submit them to the Organizing Committee when the General Meeting ends.

When voting to approve an issue, the shareholders show their approval by raising their voting cards. The members of the Vote Counting Committee will mark the shareholder code and the corresponding number of votes of each approving shareholder.

Similarly, under the guidance of the Chairman, the shareholders, who show their disapproval or have no opinion, will raise their voting cards in turn.



The voting for the additional election of a member of the Company's Supervisory Board shall be conducted in accordance with the Regulations on the additional election of a member of the Supervisory Board for the term (2022–2027).

#### **Article 11. Approval of the Resolution of the General Meeting**

1. The Resolutions on the following contents shall be approved if they are approved by the shareholders representing at least 65% of the total votes of all attending shareholders, except for the cases specified in Clauses 3, 4, 6, Article 148 of the Law on Enterprises.
  - a. Types of shares and total number of shares of each type;
  - b. Changes in industry, profession and business activities;
  - c. Change in the Company's management and organizational structure;
  - d. Investment project or sale of assets with the value equal to or greater than 35% of the total asset value recorded in the Company's most recent Financial Statements;
  - e. Reorganization, business dissolution;
  - f. Company's operation extension;
2. The Resolutions shall be approved when they are approved by the shareholders holding more than 50% of the total votes of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

In the election of Supervisory Board members, if the number of candidates is less than or equal to the number of positions to be filled, the election of Supervisory Board members may be conducted either by cumulative voting as mentioned above or by voting (agree, disagree, or abstain). The approval ratio under the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter.

3. The Resolutions of the General Meeting of Shareholders, which are approved by 100% of the total number of voting shares, are legal and effective even if the order and procedures for convening the meeting and for approving that resolution violate the provisions of the Law on Enterprises and the Company's Charter.

### **CHAPTER IV**

#### **CLOSING OF GENERAL MEETING**

#### **Article 12. Resolution and Minutes of the General Meeting**

1. The Minutes and Resolution of the General Meeting shall be completed before the closing of the meeting. The Secretariat will approve the Resolution of the General Meeting of Shareholders before the closing of the meeting. Instead of the General Meeting of Shareholders approving the minutes before the closing of the meeting, according to the plan of the Organizing Committee, the General Meeting shall approve the Resolution before the closing of the meeting.
2. The Minutes and Resolution of the General Meeting are disclosed on the Company's website within 24 hours from the closing of the General Meeting and stored at the Company's head office.



**Article 13. Terms enforcement**

This Regulation including 4 Chapters and 13 Articles is made public before the General Meeting and takes effect immediately after being voted and approved by the General Meeting.

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN**

**DO QUANG NGON**



## REPORT OF THE BOARD OF DIRECTORS

### **To: The General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

The Board of Directors (“BOD”) of Shareholders of Becamex Infrastructure Development Joint Stock Company (“the Company/IJC”) respectfully reports to the General Meeting of Shareholders (“GMS”) on the results of the BOD’s performance in 2025 and the BOD’s plan for 2026 as follows:

#### **I. RESULTS OF THE BOD’S PERFORMANCE IN 2025**

##### **1. Achievement of Business Performance Targets in 2025**

The year 2025 closed with remarkable growth in Vietnam’s economy, despite the volatile international context: strategic competition between major countries, geopolitical conflicts, trade wars and the complex developments of climate change. However, with decisive and timely guidance from the Government and the coordinated implementation of proactive fiscal and monetary policies, GDP growth in 2025 exceeded 8%, inflation was controlled, and major balances were maintained at stable levels. In addition, the trio of the Land Law, Housing Law, and Real Estate Business Law, which officially took effect in August 2024, has also removed legal bottlenecks and stabilized investor sentiment through transparent regulations on ownership rights.

To capitalize on the aforementioned opportunities and effectively implement the 2025 business plan, the BOD has directed the Board of Management (BOM) to proactively and flexibly monitor market developments to implement a range of synchronized solutions regarding human resources, maximize competitive advantages, promote the digital transformation strategy, and effectively control investment capital with the determination to achieve the targets of the 2025 GMS with the following results:

- Consolidated total revenue for 2025 was VND 1,799 billion, achieving 86% of the plan, total expenses were VND 1,091 billion, achieving 70% of the plan. Profit before tax was VND 708 billion, achieving 137% of the plan, and profit after tax was VND 597 billion, achieving 139% of the plan. As of 31 December 2025, total assets were VND 10,333 billion, an increase of 32% year on year, and Owner's equity was VND 7,992 billion, an increase of 56% against 2024.
- The Parent Company’s total revenue in 2025 was VND 1,441 billion, achieving 81% of the plan, total expenses were VND 878 billion, achieving 66% of the plan. Profit before tax was VND 563 billion, achieving 124% of the plan, and profit after tax was VND 459 billion, achieving 123% of the plan.

##### **2. Activities of the BOD in 2025:**

###### **2.1 BOD Personnel Structure**

- The BOD of Becamex Infrastructure Development Joint Stock Company has a total of 05 members with the following structure: 01 executive member, 01 independent member, and 03 non-executive members. The organizational structure of the BOD ensures compliance with the Company’s Articles of Association and legal regulations on the



number, standards and conditions of BOD members, as well as regulations on the number of independent BOD members. Details of specific BOD members is as follows:

No.	BOD Member	Position	Date of commencement as BOD member
1	Mr. Do Quang Ngon	Chairman	15 April 2022
2.	Mr. Quang Van Viet Cuong	Vice Chairman	15 April 2022
3.	Mr. Tran Thien The	BOD Member	15 April 2022
4.	Ms. Vo Thi Huyen Trang	BOD Member	15 April 2022
5.	Ms. Le Thi Xuan Dieu	Independent BOD Member	07 April 2023

## **2.2 BOD meetings, resolutions, and decisions**

- In 2025, in accordance with the provisions of the Enterprise Law, the Company's Articles of Association, and the Regulations on the Operations of the BOD, the Company's BOD held one annual GMS for 2025; 64 BOD meetings to focus on resolving matters within the BOD's authority and key issues related to the Company's development direction; while supervising, directing, and supporting the Executive Board in implementing the 2025 business tasks and plans in accordance with the Resolutions issued by the GMS and the BOD.

*(A summary of the BOD's Resolutions and Decisions for 2025 has been published in the 2025 Corporate Governance Report)*

## **2.3 Activities of the independent BOD member and the results of independent member's evaluation of the BOD's performance**

- Details regarding the activities of independent BOD member and the results of independent member's evaluations of the BOD's performance are presented in detail in the 2025 Report of Independent BOD Members.

## **2.4 Report on the evaluation of transactions between the Company and related parties.**

- In 2025, the Company entered into and executed contracts and transactions between the Company and Related Parties. These contracts and transactions were all valued at less than 10% of the Company's total assets as recorded in the most recent Financial Statements.

- The procedures for approving transactions between the Company and Related Parties were strictly implemented in accordance with the provisions of the Enterprise Law, the Securities Law, the Articles of Association and internal governance regulations of the Company.



- The list of the Company's Related Parties and transactions between the Company and Related Parties approved by the BOD has been published in the 2025 Corporate Governance Report and the 2025 Audited Financial Statements.

## **2.5 Results of oversight of the Chief Executive Officer and management personnel:**

In 2025, the BOD conducted inspections and supervision of the activities of the BOM in managing production and business operations and implementing the Resolutions of the GMS and the BOD, specifically as follows:

- Monitoring the implementation of the GMS's Resolutions, the BOD's Resolutions and Decisions in 2025 in accordance with the scope, authority, and responsibilities stipulated in the Company's Articles of Association.
- Through meetings, the BOD provided timely guidance and strategic direction to help the BOM implement business activities effectively, supporting and facilitating the implementation of tasks.
- Monitoring and controlling transactions between the Company and related parties.
- Reviewing and strengthening corporate governance activities, internal audit activities, and risk control.

## **2.6 Activities of the Internal Audit Committee**

- In 2025, under the direction of the BOD, the Internal Audit Committee inspected the Company's departments and affiliates for compliance with the Company's policies, regulations and procedures; assessed the adequacy and effectiveness of the Company's internal control system in preventing, detecting and promptly addressing risks, focusing on a number of key areas such as: toll collection management, real estate debt management, inventories, etc. As a result, in 2025, the Internal Audit Committee did not record any significant risks or violations in the audited activities. All errors were promptly corrected by the departments after receiving feedback from the Internal Audit Committee, helping to improve and enhance post-audit effectiveness.

## **2.7 Results of implementing the 2025 Annual GMS's Resolution:**

### **a. Implementation of the 2025 Business Performance Targets:**

Detailed information on the implementation of the 2025 business performance targets is provided in Section 1 of Part I of the Report.

### **b. Implementation of the profit distribution and dividend payment plan for 2024 and 2025:**

- The BOD directed the appropriation for funds and completion of dividend payments for 2024 to shareholders, with the payment date being 08 October 2025 at a rate of 5% of the charter capital, corresponding to a payment amount of VND 188,874,192,000.
- The profit distribution and dividend payment for 2025: The BOD prepared and submitted to the GMS a profit distribution plan for 2025 in Proposal No. 06/TTr-HĐQT dated 09 April 2026.



**c. Payment of remuneration to the BOD, the Supervisory Board, and the Company Secretary for 2024 and 2025:**

Remuneration payment for the BOD, Supervisory Board and Company Secretary in 2024: In 2025, the Company paid remuneration to members of the BOD, the Supervisory Board and the Company Secretary for 2024 in accordance with Resolution No. 01/NQ-ĐHĐCĐ dated 10 April 2025, which is: 0.5% x the Parent Company's profit after tax for 2024 (0.5% x VND 243,608,556,298), corresponding to the rounded amount of VND 1,218,000,000. Of which, the remuneration paid to the BOD is: VND 835,200,000, distributed to each BOD member in accordance with Resolution No. 12/NQ-HĐQT dated 18 April 2025, specifically:

- 01 Chairman: VND 261,000,000 per year
- 01 Vice Chairman: VND 208,800,000 per year
- 03 BOD Members: 121,800,000 VND per year
- Remuneration payments to the BOD, Supervisory Board and Company Secretary in 2025: The BOD prepared and submitted to the GMS a profit distribution plan for 2025 in Proposal No. 07/TTr-HĐQT dated 09 April 2026

**d. Report on changes to the plan of using capital and funds raised from the additional public offering of shares to existing shareholders in 2025**

The BOD prepared a detailed report to the GMS on the changes to the plan of using capital and funds raised from the additional public offering of shares to existing shareholders in 2025 in Proposal No. 03/TTr-HĐQT dated 09 April 2025.

**e. Implementation of the GMS's authorization to select the auditing firm for the 2025 Financial Statements:**

- The BOD issued Resolution No. 29/NQ-HĐQT dated 05 June 2025 on the selection of A&C Auditing and Consulting Co., Ltd. as the auditor of the Company's Financial Statements for the 2025.

**II. BOD's OPERATION PLAN FOR 2026**

- Moving into 2026, Vietnam's economy is expected to continue its positive growth momentum thanks to supportive policies and efforts to improve the business environment.
- Leveraging its advantage of being located within the industrial ecosystem of Binh Duong (currently part of Ho Chi Minh City's northern region), after the merger, IJC has a golden opportunity to take the lead in the wave of investment shifts, as it not only owns a fund of houses and land but also plays a key role in completing the transport network connecting industrial parks, thereby increasing asset value and creating a unique competitive advantage in the region.
- IJC has set a goal of strongly shifting its revenue structure, focusing on the field of key transport infrastructure construction to create sustainable stability. The strong shift towards construction in the coming period is an effective defense against the sensitivity of interest rates to infrastructure projects and long-term BOT projects, while diversifying revenue streams to protect safe profit margins.



- Based on an analysis and assessment of the domestic economic situation and IJC's operational capacity in 2025, the BOD has agreed to set the following targets for the 2026 to be presented to the GMS:

<b>No.</b>	<b>Indicator</b>	<b>Unit</b>	<b>Plan for 2026</b>	<b>% of Plan for 2026/Actual performance of 2025</b>
1.	Consolidated total revenue	Billion VND	2.454	136%
2.	Consolidated profit after tax	Billion VND	541	91%

To achieve the above objectives, the BOD directs and supervises the Company's Chief Executive Officer to implement the following measures:

- Direct the organization to implement strategic objectives and solutions to fulfil the 2026 targets assigned by the GMS.
- Promote the implementation of cooperation projects between the Company and Becamex Group; associates: Becamex Binh Phuoc, Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company, Ho Chi Minh City Ring Road 4 Joint Stock Company and affiliates to promote business growth and improve operational efficiency.
- Continue to carry out investment activities and implement projects in which the Company is participating in investment or capital contribution; strengthen investor relations.
- Strengthen project management and financial management in all areas of operation to ensure adequate funding for projects and improve investment efficiency.
- Continue to improve the internal governance system, enhance management capabilities and corporate governance efficiency.
- Apply artificial intelligence technology and accelerate digital transformation in management to optimize costs and improve labor productivity.

The above is the content of the Report of the BOD for 2025 and the BOD's Operation Plan for 2026. We respectfully submit this for the GMS's consideration and approval.

Yours sincerely,

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

**DO QUANG NGON**



*Ho Chi Minh City, 09 April 2026*

**REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS  
BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

To: The 2026 Annual General Meeting of Shareholders

Pursuant to Clause 3, Article 277 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government, as amended and supplemented by Clause 80, Article 1 of Decree No. 245/2025/NĐ-CP of the Government dated 11 September 2025, each independent member of the Board of Directors of a listed company must prepare an evaluation report on the operations of the Board of Directors in 2025 as follows:

**I. Board of Directors Membership Structure**

In 2025, the Board of Directors (“BOD”) of Becamex Infrastructure Development Joint Stock Company (“Becamex IJC”) consists of 05 members with the following structure: 01 executive member, 03 non-executive members and 01 independent member. This structure fully complies with the provisions of the Company’s Articles of Association and the law on the number, standards and conditions of BOD members, and the provisions on the ratio of independent BOD members.

The Company’s governance structure ensures the separation between the management and supervisory functions of the BOD and the executive functions of the Executive Board, in line with corporate governance practices.

**II. Overall assessment of the BOD operations**

In 2025, the BOD held 64 regular and *extraordinary* meetings (*details are updated in the 2025 Corporate Governance Report*). BOD members fully participated in meetings, discussions, debates and independent voting on matters within the BOD authority, based on ensuring the legitimate interests of the Company and its shareholders.

BOD resolutions were discussed and adopted by majority vote, in accordance with legal regulations and the Company’s Articles of Association; meeting minutes were prepared and stored in full as prescribed.

The BOD has implemented the contents of the Resolution of the 2025 Annual General Meeting of Shareholders, while strengthening the monitoring and assessment of risks for contracts and transactions with related parties to ensure



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compliance with the law and the Company's internal governance regulations.

After the resolutions were issued, the BOD monitored and supervised their implementation; regularly updated progress, evaluated implementation effectiveness, and promptly directed adjustments when necessary.

Through the electronic office system (E-Office), the BOD supervises the activities of the Chief Executive Officer in organizing the implementation of resolutions of the General Meeting of Shareholders and the BOD, while monitoring compliance with the Company's regulations and applicable laws.

During the year, the BOD fully performed its functions, rights and obligations in accordance with the law, the Company's Articles of Association and internal regulations on corporate governance.

The above is the Report of the Independent BOD Member for the year 2025, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Yours sincerely,

Independent BOD Member

Le Thi Xuan Dieu



# REPORT OF THE CHIEF EXECUTIVE OFFICER

**To:** General Meeting of Shareholders of  
Becamex Infrastructure Development Joint Stock Company

In 2025, amid global economic and political volatility, thanks to the decisive involvement of the entire political system and the business community, our country's economy achieved a growth rate of 8.02%, meeting the target of 8% or higher set out in the Government's 2025 socio-economic development plan. In addition, fiscal policy was expanded, focused, and harmoniously coordinated with monetary policy and other macroeconomic policies to stabilize the macro-economy, control inflation, ensure major balances, and promote growth.

Global economic and political fluctuations have had a significant impact on the economy. Liquidity in the real estate market remains low, affecting the Company's business operations. In 2025, with the timely guidance of the Board of Directors and the efforts of the Executive Board and the staff, the Company successfully increased its charter capital, contributing to increased financial capacity and proactive capital sources to expand the scale of production and business. The business results of Becamex Infrastructure Development Joint Stock Company in 2025 are as follows:

## I. INCOME STATEMENT OF THE COMPANY FOR THE YEAR 2025

### 1. Business results of the Parent Company in 2025

*Unit: billion VND*

Indicator	Actual performance of 2024	Plan for 2025	Actual performance of 2025	% Actual performance of 2025/Plan for 2025	% increase/decrease Actual performance of 2025/ Actual performance of 2024
Total revenue	788	1,787	1,441	81%	83%
Total expenses	494	1,333	878	66%	78%
Pre-tax profit	294	454	563	124%	91%
After-tax profit	244	373	459	123%	88%
Dividend payment	5%/charter capital	5%/charter capital (*)	5%/charter capital (*)		

**Source:** Audited Financial Statements of the Parent Company for the fiscal year 2025



(\*) Charter capital after the issuance of additional shares in 2025: VND 6,295,806,400,000.

The Parent Company's total revenue in 2025 reached VND 1,441 billion, achieving 81% of the plan, an increase of 83% compared to 2024. The Parent Company's pre-tax and after-tax profits reached VND 563 billion and VND 459 billion, respectively, achieving 124% and 123% of the plan, an increase of 91% and 88% year on year.

## 2. Business results of subsidiaries in 2025

Unit: billion VND

Indicator	BHI			IJC Construction			WTC		
	Plan	Implementation	%TH/KH	Plan	Implementation	%TH/KH	Plan	Implementation	%TH/KH
<b>Total revenue</b>	222	212	95%	116	65	56%	23	24.8	108%
<b>Total expenses</b>	196	181	92%	111	61	55%	21.4	16.9	79%
<b>Pre-tax profit</b>	26	31	119%	5	4	80%	1.6	7.9	494%
<b>After-tax profit</b>	21	26	124%	4	3.2	80%	1.3	6.3	485%

Source: Audited Financial Statements of subsidiaries for the fiscal year 2025

In February 2026, Becamex Trade Company Limited (BTI) was renamed to IJC Construction One Member Limited Company.

## 3. Consolidated business results for 2025

Unit: billion VND

Indicator	Actual performance of 2024	Plan for 2025	Actual performance of 2025	% Actual performance of 2025/Plan for 2025	% increase/decrease Actual performance of 2025/Actual performance of 2024
Total revenue	1,170	2,086	1,799	86%	54%
+ Revenue from tolls	309	309	332	107%	7%
+ Revenue from sales of real estate	323	990	974	98%	202%
+ Revenue from construction contracts	-	400	-	-	-



+ Other revenues	538	387	493	127%	(8%)
Total expenses	755	1,569	1,091	70%	45%
Profit before tax	415	517	708	137%	71%
Profit after tax	354	429	597	139%	69%

*Source: Audited Consolidated Financial Statements for 2025*

The Company's consolidated total revenue in 2025 reached VND 1,799 billion, achieving 86% of the plan and increasing by 54% compared to 2024. Consolidated pre-tax and after-tax profits reached VND 708 billion and VND 597 billion, achieving 137% and 139% of the plan, an increase of 71% and 69% respectively compared to the previous year.

#### 4. Revenue structure

In 2025, the Company's revenue structure was as follows:

Unit: billion VND

Item	2024		Year 2025		Increase/decrease	
	Value	Proportion	Value	Proportion	Value	Proportion
Revenue from tolls	309	26%	332	19%	23	7%
Revenue from sales of real estate	323	28%	974	54%	651	202%
Revenue from construction contracts	-	-	-	-	-	-
Other revenues	538	46%	493	27%	(45)	(8%)
<b>Total revenue</b>	<b>1,170</b>	<b>100%</b>	<b>1,799</b>	<b>100%</b>	<b>629</b>	<b>54%</b>

*Source: Audited Consolidated Financial Statements for 2025*

In 2025, the real estate business segment was the Company's principal business activity, contributing 54% of total revenue, as real estate revenue in 2025 increased by 202% compared to the actual performance of 2024. Revenue from tolls accounted for 19% and other business activities accounted for 27% of the Company's revenue structure.

#### ❖ Real estate business

In 2025, real estate business revenue reached VND 974 billion, achieving 98% of the plan, an increase of 202% compared to 2024. During the year, real estate



business revenue was recorded from the following projects: Sunflower I Villa Area, Sunflower II Villa Area, IJC Hoa Loi Residential Area project and other projects.

#### ❖ Tolls

Revenue from toll collection in 2025 reached VND 332 billion, achieving 107% of the plan, an increase of 7% compared to 2024. The total traffic volume passing through the two toll stations reached 23,160,986 vehicles, an increase of 6% compared to 2024.

#### ❖ Construction

In 2025, no revenue from construction was generated as planned due to the fact that the construction of the Ho Chi Minh City – Thu Dau Mot – Chon Thanh expressway has not been accepted as scheduled. Unearned revenues are expected to be recognized in 2026.

#### ❖ Other business activities

Other business activities include revenue from sales of investment properties, restaurants, hotels, financial income, profit from Becamex Binh Phuoc Infrastructure Development Joint Stock Company, and revenue from provisions of services. During the year, total revenues from other business activities reached VND 493 billion, achieving 127% of the plan, a decrease of 8% compared to 2024.

### 5. Gross profit structure

Unit: billion VND

Item	2024		2025		Increase/decrease	
	Value	Proportion	Value	Proportion	Value	Proportion
	Gross profit from tolls	232	51%	249	31%	17
Gross profit from sales of real estate	96	21%	457	56%	361	376%
Other gross profit	130	28%	109	13%	(21)	(16%)
<b>Total gross profit</b>	<b>458</b>	<b>100%</b>	<b>815</b>	<b>100%</b>	<b>357</b>	<b>78%</b>

*Source: Audited Consolidated Financial Statements for 2025*



In 2025, gross profit from sales of real estate reached VND 457 billion, an increase of VND 361 billion, corresponding to a 376% increase compared to 2024. Gross profit from tolls reached VND 249 billion, an increase of VND 17 billion, corresponding to a 7% increase compared to 2024. Gross profit from other activities reached VND 109 billion, a decrease of VND 21 billion, corresponding to a 16% decrease compared to 2024.

Overall, in 2025, due to a significant increase in revenue from real estate compared to 2024, the Company's total gross profit reached VND 815 billion, an increase of VND 357 billion, corresponding to a 78% increase compared to 2024.

## 6. Key financial indicators

Indicator	Unit	2024	2025	Increase/d ecrease
<b>Liquidity ratio</b>				
Short-term liquidity	Time	2.15	6.32	4.17
Quick ratio	Time	0.39	2,45	2,06
<b>Capital structure indicators</b>				
Debt-to-Asset Ratio	%	34.32	21.95	(12.37)
Debt-to-Equity Ratio	%	52.24	28.13	(24.11)
<b>Operating capacity indicators</b>				
Inventory turnover	turn	0.17	0.21	0.04
Total asset turnover	turnover	0.14	0.18	0.04
<b>Profitability indicators</b>				
Net Profit Margin	%	34.71	37.18	2.47
Return on equity (ROE)	%	6.87	7.41	0.54
Return on Assets (ROA)	%	4.52	5.78	1.26

*Source: Audited Consolidated Financial Statements for 2025*

### ❖ Liquidity indicators



Short-term liquidity increased from 2.15 times to 6.32; the short-term debt coverage ratio exceeding 1 indicates that the Company is fully capable of settling its current liabilities. The improvement in quick ratio compared to the previous year demonstrates that the Company's liquidity remains stable and gradually improving. The significant fluctuations in liquidity ratios compared to the previous year are due to the fact that, in addition to the cash received from its business activities, there is also cash raised from the issuance of shares to increase the Company's charter capital, which will be disbursed according to the capital contribution schedule of the enterprises.

❖ **Capital structure indicators**

In 2025, all capital structure indicators decreased compared to 2024. Specifically, the Debt-to-Asset Ratio decreased from 34.32% to 21.95%, and the Debt-to-Equity Ratio decreased from 52.24% to 28.13% due to the completion of the charter capital increase, the restructuring of balances, and the intensification of efforts to collect accounts receivable and settle customer accounts payable. The decrease in capital structure indicators compared to the previous year reflects a positive shift in the Company's financial situation, helping the Company reduce financial pressure and decrease the proportion of debt in its capital structure.

❖ **Operating capacity indicators**

In 2025, inventory turnover and total asset turnover increased slightly compared to 2024, reaching 0.21 times, as net revenue from sales of goods and provisions of services in 2025 increased by VND 586 billion, corresponding to a 57% increase compared to 2024.

❖ **Profitability indicators**

The Net Profit Margin increased from 34.71% to 37.18%. The Return on equity (ROE) increased from 6.87% to 7.41%, and the Return on Assets (ROA) increased from 4.52% to 5.78%. This was due to a significant increase in revenue from the Company's principal business activity which is the real estate sector, coupled with cost reductions, including financial expenses, etc.

**7. Investment Implementation Status for 2025**

*Unit: billion VND*

No.	Company/Project Name	Total investment capital contributed by Becamex IJC	Investment plan for 2025	Actual investment for 2025



<b>A</b>	<b>Contributing capital to enterprises</b>	<b>2,537</b>	<b>1,235</b>	<b>585</b>
1	Becamex Binh Phuoc Infrastructure Development Joint Stock Company	715	715	517
2	Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company	530	225	20
3	Ho Chi Minh City Ring Road 4 Joint Stock Company	1,268	295	36
4	Becamex Hospitality Company Limited	24	-	12
<b>B</b>	<b>Upgrading and expending Highway 13</b>	<b>1,477</b>	<b>500</b>	<b>19</b>
<b>C</b>	<b>Investing in the Company's real estate projects</b>	<b>14,249</b>	<b>668</b>	<b>840</b>
1	Sunflower Villa Area Project	1,265	165	67
2	Sunflower Villa Area Project (Expansion)	3,000	120	35
3	Prince Town Project (Expansion)	1,400	60	2
4	IJC Aroma Apartment Project	1,580	50	6
5	Hoa Loi Residential Area Project (Expansion) (E2, 7, 10, 11, 14)	2,027	273	553
6	Hoa Loi IJC Residential Area Project	1,800	-	9
7	Hamlet 5C Bau Bang Residential Area Project	1,377	-	22
8	Hoa Loi Resettlement Project (Blocks A, B, C)	1,811	-	41
9	Green City Project (Hoa Loi Resettlement Area – Lot G)		-	105
	<b>Total</b>	<b>18,263</b>	<b>2,403</b>	<b>1,444</b>

## II. BUSINESS PLAN FOR 2026

In 2026, the Government aims to focus on maintaining macroeconomic stability, controlling inflation, ensuring major economic balances, and creating a foundation for higher growth in subsequent years.

The real estate market continues to face numerous challenges, including the implementation of new laws on land, housing and real estate business. In addition, against the backdrop of tight credit controls, real estate lending rates in the first months of 2026 have risen significantly. Based on the analysis of the aforementioned opportunities and challenges, the Executive Board has developed the 2026 Business Plan as follows:



## 1. Parent Company's Business Plan for 2026:

Unit: billion VND

Indicator	Actual performance of 2025	Plan for 2026	% increase/decrease Plan for 2026/ Actual performance of 2025
Total revenue	1,441	2,179	51%
Total expenses	878	1.596	82%
Profit before tax	563	583	4%
Profit after tax	459	475	3%
Dividend payment	5%/charter capital	At the rate of 5% of charter capital or more.	

At the Parent Company, the total revenue plan for 2026 is VND 2,179 billion, an increase of 51% compared to the previous year. Pre-tax and after-tax profits are expected to be VND 583 billion and VND 475 billion, representing increases of 4% and 3%, respectively compared to 2025..

## 2. Business plans of subsidiaries for 2026

Unit: billion VND

Indicator	BHI			IJC Construction		
	Actual performance of 2025	Plan for 2026	% of Plan for 2026/Actual performance of 2025	Actual performance of 2025	Plan for 2026	% of Plan for 2026/Actual performance of 2025
<b>Total revenue</b>	212	219	103	65	338	520
<b>Total expenses</b>	181	210	116	61	325	533
<b>Profit before tax</b>	31	9	29	4	13	325
<b>Profit after tax</b>	26	7.6	29	3.2	10.2	319

*In 2026, Becamex IJC will transfer WTC Binh Duong One Member Company Limited to WTC Becamex One Member Company Limited (currently undergoing transfer procedures).*



**Becamex Hospitality Company Limited (BHI)** has set a revenue target of VND 219 billion, an increase of 3% compared to 2025, and after-tax profit of VND 7.6 billion, a decrease of 71% compared to 2025.

**IJC Construction One Member Limited Company** has set a revenue target of VND 338 billion, an increase of 420% compared to 2025, and after-tax profit of VND 10.2 billion, an increase of 219% compared to 2025.

### 3. Consolidated business plan for 2026:

*Unit: billion VND*

<b>Indicator</b>	<b>Actual performance of 2025</b>	<b>Plan for 2026</b>	<b>% increase/decrease Plan for 2026/ Actual performance of 2025</b>
Total revenue	1,799	2,454	36%
+ Revenue from tolls	332	338	2%
+ Revenue from sales of real estate	974	1,054	8%
+ Revenue from construction contracts	-	682	
+ Other revenues	493	380	(22%)
Total expenses	1,091	1,801	65%
Profit before tax	708	653	(8%)
Profit after tax	597	541	(9%)

In 2026, Becamex IJC's consolidated total revenue plan is VND 2,454 billion, an increase of 36% compared to the previous year. Pre-tax and post-tax profits are VND 653 billion and VND 541 billion, respectively, an decrease of 8% and 9% compared to the previous year.

The business operation plan for each business field in 2026 is as follows:

- Revenue from sales of real estate is VND 1,054 billion, an increase of 8% compared to the actual performance of 2025, with projected after-tax profit of VND 230 billion, an increase of 1% compared to 2025.

The projects expected to be launched for business in the year mainly include: Green City project, IJC Hoa Loi Residential Area project, Hoa Loi Resettlement project, Hamlet 5C Bau Bang project, IJC Aroma Apartment project, Sunflower II Villa Area project, etc.

- Revenue from tolls is expected to be VND 338 billion, an increase of 2% compared to 2025. Post-tax profit is expected to be VND 169 billion, an increase of 1% compared to 2025.



- Revenue from construction activities is VND 682 billion, expected to be recognized from the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway project, the Ho Chi Minh City Ring Road 4 section from Thu Bien Bridge to Saigon River (Phase 1), and the construction of projects by Becamex Binh Phuoc.

- Other operating revenue (property leasing, revenue from sales of investment properties, financial income, interest income from associates, etc.) amounted to VND 380 billion, a decrease of 22% compared to 2025.

#### 4. Investment plan for 2026:

*Unit: billion VND*

No.	BUSINESS/PROJECT	AMOUNT
<b>A</b>	<b>Contributing capital to enterprises</b>	<b>1,981</b>
1	Ho Chi Minh City Ring Road 4 Joint Stock Company	1,078
2	Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company	510
3	Becamex Binh Phuoc Infrastructure Development Joint Stock Company	363
4	IJC Construction One Member Limited Company	30
<b>B</b>	<b>Upgrading and expending Highway 13 (expansion)</b>	<b>362</b>
<b>C</b>	<b>Investing in the construction of civil and transport infrastructure projects</b>	<b>798</b>
1	Construction of the Ho Chi Minh City – Thu Dau Mot – Chon Thanh Expressway Project	470
2	Construction of the Ho Chi Minh City Ring Road 4 Project	157
3	Construction of projects of Becamex Binh Phuoc	171
<b>D</b>	<b>Investing in the Company’s real estate projects</b>	<b>1.267</b>
1	IJC Aroma Apartment Project (Blocks C, D, E)	200
2	Hamlet 5C Bau Bang Residential Area Project	158
3	Hoa Loi Resettlement Project (Blocks A, C)	166
4	Sunflower II Villa Area Project	173
5	Sunflower I Villa Area Project	54
6	Green City Project (Hoa Loi Resettlement Area – Lot G)	346
7	Prince Town I Project	13
8	IJC Urban Area Project	157
	<b>TOTAL</b>	<b>4.408</b>

#### 5. Human Resource Development Plan:

- Focus on providing digital skills training for employees to enhance their digital capabilities and keep them updated with new technologies. At the same time,



improve educational qualifications and professional skills to meet job requirements.

- Implement appropriate compensation and benefits policies and create a professional working environment to attract highly qualified talent, thereby improving workforce quality.
- Enhance leadership and management skills of executives and managers to ensure a capable and competent workforce.

#### **Real estate business:**

- Position products appropriately for each customer segment in order to clearly identify target customers and offer products that match market demand at each point in time.
- Expand sales channels and develop sales policies that are aligned with market conditions.
- Implement synchronized development of infrastructure and project amenities, while ensuring effective post-sales operations and management.

#### **Toll collection:**

- Finalize legal documentation, complete construction investment, and commence operations for the Highway Upgrading and Expansion Project (expansion).
- Closely integrate management, inspection, and reconciliation with the application of modern technology to prevent revenue leakage and optimize resources.

#### **Other activities:**

- Apply modern science and technology to production, business, and management activities with the aim of optimizing workflows and improving efficiency.
- Control expenses to optimize financial resources and structure capital sources appropriately to ensure efficient use of funds.

The above is the content of the Report of the Chief Executive Officer on the 2025 business results and the 2026 business plan. Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Yours sincerely,

**CHIEF EXECUTIVE OFFICER**



**TRINH THANH HUNG**



*Ho Chi Minh City, Marth 19<sup>th</sup>, 2026*

**REPORT OF THE SUPERVISORY BOARD  
ON THE PERFORMANCE AND RESULTS IN 2025  
(Submitted to the 2026 Annual General Meeting of Shareholders)**

*Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*

*Pursuant to the rights and obligations of the Supervisory Board (SB) as stipulated in the Articles of Association of Becamex Infrastructure Development Joint Stock Company (“the Company” or “IJC”) and the current Regulations on the Operations of the SB;*

*Pursuant to the 2025 Financial Statements of Becamex Infrastructure Development Joint Stock Company, audited by A&C Auditing and Consulting Co., Ltd.;*

*The SB hereby reports to the Company’s General Meeting of Shareholders (GMS) on the performance and results of the SB in 2025 as follows:*

**I. Operations of the SB**

The SB of Becamex Infrastructure Development Joint Stock Company for the period 2024–2027 (term 2022–2027) comprises the following members:

- Mr. Nguyen Hai Hoang                      Head of the Board
- Ms. Le Thi Thuy Duong                      Member
- Ms. Mai Thi Huynh Mai                      Member

**In 2025, the SB convened and carried out the following key tasks:**

- Evaluating the Company's production and business results and the SB’s activities during the year and reporting to the 2025 Annual GMS for approval;
- Supervising the BOD and the Executive Board in implementing the production and business plan, increasing the charter capital and distributing profits in accordance with the plan approved by the GMS;
- Assessing the results of the implementation of the business plan and the financial situation for the first six months of 2025 of IJC and member units with capital contributions from the Company, such as Becamex Hospitality Company Limited (BHI), IJC Construction One Member Limited Company, WTC Binh Duong One Member Company Limited and Becamex Binh Phuoc Infrastructure Development Joint Stock Company (Becamex Binh Phuoc);
- Regularly reviewing related-party transactions and the Company’s compliance with information disclosure requirements in accordance with current regulations.

**Assessment:** SB Members have diligently performed their duties of monitoring the Company’s operations in accordance with the Articles of Association and current regulations.

**II. Results of monitoring the Company's operational and financial situation**

**1. Regarding the 2025 business results:**

- Parent Company’s figures:



Unit: billion VND

Key indicators	Actual performance of 2024	2025		Plan for 2025/ Performance of 2025	Growth compared to performance of 2024
		Plan	Performance		
Total revenue	788	1,787	1,441	81%	+83%
Total expenses	494	1,333	878	66%	+78%
Pre-tax profit	294	454	563	124%	+91%
After-tax profit	244	373	459	123%	+89%

Source: IJC's audited separate Financial Statements for 2025

### - Consolidated figures

Unit: billion VND

Key indicators	Actual performance of 2024	2025		Plan for 2025/ Performance of 2025	Growth compared to performance of 2024
		Plan	Performance		
Total revenue	1,171	2,086	1,799	86%	+54%
Total expenses	756	1,569	1,091	70%	+44%
Pre-tax profit	415	517	708	137%	+71%
After-tax profit	354	429	597	139%	+69%

Source: IJC's audited Consolidated Financial Statements for 2025

Vietnam's economy grew by 8.02% in 2025, a bright spot amid a global landscape facing numerous challenges due to trade tensions and tariffs. On the positive side, the US continued to reduce interest rates, easing pressure on Vietnam's monetary policy. Domestically, the Government implemented flexible macroeconomic management, stabilized borrowing rates, reduced and extended certain taxes to support business production and operations, and stimulated consumption and investment. Notably, the implementation of the policy to consolidate provinces and cities will create room for development in the medium and long term, including in the real estate and transport infrastructure sectors of IJC. Additionally, several important laws were revised in 2025, such as the Land Law, the Investment Law, and the Law on the Management and Investment of State Capital in Enterprises (Law No. 68), which are anticipated to resolve difficulties and enhance the autonomy and self-reliance of businesses in investment and development.

IJC's business operations in 2025 will focus on four key areas: residential property development, traffic toll collection, capital investment in companies, and commercial services. According to consolidated data, the residential property segment contributed 61% to the structure last year, with net revenue reaching VND 980 billion, a threefold increase compared to 2024, playing a key role in the Company's growth thanks to the promotion of sales for projects in Binh Duong New City such as the Hoa Loi Residential Area and Sunflower II Villa Area. Toll collection activities for Highway 13 project contributed the second largest share of revenue at 21%. In 2025, this activity generated VND 332 billion in revenue, a 7% increase compared to 2024. Activities such as investment real estate, restaurant and hotel services, commerce and



exhibitions consolidated from subsidiaries contributed 18% to the structure with revenue with nearly VND 295 billion, down 19% compared to 2024.

In terms of efficiency, the real estate business segment will lead the Company's overall profit growth in 2025 thanks to positive sales revenue growth and an expanded gross profit margin from 31% in 2024 to an average of 47% in 2025. The efficiency of the tool collection segment in 2025 remained stable compared to the same period.

Regarding capital investment activities in companies, in 2025, IJC increased its investment value in Becamex Binh Phuoc to VND 1,201 billion and increased its ownership in this company from 31.77% to 40.33% of the charter capital. Following the completion of the transaction, IJC recognized a gain arising from the change in ownership ratio at the associate of VND 72 billion. Additionally, during the year, the Company also participated in contributing capital to two companies investing in key transportation projects in Ho Chi Minh City: Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company (owning 20% of the charter capital) and Ho Chi Minh City Ring Road 4 Joint Stock Company (owning 36% of the charter capital). In terms of efficiency, the investment in Becamex Binh Phuoc still contributed significantly to IJC's profits from joint ventures and affiliates, with a value of nearly VND 85 billion, down 30% compared to 2024.

Regarding cost management, selling expenses increased 3.8 times compared to 2024 to VND 125 billion due to increased real estate brokerage commissions in line with revenue. Financial expenses in 2025 increased by 25% compared to 2024 due to increased interest on late dividend payments. General and administrative expenses increased slightly by 9% compared to 2024. Overall, the above expenses increased mainly due to the Company's boosting of production and business activities. Specifically, the ratio of financial, selling and administrative expenses to revenue in 2025 was controlled at 17%, a negligible change compared to 2024.

Overall, Becamex IJC's consolidated total revenue in 2025 reached VND 1,799 billion, a 54% increase compared to 2024, achieving 86% of the assigned plan due to the construction segment not generating revenue. Consolidated after-tax profit reached VND 597 billion, a 69% increase compared to 2024, achieving 139% of the plan assigned by the GMS.

## 2. Regarding the financial situation

No.	Consolidated financial indicators	Unit	As of 31 December 2024	As of 31 December 2025
<b>1</b>	<b>Asset and Capital Structure</b>			
1.1	Current assets/Total Assets	%	57	58
1.2	Non-current assets/Total assets	%	43	42
1.3	Liabilities/Owner's equity	%	51	28
1.4	Liabilities/Total capital	%	34	22
<b>2</b>	<b>Operating efficiency</b>			
2.1	Inventory turnover	Time	0.15	0.19
2.2	Trade receivables turnover	Time	1.07	1.32
2.3	Trade payables turnover	Time	0.92	1.99
<b>3</b>	<b>Liquidity</b>			



No.	Consolidated financial indicators	Unit	As of 31 December 2024	As of 31 December 2025
3.1	Current liquidity ratio = Current assets/Current liabilities	Time	2.18	6.32
3.2	Quick ratio = (Current assets – Inventories)/Current liabilities	Time	0.40	2.45
<b>4</b>	<b>Profitability ratio</b>			
4.1	Return on equity (ROE)	%	6.84	7.40
4.2	Return on Assets (ROA)	%	4.52	5.78

As of 31 December 2025, according to the audited Consolidated Financial Statements for 2025, the Company's total assets reached VND 10,333 billion, an increase of VND 2,490 billion compared to the beginning of the year. Of which, the structure of current assets and non-current assets was 58% and 42% respectively (beginning balance: 57% and 43%).

Operating efficiency indicators in 2025 improved compared to 2024, reflecting positive changes in production and business operations and enhanced debt recovery. As a result, net cash flow from operations in 2025 has significantly reduced the deficit from VND 796 billion in 2024 to VND 232 billion. Therefore, the Company needs to pay more attention to debt management in order to optimize cash flow from production and business activities.

Regarding liquidity, the current ratio as of 31 December 2025 is 6.32 times, an increase of 2.18 times over the beginning of the year, while the quick ratio is 2.45 times, an increase of 0.40 times against the beginning of the year after the Company successfully raised more than VND 2,518 billion from additional issuance to existing shareholders and promoted the operation of real estate projects.

Regarding the production and business capital structure, liabilities as of 31 December 2025 were VND 2,268 billion, a decrease of VND 393 billion compared to the beginning of the year after settling some accounts payable to suppliers. Thanks to the successful charter capital increase and favorable business results during the year, IJC's owner's equity at the end of 2025 increased to VND 8,064 billion (beginning balance: VND 5,180 billion). Overall, the Company's financial leverage ratio (Total debt/Owner's equity) at the end of 2025 was relatively low at 0.3 times.

The profitability indicators ROA and ROE for 2025 showed improvement compared to 2024. In particular, the return on equity (ROE) in 2025 will reach 7.40%, which is an improvement over 2024 but still low as the Company needs time to absorb the additional capital after increasing its charter capital.

### **III. Results of the SB's oversight of the Board of Directors (BOD) and the Board of Management (BOM)**

#### **1. Regarding the operations of the BOD**

The business results achieved in 2025 reflect the sense of responsibility and efforts of the Company's BOD. Specifically, in 2025, the Company's BOD held meetings and issued 64 Resolutions with the following main contents:

- Notably, the BOD successfully implemented the plan to increase the charter capital from VND 3,777,483,840,000 to VND 6,295,806,400,000.

- Regarding investment and operation of real estate and transportation infrastructure: Approved the Feasibility Study Report for the BOT Project to upgrade and expand Highway 13



in Binh Duong Province; Approved the IJC Aroma Apartment Project, Prince Town II Residential Area (expansion), Sunflower II Residential Area (expansion) - Phase 1; Approved the policy to acquire part of plot TH1 of the Hoa Loi Resettlement Housing Project; Approved the policy to acquire part of plots A-59 and A-13a of Hamlet 4 - Tan Binh Residential Area Project;

- Regarding capital contribution investment: Approved the capital contribution to acquire shares in Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company, Ho Chi Minh City Ring Road 4 Joint Stock Company and the capital contribution to increase the charter capital of Becamex Binh Phuoc Infrastructure Development Joint Stock Company.

- Regarding bank borrowings: The BOD approved the content related to borrowings from Bac A Bank - Binh Duong Branch, VIB, MB - Binh Duong Branch, and BIDV - Binh Duong Branch.

- Other resolutions related to the operations of subsidiaries: IJC Construction One Member Limited Company, Becamex Hospitality Company Limited (BHI), WTC Binh Duong One Member Company Limited, and the approval of investment projects within the scope of authority.

**Assessment:** The BOD implemented the resolutions of the GMS relating to production and business activities, increasing charter capital, selecting the auditing firm, and credit borrowing. The resolutions of the BOD were issued in accordance with its authority and the provisions of the Articles of Association and the Enterprise Law. The Company has fully disclosed all regular and extraordinary information in accordance with regulations. The BOD has effectively performed its role in directing and supervising the BOM in managing production and business activities to achieve efficiency.

## **2. Regarding the oversight of the BOM's operations.**

- The BOM clearly assigns tasks to members, who are responsible for their respective areas of activity and strictly implement the resolutions of the BOD.

- The BOM provides all necessary information and documents and creates favorable conditions for the SB to perform its duties.

- The information disclosure is carried out in accordance with regulations. Periodically, the Company organizes investor meetings to update and present the Income Statement to investors and shareholders.

## **3. Regarding transactions with related organizations**

The BOD issued Resolution No. 39/NQ-HĐQT dated 17 December 2024 approving the Chief Executive Officer to sign contracts and conduct transactions with related parties in 2025, with the value of each contract or transaction not exceeding 10% of the total asset value. In 2025, the Company regularly conducted transactions with related organizations regarding the provision of services, purchase of merchandise, capital contribution, construction of works, etc. Details of these transactions are disclosed in Appendix 2 of the 2025 Corporate Governance Report.

**Assessment:** The Company has fully disclosed information on transactions with related parties.

## **4. Audit of the 2025 Fiscal Year Financial Statements**

The SB has agreed on the figures in the Balance Sheet, Income Statement, and the Cash Flow Statement, and the full audited Financial Statements of the Company for 2025 submitted by the BOD to the GMS.



## **5. Evaluation of the coordination among the SB, the BOD and the BOM in 2025**

- The Company maintained the regular information exchange through meetings and provision of information upon request. The Head of the SB was invited to attend BOD meetings to monitor and better understand the Company's operations in order to assess management risks and ensure the maintenance and enhancement of governance activities.

- The BOD, the BOM and departments of the Company have actively cooperated and facilitated the SB in collecting information, documents and resolutions on business activities in a complete and timely manner, serving the inspection and supervision work in accordance with the Company's Articles of Association.

- The coordination between the SB and the BOD and the BOM is implemented in compliance with legal regulations and internal regulations, aiming for safe and sustainable development.

- The remuneration for the SB for 2024, payable in 2025, is VND 295,800,000, of which:

+ Head: VND 121,800,000

+ 02 Members: VND 87,000,000 per person

The above is the report on the 2025 operating results of the SB. Respectfully submitted to the GMS for approval.

**ON BEHALF OF  
THE SUPERVISORY BOARD  
HEAD**

**NGUYEN HAI HOANG**



**BECAMEX INFRASTRUCTURE  
DEVELOPMENT JOINT STOCK COMPANY**

-----  
**No. 01/TTr-HĐQT**

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

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*Ho Chi Minh City, 09 April 2026*

## **PROPOSAL**

**(Re. Approval of the audited Financial Statements, the Report of the Board of Directors and independent Board of Directors members, the Report of the Supervisory Board for the year 2025)**

**To: Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, and amendments and guidance (“**Enterprise Law**”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“**the Company**”).

The Board of Directors of Becamex Infrastructure Development Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders for approval of the audited Consolidated Financial Statements for the year 2025 and Financial Statements of the Parent Company, which were audited by A&C Auditing and Consulting Co. Ltd.; the Report of the Board of Directors and independent BOD members for the year 2025; the Report of the Supervisory Board for the year 2025 (*These Reports are attached to documents submitted for the AGM*).

Respectfully submitted./.

**To:**

- As above;
- Archives: Office of BOD.

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

**DO QUANG NGON**



## **PROPOSAL**

**(Re. Approval of the Report of the Chief Executive Officer on 2025 business results and 2026 business plan)**

**To: Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, and amendments and guidance (“**Enterprise Law**”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“**the Company**”).

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders for approval of the Report of the Chief Executive Officer on 2025 business results and 2026 business plan, with the following main contents:

1. Approval of 2025 business results on the basis of the audited Consolidated Financial Statements and the Financial Statements of the Parent Company - Becamex Infrastructure Development Joint Stock Company, which were audited by A&C Auditing and Consulting Co., Ltd., with the key financial indicators as follows:

a. Business results for 2025 based on the Consolidated Financial Statements:

*Unit: Billion VND*

<b>Indicators</b>	<b>Plan for 2025</b>	<b>Actual performance of 2025</b>	<b>% Actual performance of 2025/ Plan for 2025</b>
Total revenue	2,086	1,799	86%
+ Revenue from tolls	309	332	107%
+ Revenue from sales of real estate	990	974	98%
+ Revenue from construction contracts	400	-	-
+ Other revenues	387	493	127%
Total expenses	1,569	1,091	70%
Profit before tax	517	708	137%
Profit after tax	429	597	139%

b. Business results for 2025 based on the Parent Company’s Financial Statements:

*Unit: billion VND*

<b>Indicators</b>	<b>Plan for 2025</b>	<b>Actual performance of 2025</b>	<b>% Actual performance of 2025/ Plan for 2025</b>
Total revenue	1,787	1,441	81%



Total expenses	1,333	878	66%
Profit before tax	454	563	124%
Profit after tax	373	459	123%
Dividend payment	5%/charter capital	5%/charter capital	

**Note:** Charter capital: VND 6.295.806.400.000

2. Approve the 2026 Business Plan of Becamex Infrastructure Development Joint Stock Company with the following key financial indicators:

a. 2026 Business Plan based on the Consolidated Financial Statements:

*Unit: billion VND*

<b>Indicator</b>	<b>Actual performance of 2025</b>	<b>Plan for 2026</b>	<b>(%) Plan for 2026/ Actual performance of 2025</b>
Total revenue	1,799	2,454	136%
+ Revenue from tolls	332	338	102%
+ Revenue from sales of real estate	974	1,054	108%
+ Revenue from construction contracts	-	682	
+ Other revenues	493	380	77%
Total expenses	1,091	1,801	165%
Profit before tax	708	653	92%
Profit after tax	597	541	91%

b. 2026 Business Plan based on the Parent Company's Financial Statements:

*Unit: billion VND*

<b>Indicator</b>	<b>Actual performance of 2025</b>	<b>Plan for 2026</b>	<b>(%) Plan for 2026/ Actual performance of 2025</b>
Total revenue	1,441	2,179	151%
Total expenses	878	1,596	182%
Profit before tax	563	583	104%
Profit after tax	459	475	103%
Dividend payout	5%/charter capital	At the rate of 5% of charter capital or more.	

**Note:** Charter capital: VND 6.295.806.400.000

Respectfully submitted./.

**To:**

- As above;
- Archives: Office of BOD.

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

**DO QUANG NGON**



-----  
**No. 03/TTr-HĐQT**

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*Ho Chi Minh City, 09 April 2026*

## **PROPOSAL**

**Re: Report on the change in the capital utilization plan and the funds raised from the additional public offering of shares to existing shareholders in 2025**

**To: Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH11 passed by the National Assembly on 17 June 2020, and amendments and guidance (“**Enterprise Law**”);
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and amendments and guidance (“**Securities Law**”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Securities Law (“**Decree 155**”);
- Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP (“**Decree 245**”);
- Pursuant to Circular No. 118/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing guidance on offering and issuance of securities, tender offer, share repurchase, registration and delisting of public companies (“**Circular 118**”);
- Pursuant to Circular No. 115/2025/TT-BTC dated 15 December 2025 of the Ministry of Finance amending and supplementing certain provisions of Circular No. 118/2020/TT-BTC (“**Circular 115**”);
- Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of the Annual General Meeting of Shareholders (“**AGM**”) of Becamex Infrastructure Development Joint Stock Company (“**Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025**”);
- Resolution No. 15/NQ-HĐQT dated 05 May 2025 of the Board of Directors (“**BOD**”) of the Company on approving the plan to offer additional shares to existing shareholders;
- Resolution No. 38/NQ-HĐQT dated 18 July 2025 of the Company’s BOD on approving adjustments to the plan for using funds raised from the additional offering of shares to existing shareholders;
- Resolution No. 59/NQ-HĐQT dated 24 November 2025 of the Company’s BOD on adjusting the purpose of using funds in the public offering of shares to increase the charter capital in 2025;
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“**the Company**”).

The Board of Directors reports to the General Meeting of Shareholders on the change in the plan for using capital, the funds raised from the additional public offering of shares to existing shareholders as authorized by the General Meeting of Shareholders and approved in Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025, as follows:

1. Pursuant to Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025, the plan for the use of funds raised from the offering was approved as follows:



No.	Purpose	Estimated funds to be used (VND)
1.	Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company to invest in the construction of the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway - section through Binh Duong Province	265.002.840.000
2	Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company	714.879.760.000
3.	<p>Contribution of capital to the project company to implement the investment construction project of Ring Road 4 in Ho Chi Minh City, section from Thu Bien Bridge to Saigon River (Phase 1) and/or</p> <p>Investment in the construction (and/or payment for construction contracts) of the Sunflower II Housing Area (expansion) project and/or</p> <p>Investment in the construction (and/or payment for construction contracts) of the BOT project to upgrade and expand National Highway 13 - Binh Duong Province and/or</p> <p>Investment in the construction (and/or payment for construction contracts) of the Prince Town II Housing Project (expansion).</p>	1.163.925.729.400
4.	Repayment of principal and interest on borrowings owed by the Company to financial institutions and/or principal and interest on matured bonds of the Company	374.514.230.600
	<b>Total</b>	<b>2.518.322.560.000</b>

2. Basis for the Board of Directors to adjust the capital utilization plan:

Section IV of Proposal No. 05/TTr-HĐQT dated 09 April 2025 was approved by the General Meeting of Shareholders in Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025: Approving a detailed capital utilization plan in accordance with the law; Specifying the use and allocation of funds raised from the additional share offering and/or amending, adjusting, and supplementing the capital utilization plan in accordance with the progress of the charter capital increase, the business operations of the Company when implementing the offering, and the Company's overall development strategy.

3. Report on the adjustment of the capital utilization plan approved by the General Meeting of Shareholders:

Based on the authorization of the General Meeting of Shareholders (GMS), the Company's Board of Directors issued Resolution No. 15/NQ-HĐQT dated May 5, 2025 regarding the approval of the implementation of the plan to issue additional shares to existing shareholders, and Resolution No. 38/NQ-HĐQT dated July 18, 2025 regarding the approval of adjustments and supplements to the plan for the use of capital raised from the additional share issuance to existing shareholders. The purpose of using the capital from the share offering according to Resolution No. 38/NQ-HĐQT dated July 18, 2025 is as follows:



No.	Purpose	Estimated amount used (VND)	Expected Utilization Schedule
1.	Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company to invest in the construction of the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway - section through Binh Duong Province	265.002.840.000	Expected in 2025 and 2026
2.	Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company (“ <b>BCM Binh Phuoc</b> ”) to supplement investment capital for the Becamex-Binh Phuoc Industrial Park project and repay principal on borrowing from MB - Binh Duong Branch <i>(implemented in accordance with the charter capital increase plan and capital utilization plan approved by the competent authority of BCM Binh Phuoc)</i>	714.879.760.000	Expected in 2025 and 2026 in accordance with the capital increase schedule of Becamex Binh Phuoc Infrastructure Development Joint Stock Company
3.	Contribution of capital to Ho Chi Minh City Ring Road 4 Joint Stock Company to implement the investment construction project of Ring Road 4 in Ho Chi Minh City, section from Thu Bien Bridge to Saigon River (Phase 1)	738.966.993.000	Expected in 2025, 2026 and 2027
4.	Repayment of principal and interest on the IJCH2025001 bond issued in 2020 by the Company	156.972.131.507	Expected in 2025, in accordance with the terms and conditions of the bonds
5.	Repayment of principal or interest on borrowings from banks	217.542.099.093	Expected in 2025, in accordance with the term specified in the borrowing agreements
	<i>Of which:</i>		
5.1	<i>Repayment of borrowing principal from VIB</i>	126.284.424.770	Expected in 2025, in accordance with the term specified in the borrowing agreements
5.2	<i>Repayment of borrowing principal from BIDV – Binh Duong Branch</i>	33.747.253.848	Expected in 2025, in accordance with the term specified in the borrowing agreements



No.	Purpose	Estimated amount used (VND)	Expected Utilization Schedule
5.3	<i>Repayment of borrowing principal from Vietcombank – Binh Duong Branch</i>	45.795.825.661	Expected in 2025, in accordance with the term specified in the borrowing agreements
5.4	<i>Payment of borrowing interest to MB – Binh Duong Branch</i>	11.714.594.814	Expected in 2025, in accordance with the term specified in the borrowing agreements
6.	Investment in the construction of the Sunflower II Housing Project (expansion) <i>Details: Construction of a detached villa at Lot N6, Binh Duong Urban Industrial Service Complex, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, part of the Sunflower II Housing Project (expansion)</i>	200.000.000.000	Expected in 2025 and 2026
7.	Investment in the construction of the Prince Town II Housing Project (Expansion) <i>Details: Construction of the terraced house project under the Prince Town II Housing Project (Expansion)</i>	224.958.736.400	Expected in 2025, 2026 and 2027
	<b>Total</b>	<b>2.518.322.560.000</b>	

Based on the Report on the results of the public share offering No. 392/BC-IJC dated November 10, 2025, the Board of Directors adjusted the purpose of using the proceeds from the share offering to contribute capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company and to repay principal and/or interest of loans at banks. The investment for construction in the Sunflower Expansion Project and the Prince Town Expansion Project will be financed by the Company from other sources in order to implement these projects. This adjustment was made to promptly meet the capital needs of urgent projects and investments, in line with the Company's development strategy. At the same time, it aims to reduce loan interest expenses and utilize the proceeds from the share issuance for the Company's business operations, thereby improving the efficiency of the use of the raised capital.

Accordingly, the Board of Directors issued Resolution No. 59/NQ-HĐQT dated November 24, 2025, under which the proceeds from the share offering are to be used as follows:

No.	Purpose	Estimated amount used (VND)	Expected Utilization Schedule	Notes
1.	Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh	278.665.042.000	Expected in 2025 and 2026 according to the capital	Increase by VND 13.662.202.000



No.	Purpose	Estimated amount used (VND)	Expected Utilization Schedule	Notes
	Expressway Joint Stock Company to invest in the construction of the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway - section through Binh Duong Province		contribution schedule of Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company	
2.	Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company (“ <b>BCM Binh Phuoc</b> ”) to supplement investment capital for the Becamex-Binh Phuoc Industrial Park project and repay principal on borrowing from MB - Binh Duong Branch  <i>(implemented in accordance with the charter capital increase plan and capital utilization plan approved by the competent authority of BCM Binh Phuoc)</i>	714.879.760.000	Expected in 2025 and 2026 in accordance with the capital increase schedule of Becamex Binh Phuoc Infrastructure Development Joint Stock Company	No adjustment to the amount of fund used, adjustment to the capital utilization schedule
3.	Contribution of capital to Ho Chi Minh City Ring Road 4 Joint Stock Company to implement the investment construction project of Ring Road 4 in Ho Chi Minh City, section from Thu Bien Bridge to Saigon River (Phase 1)	691.553.130.000	Expected in 2025 and 2026 according to the capital contribution schedule of Ho Chi Minh City Ring Road 4 Joint Stock Company	Reduction by VND 47.413.863.000 and adjustment to the expected capital utilization schedule
4.	Repayment of principal and interest on the IJCH2025001 bond issued in 2020 by the Company	156.972.131.507	Expected in 2025, in accordance with the terms and conditions of the bonds	No adjustments made
5.	Repayment of principal or interest on borrowings from banks	676.252.496.493	Expected in 2025, in accordance with the term specified	Increase by VND 458.710.397.400



No.	Purpose	Estimated amount used (VND)	Expected Utilization Schedule	Notes
			in the borrowing agreements	
	<i>Of which:</i>			
5.1	<i>Repayment of borrowing principal from VIB</i>	173.666.182.887	Expected in 2025, in accordance with the term specified in the borrowing agreement	Increase by VND 47.381.758.117
5.2	<i>Repayment of borrowing principal from BIDV – Binh Duong Branch</i>	182.191.841.790	Expected in 2025, in accordance with the term specified in the borrowing agreement	Increase by VND 148.444.587.942
5.3	<i>Repayment of borrowing principal from Virtcombank – Binh Duong Branch</i>	0		Decrease by VND 45.795.825.661
5.4	<i>Repayment of borrowing principal from Bac A Bank – Binh Duong Branch</i>	56.890.000.000	Expected in 2025, in accordance with the term specified in the borrowing agreement	Supplementation of Repayment of borrowing principal from Bac A Bank – Binh Duong Branch
5.5	<i>Repayment of borrowing principal from MB – Binh Duong Branch</i>	251.789.877.002	Expected in 2025, in accordance with the term specified in the borrowing agreement	Supplementation of Repayment of borrowing principal from MB – Binh Duong Branch
5.6	<i>Payment of borrowing interest to MB – Binh Duong Branch</i>	11.714.594.814	Expected in 2025, in accordance with the term specified in the borrowing agreement	No adjustments made
6.	Investment in the construction of the Sunflower II Housing Project (expansion) <i>Details: Construction of a detached villa at Lot N6, Binh Duong Urban</i>	0		Reduction by VND 200,000,000,000



No.	Purpose	Estimated amount used (VND)	Expected Utilization Schedule	Notes
	<i>Industrial Service Complex, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, part of the Sunflower II Housing Project (expansion)</i>			
7.	Investment in the construction of the Prince Town II Housing Project (Expansion)  <i>Details: Construction of the terraced house project under the Prince Town II Housing Project (Expansion)</i>	0		Reduction by VND 224.958.736.400
	<b>Total</b>	<b>2.518.322.560.000</b>		

The above is a report on the adjustment of the capital utilization plan. The Board of Directors has initiated the registration for the public offering of additional shares to existing shareholders.

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

Yours sincerely.

**To:**

- As above;
- Archives: Office of BOD.

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

**DO QUANG NGON**



**REPORT ON USE OF FUNDS**  
FOR THE PERIOD FROM 07 NOVEMBER 2025 TO 10 MARCH 2026

**BECAMEX INFRASTRUCTURE  
DEVELOPMENT  
JOINT STOCK COMPANY**



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**STATEMENT OF THE BOARD OF DIRECTORS**

The Board of Directors of Becamex Infrastructure Development Joint Stock Company (hereinafter referred to as “the Company”) presents this statement together with the Report on use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 (hereinafter referred to as “the Report on use of funds”).

**Business highlights**

Becamex Infrastructure Development Joint Stock Company was transformed from Highway 13 Project directly under Investment and Industrial Development Corporation (Becamex Investment and Industrial Development Group now) according to the Decision No. 1131/QĐ-UBND dated 01 March 2007 of the People’s Committee of Binh Duong Province. The Company has been operating in line with the Business Registration Certificate No. 3700805566, initially registered on 02 July 2007 and 17<sup>th</sup> amended on 25 November 2025, granted by Ho Chi Minh City Department of Finance.

On 19 April 2010, the Company’s stocks were officially listed on the Ho Chi Minh City Stock Exchange under the Decision No. 64/2010/QĐ-SGDHCM dated 05 April 2010 of the Ho Chi Minh City Stock Exchange with the stock code of IJC.

**Head office**

- Address : No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam
- Tel. : (84-274) 3848 789
- Fax : (84-274) 3848 678

**Principal business activities of the Company are:**

- To invest, construct and operate technical infrastructure of industrial parks, residential areas and urban areas. To trade in real estate and lease houses, apartments, factories and offices. To provide workers’ housing services. To trade, transfer, lease, lease then purchase real estate (according to the Provincial Planning);
- To provide real estate brokerage, valuation, trading floor, consultancy, auction, advertising and management services;
- To give consultancy on civil, public, industrial, traffic, technical infrastructure works. To give consultancy and make detailed plans, general estimation, to make, appraise investment projects for residential areas, urban areas, industrial parks, civil, industrial, traffic works; to supervise the construction of traffic works; to supervise the construction and completion of civil & industrial works; to supervise the construction and completion of bridges and roads; to design, verify the architecture of civil and industrial works; to design and verify the construction of traffic works (bridges, roads); to design and verify the construction of urban technical infrastructure works; to give consultancy on construction investment management of civil, industrial, traffic, irrigation and technical infrastructure projects; to organize invitation for bid, bidding, and selection of contractors in construction and procurement of machinery and equipment;
- To produce construction materials;
- To mine and process minerals;
- To trade in construction materials;
- To trade in precast concrete components. To trade in supplies, materials and goods for consumer production;
- To produce supplies, materials and goods for consumer production;
- To construct civil and industrial electricity works;
- To trade in construction equipment and mechanical machinery;
- To make financial investments in other domestic and foreign enterprises;
- To inspect construction quality; to test construction materials;
- To take care of trees, flower gardens and ornamental plants;



**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY****STATEMENT OF THE BOARD OF DIRECTORS (cont.)**

- To install water supply, drainage, heating and air conditioning systems;
- To grow vegetables, beans of all kinds and flowers;
- To maintain, repair and operate toll stations. To operate construction investment projects under the BOT, BT method;
- To produce concrete and products from concrete, cement and plaster;
- To lease unmanned machinery, equipment and other tangible items;
- To construct residential houses;
- To construct non-residential houses;
- To construct railways;
- To construct roads;
- To construct electrical works;
- To construct water supply and drainage works;
- To construct telecommunications and information works;
- To construct other public works;
- To construct other civil engineering works.

**Board of Directors, Supervisory Board and Executive Board**

The Board of Directors, the Supervisory Board, the Internal Audit Board and the Board of Management of the Company during the year and as of the date of this statement include:

***The Board of Directors***

Full name	Position	Appointing/reappointing date
Mr. Do Quang Ngon	Chairman	Appointed on 15 April 2022
Mr. Quang Van Viet Cuong	Vice Chairman	Reappointed on 15 April 2022
Mr. Tran Thien The	Member	Reappointed on 15 April 2022
Ms. Vo Thi Huyen Trang	Member	Reappointed on 15 April 2022
Ms. Le Thi Xuan Dieu	Independent Member	Appointed on 07 April 2023

***The Supervisory Board***

Full name	Position	Appointing/reappointing date
Mr. Nguyen Hai Hoang	Head of the Board	Appointed on 15 April 2022
Ms. Le Thi Thuy Duong	Member	Reappointed on 15 April 2022
Ms. Mai Thi Huynh Mai	Member	Appointed on 19 April 2024

***The Internal Audit Board***

Full name	Position	Appointing date
Ms. Tran Nguyen Thao	Head of the Board	Appointed on 30 March 2021
Ms. Phan Hong Phuong	Member	Appointed on 16 May 2022
Ms. Bui Phuong Hong	Member	Appointed on 16 May 2022
Mr. Le Huu Thanh Tuan	Member	Appointed on 23 October 2025

***The Board of Management***

Full name	Position	Appointing/reappointing date
Mr. Trinh Thanh Hung	Chief Executive Officer	Appointed on 15 April 2022
Ms. Vo Thi Huyen Trang	Deputy Chief Executive Officer	Reappointed on 27 July 2022
Mr. Tran Ngoc Hien	Deputy Chief Executive Officer	Appointed on 30 March 2021
Mr. Vu Phi Hung	Deputy Chief Executive Officer	Appointed on 10 September 2024
Ms. Bui Thi Thuy	Chief Accountant cum Chief Financial Officer	Appointed on 30 March 2021 Appointed on 15 April 2022



# BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY

STATEMENT OF THE BOARD OF DIRECTORS (cont.)

## Legal Representative

The Company's legal representative during the year and as of the date of this statement is Mr. Trinh Thanh Hung - Chief Executive Officer (appointed on 15 April 2022).

## Auditors

A&C Auditing and Consulting Co., Ltd. has been appointed to perform the audit on the Company's Report on use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026.

## Responsibilities of the Board of Management

The Board of Management of the Company is responsible for the preparation of the Company's Report on use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026. In order to prepare the Report on use of funds, the Board of Management must:

- design and maintain the internal control as the Board of Management determines necessary to enable the preparation and presentation of the Report on use of funds to be free from material misstatement due to fraud or error;
- prepare and present the Report on use of funds in accordance with the accounting convention as specified in Note No. III.1 of the Notes to the Report on use of funds.

The Board of Management hereby ensures that the proper accounting books of the Company have been maintained to reflect the use of funds of the Company, with reasonable accuracy at any time, and that all the accounting books have been prepared in compliance with the applicable Accounting System. The Board of Management is also responsible for managing the Company's assets and hence has taken appropriate measures to prevent and detect frauds and other irregularities.

The Board of Management hereby commits to the compliance with the aforementioned requirements in preparation of the Report on use of funds.

## Approval of the Report on use of funds

The Board of Directors hereby approves the accompanying Report on use of funds, which gives a true and fair view of the use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026, in conformity with the accounting convention as presented in Note No. III.1 of the Notes to the Report on use of funds and other regulatory requirements on preparation and presentation of the Report on use of funds.

For and on behalf of the Board of Directors,



**Do Quang Ngon**  
Chairman

Date: 17 March 2026



No. 1.0325/26/TC-AC

**INDEPENDENT AUDITOR'S REPORT****To: THE SHAREHOLDERS, THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT  
BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

We have audited the accompanying Report on use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 (hereinafter referred to as "the Report on use of funds") of Becamex Infrastructure Development Joint Stock Company (hereinafter referred to as "the Company"), which were prepared on 17 March 2026 (from page 7 to page 20), including the Report on use of funds raised from the share offering for charter capital increase from VND 3,777,483,840,000 to VND 6,295,806,400,000 in the period from 07 November 2025 to 10 March 2026 and the Notes to the Report on use of funds. This Report on use of funds is prepared by the Board of Management on the basis of accounting convention presented in Note No. III.1 in the Notes to the Report on use of funds.

**Responsibility of the Board of Management**

The Company's Board of Management is responsible for the preparation, true and fair presentation of the Report on use of funds in accordance with the accounting convention presented in Note No. III.1 of the Notes to the Report on use of funds; and responsible for the internal control as the Board of Management determines necessary to enable the preparation and presentation of the Report on use of funds to be free from material misstatement due to fraud or error.

**Responsibility of Auditors**

Our responsibility is to express an opinion on the Report on use of funds based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements, and plan and perform the audit to obtain reasonable assurance about whether the Company's Report on use of funds is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Report on use of funds. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Report on use of funds, whether due to fraud or error. In making those risk assessments, the auditor considers the Company's internal control relevant to the preparation and true and fair presentation of the Report on use of funds in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management, as well as the overall presentation of the Report on use of funds.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



### Opinion of Auditors

In our opinion, the accompanying Report on use of funds gives a true and fair view, in all material respects, of the use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 of Becamex Infrastructure Development Joint Stock Company, in conformity with the accounting convention presented in Note No. III.1 of the Notes to the Report on use of funds.

### Accounting convention and limitation on the intended users of the Auditor's Report

Without qualifying our opinion above, we would like to draw the readers' attention to Note No. III.1 in the Notes to the Report on use of funds regarding its accounting convention. This report is only used to compile the use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 of the Company, and not extended to the whole Financial Statements. This Report is prepared to help Becamex Infrastructure Development Joint Stock Company meet the regulatory requirements as a basis for issuing, listing shares, and disclosing information in accordance with legal regulations, as well as provide information to shareholders and investors. Therefore, this Report may not be appropriate to use for any other purposes.

For and on behalf of  
A&C Auditing and Consulting Co., Ltd.



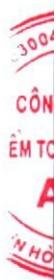
**Nguyen Minh Tri**  
**Partner**

*Audit Practice Registration Certificate No. 0089-2023-008-1*  
Authorized Signatory

**Luong Anh Vu**  
**Auditor**

*Audit Practice Registration Certificate No. 1832-2023-008-1*

Ho Chi Minh City, 17 March 2026



# **BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

## **REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

### **REPORT ON USE OF FUNDS**

#### **RAISED FROM THE SHARE OFFERING FOR CHARTER CAPITAL INCREASE**

**From VND 3,777,483,840,000 to VND 6,295,806,400,000**

**In the period from 07 November 2025 to 10 March 2026**

#### **I. OVERVIEW OF THE SHARE ISSUANCE TO EXISTING SHAREHOLDERS FOR CHARTER CAPITAL INCREASE AND CAPITAL UTILIZATION**

##### **1. Legal documents on the share issuance for charter capital increase and capital utilization**

The share issuance for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) is performed in line with the following:

- Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of the 2025 Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company;
- Resolution No. 15/NQ-HĐQT dated 05 May 2025 of the Board of Directors approving the implementation of the plan for additional share offering to existing shareholders;
- Resolution No. 17/NQ-HĐQT dated 05 May 2025 of the Board of Directors approving the registration dossier for additional share offering to existing shareholders;
- Resolution No. 38/NQ-HĐQT dated 18 July 2025 of the Board of Directors approving the adjustment and supplement to the plan for the use of funds raised from the additional share offering to existing shareholders;
- Resolution No. 39/NQ-HĐQT dated 18 July 2025 of the Board of Directors approving the registration dossier for additional share offering to existing shareholders;
- Resolution No. 46/NQ-HĐQT dated 03 September 2025 of the Board of Directors approving the record date for cash dividend payment and the exercise of additional share subscription right by existing shareholders;
- Resolution No. 54/NQ-HĐQT dated 03 November 2025 of the Board of Directors approving the results of the public share offering to existing shareholders and the handling of undistributed shares;
- Resolution No. 55/NQ-HĐQT dated 10 November 2025 of the Board of Directors approving the report on the results of the public share offering to existing shareholders;
- Resolution No. 59/NQ-HĐQT dated 24 November 2025 of the Board of Directors regarding the adjustment of the purpose of utilization of funds raised from the public share issuance for charter capital increase in 2025;
- Public Offering Registration Certificate No. 310/GCN-UBCK dated 29 August 2025 issued by the State Securities Commission of Vietnam;
- Notice No. 1620/TB-SGDHCM dated 08 September 2025 issued by the Ho Chi Minh City Stock Exchange regarding the record date;
- Document No. 7618/UBCK-QLPH dated 18 November 2025 issued by the State Securities Commission of Vietnam regarding the report on the results of the public share offering of IJC;
- Report No. 407/BC-IJC dated 24 November 2025 submitted by the Company to the State Securities Commission of Vietnam regarding the change in the plan of using funds raised from the offering.

##### **2. Information on the shares issuance to existing shareholders for charter capital increase and capital utilization**

###### **2.1 Issuance plan:**

According to the Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of the 2025 Annual General Meeting of Shareholders, Resolution No. 15/NQ-HĐQT dated 05 May 2025 of the Board of Directors, Resolution No. 17/NQ-HĐQT dated 05 May 2025 of the Board of Directors, the plan and the registration dossier for share offering to increase the charter capital from VND 3,777,483,840,000 to VND 6,295,806,400,000 were approved with the following offering plan:



# BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

## REPORT ON USE OF FUNDS

For the period from 07 November 2025 to 10 March 2026

### Report on use of funds (cont.)

- Share name: Shares of Becamex Infrastructure Development Joint Stock Company (stock code: IJC)
- Type of shares: Ordinary shares
- Par value: VND 10,000/share.
- Number of outstanding shares: 377,748,384 shares
- Estimated number of shares offered: 251,832,256 shares.
- Estimated offering price: VND 10,000/share (issuance price equals par value).
- Total expected offering value (at par value): VND 2,518,322,560,000
- Offering purpose: Increase in charter capital.
- Target participants: Existing shareholders with names listed as of the record date for the subscription right exercise.
- Right exercise ratio: 3:2, on the record date, each shareholder holding 01 share shall be entitled to 01 subscription right, and every 03 subscription rights shall be entitled to purchase 02 additional shares. The number of shares that shareholders are entitled to acquire will be rounded down to the nearest whole unit. Fractional shares will be aggregated and handled in accordance with the plan for handling fractional shares and undistributed shares.
- Plan for handling fractional shares and undistributed shares (“Undistributed shares”): The General Meeting of Shareholders authorizes the Board of Directors to continue offering the Undistributed shares to other investors (including existing shareholders, internal persons of the Company, and other investors) who have the demand and financial capacity to acquire these shares at a price not lower than the offering price to existing shareholders. The General Meeting of Shareholders authorizes the Board of Directors to establish criteria and select investors with the demand to acquire the Undistributed shares. The number of Undistributed shares to other investors as decided by the Board of Directors shall be subject to a 01-year transfer restriction from the closing date of the offering, unless otherwise provided by law. In the event that there are still Undistributed shares after the further offering according to the above principles, such undistributed shares shall be cancelled, and the Board of Directors shall issue a decision to conclude the offering.
- Transfer restriction: Additional shares offered to existing shareholders are not subject to transfer restrictions.
- Transfer of share subscription rights: Existing shareholders with names listed as of the record date for the allocation of subscription rights may transfer their share subscription rights to others within the specified period and are only allowed to transfer once (no transfer to a third party). The transferor and transferee shall mutually agree on the transfer price and payment.
- Expected offering time: In 2025 and/or 2026, immediately after being granted the Public Offering Registration Certificate by the State Securities Commission of Vietnam.

## 2.2 Capital utilization plan:

According to the Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of the 2025 Annual General Meeting of Shareholders, the total funds raised from the additional share offering are expected to be VND 2,518,322,560,000. The Company will utilize these funds for the following purposes:

No.	Fund utilization purposes	Expected fund utilization (VND)
1	Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company to invest in the construction of the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway - section through Binh Duong Province	265,002,840,000
2	Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company (“BCM Binh Phuoc”)	714,879,760,000

The Report should be read in conjunction with the Notes to the Report on use of funds



**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

**REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

**Report on use of funds (cont.)**

3	Contribution of capital to the project company to implement the investment construction project of Ring Road 4 in Ho Chi Minh City, section from Thu Bien Bridge to Saigon River (Phase 1) and/or Investment in the construction (and/or payment for construction contracts) of the Sunflower II Housing Area (expansion) project and/or Investment in the construction (and/or payment for construction contracts) of the BOT project to upgrade and expand National Highway 13 - Binh Duong Province and/or Investment in the construction (and/or payment for construction contracts) of the Prince Town II Housing Project (expansion).	1,163,925,729,400
4	<b>Repayment of principal and interest on borrowings owed by the Company to financial institutions and/or principal and interest on matured bonds of the Company</b>	374,514,230,600
	<b>Total</b>	<b>2,518,322,560,000</b>

According to the Resolution No. 15/NQ-HDQT dated 05 May 2025 of the Board of Directors on the approval of the implementation of the plan for additional share offering to existing shareholders, the Company shall allocate the funds raised from the offering as follows:

No.	Fund utilization purposes	Expected fund utilization (VND)	Expected capital utilization schedule
1	<b>Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company</b> to invest in the construction of the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway - section through Binh Duong Province	265,002,840,000	Expected in 2025 and 2026
2	<b>Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company ("BCM Binh Phuoc")</b> to supplement investment capital for the Becamex-Binh Phuoc Industrial Park project <i>(implemented in accordance with the charter capital increase plan and capital utilization plan approved by the competent authority of BCM Binh Phuoc)</i>	714,879,760,000	Expected in 2025, according to the capital increase schedule of BCM Binh Phuoc
3	<b>Repayment of principal and interest on the IJCH2025001 bond issued in 2020 by the Company</b>	156,972,131,507	Expected in 2025, according to terms and conditions of bond
4	<b>Repayment of principal or interest on borrowings from banks</b>	217,542,099,093	Expected in 2025, according to the term of the borrowing agreements
	<i>Repayment of borrowing principal from VIB</i>	126,284,424,770	
	<i>Repayment of borrowing principal from BIDV – Binh Duong Branch</i>	33,747,253,848	

The Report should be read in conjunction with the Notes to the Report on use of funds



**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

**REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

**Report on use of funds (cont.)**

	<i>Repayment of borrowing principal from Vietcombank – Binh Duong Branch</i>	45,795,825,661	
	<i>Payment of borrowing interest to MB – Binh Duong Branch</i>	11,714,594,814	
5	<b>Investment in the construction of the Sunflower II Housing Project (expansion)</b> <i>Details: Construction of a detached villa at Lot N6, Binh Duong Urban Industrial Service Complex, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, part of the Sunflower II Housing Project (expansion)</i>	200,000,000,000	Expected in 2025 and 2026
6	<b>Investment in the construction of the BOT project to upgrade and expand National Highway 13 - Binh Duong Province</b> <i>Details: construction of the BOT project to upgrade and expand National Highway 13 - Binh Duong Province (expansion)</i>	738,966,993,000	Expected in 2025 and 2026
7	<b>Investment in the construction of the Prince Town II Housing Project (Expansion)</b> <i>Details: Construction of the terraced house project under the Prince Town II Housing Project (Expansion)</i>	224,958,736,400	Expected in 2025, 2026 and 2027
	<b>Total</b>	<b>2,518,322,560,000</b>	

According to the Resolution No. 38/NQ-HDQT dated 18 July 2025 of the Board of Directors approving the amendments and supplements to the plan for utilization of funds raised from the additional share offering to existing shareholders, and the Resolution No. 39/NQ-HDQT dated 18 July 2025 of the Board of Directors approving the registration dossier for the additional share offering to existing shareholders, the Company shall allocate the funds raised from the offering as follows:

No.	Fund utilization purposes	Expected fund utilization (VND)	Expected capital utilization schedule
1	<b>Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company</b> to invest in the construction of the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway - section through Binh Duong Province	265,002,840,000	Expected in 2025 and 2026
2	<b>Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company (“BCM Binh Phuoc”)</b> to supplement investment capital for the Becamex-Binh Phuoc Industrial Park project and repay principal on borrowing from MB - Binh Duong Branch ( <i>implemented in accordance with the charter capital increase plan and capital utilization plan approved by the competent authority of BCM Binh Phuoc</i> )	714,879,760,000	Expected in 2025, according to the capital increase schedule of BCM Binh Phuoc

The Report should be read in conjunction with the Notes to the Report on use of funds



**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

**REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

**Report on use of funds (cont.)**

3	<b>Contribution of capital to Ho Chi Minh City Ring Road 4 Joint Stock Company</b> to implement the investment construction project of Ring Road 4 in Ho Chi Minh City, section from Thu Bien Bridge to Saigon River (Phase 1)	<b>738,966,993,000</b>	Expected in 2025, 2026 and 2027
4	<b>Repayment of principal and interest on the IJCH2025001 bond issued in 2020 by the Company</b>	<b>156,972,131,507</b>	Expected in 2025, according to terms and conditions of bond
5	<b>Repayment of principal or interest on borrowings from banks</b>	<b>217,542,099,093</b>	Expected in 2025, according to the term of the borrowing agreements
	<i>Repayment of borrowing principal from VIB</i>	<i>126,284,424,770</i>	
	<i>Repayment of borrowing principal from BIDV – Binh Duong Branch</i>	<i>33,747,253,848</i>	
	<i>Repayment of borrowing principal from Vietcombank – Binh Duong Branch</i>	<i>45,795,825,661</i>	
	<i>Payment of borrowing interest to MB – Binh Duong Branch</i>	<i>11,714,594,814</i>	
6	<b>Investment in the construction of the Sunflower II Housing Project (expansion)</b> <i>Details: Construction of a detached villa at Lot N6, Binh Duong Urban Industrial Service Complex, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, part of the Sunflower II Housing Project (expansion)</i>	<b>200,000,000,000</b>	Expected in 2025 and 2026
7	<b>Investment in the construction of the Prince Town II Housing Project (Expansion)</b> <i>Details: Construction of the terraced house project under the Prince Town II Housing Project (Expansion)</i>	<b>224,958,736,400</b>	Expected in 2025, 2026 and 2027
	<b>Total</b>	<b>2,518,322,560,000</b>	

**3. Actual performance**

During the period from 01 January 2025 to 07 November 2025, the Company conducted a public offering of shares according to the issuance plan approved by the State Securities Commission of Vietnam under the Certificate No. 310/GCN-UBCK dated 29 August 2025, the Notice No. 309/TB-IJC dated 03 September 2025 of the Company on public offering of shares and the Notice No. 1620/TB-SGDHCM dated 08 September 2025 of the Ho Chi Minh City Stock Exchange on the record date. Additionally, according to the Resolution No. 46/NQ-HĐQT dated 03 September 2025 of the Board of Directors approving the record date for additional share subscription right and the Resolution No. 54/NQ-HĐQT dated 03 November 2025 of the Board of Directors approving the results of the public offering of additional shares to existing shareholders and the handling of the remaining undistributed shares:

- Number of shares registered for offering: 251,832,256 shares.
- Par value: VND 10,000/share.
- Record date: 17 September 2025.

The Report should be read in conjunction with the Notes to the Report on use of funds



## BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

### REPORT ON USE OF FUNDS

For the period from 07 November 2025 to 10 March 2026

#### Report on use of funds (cont.)

- Offering price: VND 10,000/share (issuance price equals par value).
- Subscription and payment period: From 24 September 2025 to 23 October 2025.
- Subscription right transfer period: From 24 September 2025 to 17 October 2025.
- Purpose of the offering: To issue additional shares to increase charter capital.
- Target participants: Existing shareholders on the shareholder list as of the record date who are allocated share subscription rights.
- Right exercise ratio: 3:2, on the record date, each shareholder holding 01 share shall be entitled to 01 subscription right, and every 03 subscription rights shall be entitled to purchase 02 additional shares. The number of shares that shareholders are entitled to purchase will be rounded down to the nearest whole unit. Fractional shares will be aggregated and handled in accordance with the plan for handling fractional shares and undistributed shares.
- Number of shares with the subscription and payment made by existing shareholders: 251,832,256 shares. In which, number of shares for which the subscription and payment were made by existing shareholders from 24 September 2025 to 23 October 2025 was 243,428,723 shares. The number of shares validly subscribed and paid for by other investors (referring to fractional shares and undistributed shares, for which the Board of Directors approved a handling plan) was 8,403,533 shares at an offering price of VND 10,000/share. The number of shares distributed to other investors as per the Board of Directors' decision shall be subject to a one-year transfer restriction from the closing date of the offering.

The number of remaining undistributed shares during the share redistribution period (07 November 2025 inclusive): 0 shares.

Results of the share offering: The total number of shares distributed was 251,832,256 shares, the total fund raised was VND 2,518,322,560,000. The charter capital after the offering was VND 6,295,806,400,000.

According to the Resolution No. 55/NQ-HĐQT dated 10 November 2025 of the Board of Directors, the registration for changes in the Company's charter capital was approved.

According to the Resolution No. 59/NQ-HĐQT dated 24 November 2025 of the Board of Directors on approving the adjustment in the fund utilization plan and the Report No. 407/BC-IJC dated 24 November 2025 submitted to the State Securities Commission of Vietnam, the Company will allocate the funds raised from the offering as follows:

No.	Fund utilization purposes	Expected fund utilization (VND)	Expected capital utilization schedule
1	<b>Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company</b> to invest in the construction of the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway - section through Binh Duong Province	<b>278,665,042,000</b>	Expected in 2025 and 2026, according to the capital contribution schedule of Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company



**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

**REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

**Report on use of funds (cont.)**

2	<b>Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company (“BCM Binh Phuoc”)</b> to supplement investment capital for the Becamex-Binh Phuoc Industrial Park project and repay principal on borrowing from MB - Binh Duong Branch <i>(implemented in accordance with the charter capital increase plan and capital utilization plan approved by the competent authority of BCM Binh Phuoc)</i>	<b>714,879,760,000</b>	Expected in 2025 and 2026, according to the capital increase schedule of Becamex Binh Phuoc Infrastructure Development Joint Stock Company
3	<b>Contribution of capital to Ho Chi Minh City Ring Road 4 Joint Stock Company</b> to implement the investment construction project of Ring Road 4 in Ho Chi Minh City, section from Thu Bien Bridge to Saigon River (Phase 1)	<b>691,553,130,000</b>	Expected in 2025 and 2026, according to the capital contribution schedule of Ho Chi Minh City Ring Road 4 Joint Stock Company
4	<b>Repayment of principal and interest on the IJCH2025001 bond issued in 2020 by the Company</b>	<b>156,972,131,507</b>	Expected in 2025, according to terms and conditions of bond
5	<b>Repayment of principal or interest on borrowings from banks</b>	<b>676,252,496,493</b>	Expected in 2025, according to the term of the borrowing agreements
	<i>Repayment of borrowing principal from VIB</i>	<i>173,666,182,887</i>	
	<i>Repayment of borrowing principal from BIDV – Binh Duong Branch</i>	<i>182,191,841,790</i>	
	<i>Repayment of borrowing principal from Vietcombank – Binh Duong Branch</i>	-	
	<i>Repayment of borrowing principal from Bac A Bank – Binh Duong Branch</i>	<i>56,890,000,000</i>	
	<i>Repayment of borrowing principal from MB – Binh Duong Branch</i>	<i>251,789,877,002</i>	
	<i>Payment of borrowing interest to MB – Binh Duong Branch</i>	<i>11,714,594,814</i>	
6	<b>Investment in the construction of the Sunflower II Housing Project (expansion)</b> <i>Details: Construction of a detached villa at Lot N6, Binh Duong Urban Industrial Service Complex, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, part of the Sunflower II Housing Project (expansion)</i>	-	
7	<b>Investment in the construction of the Prince Town II Housing Project (Expansion)</b>	-	



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**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

**REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

**Report on use of funds (cont.)**

	<i>Details: Construction of the terraced house project under the Prince Town II Housing Project (Expansion)</i>		
	<b>Total</b>	<b>2,518,322,560,000</b>	

According to the Document No. 7618/UBCK-QLCB dated 18 November 2025, the State Securities Commission of Vietnam announced that it received the Report on the share issuance results from the Company.

The Company was granted the 17<sup>th</sup> amended Business Registration Certificate by Ho Chi Minh City Department of Finance on 25 November 2025 reflecting the new charter capital.

**II. USE OF FUNDS RAISED AS OF 10 MARCH 2026**

The funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) are used by the Company as follows:

No.	Utilization purposes	According to issuance plan (VND)	Actual utilization		Use time (date)
			Amount utilized (VND)	Amount unutilized (VND)	
1	Contribution of capital to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company <sup>(i)</sup>	278,665,042,000	-	278,665,042,000	
2	Contribution of capital to Becamex Binh Phuoc Infrastructure Development Joint Stock Company ("BCM Binh Phuoc") with details as follows: <sup>(i)</sup>		516,981,750,000		
	- Payment for charter capital contribution to Becamex Binh Phuoc Infrastructure Development Joint Stock Company		285,951,900,000		02/12/2025
	- Payment for charter capital contribution to Becamex Binh Phuoc Infrastructure Development Joint Stock Company	714,879,760,000	231,029,850,000	197,898,010,000	30/12/2025
3	Contribution of capital to Ho Chi Minh City Ring Road 4 Joint Stock Company <sup>(i)</sup>	691,553,130,000	-	691,553,130,000	
4	Repayment of principal and interest on the IJCH2025001 bond issued in 2020 by the Company <sup>(ii)</sup>	156,972,131,507	156,972,131,507	-	31/12/2025
5	Repayment of principal or interest on borrowings from banks:	676,252,496,493	676,252,496,493	-	

The Report should be read in conjunction with the Notes to the Report on use of funds



**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

**REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

**Report on use of funds (cont.)**

No.	Utilization purposes	According to issuance plan (VND)	Actual utilization		Use time (date)
			Amount utilized (VND)	Amount unutilized (VND)	
	Repayment of borrowing principal from VIB	173,666,182,887	173,666,182,887	-	26/11/2025
	Repayment of borrowing principal from BIDV – Binh Duong Branch	182,191,841,790	182,191,841,790	-	26/11/2025
	Repayment of borrowing principal from Bac A Bank – Binh Duong Branch	56,890,000,000	56,890,000,000	-	26/11/2025
	Repayment of borrowing principal from MB – Binh Duong Branch	251,789,877,002	251,789,877,002	-	25/12/2025
	Payment of borrowing interest to MB – Binh Duong Branch <sup>(iii)</sup>	11,714,594,814	11,714,594,814	-	25/12/2025
	<b>Total</b>	<b>2,518,322,560,000</b>	<b>1,350,206,378,000</b>	<b>1,168,116,182,000</b>	

- (i) During the period from 07 November 2025 to 10 March 2026, as the charter capital contributions to Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company, Becamex Binh Phuoc Infrastructure Development Joint Stock Company, and Ho Chi Minh City Ring Road 4 Joint Stock Company were not yet due, the Company temporarily utilized an amount of VND 1,168,116,182,000 from the share issuance for savings deposits, as detailed in Appendix 1.
- (ii) As of 26 November 2025, as the principal and interest on bond code IJCH2025001, issued in 2020, were not yet due, the Company temporarily utilized an amount of VND 156,972,131,507 from the share issuance for a 1-month savings deposit at BIDV – Binh Duong Branch, as detailed in Appendix 1.
- (iii) The amount used for interest payment at MB – Binh Duong Branch was VND 25,732,254,154, comprising VND 11,714,594,814 from the capital utilization plan and VND 14,017,659,340 from the Company's equity.

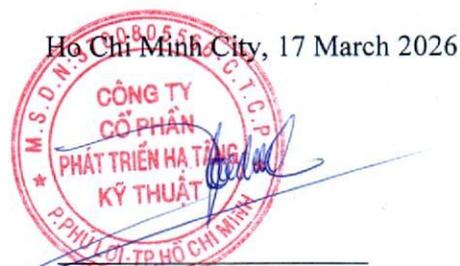


**Luong Thi Ngoc Trinh**  
Preparer



**Bui Thi Thuy**  
Chief Accountant

Ho Chi Minh City, 17 March 2026



**Trinh Thanh Hung**  
Chief Executive Officer



**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh city, Vietnam

**REPORT ON USE OF FUNDS**

For the period from 07 November 2025 to 10 March 2026

**NOTES TO THE REPORT ON USE OF FUNDS**  
**RAISED FROM THE SHARE OFFERING FOR CHARTER CAPITAL INCREASE**  
**From VND 3,777,483,840,000 to VND 6,295,806,400,000**  
**In the period from 07 November 2025 to 10 March 2026**

**I. GENERAL INFORMATION****1. Ownership form**

Becamex Infrastructure Development Joint Stock Company (hereinafter referred to as “the Company”) is a joint stock company.

**2. Operating field**

The Company’s operating fields are servicing, trading real estate and construction.

**3. Principal business activities**

The Company’s principal business activities are: to maintain, repair and operate toll stations; to construct civil and industrial works; to provide real estate brokerage, valuation, trading floor, consultancy, auction, advertising, management and trading services.

**4. Normal operating cycle**

The normal operating cycle of the Company is within 12 months. Particularly, the operating cycle of real estate projects depends on each business plan.

**5. Structure of the Company*****Subsidiaries***

Subsidiary	Address	Principal business activities	Percentage of equity	Percentage of benefit	Percentage of voting right
Becamex Hospitality Company Limited	Becamex Hotel, No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam	Operating restaurants and providing catering, event organization, hotel services, acting as an airline and train ticket agent.	100%	100%	100%
IJC Construction One Member Limited Company (formerly known as Becamex Trade Company Limited)	Becamex Tower, No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam	Operating trade centers, providing tourism, passenger transport services, acting as an airline and train ticket agent.	100%	100%	100%
WTC Binh Duong One Member Company Limited (*)	B11, Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City, Vietnam	Providing management consultancy, advertising, organizing trade introduction and promotion.	100%	100%	100%

(\*) On 18 February 2022, the Board of Directors approved the Resolution No. 01/NQ-HĐQT on transferring its entire share capital at WTC Binh Duong One Member Company Limited to Becamex Investment and Industrial Development Group. The Company and Becamex Investment and Industrial Development Group are currently carrying out procedures to complete this transfer of capital.



# BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh city, Vietnam

## REPORT ON USE OF FUNDS

For the period from 07 November 2025 to 10 March 2026

Notes to the Report on use of funds (cont.)

### Associates

Associate	Address	Principal business activities	Percentage of equity	Percentage of benefit	Percentage of voting right
Becamex Binh Phuoc Infrastructure Development Joint Stock Company	Highway 14, Chon Thanh Ward, Dong Nai Province, Vietnam	Investing and trading in real estate	40.33%	40.33%	40.33%
Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway Joint Stock Company	WTC Tower, No. 01 Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City, Vietnam	Road construction	20.00%	20.00%	20.00%
Ho Chi Minh City Ring Road 4 Joint Stock Company	WTC Tower, No. 01 Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City, Vietnam	Road construction	36.00%	36.00%	36.00%

## II. STATEMENT OF COMPLIANCE WITH REGULATIONS ON PREPARATION OF THE REPORT ON USE OF FUNDS

The Report on use of funds is prepared in accordance with the Government's Decree No. 155/2020/NĐ-CP dated 31 December 2020 on elaboration of some articles of the Law on securities and relevant statutory requirements on the preparation and presentation of the Report on use of funds.

The Board of Management ensures this Report on use of funds gives a true and fair view of the use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 of the Company, in conformity with the accounting convention presented in Note No. III.1 and other regulatory requirements on offering for sale and use of funds raised from the share issuance.

## III. ACCOUNTING CONVENTION FOR REPORT ON USE OF FUNDS AND REPORTING PURPOSES

### 1. Accounting convention for Report on use of funds

The Report on use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 is prepared on the cash basis and constitutes a part of the Company's cash outflow.

The Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of 2025 Annual General Meeting of Shareholders on approving the plan to offer shares to existing shareholders for charter capital increase.

The Resolutions No. 15/NQ-HĐQT dated 05 May 2025, No. 17/NQ-HĐQT dated 05 May 2025, No. 38/NQ-HĐQT dated 18 July 2025, No. 39/NQ-HĐQT dated 18 July 2025, No. 46/NQ-HĐQT dated 03 September 2025, No. 54/NQ-HĐQT dated 03 November 2025, No. 55/NQ-HĐQT dated 10 November 2025, No. 59/NQ-HĐQT dated 24 November 2025 of the Board of Directors on approving the detailed plan of the share issuance to existing shareholders.

The Public Offering Registration Certificate No. 310/GCN-UBCK dated 29 August 2025, issued by the State Securities Commission of Vietnam.



# BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh city, Vietnam

## REPORT ON USE OF FUNDS

For the period from 07 November 2025 to 10 March 2026

Notes to the Report on use of funds (cont.)

The Document No. 7618/UBCK-QLCB dated 18 November 2025 of the State Securities Commission of Vietnam regarding the receipt of results of the Company's share issuance.

The actual use of funds raised from the share issuance during the period is summarized on the basis of initial disbursements through Account No. 8650056879 opened at BIDV – Binh Duong Branch.

Information on the use of funds is presented in accordance with and in consistency with accounting books, Financial Statements and other relevant documents of the Company.

### 2. Reporting period

The Report on use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 is prepared after the Company completes the use of funds in accordance with the approved share issuance plan for charter capital increase.

### 3. Currency unit used in accounting works and preparation of Report on use of funds

The currency unit used in accounting works and preparation of Report on use of funds is Vietnamese Dong (VND).

### 4. Reporting purposes

The Report on use of funds raised from the share offering to existing shareholders for charter capital increase of VND 2,518,322,560,000 (from VND 3,777,483,840,000 to VND 6,295,806,400,000) in the period from 07 November 2025 to 10 March 2026 is only used to report the use of funds according to the fund usage plan, approved by the General Meeting of Shareholders at the Resolution No. 01/NQ-DHĐCĐ dated 09 April 2025 of 2025 Annual General Meeting of Shareholders, the Resolutions No. 15/NQ-HĐQT dated 05 May 2025, No. 17/NQ-HĐQT dated 05 May 2025, No. 38/NQ-HĐQT dated 18 July 2025, No. 39/NQ-HĐQT dated 18 July 2025, No. 46/NQ-HĐQT dated 03 September 2025, No. 54/NQ-HĐQT dated 03 November 2025, No. 55/NQ-HĐQT dated 10 November 2025, No. 59/NQ-HĐQT dated 24 November 2025 of the Board of Directors; to meet the regulatory requirements as a basis for issuing, listing shares, and disclosing information in accordance with legal regulations, to provide information to shareholders and investors, not extended to the whole Financial Statements of the Company. Therefore, this Report may not be appropriate to use for any other purposes.

## IV. SUBSEQUENT EVENTS

There are no material events after 10 March 2026, which are required adjustments or disclosures in this Report.

Ho Chi Minh City, 17 March 2026

**Luong Thi Ngoc Trinh**  
Preparer

**Bui Thi Thuy**  
Chief Accountant



**Trinh Thanh Hung**  
Chief Executive Officer



# BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK

Address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam

## REPORT ON USE OF FUNDS

For the period from 07 November 2025 to 10 March 2026

### Appendix 1: Details of unused fund balances as of 10 March 2026

No.	Content	Amount deposited	Amount withdrawn	Contributed capital balance	Date of deposit/withdrawal
<b>BIDV - Binh Duong Branch</b>				<b>379,738,892,000</b>	
1	Deposit to 1-month account	11,714,594,814	-	11,714,594,814	25/11/2025
2	Deposit to 1-month account	251,789,877,002	-	263,504,471,816	25/11/2025
3	Deposit to 3-month account	293,667,710,000	-	557,172,181,816	27/11/2025
4	Deposit to 3-month account	77,171,182,000	-	634,343,363,816	27/11/2025
5	Deposit to 32-day account	199,666,930,000	-	834,010,293,816	27/11/2025
6	Deposit to 32-day account	42,320,922,000	-	876,331,215,816	27/11/2025
7	Withdrawal from 1-month deposit contract	-	11,714,594,814	864,616,621,002	25/12/2025
8	Withdrawal from 1-month deposit contract	-	251,789,877,002	612,826,744,000	25/12/2025
9	Withdrawal from 1-month deposit contract	-	42,320,922,000	570,505,822,000	29/12/2025
10	Withdrawal from 1-month deposit contract	-	199,666,930,000	370,838,892,000	29/12/2025
11	Deposit to 1-month savings account	199,666,930,000	-	570,505,822,000	29/12/2025
12	Deposit to 1-month savings account	42,320,922,000	-	612,826,744,000	29/12/2025
13	Withdrawal from 1-month deposit contract	-	42,320,922,000	570,505,822,000	29/01/2026
14	Withdrawal from 1-month deposit contract	-	199,666,930,000	370,838,892,000	29/01/2026
15	Deposit to 32-day savings account	199,666,930,000	-	570,505,822,000	29/01/2026
16	Deposit to 14-day savings account	42,320,922,000	-	612,826,744,000	29/01/2026
17	Withdrawal from 14-day deposit contract	-	42,320,922,000	570,505,822,000	30/01/2026
18	Deposit to 33-day savings account	42,320,922,000	-	612,826,744,000	30/01/2026
19	Deposit to 3-month savings account	500,000,000	-	613,326,744,000	12/02/2026
20	Deposit to 6-month savings account	3,100,000,000	-	616,426,744,000	12/02/2026
21	Withdrawal from 1-month deposit contract	-	293,667,710,000	322,759,034,000	27/02/2026
22	Withdrawal from 1-month deposit contract	-	77,171,182,000	245,587,852,000	27/02/2026
23	Deposit to 1-month account	293,667,710,000	-	539,255,562,000	27/02/2026
24	Deposit to 1-month account	77,171,182,000	-	616,426,744,000	27/02/2026
25	Withdrawal from 1-month deposit contract	-	199,666,930,000	416,759,814,000	02/03/2026
26	Deposit to 6-month account	5,300,000,000	-	422,059,814,000	02/03/2026
27	Withdrawal from term deposit contract	-	42,320,922,000	379,738,892,000	04/03/2026





## **PROPOSAL**

### **(Regarding the amendment and supplementation of the principal business activities of Becamex Infrastructure Development Joint Stock Company)**

#### **To: The General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, and the amended, supplemented and guiding documents (“**Enterprise Law**”);
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and the amended, supplemented and guiding documents (“**Securities Law**”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Securities Law (“**Decree 155**”);
- Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP (“**Decree 245**”);
- Pursuant to Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister promulgating the Vietnamese economic sector system;
- Pursuant to the Articles of Association of Becamex Infrastructure Development Joint Stock Company (“**the Company**”);
- Pursuant to the Regulations on the Operations dated 15 April 2022 of the Board of Directors of Becamex Infrastructure Development Joint Stock Company;
- Pursuant to the Internal Regulations on Corporate Governance dated 15 April 2022 of Becamex Infrastructure Development Joint Stock Company.

To ensure favorable conditions for the business operations of Becamex Infrastructure Development Joint Stock Company and in accordance with current legal regulations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Company’s principal business activities as follows:

1. Supplement the following principal business activities:

<b>No.</b>	<b>Supplemented principal business activities</b>	<b>Industry Code</b>
1	Other unclassified financial services (excluding insurance and pension fund activities)	6499



	<i>Details: Financial investment in other domestic and foreign enterprises.</i>	
2	Wholesale of construction materials and other equipment <i>Details: Trading in construction materials. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4673
3	Landscaping services <i>Details: Services for the care of greenery, flower gardens, and ornamental plants</i>	8130
4	Other unclassified specialized wholesale. <i>Details: Trading in precast concrete components. Trading in materials, supplies, and goods for consumer goods production. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4679
5	Intermediary services for real estate activities <i>Details: Real estate brokerage, valuation, trading floor, consultancy, auction, advertising, management services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6821
6	Other real estate activities on a fee or contract basis	6829

2. Abolish the following principal business activities:

No.	Principal business activities removed from the registered list	Industry code
1	Other unclassified financial services (excluding insurance and social insurance) <i>Details: Financial investment in other domestic and foreign enterprises.</i>	6499
2	Wholesale of construction materials and other equipment <i>Details: Trading in construction materials. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious</i>	4663



	<i>metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	
3	Landscape maintenance and care services <i>Details: Services for the care of greenery, flower gardens, and ornamental plants</i>	8130
4	Other unclassified specialized wholesale. <i>Details: Trading in precast concrete components. Trading in materials, supplies, and goods for consumer goods production. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4669
5	Real estate consultancy, brokerage, auction, land use right auction <i>Details: Real estate brokerage, valuation, trading floor, consultancy, auction, advertising, management services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6820
6	(The Company must comply with all legal regulations on land, construction, environmental protection, and business conditions for conditional business lines)	Industries and business activities not yet aligned with the Vietnamese economic sector classification system

### 3. Principal business activities after the change:

No.	Business lines	Industry Code	Main business lines
1	Construction of railways	4211	
2	Construction of roads	4212	
3	Construction of electrical works <i>(Except for the construction and operation of multi-purpose hydroelectric and nuclear power plants, which are of particular economic and social importance)</i>	4221	
4	Construction of water supply and drainage works	4222	
5	Construction of telecommunications and communication works	4223	



6	Construction of residential houses	4101	
7	Construction of non-residential houses	4102	
8	Other unclassified business support services <i>Details: Maintenance, repair, and operation of toll stations. Implementation of construction investment projects under the BOT and BT models.</i>	8299	
9	Architectural and related technical consulting activities <i>Details: - Consultancy on civil, public, industrial, traffic, and infrastructure projects. Consultancy and preparation of detailed plans, overall estimates, preparation and appraisal of investment projects for residential areas, urban areas, industrial parks, civil, industrial, and traffic projects. - Supervision of traffic construction projects. - Supervision of construction and completion of civil and industrial projects. - Supervision of construction and completion of bridge and road projects. - Design and verification of architecture for civil and industrial projects. - Design and verification of construction of traffic projects (bridges, roads). - Design and verification of urban technical infrastructure projects. - Consultancy on management of civil, industrial, traffic, irrigation, and technical infrastructure construction and investment projects. - Organization of tendering, bidding, and contractor selection in construction and machinery and equipment procurement activities. (Excluding services related to topographical, geological, hydrogeological, environmental, technical surveys for urban and rural development planning, and sectoral development planning; Surveying water areas, public shipping lanes, and shipping routes for the publication of maritime notices; Survey, construction, and publication of nautical charts for water areas, seaports, shipping lanes, and shipping routes)</i>	7110	
10	Wholesale of other machinery and equipment, and spare parts <i>Details: Trading in construction equipment and mechanical machinery. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4659	
11	Production of construction materials from clay <i>Details: Production of construction materials. (Excluding the production of bricks from clay, construction glass, construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>	2392	
12	Trading in real estate, land use right belonging to owners, users or tenants <i>Details: Investment in the construction and operation of technical infrastructure for industrial zones, residential areas, and urban areas. Trading in real estate and leasing of</i>	6810	x



	<i>residential properties, apartments, factories, and offices. Workers' housing services. Trading, transfer, lease, and lease-purchase of real estate. (Implemented in accordance with the Provincial Master Plan) (Excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with the infrastructure)</i>		
13	Other unclassified financial services (excluding insurance and pension fund activities) <i>Details: Financial investment in other domestic and foreign enterprises.</i>	6499	
14	Wholesale of construction materials and other equipment <i>Details: Trading in construction materials. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4673	
15	Landscaping services <i>Details: Services for the care of greenery, flower gardens, and ornamental plants</i>	8130	
16	Installation of electrical systems <i>Details: Construction of domestic and industrial electrical works.</i>	4321	
17	Technical inspection and analysis <i>Details: Quality inspection of construction projects; testing of construction materials. (Excluding inspection (checking, testing) and issuance of certificates for transport vehicles (including systems, assemblies, equipment, and components of vehicles); inspection and issuance of technical safety and environmental protection certificates for specialized vehicles, equipment, containers, and hazardous goods packaging equipment used in transport; inspection and issuance of technical safety and environmental protection certificates for offshore oil and gas exploration, extraction, and transport vehicles and equipment; technical inspection services for occupational safety of machinery and equipment with strict occupational safety requirements installed on transport vehicles and vehicles, equipment for offshore oil and gas exploration, extraction and transportation; fishing vessel inspection services)</i>	7120	
18	Other unclassified specialized wholesale. <i>Details: Trading in precast concrete components. Trading in materials, supplies, and goods for consumer goods production. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute:</i>	4679	



	<i>tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>		
19	Mining of stone, sand, gravel, and clay <i>Details: Mining of minerals. Processing of minerals.</i>	0810	
20	Intermediary services for real estate activities <i>Details: Real estate brokerage services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6821	
21	Other real estate activities on a fee or contract basis <i>Details: Real estate valuation, trading floor, consultancy, auction, advertising, management services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6829	
22	Installation of water supply and drainage, heating, and air conditioning systems. <i>(Excluding the installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water cooler) using R22 refrigerant)</i>	4322	
23	Growing vegetables, beans, and flowers.	0118	
24	Production of concrete and products from concrete, cement, and plaster <i>(Excluding the production of clay bricks, construction glass, construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>	2395	
25	Lease of unmanned machinery and equipment and other tangible items	7730	
26	Construction of other civil engineering works	4299	

4. Approve the amendment to Clause 1 of Article 4 of the Articles of Association corresponding to the amended business lines of the Company as mentioned in Section 3 above.

5. Authorize the Company's legal representative to carry out the necessary procedures to notify the changes to the Company's business registration information in accordance with current regulations.

Within the scope of the business lines approved by the General Meeting of Shareholders and current legal regulations, the Company's Board of Directors is authorized to have full authority to decide on all matters related to the detailed amendment and supplementation of principal business activities as required by competent agencies and/or legal requirements.

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

Respectfully./.



**To:**

- As above;
- Archives: Office of BOD.

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

**DO QUANG NGON**



## **PROPOSAL**

### **(Regarding the amendment and supplementation of the Charter, Internal Governance Regulations, and the Operating Regulations of the Board of Directors)**

To: The General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH11 passed by the National Assembly on 17 June 2020, and amendments and guidance (“Enterprise Law”);
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and amendments and guidance (“Securities Law”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law (“Decree 155”);
- Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing certain articles of Decree No. 155/2020/ND-CP (“Decree 245”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“the Company”);
- Pursuant to the Operating Regulations dated 15 April 2022 of the Board of Directors of Becamex Infrastructure Development Joint Stock Company;
- Pursuant to the internal governance regulations dated 15 April 2022 of Becamex Infrastructure Development Joint Stock Company.

In order to meet the requirements for amending and supplementing internal regulations in accordance with new legal provisions and the organizational and operational requirements of Becamex Infrastructure Development Joint Stock Company at present, the Board of Directors respectfully submits the following items to the 2026 Annual General Meeting of Shareholders for approval:

1. Approval of the amendments and supplements to the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors of Becamex Infrastructure Development Joint Stock Company (Attached Appendix 01: Explanation of amendments and supplements).
2. Approval of the new Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Board of Directors of Technical Infrastructure Development Joint Stock Company, which shall replace the current Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Board of Directors.
3. Assigning the Board of Directors / the Legal Representative of Becamex Infrastructure Development Joint Stock Company to sign and promulgate the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Charter of Becamex Infrastructure Development Joint Stock Company that have been approved by the General Meeting of Shareholders, in accordance with applicable regulations.

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

Respectfully./.



**To:**

- As above;
- Archives: Office of BOD.

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

**DO QUANG NGON**



**APPENDIX 01: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER, REGULATIONS ON THE OPERATIONS OF THE BOARD OF DIRECTORS, AND INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

(Attached: Proposal No.05/TTr-HĐQT dated 09 April 2026 of the Board of Directors (BOD))

No.	ARTICLE, CLAUSE, CONTENT UNDER THE CURRENT REGULATIONS	CLAUSE, ARTICLE, CONTENT ACCORDING TO THE AMENDED AND SUPPLEMENTED REGULATIONS	LEGAL BASIS	NOTES
<b>I. Charter of Becamex Infrastructure Development Joint Stock Company</b>				
1	<p><b>Article 1. Definition of terms</b></p> <p>1. In this charter, the following terms shall be understood as follows:</p> <p>d) <i>The Enterprise Law</i> is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;</p> <p>e) <i>The Securities Law</i> is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;</p>	<p><b>Article 1. Definition of terms</b></p> <p>1. In this charter, the following terms shall be understood as follows:</p> <p>c) The Enterprise Law is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, <u>and any amendments or supplements thereto;</u></p> <p>e) <i>The Securities Law</i> is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, <u>and any amendments or supplements thereto;</u></p>	Updating current regulations	
	<p>h) <i>Executives</i> are the Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, and other executives appointed by the BOD;</p>	<p>h) Executives are the Chief Executive Officer, Deputy Chief Executive Officers, and Chief Accountant;</p>	Compliance with the provisions of Clause 55, Article 4 of Decree No. 155/2020/ND-CP and the actual situation at the Company	



	<p><i>i) Managers include the Chairman of the BOD, BOD members, Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant and other individuals holding management positions appointed by the General Meeting of Shareholders or the BOD;</i></p>	<p>i) Managers include the Chairman of the BOD, BOD members, Chief Executive Officer, Deputy Chief Executive Officers;</p>	<p>Compliance with the provisions of Clause 24, Article 4 of the Enterprise Law No. 59/2020/QH14 and the actual situation at the Company</p>																																
2	<p><b>Article 2. Name, type, registered office, branches, representative offices, business locations, operating period of the Company</b></p> <p>3. Registered office of the Company:</p> <p>- Head office address: No. 230 Binh Duong Avenue, Phu Hoa Ward, Thu Dau Mot City, Binh Duong Province, Vietnam</p> <p>- Fax: 02743.3848.678</p>	<p><b>Article 2. Name, type, registered office, branches, representative offices, business locations, operating period of the Company</b></p> <p>3. Registered office of the Company:</p> <p>- Head office address: No. 230 Binh Duong Avenue, <u>Phu Loi Ward, Ho Chi Minh City, Vietnam.</u></p> <p>- <u>Remove</u> Fax: 02743.3848.678</p>	<p>To suit the actual situation.</p>																																
3	<p><b>Article 4. The Company's operational objectives</b></p> <table border="1"> <thead> <tr> <th>No.</th> <th>Business lines</th> <th>Industry Code</th> <th>Main business lines</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Construction of railways</td> <td>4211</td> <td></td> </tr> <tr> <td>2</td> <td>Construction of roads</td> <td>4212</td> <td></td> </tr> <tr> <td>3</td> <td>Construction of electrical works <i>(Except for the construction and operation of multi-purpose hydroelectric and nuclear power plants, which are of</i></td> <td>4221</td> <td></td> </tr> </tbody> </table>	No.	Business lines	Industry Code	Main business lines	1	Construction of railways	4211		2	Construction of roads	4212		3	Construction of electrical works <i>(Except for the construction and operation of multi-purpose hydroelectric and nuclear power plants, which are of</i>	4221		<p><b>Article 4. The Company's operational objectives</b></p> <table border="1"> <thead> <tr> <th>No.</th> <th>Business lines</th> <th>Industry Code</th> <th>Main business lines</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Construction of railways</td> <td>4211</td> <td></td> </tr> <tr> <td>2</td> <td>Construction of roads</td> <td>4212</td> <td></td> </tr> <tr> <td>3</td> <td>Construction of electrical works <i>(Except for the construction and operation of multi-purpose hydroelectric and nuclear power plants, which are of particular</i></td> <td>4221</td> <td></td> </tr> </tbody> </table>	No.	Business lines	Industry Code	Main business lines	1	Construction of railways	4211		2	Construction of roads	4212		3	Construction of electrical works <i>(Except for the construction and operation of multi-purpose hydroelectric and nuclear power plants, which are of particular</i>	4221		<p>Compliance with the provisions of Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister promulgating the Vietnamese economic sector classification system</p>
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	<i>particular economic and social importance)</i>				<i>economic and social importance)</i>				
4	Construction of water supply and drainage works	4222		4	Construction of water supply and drainage works	4222			
5	Construction of telecommunications and communication works	4223		5	Construction of telecommunications and communication works	4223			
6	Construction of residential houses	4101		6	Construction of residential houses	4101			
7	Construction of non-residential houses	4102		7	Construction of non-residential houses	4102			
8	Other unclassified business support services <i>Details: Maintenance, repair, and operation of toll stations. Implementation of construction investment projects under the BOT and BT models.</i>	8299		8	Other unclassified business support services <i>Details: Maintenance, repair, and operation of toll stations. Implementation of construction investment projects under the BOT and BT models.</i>	8299			
9	Architectural and related technical consulting activities <i>Details: - Consultancy on civil, public, industrial, traffic, and infrastructure projects. Consultancy and preparation of detailed plans, overall estimates, preparation and</i>	7110		9	Architectural and related technical consulting activities <i>Details: - Consultancy on civil, public, industrial, traffic, and infrastructure projects. Consultancy and preparation of detailed plans, overall estimates, preparation and appraisal of investment projects for residential areas, urban</i>	7110			



	<p><i>appraisal of investment projects for residential areas, urban areas, industrial parks, civil, industrial, and traffic projects. - Supervision of traffic construction projects. - Supervision of construction and completion of civil and industrial projects. - Supervision of construction and completion of bridge and road projects. - Design and verification of architecture for civil and industrial projects. - Design and verification of construction of traffic projects (bridges, roads). - Design and verification of urban technical infrastructure projects. - Consultancy on management of civil, industrial, traffic, irrigation, and technical infrastructure construction and investment projects. - Organization of tendering, bidding, and contractor selection in</i></p>		<p><i>areas, industrial parks, civil, industrial, and traffic projects. - Supervision of traffic construction projects. - Supervision of construction and completion of civil and industrial projects. - Supervision of construction and completion of bridge and road projects. - Design and verification of architecture for civil and industrial projects. - Design and verification of construction of traffic projects (bridges, roads). - Design and verification of urban technical infrastructure projects. - Consultancy on management of civil, industrial, traffic, irrigation, and technical infrastructure construction and investment projects. - Organization of tendering, bidding, and contractor selection in construction and machinery and equipment procurement activities.</i></p>				
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	<p><i>construction and machinery and equipment procurement activities. (Excluding services related to topographical, geological, hydrogeological, environmental, technical surveys for urban and rural development planning, and sectoral development planning; Surveying water areas, public shipping lanes, and shipping routes for the publication of maritime notices; Survey, construction, and publication of nautical charts for water areas, seaports, shipping lanes, and shipping routes)</i></p>			<p><i>(Excluding services related to topographical, geological, hydrogeological, environmental, technical surveys for urban and rural development planning, and sectoral development planning; Surveying water areas, public shipping lanes, and shipping routes for the publication of maritime notices; Survey, construction, and publication of nautical charts for water areas, seaports, shipping lanes, and shipping routes)</i></p>					
10	<p>Wholesale of other machinery and equipment, and spare parts <i>Details: Trading in construction equipment and mechanical machinery. (Except for exercising rights to export, import, and</i></p>	4659		10	<p>Wholesale of other machinery and equipment, and spare parts <i>Details: Trading in construction equipment and mechanical machinery. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to</i></p>	4659			



	<i>distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>			<i>exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>				
	Production of construction materials from clay <i>Details: Production of construction materials. (Excluding the production of bricks from clay, construction glass, construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>	2392		11 Production of construction materials from clay <i>Details: Production of construction materials. (Excluding the production of bricks from clay, construction glass, construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>	2392			
11				12 Trading in real estate, land use right belonging to owners, users or tenants <i>Details: Investment in the construction and operation of technical infrastructure for industrial zones,</i>	6810	x		



12	<p>Trading in real estate, land use right belonging to owners, users or tenants  <i>Details: Investment in the construction and operation of technical infrastructure for industrial zones, residential areas, and urban areas. Trading in real estate and leasing of residential properties, apartments, factories, and offices. Workers' housing services. Trading, transfer, lease, and lease-purchase of real estate. (Implemented in accordance with the Provincial Master Plan) (Excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with the infrastructure)</i></p>	6810	x	<p><i>residential areas, and urban areas. Trading in real estate and leasing of residential properties, apartments, factories, and offices. Workers' housing services. Trading, transfer, lease, and lease-purchase of real estate. (Implemented in accordance with the Provincial Master Plan) (Excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with the infrastructure)</i></p>				
13	<p>Other unclassified financial services (excluding insurance and social insurance)  <i>Details: Financial investment in other</i></p>	6499		<p>13 Other unclassified financial services (excluding insurance and pension fund activities)  <i>Details: Financial investment in other domestic and foreign enterprises.</i></p>	6499			
14				<p>14 Wholesale of construction materials and other equipment  <i>Details: Trading in construction materials. (Except for exercising rights to export, import,</i></p>	4673			



	<i>domestic and foreign enterprises.</i>						
14	Wholesale of construction materials and other equipment  <i>Details: Trading in construction materials. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4663					
				15	<u>Landscaping services</u>  <i>Details: Services for the care of greenery, flower gardens, and ornamental plants</i>	8130	
				16	Installation of electrical systems  <i>Details: Construction of domestic and industrial electrical works.</i>	4321	
15	Landscaping maintenance and care services	8130		17	Technical inspection and analysis  <i>Details: Quality inspection of construction</i>	7120	



	<i>Details: Services for the care of greenery, flower gardens, and ornamental plants</i>							
16	Installation of electrical systems <i>Details: Construction of domestic and industrial electrical works.</i>	4321						
17	Technical inspection and analysis <i>Details: Quality inspection of construction projects; testing of construction materials. (Excluding inspection (checking, testing) and issuance of certificates for transport vehicles (including systems, assemblies, equipment, and components of vehicles); inspection and issuance of technical safety and environmental protection certificates for specialized vehicles, equipment, containers, and hazardous goods packaging equipment used in transport; inspection and issuance</i>	7120						

*projects; testing of construction materials. (Excluding inspection (checking, testing) and issuance of certificates for transport vehicles (including systems, assemblies, equipment, and components of vehicles); inspection and issuance of technical safety and environmental protection certificates for specialized vehicles, equipment, containers, and hazardous goods packaging equipment used in transport; inspection and issuance of technical safety and environmental protection certificates for offshore oil and gas exploration, extraction, and transport vehicles and equipment; technical inspection services for occupational safety of machinery and equipment with strict occupational safety requirements installed on transport vehicles and vehicles, equipment for offshore oil and gas exploration, extraction*









25	Construction of other civil engineering works	4299				
26	(The Company must comply with all legal regulations on land, construction, environmental protection, and business conditions for conditional business lines)	Industries and business activities not yet aligned with the Vietnamese economic sector classification system				
4	<b>Article 12. Rights of shareholders</b> <i>Not yet specified</i>			<b>Article 12. Rights of shareholders</b> <u>3. The request to convene a GMS as stipulated in Point a, Clause 2 of this Article must be in writing and must include the following information: full names, contact addresses, nationalities, and ID numbers for individual shareholders; names, enterprise codes or ID numbers, and addresses of the head office for organization shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders and their percentage of ownership in the Company's total shares, the basis and reasons for requesting the convening of the GMS. The request to convene a meeting must be accompanied by documents and evidence of violations by the BOD, the extent of the violations, or decisions exceeding its authority. Shareholders or groups of shareholders shall be fully liable before the law for the accuracy and authenticity of the documents and evidence provided to the competent authority when</u>	Compliance with the provisions of Clause 18, Article 1 of the Law amending and supplementing certain provisions of the Enterprise Law No. 76/2025/QH15	



		<i>requesting the convening of a GMS.</i>		
5	<p><b>Article 15. Rights and obligations of the General Meeting of Shareholders</b></p> <p>2. The GMS shall discuss and approve the following issues:</p> <p>r) Approval of transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Securities Law;</p>	<p><b>Article 15. Rights and obligations of the General Meeting of Shareholders</b></p> <p>2. The GMS shall discuss and approve the following issues:</p> <p>r) Approval of transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Securities Law <i>as amended by Clause 84 Article 1 of Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing certain provisions of Decree No. 155/2020/NĐ-CP;</i></p>	Compliance with the provisions of Clause 84, Article 1 of Decree No. 245/2025/NĐ-CP	
6	<p><b>Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders</b></p> <p>1. Resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting, except for the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises. ...</p> <p>2. Other resolutions shall be adopted when they are approved by shareholders representing more than 50% of the total voting rights of all shareholders attending the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises. ...</p>	<p><b>Article 21. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders</b></p> <p>1. Resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% <i>of the total voting rights of all shareholders attending and voting at the meeting</i>, except for the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises. ...</p> <p>2. Other resolutions shall be adopted when they are approved by shareholders representing more than 50% <i>of the total voting rights of all shareholders attending and voting at the meeting</i>, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.</p>	Compliance with the provisions of Clause 5, Article 7 of the Law amending and supplementing certain provisions of the Enterprise Law No. 03/2022/QH15	
7	<b>Article 25. Nomination and self-nomination of</b>	<b>Article 25. Nomination and self-nomination of</b>	To provide a basis	



	<p><b>BOD Members</b></p> <p>4. BOD members must meet the standards and conditions stipulated in Clause 1, Clause 2 Article 155 of the Enterprise Law and the Company's Articles of Association.</p>	<p><b>BOD Members</b></p> <p>4. BOD members must meet the standards and conditions stipulated in Clause 1, Clause 2 Article 155 of the Enterprise Law, <u>the Securities Law, other legal regulations, and</u> the Company's Articles of Association <u>and internal regulations on corporate governance.</u></p>	for implementation and application of relevant regulations	
8	<p><b>Article 26. Composition and term of office of BOD Members</b></p> <p>3. The structure of the BOD shall be as follows:</p> <p>The structure of the Company's BOD must ensure that at least one-third of the total number of BOD members are non-executive members. The Company shall minimize the number of BOD members who also hold executive positions in the Company to ensure the independence of the BOD.</p>	<p><b>Article 26. Composition and term of office of BOD Members</b></p> <p>3. The structure of the BOD shall be as follows:</p> <p><u>The structure of the Company's BOD must ensure that at least one BOD member is a non-executive member.</u> The Company shall minimize the number of BOD members who also hold executive positions in the Company to ensure the independence of the BOD.</p>	Compliance with the provisions of Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP	
9	<p><b>Article 27. Rights and obligations of the Board of Directors</b></p> <p>k) Elect, dismiss, discharge the Chairman of the BOD; designate, discharge, conclude and terminate contracts with the Chief Executive Officer and other key managers as specified in the company's Articles of Association; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;</p>	<p><b>Article 27. Rights and obligations of the Board of Directors</b></p> <p>k) Elect, dismiss, discharge the Chairman of the BOD; designate, discharge, conclude and terminate contracts with the Chief Executive Officer, <u>and the Deputy General Director(s), the Chief Accountant, and other positions as prescribed by law;</u> decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;</p>	Further specific provisions on the positions under the authority of the BOD to appoint, dismiss, sign contracts, and terminate contracts	
	<p>u) Other rights and obligations prescribed by the Enterprise Law, Securities Law, other legal regulations and the Company's Articles of</p>	<p>u) Other rights and obligations prescribed by the Enterprise Law, Securities Law, other legal regulations and the Company's Articles of</p>	To provide a basis for implementation and application of	



	Association.	Association, <i>internal regulations on corporate governance.</i>	relevant regulations	
	3. The BOD must report to the GMS on the performance of the BOD in accordance with the provisions of Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law.	3. The BOD must report to the GMS on the performance of the BOD in accordance with the provisions of Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law, <u>as amended by Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing certain provisions of Decree No. 155/2020/NĐ-CP.</u>	Compliance with the provisions of Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP	
10	<b>Article 29. Chairman of the Board of Directors</b> 3. Rights and obligations of the Chairman of the BOD: f) Other rights and obligations as stipulated by the Enterprise Law and these Articles of Association.	<b>Article 29. Chairman of the Board of Directors</b> 3. Rights and obligations of the Chairman of the BOD: f) Other rights and obligations as stipulated by the Enterprise Law, the <u>Securities Law, other legal regulations, and the Company's Articles of Association and internal regulations on corporate governance.</u>	To provide a basis for implementation and application of relevant provisions	
11	<b>Article 33. Organization of the management apparatus</b> The Company's management apparatus shall be responsible to the BOD, supervised and controlled by the BOD in the Company's everyday business operation. The Company has a Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, and other management positions appointed by the BOD. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the BOD.	<b>Article 33. Organization of the management apparatus</b> The Company's management apparatus shall be responsible to the BOD, supervised and controlled by the BOD in the Company's everyday business operation. <u>The Company has a Chief Executive Officer, Deputy Chief Executive Officers, and Chief Accountant.</u> The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the BOD.	Compliance with the provisions of Clause 55, Article 4 of Decree No. 155/2020/NĐ-CP and consistency with Point h, Clause 1, Article 1 of the Articles of Association	



12	<p><b>Article 35. Appointment, resignation, rights and obligations of the Chief Executive Officer</b></p> <p>4. The Chief Executive Officer has the following rights and obligations:</p> <p>i) Other rights and obligations as stipulated by Law, the Company's Articles of Association, and resolutions and decisions of the BOD.</p>	<p><b>Article 35. Appointment, resignation, rights and obligations of the Chief Executive Officer</b></p> <p>4. The Chief Executive Officer has the following rights and obligations:</p> <p>i) Other rights and obligations as stipulated <i>by the Enterprise Law, Securities Law</i>, other legal regulations and the Company's Articles of Association, <i>internal regulations on corporate governance</i> and resolutions and decisions of the BOD.</p>	To provide a basis for implementation and application of relevant regulations	
13	<p><b>Article 43. Responsibility for honesty and prevention of conflict of interest</b></p> <p><i>Not yet stipulated</i></p>	<p><b>Article 43. Responsibility for honesty and prevention of conflict of interest</b></p> <p><i>6. The Chief Executive Officer shall not be a related party of the business manager, the Supervisor, the parent company, the state capital representative, or the business capital representative at the Company and parent company as stipulated at point d Clause 46 Article 4 of the Securities Law.</i></p>	Compliance with the provisions of Clause 83, Article 1 of Decree No. 245/2025/NĐ-CP	
<b>Internal Regulations on Corporate Governance</b>				
1	<p><b>Article 2. Definition of Terms and Abbreviations</b></p> <p>7. VSD: Vietnam Securities Depository and Clearing Company</p>	<p><b>Article 2. Definition of Terms and Abbreviations</b></p> <p>7. <i>VSDC: Vietnam Securities Depository and Clearing Corporation</i></p>	Correct the name to Vietnam Securities Depository and Clearing Corporation	
2	<p><b>Article 16. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders</b></p> <p>1. Resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting rights of</p>	<p><b>Article 16. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders</b></p> <p>1. Resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% <i>of the total voting rights</i></p>	Compliance with the provisions of Clause 5, Article 7 of the Law amending and supplementing	



	<p>all shareholders attending the meeting, except for the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises: ...</p> <p>2. Other resolutions shall be adopted when they are approved by shareholders representing more than 50% of the total voting rights of all shareholders attending the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises: ...</p>	<p><i>of all shareholders attending and voting at the meeting</i>, except for the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises: ...</p> <p>2. Other resolutions shall be adopted when they are approved by shareholders representing more than 50% <i>of the total voting rights of all shareholders attending and voting at the meeting</i>, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises: ...</p>	<p>certain provisions of the Enterprise Law No. 03/2022/QH15 and consistency with Article 26 of the Articles of Association</p>
3	<p><b>Article 18. How to express dissents against resolutions of the GMS</b></p> <p>Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders mentioned in Clause 2 Article 115 of this Law is entitled to request the court or an arbitral tribunal to consider invalidating the resolution in part or in full in the following cases:</p> <p>1. The procedures for convening the GMS and issuing decisions prescribed in this Law and the company's charter are not followed, except for the cases specified in Clause 2 Article 152 of this Law;</p> <p>2. The contents of the resolution violations the law or the company's charter.</p>	<p><b>Article 18. How to express dissents against resolutions of the GMS</b></p> <p>Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders mentioned in Clause 2 Article 115 of <i>the Enterprise Law</i> is entitled to request the court or an arbitral tribunal to consider invalidating the resolution in part or in full in the following cases:</p> <p>1. The procedures for convening the GMS and issuing decisions prescribed in <i>the Enterprise Law</i> and the company's charter are not followed, except for the cases specified in Clause 2 Article 152 of <i>the Enterprise Law</i>;</p> <p>2. The contents of the resolution violations the law or the company's charter.</p>	
4	<p><b>Article 45. Role, Rights and Obligations of the Board of Directors</b></p> <p>8. Organize training and workshops on corporate governance and necessary skills for BOD members, the Chief Executive Officer, and other company</p>	<p><b>Article 45. Role, Rights and Obligations of the Board of Directors</b></p> <p>8. Organize training and workshops on corporate governance and necessary skills for BOD members, the Chief Executive Officer, <i>the person</i></p>	<p>Compliance with the provisions of Clause 81, Article 1 of Decree No. 245/2025/NĐ-CP</p>



	managers;	<i>in charge of administration</i> , and other company managers;		
	Not yet specified	<u>9. Pay dividends to shareholders in accordance with the law after approval by the Annual GMS.</u>	Compliance with the provisions of Clause 81, Article 1 of Decree No. 245/2025/ND-CP	
	11. Other rights and obligations as stipulated by the Company's Articles of Association and internal regulations on corporate governance.	12. Other rights and obligations as stipulated by <i>the Enterprise Law, the Securities Law, other legal regulations</i> , and the Company's Articles of Association and internal regulations on corporate governance.	To provide a basis for implementation and application of relevant regulations	
5	<b>Article 46. Rights, Obligations, and Responsibilities of Members of the Board of Directors</b> f) Independent BOD member must prepare an assessment report on the BOD's activities.	<b>Article 46. Rights, Obligations, and Responsibilities of Members of the Board of Directors</b> f) <i>Each</i> independent BOD member must prepare an assessment report on the BOD's activities.	Compliance with the provisions of Clause 80, Article 1 of Decree No. 245/2025/NĐ-CP	
6	<b>Article 47. Number, Term of Office and Structure of Members of the Board of Directors</b> 3. The structure of the BOD shall be as follows: a. The structure of the Company's BOD must ensure that at least one-third of the total number of BOD members are non-executive members. The Company shall minimize the number of BOD members who also hold executive positions in the Company to ensure the independence of the BOD.	<b>Article 47. Number, Term of Office and Structure of Members of the Board of Directors</b> 3. The structure of the BOD shall be as follows: <i>a. The structure of the Company's BOD must ensure that at least one BOD member is a non-executive member.</i> The Company shall minimize the number of BOD members who also hold executive positions in the Company to ensure the independence of the BOD.	Compliance with the provisions of Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP and consistency with Clause 3, Article 26 of the Articles of Association	
7	<b>Article 48. Qualifications and Conditions for Members of the Board of Directors</b> 1. BOD members must meet the qualifications and conditions stipulated in Clauses 1 and 2, Article 155	<b>Article 48. Qualifications and Conditions for Members of the Board of Directors</b> 1. BOD members must meet the qualifications and conditions stipulated in Clauses 1 and 2,	To provide a basis for implementation and application of relevant provisions	



	of the Enterprise Law and the Company's Articles of Association.	Article 155 of the Enterprise Law, <i>the Securities Law, other legal regulations</i> , the Company's Articles of Association <i>and internal regulations on corporate governance</i> .		
	3. A BOD member of a public company may only simultaneously serve as a BOD member at a maximum of five other companies.	<i>3. BOD members of the Company may only simultaneously serve as members of the BOD or the Board of Members at a maximum of five other companies.</i>	Compliance with the provisions of Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP	
8	<p><b>Article 54. Election, Dismissal, and Removal of the Chairman of the Board of Directors</b></p> <p>3. Rights and obligations of the Chairman of the BOD:</p> <p>f) Other rights and obligations as stipulated by the Enterprise Law and the Company's Articles of Association.</p>	<p><b>Article 54. Election, Dismissal, and Removal of the Chairman of the Board of Directors</b></p> <p>3. Rights and obligations of the Chairman of the BOD:</p> <p>f) Other rights and obligations as stipulated by the Enterprise Law, <i>the Securities Law, other legal regulations</i>, and the Company's Articles of Association <i>and internal regulations on corporate governance</i>.</p>	To provide a basis for implementation and application of relevant provisions	
9	<p><b>Article 64. Cases in which the chair and/or secretary refuse to sign minutes of meetings of the Board of Directors</b></p> <p>In case the chair and the minute taker refuse to sign the minutes, they will be effective if they are signed by all of the other members of the Board of Directors and contain all the information prescribed in Points a, b, c, d, đ, e, g and h Clause 63 of this Internal Regulations.</p>	<p><b>Article 64. Cases in which the chair and/or secretary refuse to sign minutes of meetings of the Board of Directors</b></p> <p><i>In case the chair and the minute taker refuse to sign the minutes, they will be effective if they are signed by the other members of the Board of Members and contain all information prescribed in Points a, b, c, d, e, f, g and h Clause 63 of this Internal Regulations. The minutes shall clearly state the reasons why the chair and the minute taker refuse to sign them. The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chair and minute taker shall take personal liability for the damage caused to the enterprise</i></p>	Compliance with the provisions of Clause 6, Article 7 of the Law amending and supplementing certain provisions of the Enterprise Law No. 03/2022/QH15	



		<i>by refusing to sign the meeting minutes in accordance with this Law, the company's charter and relevant laws.</i>		
10	<p><b>Article 80. Role, Responsibilities, Rights and Obligations of the Chief Executive Officer</b></p> <p>i) Other rights and obligations as stipulated by legal regulations and the Company's Articles of Association, and resolutions and decisions of the BOD.</p>	<p><b>Article 80. Role, Responsibilities, Rights and Obligations of the Chief Executive Officer</b></p> <p>i) Other rights and obligations as stipulated by <i>the Enterprise Law, Securities Law</i>, other legal regulations and the Company's Articles of Association, <i>internal regulations on corporate governance</i> and resolutions and decisions of the BOD.</p>	To provide a basis for implementation and application of relevant provisions	
<b>Operating Regulations of the Board of Directors</b>				
1	<p><b>Article 5. Quantity of Members, Term of Office, and Structure of Board of Directors</b></p> <p>4. Structure of BOD members:</p> <p>a) The structure of the Company's BOD must ensure that at least one-third of the total number of BOD members are non-executive members. The Company shall minimize the quantity of BOD members who also hold executive positions in the Company in order to ensure the independence of the BOD.</p>	<p><b>Article 5. Quantity of Members, Term of Office, and Structure of Board of Directors</b></p> <p>4. Structure of BOD members:</p> <p><i>a) The structure of the Company's BOD must ensure that at least one BOD member is a non-executive member.</i> The Company shall minimize the quantity of BOD members who also hold executive positions in the Company in order to ensure the independence of the BOD.</p>	Compliance with the provisions of Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP and consistency with Clause 3, Article 26 of the Articles of Association	
2	<p><b>Article 6. Requirements to be Satisfied by Members of the Board of Directors</b></p> <p>1. A BOD member shall satisfy the following requirements: ...</p> <p>c) A BOD member of the Company may concurrently be a BOD member of another company;</p>	<p><b>Article 6. Requirements to be Satisfied by Members of the Board of Directors</b></p> <p>1. A BOD member shall satisfy the following requirements: ...</p> <p><i>c) A BOD member of the Company may concurrently hold the position of member of BOD or Board of Members at five other companies for maximum;</i></p>	Compliance with the provisions of Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP	



3	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>3. The Chairman of the BOD shall have the following powers and duties: ...</p> <p>i) Other rights and obligations as stipulated by the Enterprise Law and the Company's Articles of Association.</p>	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>3. The Chairman of the BOD shall have the following powers and duties: ...</p> <p>i) Other rights and obligations as specified by the Enterprise Law, <u>Securities Law, other legal regulations</u>, the Company's Articles of Association <u>and the Company's internal regulations on corporate governance</u>.</p>	To provide a basis for implementation and application of relevant provisions	
4	<p><b>Article 11. Rights and Obligations of the Board of Directors</b></p> <p>2. The rights and obligations of the BOD are stipulated by law, the Company's Articles of Association and the GMS. Specifically, the BOD has the following rights and obligations:</p> <p>k) Elect, remove, or dismiss the Chairman of the BOD; appoint, remove, sign contracts with, or terminate contracts with the Chief Executive Officer and other key managers as prescribed by the Company's Articles of Association; decide on the salaries, remuneration, bonuses, and other benefits to those managers; appoint authorised representatives to participate in the Board of Members or GMS of other companies, and decide on the remuneration and other benefits to those persons;</p>	<p><b>Article 11. Rights and Obligations of the Board of Directors</b></p> <p>2. The rights and obligations of the BOD are stipulated by law, the Company's Articles of Association and the GMS. Specifically, the BOD has the following rights and obligations:</p> <p>k) Elect, dismiss, discharge the Chairman of the BOD; designate, discharge, conclude and terminate contracts with the Chief Executive Officer, <u>and the Deputy General Director(s), the Chief Accountant, and other positions as prescribed by law</u>; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits</p>	Further specific provisions on positions under the authority of the BOD appointing, dismissing, concluding contracts, terminating contracts, and in accordance with Point k, Clause 2, Article 27 of the Articles of Association	
	<p>3. The BOD must report to the GMS on the results of the BOD's activities in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law.</p>	<p>3. The BOD must report to the GMS on the results of the BOD's activities in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law, <u>as amended by Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending</u></p>	Compliance with the provisions of Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP and consistent with Clause 4, Article 27 of the Articles	



		<i>and supplementing certain provisions of Decree No. 155/2020/ND-CP.</i>	of Association	
<p><b>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</b></p> <p>1. The BOD shall convene an Extraordinary GMS in the following cases:</p> <p>c) At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; the request to convene a GMS must be made in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request document must be made in multiple copies with sufficient signatures of the relevant shareholders; ...</p>	<p><b>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</b></p> <p>1. The BOD shall convene an Extraordinary GMS in the following cases:</p> <p>c) At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; <i>The request to convene a GMS as specified in Point c, Clause 1 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number for individual shareholders; the name, enterprise code or legal document number of the organizations, and the address of the head office for organization shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders and their percentage of ownership in the Company's total shares, the basis and reasons for requesting the convening of a GMS. The request to convene a meeting must be accompanied by documents and evidence of violations by the BOD, the extent of the violations, or decisions beyond its authority. Shareholders or groups of shareholders shall be fully liable to the laws for the accuracy and authenticity of the documents and evidence provided to the competent authority when requesting the convening of a GMS; ...</i></p>	<p>Compliance with the provisions of Clause 18, Article 1 of the Law amending and supplementing certain provisions of the Enterprise Law No. 76/2025/QH15 and consistent with Point a, Clause 2, Article 12 of the Articles of Association.</p>		
<p><b>Article 16. Minutes of meetings of the Board of</b></p>	<p><b>Article 16. Minutes of meetings of the Board</b></p>	Compliance with		



<p><b>Directors</b></p> <p>2. In case the chair and the minute take refuse to sign the minutes, they will be effective if they are signed by all of the other members of the Board of Directors and contain all the information prescribed in Points a, b, c, d, đ, e, g and h Clause 1 of this Internal Regulations.</p>	<p><b>of Directors</b></p> <p><u>2. In case the chair and the minute taker refuse to sign the minutes, they will be effective if they are signed by the other members of the Board of Members and contain all information prescribed in Points a, b, c, d, e, f, g and h Clause 1 of this Internal Regulations. The minutes shall clearly state the reasons why the chair and the minute taker refuse to sign them. The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chair and minute taker shall take personal liability for the damage caused to the enterprise by refusing to sign the meeting minutes in accordance with this Law, the company's charter and relevant laws.</u></p>	<p>the provisions of Clause 6, Article 7 of the Law amending and supplementing certain provisions of the Enterprise Law No. 03/2022/QH15</p>
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## **PROPOSAL**

### **(Re. Approval of Schedule for 2025 profit distribution and dividend payment and plan for 2026 profit distribution and dividend payment)**

**To: Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, and amendments and guidance (“**Enterprise Law**”);
- Pursuant to the Articles of Association of Becamex Infrastructure Development Joint Stock Company (“**the Company**”);
- Pursuant to Resolution No. 01/NQ-DHĐCĐ dated 09 April 2025 of 2025 Annual General Meeting of Shareholders;
- Pursuant to the audited 2025 business results and the 2026 business plan.

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders for approval of Schedule for 2025 profit distribution and dividend payment and plan for 2026 profit distribution and dividend payment, specifically as follows:

#### **1. Schedule for 2025 profit distribution and dividend payment**

Unit: VND

<b>No.</b>	<b>Items</b>	<b>Plan for 2025</b>	<b>Actual performance of 2025</b>
1.	Profit after tax incurred during the year	372.697.000.000	459,361,378,912
2.	Fund Provisioning +Appropriation for bonus and welfare funds	18,634,850,000 (5% of 2025 Profit after tax)	22,968,068,946 (5% of 2025 Profit after tax)
	+Appropriation for development and investment fund	37,269,700,000 (10% of 2025 Profit after tax)	137,808,413,674 (30% of 2025 Profit after tax)
3.	Profit after tax and deductions	316,792,450,000	298,584,896,292
4.	Retained earnings of the previous year	107,468,016,308	105,743,176,308
5.	Profit after tax is eligible for dividend distribution	424,260,466,308	404,328,072,600
6.	Dividend distribution (5%/Charter capital)	314,790,320,000	314,790,320,000
7.	Appropriation for bonus fund to the Executive Board based on the	3,726,970,000	4,593,613,789



	achievement of business targets (1% of 2025 Profit after tax)		
8.	Retained earnings	105,743,176,308	84,944,138,811

**Note: The charter capital: VND 6.295.806.400.000.**

- Dividend payment method: In cash.

- Payment schedule: 4<sup>th</sup> Quarter of 2026.

## 2. Plan for 2026 profit distribution and dividend payment

Unit: VND

No.	ITEMS	AMOUNT
1.	Profit after tax incurred during the year	475,224,899,127
2.	Retained earnings of the previous year	84,944,138,811
3.	Appropriation for bonus and welfare funds (5% of 2025 Profit after tax)	23,761,244,956
4.	Appropriation for development and investment fund (30% of 2025 Profit after tax)	142,567,469,738
5.	Appropriation for the Executive Board and Directors and Deputy Directors of departments and units for achieving business targets (1% of 2026 after-tax profit)	4,752,248,991
6.	Dividend distribution (At the rate of 5% of charter capital or more)	314,790,320,000
7.	Undistributed after-tax profit	74,297,754,253

**Note: The charter capital:** The estimated charter capital: VND 6.295.806.400.000.

To:

- As above;

- Archives: Office of BOD.

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

**DO QUANG NGON**



## **PROPOSAL**

**(Re. Approval of 2025 compensation payment to the BOD, the Supervisory Board, the Company Secretary and 2026 compensation payment plan)**

**To: Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, and amendments and guidance (“**Enterprise Law**”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“**the Company**”);
- Pursuant to Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of 2025 Annual General Meeting of Shareholders;
- Pursuant to the audited 2025 business results and the 2026 business plan.

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders for approval of 2025 compensation payment to the BOD, the Supervisory Board, the Company Secretary and 2026 compensation payment plan, specifically as follows:

### **1. Payment of 2025 compensation to the BOD, the Supervisory Board, the Secretary:**

According to Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of Annual General Meeting of Shareholders, the compensation of the Board of Directors, the Supervisory Board, and the Company Secretary in 2024 is equal to 1% multiplied by the Parent Company’s profit after tax for 2025.

According to the audited business results of the year 2025, the Parent Company’s profit after tax is VND 459,361,378,912.

Pursuant to the Resolution of the Annual General Meeting of Shareholders and the Parent Company’s profit after tax mentioned above, the total compensation to be paid to the Board of Directors, the Supervisory Board, and the Company Secretary in 2025 is VND 4,593,600,000 (*rounded*).

### **2. The 2026 compensation payment plan to the BOD, the Supervisory Board, the Company Secretary:**

According to 2026 business plan of Becamex Infrastructure Development Joint Stock Company, the Board of Directors respectfully submits to the Annual General Meeting of Shareholders for approval of 2026 compensation to the BOD, the Supervisory Board, the Company Secretary as follows:

2026 compensation to the Board of Directors, the Supervisory Board, and the Company Secretary is equal to 1% multiplied by 2026 profit after tax.

Respectfully submitted./.



**To:**  
- As above;  
- Archives: Office of BOD.

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

**DO QUANG NGON**



## **PROPOSAL**

**(Re. Approval of the list of independent audit firms to conduct the Financial Statements audits and operational audit (if required) of Becamex Infrastructure Development Joint**

**To: Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, and amendments and guidance (“**Enterprise Law**”);
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and amendments and guidance (“**Securities Law**”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Securities Law (“**Decree 155**”);
- Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP (“**Decree 245**”);
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guidelines for implementation of some articles on administration of public companies (“**Circular 116**”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“**the Company**”).

The Supervisory Board respectfully submits to the Annual General Meeting of Shareholders the selection criteria and the list of independent audit firms to be considered for selection as the auditor for the year 2026, as follows:

### **1. Criteria for selection of an independent audit firm**

- Legally operating in Vietnam and approved by the State Securities Commission to perform audit to the listed companies and public companies;
- The audit team possesses high qualifications and extensive experience, meeting the Company’s requirements, and offers a reasonable audit fee in line with the quality of the audit;
- Ensuring completion within the deadline to meet the legal information disclosure requirements;
- No conflict of interest incurred when performing the audit of the Company’s Financial Statements.

### **2. List of proposed independent audit firms**

Based on the above criteria, the Supervisory Board respectfully submits to the Annual General Meeting of Shareholders the list of independent audit firms for consideration to select as auditor to review the Interim Financial Statements, audit the Financial Statements, and perform the operational audits (if required) of the Company in 2025 and authorize the Board of Directors to decide on the selection of audit firms from the following list:



- A&C Auditing and Consulting Company Limited;
- AASC Auditing Firm Company Limited;
- AASC Auditing Firm Company Limited;
- KPMG Limited Company;
- Ernst & Young Viet Nam Limited;
- PWC (Vietnam) Limited;
- Deloitte Vietnam Company Limited.

Respectfully submitted./.

**To:**

- As above;
- Archives: Office of BOD.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE BOARD**

**NGUYEN HAI HOANG**



## **PROPOSAL**

### **(Regarding the dismissal and election of additional members of the Supervisory Board for the term (2022 - 2027))**

#### **To: The General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020, and amendments and guidance (“Enterprise Law”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“the Company”).

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders (“AGM”) for consideration and approval the dismissal of a member of the Supervisory Board who has submitted a resignation letter and the election of a new member of the Supervisory Board for the term (2022 - 2027).

#### **I. Dismissal of a member of the Supervisory Board for the term (2022 - 2027)**

On 04 March 2026, the Company received a resignation letter from Ms. Mai Thi Huynh Mai, a member of the Supervisory Board.

Pursuant to the provisions of Point c, Clause 1, Article 15 of the Company’s Articles of Association and Point b, Clause 1, Article 174 of the Enterprise Law, the Board of Directors respectfully submits to the AGM for approval the dismissal of Ms. Mai Thi Huynh Mai from her position as a member of the Supervisory Board effective from 09 April 2026.

#### **II. Election of an additional member of the Supervisory Board for the term (2022 - 2027)**

To ensure the number of members of the Supervisory Board complies with the provisions of the Company’s Articles of Association after Ms. Mai Thi Huynh Mai resigns, the Board of Directors proposes that the AGM elects a new member of the Supervisory Board for the term (2022 - 2027) as follows:

Number of members of the Supervisory Board to be elected: 01 member.

Qualifications and conditions for becoming a member of the Supervisory Board: As stipulated in Clauses 1 and 2 of Article 169 of the Enterprise Law No. 59/2020/QH14 dated 17 June 2020.

The AGM will proceed with the election of an additional member to the Supervisory Board for the term (2022–2027) in accordance with the Regulations on the Election of Additional Members to the Supervisory Board for the term (2022–2027) adopted at the AGM.

**Enclosed:** Regulations on the Election of Additional Members of the Supervisory Board for the Term (2022–2027).

Yours faithfully,

**To:**

- As above;
- Archives: Office of BOD.

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

**DO QUANG NGON**





**REGULATIONS****ELECTION OF ADDITIONAL MEMBERS TO THE SUPERVISORY BOARD  
OF BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY  
TERM (2022 – 2027) AT THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS****Based on:**

- Pursuant to Enterprise Law No. 59/2020/QH11 passed by the National Assembly on 17 June 2020, and amendments and guidance (“Enterprise Law”);
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and amendments and guidance (“Securities Law”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Securities Law (“Decree 155”);
- Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing certain provisions of Decree No. 155/2020/ND-CP (“Decree 245”);
- The Articles of Association of Becamex Infrastructure Development Joint Stock Company.

The regulations on the election of additional members of the Supervisory Board of Becamex Infrastructure Development Joint Stock Company (“the Company”) for the term (2022 – 2027) at the 2026 Annual General Meeting of Shareholders (“the Meeting”) shall be implemented in accordance with the following provisions:

**Article 1. Principles and scope of the election:**

1. Principles of election:
  - a. Elections shall be conducted in accordance with the law, the Articles of Association, and these Regulations to ensure democracy and the legitimate rights and interests of all shareholders.
  - b. Elections shall be conducted openly in accordance with the election method set out in Article 5 of these Regulations.
2. Eligible voters: Shareholders holding voting shares or authorized persons with voting rights (*as per the list compiled by Vietnam Securities Depository and Clearing Corporation (VSDC) on 10 March 2026*) present at the Meeting.

**Article 2. Number, term of office, and qualifications and conditions for members of the Supervisory Board:**

1. The number of additional members to be elected to the Supervisory Board is: 01 member.
2. The term of office for the additional member of the Supervisory Board shall be the remaining term of the current term (2022–2027).
3. Qualifications and conditions for members of the Supervisory Board:

As stipulated in the Company's Articles of Association and *Clauses 1 and 2 Article 169 of the Enterprise Law 59/2020/QH14* dated 17 June 2020 and Clause 2 Article 286 of Decree No. 155/2020/ND-CP dated 31 December 2020.

**Article 3. Regulations on the nomination and self-nomination of members of the Supervisory Board (Supervisors):** *(Pursuant to Clauses 2 and 3 Article 25 of the Company's Articles of Association)*

1. After candidates for the Supervisory Board have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of Supervisory Board member. Information about candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Work experience;
- d) Other managerial positions;
- e) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) specified in the Company's Articles of Association;

2. Shareholders or groups of shareholders holding 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 50% may nominate a maximum of three (03) candidates; from 50% to less than 65% may nominate a maximum of four (04) candidates; and from 65% and above may nominate the full number of candidates.

3. In the event that the number of candidates nominated and self-nominated to the Supervisory Board is still insufficient, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the company's Articles of Association, internal governance regulations and the operating regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with the law.

**Article 4. Election method:**

1. The voting to elect members of the Supervisory Board shall be conducted by secret ballot at the Meeting using the cumulative voting method, whereby each shareholder or



authorized person attending the meeting shall have a total number of votes corresponding to the total number of shares owned/represented multiplied by 01, which is the number of members of the Supervisory Board to be elected as stated in Clause 1, Article 2 of these Regulations.

Shareholders or their authorized person attending the meeting may accumulate all or distribute their votes among the candidates so that the total number of votes cast for a candidate does not exceed the total number of votes they are entitled to cast.

**Example:**

Shareholder A owns 1,000 voting shares and will vote to elect one member of the Supervisory Board. That shareholder will have  $1,000 \times 1 = 1,000$  votes. Shareholder A may vote as follows:

- Divide 1,000 votes equally among the candidates (mark “X” in the “equal vote” box)
- Divide 1,000 votes among the candidates (write the number of votes you wish to cast for each candidate in the row of that candidate’s name).
- Cast all 1,000 votes for one candidate (write 1,000 in the “Number of votes” column in the row of that candidate’s name).

2. In the case of electing the Supervisory Board, if the number of candidates is less than or equal to the number of Supervisory Board members to be elected, the election of Supervisory Board members may be conducted by the above vote accumulating method or by a voting method (affirmative votes, negative votes and abstentions). The voting ratio shall be adopted when approved by shareholders holding more than 50% affirmative votes from participating shareholders. *(Clause 2, Article 21 of the Company’s Articles of Association).*

**Article 5. Form of election:**

**5.1 In the case of cumulative voting:**

**5.1.1 Voting ballots:**

Each shareholder/authorized person attending the meeting shall be issued 01 (one) voting ballot for the Supervisory Board, which shall include the shareholder code number, the number of shares held, and the number of votes corresponding to the number of members to be elected to the Supervisory Board, the list of candidates nominated for the Supervisory Board, the “Equal vote” box and the “Number of votes” column, affixed with the Company’s seal.

**5.1.2 Filling in the voting ballot:**

- a. Shareholders wishing to distribute their votes equally among the candidates shall mark (X) in the “Equal Vote” box; or
- b. Shareholders who do not wish to distribute their votes equally among the candidates shall write the number of votes they wish to cast for a candidate in the “Number of votes” column in the row of that candidate’s name. If shareholders do not wish to vote for any candidate, they shall leave the “Number of votes” column in the row of that candidate’s name blank or cross it out.

In the event that a shareholder makes a mistake while filling out the voting ballot, provided that it has not yet been placed in the ballot box, they may directly approach



the Meeting Organizing Committee to exchange the voting ballot to ensure the shareholder's rights.

#### 5.1.3 Validity of voting ballots:

##### a. Valid voting ballots:

- These are voting ballots issued by the Meeting Organizing Committee bearing the Company's seal.
- The total number of voting ballots is less than or equal to ( $\leq$ ) the total number of eligible voting ballots;
- It bears the signature of the shareholder or his/her authorized representative;
- Not torn, crossed out, erased, or altered.

##### b. Invalid voting ballots:

- Voting ballots not issued by the Meeting Organizing Committee;
- Voting ballots without the Company's seal;
- Voting ballots that are torn, crossed out, erased, altered, or have additional names of candidates not included in the list of candidates unanimously approved by the General Meeting of Shareholders prior to voting;
- Voting ballots without the signature of the shareholder or the shareholder's authorized representative;
- Voting ballots containing additional information or symbols;
- Voting ballots with the total number of votes cast for candidates exceeding the total number of votes that the shareholder is entitled to cast;
- Voting ballots submitted to the Election Committee after voting has concluded and the ballot box has been sealed.

Invalid voting ballots shall not be counted in the election results.

#### 5.1.4 Ballot counting committee, principles for voting for members of the Supervisory Board:

- The Ballot Counting Committee is nominated by the Chair and approved by the General Meeting of Shareholders.
- The Ballot Counting Committee shall check the ballot box in the presence of shareholders.
- Voting commences upon the instruction of the Chair of the meeting or the Head of the Ballot Counting Committee and concludes when the last shareholder casts their vote into the ballot box. Shareholders/authorized person attending the meeting cast their votes for members of the Supervisory Board into the ballot box. After voting concludes, the Ballot Counting Committee seals the ballot box in the presence of the shareholders.
- Ballot counting shall commence immediately after voting concludes and the ballot box is sealed.

#### 5.1.5 Ballot counting regulations:



- a. The Ballot Counting Committee shall conduct the ballot counting in accordance with the following regulations:
  - The Ballot Counting Committee shall work in a separate room/area.
  - The Ballot Counting Committee may use electronic technical equipment and technical specialists to assist in the ballot counting process.
  - Verify the validity of the ballots.
  - Examine each voting ballot in turn and record the counting results.
  - The vote counting shall be conducted under the supervision of the Supervisory Board or shareholder representatives.
- b. Preparation and announcement of the Ballot Counting Minutes:
  - After the vote count is complete, the Election Committee shall prepare the Ballot Counting Minutes.
  - The contents of the Ballot Counting Minutes must include the following main items:
    - + The time and location of the ballot counting;
    - + Composition of the Ballot Counting Committee;
    - + The total number of shareholders attending the meeting;
    - + The total number of shareholders participating in the voting;
    - + Number and percentage of valid and invalid voting ballots;
    - + Number and percentage of voting ballots cast for each candidate for the Supervisory Board;
    - + The Ballot Counting Minutes must be signed by the members of the Ballot Counting Committee.

## **5.2 In the case of voting:**

Shareholders or their authorized persons shall be issued a ballot paper for the election of additional members of the Supervisory Board for the term (2022 - 2027), which shall include the shareholder's name, shareholder code, total number of shares represented, the candidate's name, and the Company's seal. Shareholders shall vote (affirmative votes, negative votes and abstentions) by voting directly at the Meeting, recording their voting opinion on the ballot paper and returning it to the Meeting Organizing Committee at the conclusion of the Meeting.

## **Article 6. Principles for successful election of Supervisory Board members:**

### **6.1 In the case of cumulative voting:**

- The elected members of the Supervisory Board shall be determined according to the number of votes cast from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached.
- In the event that two or more candidates receive the same number of votes for the last member of the Supervisory Board, the Meeting shall conduct a re-election among the candidates with the same number of votes. If the Supervisory Board member still cannot be elected, the subsequent election shall be decided by the Meeting.

### **6.2 In the case of election by voting as set out in Clause 5.2 Article 5:**



A candidate shall be elected as a member of the Supervisory Board if he/she receives the approval of shareholders/authorized person holding more than 50% of the total voting rights present at the meeting.

#### **Article 7. Announcement of election results:**

Based on the Ballot Counting Minutes, the election results for members of the Supervisory Board shall be announced by the Election Committee at the Meeting.

These results shall be recorded in the Meeting Resolution.

#### **Article 8. Application for nomination and self-nomination of Supervisory Board members:**

##### **1. Application for nomination and self-nomination of Supervisory Board members include:**

- Self-nomination form for members of the Supervisory Board (*Form 1A*)
- Nomination form for members of the Supervisory Board (*Form 1B*)
- Curriculum vitae (*according to the template*);
- Copies of the following documents: ID card/citizen identity card/passport/professional qualifications;
- Confirmation of the number of shares owned by the shareholder or group of shareholders making the nomination, or equivalent documents from the securities company where the shareholder or group of shareholders has opened an account, or from Vietnam Securities Depository and Clearing Corporation (as of 10 March 2026 - the date of closing the list of shareholders to attend the Company's Meeting);
- A valid proxy nomination letter (in cases where a shareholder authorizes another person to nominate);
- Nominees/candidates for the Supervisory Board shall be legally responsible to the Meeting for the accuracy, truthfulness and content of their application.

##### **2. Location and deadline for receiving self-nomination/nomination application:**

Shareholders/groups of shareholders who are eligible to self-nominate, nominate candidates to the list of candidates for the election of additional members of the Supervisory Board are kindly requested to submit their self-nomination/nomination application (*using the attached form*) to the following address:

#### **Organizing Committee of the 2026 Annual General Meeting of Shareholders**

#### **Becamex Infrastructure Development Joint Stock Company**

15<sup>th</sup> Floor, Becamex Tower, No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City

Telephone: 0274 3848789 - Email: [info@becamexijc.com](mailto:info@becamexijc.com).

#### **Deadline for submission of application: before 17:00 on 06 April 2026**

If the Company does not receive any self-nomination/nomination application from shareholders by the above deadline, the Board of Directors will consider selecting qualified individuals to nominate for election by the Meeting to fill the vacant positions on the Supervisory Board for the term (2022–2027).



## **Article 9. Effectiveness of the Regulations**

These Regulations shall take effect immediately upon approval by the General Meeting of Shareholders.

These Regulations shall cease to be effective upon the conclusion of the Company's 2026 Annual General Meeting of Shareholders.

The above constitutes the entire Regulations on the election of additional members of the Supervisory Board of the Company for the term (2022 – 2027) at the 2026 Annual General Meeting of Shareholders.

Submitted to the Meeting for consideration and approval./.

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

**DO QUANG NGON**



**Form 1A: Self-Nomination Form for Members of the Supervisory Board**

*(Attached to Regulations on the election of additional members to the Supervisory Board for the term 2022–2027)*

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**SELF-NOMINATION FORM FOR MEMBERS OF THE SUPERVISORY BOARD  
BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY  
TERM (2022 -2027)**

**To: Organizing Committee of the 2024 Annual General Meeting of  
Shareholders**

Shareholder: .....

Shareholder code: .....

Date of birth: ..... Place of birth: .....

ID Card/Citizen Identity Card/Passport No. .... Date of issue: .....Place of issue:  
.....

Permanent address:  
.....

Educational qualifications:.....Speciality:.....

Number of shares held.....shares, corresponding  
to.....% of the charter capital of Becamex Infrastructure Development Joint Stock  
Company (“the Company”).

Pursuant to the provisions of the Enterprise Law and the Company’s Articles of  
Association, I hereby apply to stand for election as a member of the Company’s  
Supervisory Board for the term (2022–2027).

I hereby certify that I meet all the requirements to stand for election as a member of the  
Supervisory Board in accordance with the provisions of the Enterprise Law and the  
Company’s Articles of Association.

Yours sincerely.

**Attached documents:**

- Valid copy of ID card/citizen identity card/passport
- Valid copies of relevant certificates
- Curriculum vitae

....., ..... 2026  
**SHAREHOLDER**  
*(Signature, full name)*



**Form 1B: Nomination Form for Members of the Supervisory Board**

*(Attached to Regulations on the election of additional members to the Supervisory Board for the term 2022–2027)*

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

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....., ..... 2026

**NOMINATION FORM FOR MEMBERS OF THE SUPERVISORY BOARD**  
**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**  
**TERM (2022 -2027)**

**To: Organizing Committee of the 2024 Annual General Meeting of Shareholders**

Shareholders/groups of shareholders of Becamex Infrastructure Development Joint Stock Company (“the Company”) include:

No.	Full name of shareholder	ID card/ Citizen Identity Card/Passport/ Business Registration Certificate No./Issuing Authority, Date of issue	Number of shares held	Percentage of Shareholding/Charter capital	Signature/Signature of the legal representative for organization shareholders
	<b>Total number of shares</b>				



Pursuant to the provisions of the Enterprise Law and the Company's Articles of Association, I/We respectfully nominate:

1./ Mr./Ms. ....

Date of birth: .....Place of birth: .....

Permanent address: .....

ID Card/Citizen Identity Card/Passport No. ....

Date of issue: .....Place of issue: .....

Educational qualifications:.....Speciality:.....

2./ Mr./Ms. ....

Date of birth: .....Place of birth: .....

Permanent address:.....

ID Card/Citizen Identity Card/Passport No. ....

Date of issue: .....Place of issue: .....

Educational qualifications:.....Speciality:.....

As candidate(s) for the position of member(s) of the Supervisory Board of the Company for the term 2022–2027.

I/We confirm that the above candidates meet the eligibility criteria to stand for election as members of the Supervisory Board of Becamex Infrastructure Development Joint Stock Company for the term (2022–2027) in accordance with the provisions of the Enterprise Law and the Company's Articles of Association.

**Attached documents:**

Valid copy of ID card/citizen identity card/passport of the nominee

Valid copies of relevant certificates of the nominee

Curriculum vitae of the nominee



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**CURRICULUM VITAE**

*(Attached to the application for nomination and self-nomination as a member of the  
Supervisory Board for the term 2022–2027  
of Becamex Infrastructure Development Joint Stock Company)*

1. Full name:
2. Gender:
3. Date of birth:
4. Place of birth:
5. ID Card/Citizen Identity Card/Passport No.....Date of issue:.....Place  
of issue: .....
6. Nationality: .....Ethnicity: .....
7. Permanent address:
8. Phone number:.....
9. Email address
10. Professional qualifications:
11. Work history:.....
12. Current position at Becamex Infrastructure Development Joint Stock  
Company:.....
13. Position at other organizations (if any):
14. Total number of shares held in IJC: .....shares
15. Related parties holding shares in the Company:
16. Debts owed to the Company:
17. Interests related to the Company:
18. Conflicting interests with the Company:

I hereby certify that the above statements are true and accurate. Should any of the above statements be found to be false, I shall be fully liable under the law.

.....  
**DECLARANT**  
(Signature, full name)





**BECAMEX INFRASTRUCTURE DEVELOPMENT  
JOINT STOCK COMPANY**

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**CHARTER OF  
BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT  
STOCK COMPANY**

*Ho Chi Minh City, 09 April 2026*



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## INTRODUCTION

The Charter was adopted pursuant to Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2026 of the GMS. The charter is the sole version and supersede the Charter dated 10 November 2025.

## CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Definitions of Terms

1. In this Charter, the following terms shall be understood as follows:
  - a) The Company referred to in these Charter is Becamex Infrastructure Development Joint Stock Company;
  - b) *Charter capital* means the total par value of shares that have been sold or subscribed upon establishment of the joint stock company and as stipulated in Article 6 of these Charter;
  - c) *Voting capital* means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the GMS;
  - d) *The Enterprise Law* is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and any amendments or supplements thereto;
  - e) *The Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, and any amendments or supplements thereto;
  - f) *Vietnam* refers to the Socialist Republic of Vietnam;
  - g) *Date of establishment* is the date on which the Company was first granted a business registration certificate (equivalent documents);
  - h) *Executives* are the Chief Executive Officer, Deputy Chief Executive Officers, and Chief Accountant;
  - i) *Managers* include the Chairman of the BOD, BOD members, Chief Executive Officer;
  - j) Deputy Chief Executive Officers, and Chief Accountant;
  - k) *Related parties* are individuals or organizations as defined at Clause 46, Article 4 of the Securities Law;
  - l) *Shareholder* means an individual or organization that owns at least one share of a joint-stock company;
  - m) *Founding shareholder* means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholders of the joint stock company;
  - n) *Major shareholder* is a shareholder as defined in Clause 18, Article 4 of the Securities Law;
  - o) *Operating period* is the period specified in Article 2 of these Charter and any extension period (if any) approved by the GMS of the Company;
  - p) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.
2. In these Charter, references to one or more provisions or other documents include their amendments or replacements.
3. The headings (Sections, Articles of these Charter) are meant to facilitate readers and do not affect the contents of these Charter.



**CHAPTER II: NAME, TYPE, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

**Article 2. Name, Type, Registered Office, Branches, Representative Offices, Business Locations, Operating Period of the Company**

1. The Company's name in Vietnamese: **Công ty Cổ phần Phát triển Hạ tầng Kỹ thuật**
  - The Company's name in foreign language: **Becamex Infrastructure Development Joint Stock Company.**
  - Abbreviated name of the Company: **Becamex IJC**
2. The Company is a joint stock company that is a legal entity in accordance with the current laws of Vietnam.
3. Registered office of the Company:
  - Head office address: No. 230 Binh Duong Avenue, Phu Loi Ward, Ho Chi Minh City, Vietnam
  - Telephone: 0274.3848.789
  - Email: [info@becamexijc.com](mailto:info@becamexijc.com)
  - Website: [www.becamexijc.com](http://www.becamexijc.com)
4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the BOD and the law.
5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 59 or extends the operating period as prescribed in Article 56 of these Charter, the Company's operating period shall be indefinite from the date of commencement.

**Article 3. Legal Representative of the Company**

- The Company has one legal representative, who is the Chief Executive Officer;
- The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or person with related rights and obligations before the Arbitrator or Court. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Enterprise Law and other rights and obligations under the provisions of the current law;
- The legal representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam;
- In the event that the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work, or until the BOD decides to appoint another person to replace him/her;
- In the event of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the BOD shall appoint another person to replace him/her.



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

#### Article 4. The Company's Operational Objectives

1. The Company's principal business activities are:

No.	Business lines	Industry Code	Main business lines
1	Construction of railways	4211	
2	Construction of roads	4212	
3	Construction of electrical works <i>(Except for the construction and operation of multi-purpose hydroelectric and nuclear power plants, which are of particular economic and social importance)</i>	4221	
4	Construction of water supply and drainage works	4222	
5	Construction of telecommunications and communication works	4223	
6	Construction of residential houses	4101	
7	Construction of non-residential houses	4102	
8	Other unclassified business support services <i>Details: Maintenance, repair, and operation of toll stations. Implementation of construction investment projects under the BOT and BT models.</i>	8299	
9	Architectural and related technical consulting activities <i>Details: - Consultancy on civil, public, industrial, traffic, and infrastructure projects. Consultancy and preparation of detailed plans, overall estimates, preparation and appraisal of investment projects for residential areas, urban areas, industrial parks, civil, industrial, and traffic projects. - Supervision of traffic construction projects. - Supervision of construction and completion of civil and industrial projects. - Supervision of construction and completion of bridge and road projects. - Design and verification of architecture for civil and industrial projects. - Design and verification of construction of traffic projects (bridges, roads). - Design and verification of urban technical infrastructure projects. - Consultancy on management of civil, industrial, traffic, irrigation, and technical infrastructure construction and investment projects. - Organization of tendering, bidding, and contractor selection in construction and machinery and equipment procurement activities. (Excluding services related to topographical, geological, hydrogeological, environmental, technical surveys for urban and rural development planning, and sectoral development planning; Surveying water areas, public shipping lanes, and shipping routes for the publication of maritime notices; Survey, construction, and publication of nautical charts for water areas, seaports, shipping lanes, and shipping routes)</i>	7110	
10	Wholesale of other machinery and equipment, and spare parts	4659	



CHARTER OF IJC

	<i>Details: Trading in construction equipment and mechanical machinery. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>		
11	Production of construction materials from clay <i>Details: Production of construction materials. (Excluding the production of bricks from clay, construction glass, construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>	2392	
12	Trading in real estate, land use right belonging to owners, users or tenants <i>Details: Investment in the construction and operation of technical infrastructure for industrial zones, residential areas, and urban areas. Trading in real estate and leasing of residential properties, apartments, factories, and offices. Workers' housing services. Trading, transfer, lease, and lease-purchase of real estate. (Implemented in accordance with the Provincial Master Plan) (Excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with the infrastructure)</i>	6810	x
13	Other unclassified financial services (excluding insurance and pension fund activities) <i>Details: Financial investment in other domestic and foreign enterprises.</i>	6499	
14	Wholesale of construction materials and other equipment <i>Details: Trading in construction materials. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	<u>4673</u>	
15	<u>Landscaping services</u> <i>Details: Services for the care of greenery, flower gardens, and ornamental plants</i>	8130	
16	Installation of electrical systems <i>Details: Construction of domestic and industrial electrical works.</i>	4321	
17	Technical inspection and analysis <i>Details: Quality inspection of construction projects; testing of construction materials. (Excluding inspection (checking, testing) and issuance of certificates for transport vehicles (including systems, assemblies, equipment, and components of vehicles); inspection and issuance of technical safety and environmental protection</i>	7120	



CHARTER OF IJC

	<i>certificates for specialized vehicles, equipment, containers, and hazardous goods packaging equipment used in transport; inspection and issuance of technical safety and environmental protection certificates for offshore oil and gas exploration, extraction, and transport vehicles and equipment; technical inspection services for occupational safety of machinery and equipment with strict occupational safety requirements installed on transport vehicles and vehicles, equipment for offshore oil and gas exploration, extraction and transportation; fishing vessel inspection services)</i>		
18	Other unclassified specialized wholesale.  <i>Details: Trading in precast concrete components. Trading in materials, supplies, and goods for consumer goods production. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4679	
19	Mining of stone, sand, gravel, and clay  <i>Details: Mining of minerals. Processing of minerals.</i>	0810	
20	<u>Intermediary services for real estate activities</u>  <i>Details: Real estate brokerage services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6821	
21	<u>Other real estate activities on a fee or contract basis</u>  <i>Details: Real estate valuation, trading floor, consultancy, auction, advertising, management services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6829	
22	Installation of water supply and drainage, heating, and air conditioning systems.  <i>(Excluding the installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water cooler) using R22 refrigerant)</i>	4322	
23	Growing vegetables, beans, and flowers.	0118	
24	Production of concrete and products from concrete, cement, and plaster  <i>(Excluding the production of clay bricks, construction glass, construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>	2395	
25	Lease of unmanned machinery and equipment and other tangible items	7730	
26	Construction of other civil engineering works	4299	



Other principal business activities as per the Company's Business Registration Certificate, including the addition of certain business activities consistent with these Charter and legal regulations, have been or will be considered and approved by the GMS.

2. The Company's operational objectives:

- Striving to become a leading project developer in the region, contributing to the socio-economic development of Binh Duong in particular and Vietnam in general;
- Continuing to enhance the quality of the toll collection sector, continuously applying scientific advancements and human resources management to achieve the highest efficiency;
- Developing the commercial services sector to become increasingly robust.

#### **Article 5. Scope of Business and Operations of the Company**

1. The Company is authorized to plan and conduct all business activities in accordance with its Business Registration Certificate and these Charter, in compliance with current laws and regulations, and to implement appropriate measures to achieve the Company's objectives.

2. The Company may engage in business activities in other industries and professions permitted by law and approved by the GMS.

### **CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Article 6. Charter Capital, Shares, Founding Shareholders**

1. The charter capital of the Company is VND 6,295,806,400,000 (*in words: Six thousand two hundred and ninety-five billion eight hundred and six million four hundred thousand Vietnamese Dong*).

The total charter capital of the Company is divided into 629,580,640 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the GMS and in accordance with the provisions of law.

3. The Company's shares on the date of adoption of these Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of these Charter.

4. The Company may issue other types of preferred shares after obtaining the approval of the GMS and in accordance with the provisions of the law.

5. The Company officially operates as a joint stock company under Business Registration Certificate No. 3700805566 (old number 4603000368) initially issued by the Binh Duong Province Department of Planning and Investment on 02 July 2007. Pursuant to the provisions of the Enterprise Law, as of the present time, the transfer restrictions on the ordinary shares of the founding shareholders have expired.

Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the BOD. The BOD may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing



shareholders, unless otherwise approved by the GMS or otherwise provided for by securities laws.

6. The Company may repurchase its own shares following the methods specified in these Charter and applicable laws.

7. The Company may issue other types of securities in accordance with the law.

8. The maximum foreign ownership percentage in Becamex Infrastructure Development Joint Stock Company is 49%.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Enterprise Law.

3. Within 30 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 60 days from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. In case the share certificate is lost, damaged or destroyed in any other form, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:

- a) Information about the share certificate that has been lost, damaged, or otherwise destroyed;
- b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

#### **Article 8. Other Securities Certificates**

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

#### **Article 9. Transfer of Shares**

1. All shares may be transferred freely unless otherwise prescribed by these Charter and the law. Shares that are listed on Stock Exchanges may be transferred in accordance with regulations of securities law and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

#### **Article 10. Withdrawal of Shares (in cases of Business Registration)**

1. In case a shareholder fails to fully and punctually pay for the shares, the BOD shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total par value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.



2. The notice shall specify the new deadline (at least 07 days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.
3. The BOD is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.
4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Enterprise Law. The BOD may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the BOD.
5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares in respect of the Company's financial obligations upon withdrawal under the decision of the BOD for the period from the date of withdrawal to the date of payment. The BOD has the full authority to enforce payment for the entire value of the shares at the time of withdrawal.
6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall remain valid even in the event of any error or negligence in the sending of the notice.

## **CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

### **Article 11. Organizational Structure, Governance and Control**

The organizational structure, governance, and control of the Company include:

1. The GMS.
2. The BOD and the Supervisory Board.
3. The Chief Executive Officer.

## **CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS (GMS)**

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the right to:
  - a) Participate, comment in the GMS and exercise the right to vote directly or through a proxy or by remote voting (another method prescribed by the Company's Charter and the law. Each ordinary share carries one vote;
  - b) Receive dividends at the rate decided by the GMS;
  - c) Have priority when acquiring new shares in proportion to each shareholder's holding of ordinary shares;
  - d) Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Enterprise Law and relevant laws;
  - e) Review, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
  - f) Review, examine and extract or copy the Company's Charter, minutes and resolutions of the GMS;
  - g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;



- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Enterprise Law;
- i) To be treated equally. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preferred shares, rights and obligations associated with these preferred shares must be approved by the GMS and informed to the shareholders;
- j) Access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k) Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the BOD in accordance with the Enterprise Law;
- l) Other rights prescribed by law and the Company's Charter.

*Rights associated with other types of shares*

2. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the right to:

- a) Request the BOD to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Enterprise Law;
- b) Review, examine, extract the minutes, resolutions and decisions of the BOD, biannual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Company's trade secrets;
- c) Request the Supervisory Board to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, contact addresses, nationalities, ID numbers for individual shareholders; names, enterprise codes or ID numbers and addresses of the head office for organization shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders and their percentage of ownership in the Company's total shares; issues that need inspecting and purposes of inspection;
- d) Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;
- e) Other rights prescribed by law and the Company's Charter.

3. The request to convene a GMS as stipulated in Point a, Clause 2 of this Article must be in writing and must include the following information: full names, contact addresses, nationalities, and ID numbers for individual shareholders; names, enterprise codes or ID numbers, and addresses of the head office for organization shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders and their percentage of ownership in the Company's total shares, the basis and reasons for requesting the convening of the GMS. The request to convene a meeting must be accompanied by documents and evidence of violations by the BOD, the extent of the violations, or decisions exceeding its authority. Shareholders or groups of shareholders shall be fully liable before the law for the accuracy and authenticity of the documents and evidence provided to the competent authority when requesting the convening of a GMS.



4. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the BOD and the Supervisory Board. Candidates shall be nominated as follows:

- a) The group of shareholders that nominate candidates to the BOD and the Supervisory Board must inform the participating shareholders before the opening of the GMS;
- b) Depending on the quantity of BOD members and members of the Supervisory Board, the shareholders or groups of shareholders prescribed in this Clause may nominate one or some candidates according to the decision of the GMS to the BOD and the Supervisory Board. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by BOD, the Supervisory Board and other shareholders.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Company's Charter and internal regulations on company administration.
4. Comply with resolutions and decisions of the GMS and the BOD.
5. Keep confidential any information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
6. Attend the GMS and exercise the right to vote in the following manners:
  - a) Attend and vote/elect in person at the meeting;
  - b) Authorize other organizations and individuals to attend and vote/elect at the meeting;
  - c) Attend and vote/elect at online meeting; cast electronic votes or in other electronic forms;
  - d) Send voting/election ballots to the meeting by post, fax, or email;
  - e) Send voting/election ballots using *other means* prescribed by the Company's Charter.
7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
  - a) Violations of law;
  - b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
  - c) Paying undue debts while the Company is facing financial risks.
8. Fulfill other obligations prescribed by applicable regulations of law.



**Article 14. General Meeting of Shareholders**

1. The GMS consists of all voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. The BOD may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.

2. The BOD shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statements. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit firm that audited the Company's financial statements to participate in the annual GMS. The invited representative of the audit firm has the responsibility to participate in the annual GMS.

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

- a) It is considered necessary for the Company's interests by the BOD;
- b) The remaining number of the BOD or Supervisory Board is smaller than the minimum number prescribed by law;
- c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Enterprise Law; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders, or the written request may be made into multiple copies with signatures of relevant shareholders;
- d) It is requested by the Supervisory Board;
- e) Other cases prescribed by law and these Charter.

4. Convening the extraordinary GMS

- a) The BOD shall convene the GMS within 60 days from the day on which the number of BOD members, members of the Supervisory Board falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

The BOD shall notify the case where an independent BOD member no longer meets the standards and conditions at the most recent GMS or convene a GMS to elect a replacement or substitute for the independent BOD member within 06 months from the date of receiving the notification from the relevant independent BOD member;

- b) In case the BOD fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the Supervisory Board shall convene the GMS instead of the BOD within the next 30 days as prescribed in Clause 3 Article 140 of the Enterprise Law;
- c) In case the Supervisory Board fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Enterprise Law;

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed



by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.

- d) The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Enterprise Law;

### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

1. The GMS has following rights and obligations:

- a) Approve the Company's development orientations;
- b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
- c) Elect, dismiss and discharge BOD members and members of the Supervisory Board;
- d) Decide investment in or sale of assets that are worth at least 35% of the total assets written in the Company's latest financial statements;
- e) Decide revisions to the Company's Charter;
- f) Approve annual financial statements;
- g) Decide redemption of over 10% of shares of each type;
- h) Consider taking actions against violations committed by BOD members and members of the Supervisory Board if they cause damage to the Company and its shareholders;
- i) Decide re-organization and dissolution of the Company;
- j) Decide the budget or total remunerations, bonuses and other benefits of the BOD and the Supervisory Board;
- k) Approve/amend and supplement internal regulations on corporate governance; regulations on the operations of the BOD and the Supervisory Board;
- l) Approve the list of accredited audit firms; decide whether to allow the accredited audit firm to inspect the Company's operation; dismiss accredited auditors where necessary;
- m) Other rights and obligations prescribed by law.

2. The GMS shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The report of the BOD on governance and performance of the BOD and each of its members;
- d) The report of the Supervisory Board on the Company's business performance, performance of the BOD, the Chief Executive Officer;
- e) The self-assessment report on performance of the Supervisory Board and its members;
- f) Dividend per share of each type;
- g) The quantity of BOD members and members of the Supervisory Board;
- h) Election, dismissal and discharge of BOD members and members of the Supervisory Board;
- i) The budget or total remunerations, bonuses and other benefits of the BOD and the Supervisory Board;
- j) Approval of the list of accredited audit firms; whether to allow accredited audit firms to inspect the Company's operation; dismiss accredited auditors where necessary;
- k) Revisions to the Company's Charter;
- l) Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;



- m) Division, consolidation, merger or conversion of the Company;
- n) Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
- o) Investment in or sale of assets that are worth at least 35% of the total assets written in the Company's latest financial statements;
- p) Redemption of over 10% of shares of each type;
- q) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Enterprise Law that are worth at least 35% of the Company's total assets written in the latest financial statements;
- r) Approval of transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Securities Law as amended by Clause 84 Article 1 of Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing certain provisions of Decree No. 155/2020/NĐ-CP;
- s) Internal regulations on corporate governance; regulations on the operations of the BOD and the Supervisory Board;
- t) Other issues prescribed by law and these Charter.

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

#### **Article 16. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders that are organizations may directly attend or authorize one or some other organizations and individuals to attend the GMS in one of the manners specified in Clause 3 Article 144 of the Enterprise Law, specifically as follows:

- a) For individual shareholders, the authorization may only be granted to one other individual or organization to attend the meeting;
- b) For shareholders who are organizations holding less than 10% of the total voting shares, they may authorize a maximum of one other individual or organization to attend the meeting; from 10% to less than 50% of the total voting shares, they may authorize a maximum of three other individuals or organizations to attend the meeting; Organizations holding 50% or more of the total voting shares may authorize a maximum of five other individuals or organizations to attend the meeting.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall be drawn up in accordance with the provisions of civil law and specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).



3. The voting/election ballot of the authorized person attending the meeting within the scope of the authorization remains valid in any of the following cases:

- a) The authorizing person has died, been restricted in their civil capacity, or lost their civil capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized person.

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

#### **Article 17. Changes of Rights**

1. The change or cancellation of special rights associated with a certain type of preferred shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preferred shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preferred shares of the same type in case of questionnaire survey.

2. A meeting of shareholders holding a type of preferred shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of these Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preferred shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, Agenda and Invitations to the General Meeting of Shareholders**

1. The BOD shall convene annual and extraordinary GMS. The BOD shall convene extraordinary GMS in the cases specified in Clause 3 Article 14 of these Charter.

2. The person who convenes the GMS shall perform the following tasks:

- a) Compile the list of shareholders eligible to participate in and vote/elect at the GMS. This list shall be compiled within *10 days* before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;
- b) Prepare the meeting agenda and contents;
- c) Prepare meeting documents;



- d) Draft the resolution of the GMS according to the meeting contents;
- e) Determine the meeting time and location;
- f) Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;
- g) Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to mailing addresses of all shareholders by express mail and posted on the websites of the Company, SSC and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least *21 days* before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, Including:

- a) The meeting agenda and documents to be used during the meeting;
- b) The list of and detailed information about all candidates for BOD members and members of the Supervisory Board (in case of election thereof);
- c) Voting/election ballots;
- d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 of these Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least *03 working days* before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder, contact address, nationality, citizen ID card number, identity card, passport or other valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and registered office address for organization shareholders; the number and type of shares held by the shareholder, and the proposed issues.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

- a) The proposal is sent against the regulations of Clause 4 of this Article;
- b) The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of these Charter;
- c) The proposed issue is outside the jurisdiction of the GMS;
- d) Other cases prescribed by law and these Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda and content, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.



**Article 19. Conditions for Holding a General Meeting of Shareholders**

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent *over 50%* of the voting shares.
2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within *30 days* from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least *33%* of the voting shares.
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within *20 days* from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

**Article 20. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:
  - a) The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. The vote counting result shall be announced by the Chair/Voting Counting Board right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the Chair. The number of members of the Vote Counting Board shall be decided by the GMS at the request of the Chair;
  - b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The Chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.
2. Election of the Chair, Secretary, Shareholder/Delegate Qualification Review Board and Vote Counting Board:
  - a) The Chairman of the BOD shall chair or authorize another BOD member to chair the GMS if it is convened by the BOD. If the Chairman of the BOD is absent or not able to work, other BOD members shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Head of the Supervisory Board shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;
  - b) In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS presides over the election of the Chair. The person who receives the most votes shall chair the meeting;
  - c) The Chair shall appoint one or some people as secretaries of the meeting; the Shareholder/Delegate Qualification Review Board shall serve the meeting;



d) The GMS shall elect one or some persons to the Vote Counting Board at the request of the Chair.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

4. The Chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

a) Arrange seats at the meeting location;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The convener or the Chair of the GMS has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the Chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

6. The Chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

7. In case the Chair delays or suspends the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the Chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

8. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Enterprise Law and Clause 3 Article 273 of Decree No. 155/ND-CP dated 31 December 2020 elaborating some Articles of the Securities Law.

#### **Article 21. Conditions for the Adoption of Resolutions at the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.



- a) Types of shares and quantity of each type;
- b) Change of business lines;
- c) Changes to the Company's organizational structure;
- d) Investment projects or sale of assets that are worth at least 35% of the total assets written in the Company's latest financial statements;
- e) Re-organization, dissolution of the Company;
- f) Extension of the Company's operations;

2. Resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

In the case of electing BOD members and the Supervisory Board, if the number of candidates is less than or equal to the number of BOD members/Supervisory Board members to be elected, the election of BOD members/Supervisory Board members may be conducted by the above cumulative voting method or by a voting method (affirmative votes, negative votes and abstentions). The voting ratio for approval by voting shall be carried out in accordance with Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the GMS passed by 100% of the total voting shares shall be valid and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company's Charter.

#### **Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholders' opinions in writing to adopt resolutions of the GMS shall be carried out in accordance with the following provisions:

1. The BOD has the authority to obtain shareholders' opinions in writing to adopt resolutions of the GMS on the following matters:
  - a) Amending or supplementing the contents of the Company's Charter;
  - b) Approving/amending or supplementing internal regulations on corporate governance; regulations on the operations of the BOD; regulations on the operations of the Supervisory Board;
  - c) The Company's development orientation;
  - d) Types of shares and the total number of shares of each type;
  - e) Number of BOD members and Supervisory Board members;
  - f) Election, resignation, or dismissal BOD members and Supervisory Board members;
  - g) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
  - h) Decisions to redeem more than 10% of the total number of shares sold for each type;
  - i) The dividend for each type of share;
  - j) Approval of the list of accredited audit firms; deciding on the accredited audit firms to inspect the Company's activities when deemed necessary;
  - k) Reviewing and handling violations by BOD members and Supervisory Board members that cause damage to the Company and its shareholders;
  - l) Approving the annual financial statements;



- m) Re-organization, dissolution of the Company;
  - n) Change of business lines;
  - o) Change of the Company's organizational structure;
  - p) Other matters deemed necessary in the interests of the Company.
2. The BOD shall prepare questionnaires, draft resolutions for the GMS, explanatory documents for draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the questionnaires. The requirements and procedures for sending questionnaires and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of these Charter.
3. The questionnaires must include the following main contents:
- a) Name, registered office address, enterprise code;
  - b) Purpose of the vote;
  - c) Full names, contact addresses, nationalities, ID numbers for individual shareholders; names, enterprise codes or ID numbers and addresses of the head office for organization shareholders, or full names, contact addresses, nationalities, ID numbers for representatives of organization shareholders; Number of shares of each type and number of voting rights of shareholders;
  - d) Issues being voted on;
  - e) Voting options for each issue, including affirmative, negative and abstentions;
  - f) Submission deadline;
  - g) Full name and signature of the Chairman of the BOD.
4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:
- a) The questionnaire that is sent by mail shall bear the signature of the individual shareholder or signature of the authorized representative of the organization shareholder. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;
  - b) Questionnaires that are sent by fax or email must be kept confidential until vote counting time;
  - c) The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.
5. The BOD shall count the votes and prepare the vote counting records in the presence of the Supervisory Board or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:
- a) The enterprise's name, headquarters address, enterprise code;
  - b) The purposes and issues voted on;
  - c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
  - d) Quantity of affirmative votes, negative votes and abstentions on each issue, and the total number of votes cast for each candidate (if applicable);
  - e) Ratified issues and ratio of affirmative votes;
  - f) Full name and signature of the Chairman of the BOD, the vote counter, and the vote counting supervisor.



BOD members, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.

7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

8. A resolution shall be ratified by questionnaire survey if it receive at least 50% affirmative votes from voting shareholders and has the same value as those ratified at the GMS.

### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, enterprise code;
- b) Time and location of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the chair and secretaries;
- e) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- f) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
- h) Summary of votes cast for each candidate (if applicable);
- i) Ratified issues and ratios of affirmative votes;
- j) Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating BOD members and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

4. Resolutions, minutes of the GMS, the list of registered participating shareholders, proxy documents for attending the meeting, all documents attached to the minutes (if any) and related documents accompanying the meeting invitation must be kept at the Company's head office.



Resolutions, minutes of GMS and documents attached to the minutes and resolutions must be disclosed in accordance with the law on information disclosure in the securities market.

**Article 24. Request to Annul a Resolution of the General Meeting of Shareholders**

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

1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Enterprise Law and the Company's Charter, except in the cases specified in Clause 3 Article 21 of these Charter.
2. The contents of the resolution violate regulations of law or these Charter.

**CHAPTER VII: BOARD OF DIRECTORS (BOD)**

**Article 25. Nomination and Self-nomination of BOD Members**

1. After candidates for BOD members have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of BOD member. Information about candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Work experience;
- d) Other managerial positions (including positions in the BOD of other companies);
- e) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) specified in the Company's Charter;

The public company shall publish information about the companies in which the candidates are holding the position of BOD members and other managerial positions and their interests in these companies (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the BOD in accordance with the provisions of the Enterprise Law and the Company's Charter. Shareholders holding ordinary shares shall have the right to combine their voting rights to nominate candidates for the BOD. Shareholders or groups of shareholders holding 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to under 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% and above may nominate the full number of candidates.



3. In the event that the number of candidates nominated and self-nominated to the BOD is still insufficient as required under Clause 5, Article 115 of the Enterprise Law, the incumbent BOD shall introduce additional candidates or organize nominations in accordance with the Company's Charter, internal regulations on corporate governance and the regulations on the operations of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly announced before the GMS votes to elect BOD members in accordance with the law.

4. BOD members must meet the standards and conditions stipulated in Clause 1, Clause 2 Article 155 of the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter and internal regulations on corporate governance.

#### **Article 26. Composition and Term of Office of Members of the Board of Directors**

1. The number of BOD members is five persons.

2. The term of office of a BOD member 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 BOD member of a company for up to 02 consecutive terms. In case the term of office of all BOD members ends at the same time, they shall remain BOD members until new members are elected and take over the works.

3. The structure of the BOD shall be as follows:

The structure of the Company's BOD must ensure that at least one BOD member is a non-executive member. The Company shall minimize the number of BOD members who also hold executive positions in the Company to ensure the independence of the BOD.

The total number of independent BOD members must comply with the following requirement: There must be at least one independent member.

The rights, obligations, and manner of organization and coordination of independent BOD members shall be specified in regulations on the operations of the BOD.

4. A BOD member loses the status of BOD member when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the of the Enterprise Law.

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

6. BOD members are not necessarily shareholders of the Company.

#### **Article 27. Rights and Obligations of the Board of Directors**

1. The BOD is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the BOD shall be prescribed by law, the Company's Charter and the GMS. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of the Company;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide selling prices for shares;



- e) Where the Company decides to issue private bonds, the BOD shall have the right to decide on the type of bonds, the total value of bonds, the price of bonds and the time of issue, but must report to the GMS at the next meeting. The report must be accompanied by documents and records relating to the bond issue. This clause shall not apply to convertible bonds and bonds with warrants;
- f) Decide redemption of shares in accordance with Clause 1 and Clause 2 Article 133 of the Enterprise Law;
- g) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- h) Decide solutions for market development, marketing and technology;
- i) Resolve complaints by the Company against executives and decide the selection of the Company's representative to resolve issues related to legal procedures concerning such executives;
- j) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions that are worth at least 35% of the total assets written in the Company's latest financial statements, except contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Enterprise Law;
- k) Elect, dismiss, discharge the Chairman of the BOD; designate, discharge, conclude and terminate contracts with the Chief Executive Officer, *and the Deputy General Director(s), the Chief Accountant, and other positions as prescribed by law*; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
- l) Supervise the Chief Executive Officer and other managers operating everyday business of the Company;
- m) Decide the organizational structure, internal regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- n) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- o) Submit audited annual financial statements to the GMS;
- p) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- q) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
- r) Decide promulgation of regulations on the operations of the BOD, internal regulations on corporate governance after they are ratified by the GMS; decide promulgation of regulations on the operations of the Audit Committee (if any) affiliated to the BOD, regulations on information disclosure;
- s) Request the Chief Executive Officer, Deputy Chief Executive Officers, and other managers in the Company to provide information and documents on the financial situation and business activities of the company and its affiliates;
- t) Managers are required to provide timely, complete and accurate information and documents as requested by BOD members. The procedures for requesting and providing information are specified in the regulations on the operations of the BOD;



u) Other rights and obligations prescribed by the Enterprise Law, Securities Law, other legal regulations and the Company's Charter, internal regulations on corporate governance.

3. The BOD must report to the GMS on the performance of the BOD in accordance with the provisions of Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law, as amended by Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing certain provisions of Decree No. 155/2020/NĐ-CP.

#### **Article 28. Remuneration, Bonuses, and other Benefits of Members of the Board of Directors**

1. The Company is entitled to pay remunerations and bonuses to BOD members according to business performance.

2. BOD members are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The BOD shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the BOD shall be decided by the annual GMS.

3. Remunerations of each BOD member shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statements and reported at the annual GMS.

4. BOD members who are holding the executive positions or working in subcommittees of the BOD or performing tasks other than normal tasks of BOD members may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the BOD.

5. BOD members are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the BOD or its subcommittees.

6. BOD members may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of BOD members relevant to violations against the law and the Company's Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the BOD shall be elected among the BOD members by the BOD, and dismissed by the BOD.

2. The Chairman of the BOD must not concurrently hold the position of Chief Executive Officer.

3. Rights and obligations of the Chairman of the BOD:

- a) Formulate operating plans and programs of the BOD;
- b) Prepare the agenda and documents of meetings; convene and chair meetings of the BOD;
- c) Organize the ratification of resolutions and decisions of the BOD;
- d) Supervise the process of implementation of resolutions and decisions of the BOD;
- e) Chair the GMS;



f) Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter and internal regulations on corporate governance.

4. In case the Chairman of the BOD submits a resignation letter or is dismissed, the BOD shall elect a new Chairman within 10 days from the resignation or dismissal date.

5. In case the Chairman of the BOD is not present or is not able to perform his duties, he shall authorize another member in writing to perform the rights and obligations of the Chairman of the BOD. In case no one is authorized or the Chairman of the BOD is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the BOD under the majority rule until a new decision is issued by the BOD.

### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the BOD shall be elected during the first meeting of the BOD within 07 working days after the same BOD is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the BOD.

2. The BOD shall have at least 01 meeting per quarter and may have ad hoc meetings.

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

- a) The meeting is requested by the Supervisory Board or independent BOD members;
- b) The meeting is requested by the Chief Executive Officer or at least 05 more managers;
- c) The meeting is requested by at least 02 BOD members;

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the BOD.

5. The Chairman of the BOD shall convene the BOD within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the BOD shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the BOD.

6. The Chairman of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 03 working days before the meeting. The BOD members may decline the meeting invitation in writing, and such decline may be changed or cancelled by a written notice from the BOD member concerned. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

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

7. The Chairman of the BOD or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Supervisory Board.



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Members of the Supervisory Board are entitled to attend meetings of the BOD; they are entitled to discuss but must not vote.

8. The meeting of the BOD shall be opened when it is participated in by three - fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the BOD members.

9. It is considered that a BOD member has participated in and voted at a meeting when he/she:

- a) Participate and vote in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;
- e) Sends his/her votes using other means prescribed by the Company's Charter.

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the BOD at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. Voting

- a) Except as provided for in point b of this clause, each BOD member or authorized person as specified in Clause 8 of this Article, who is personally present at a meeting of the BOD shall have one (01) vote;
- b) A BOD member shall not vote on contracts, transactions or proposals in which that member or a person related to that member has an interest and that interest conflicts or may conflict with the interests of the Company. BOD members shall not be counted towards the minimum number of members required to convene a meeting of the BOD for decisions on which they are not entitled to vote;
- c) Pursuant to point d of this clause, when an issue arises at a meeting relating to the interests or voting rights of a BOD member who does not voluntarily waive their voting rights, the chair's ruling shall be final, unless the nature or scope of the BOD member's interests has not been fully disclosed;
- d) A BOD member who benefits from a contract specified in points a and b Clause 6 Article 43 of these Charter shall be deemed to have a significant interest in that contract;
- e) The Supervisor shall have the right to attend meetings of the BOD, to discuss but must not vote.

12. A BOD member who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he/she has an interest therein shall be responsible for disclosing this interest at the first meeting of the BOD discussing the signing of the contract or transaction. Where a BOD member is unaware that they or a related party has an interest at the time the contract or transaction is signed with the Company, that BOD member must disclose the relevant interests at the first meeting of the BOD held after they become aware that they have or will have an interest in the aforementioned transaction or contract.



13. The members shall participate in all meetings of the BOD. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the BOD members.

14. A resolution or decision of the BOD will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the BOD shall have the casting vote.

15. The BOD has the right to seek the opinions of BOD members in writing to pass resolutions when passing on matters within the authority of the BOD under Clause 2, Article 27 of these Charter.

Resolutions adopted by questionnaire survey shall be adopted on the basis of the approval of the majority of BOD members with voting rights. Such resolutions shall have the same effect and validity as resolutions adopted at a meeting.

16. BOD meetings may be held in the form of an online conference among BOD members when all or some members are located in different places, provided that each participating member can:

- a) Hear other BOD members participating in the meeting;
- b) Speak to all other participating members simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication, or by a combination of these methods. BOD members participating in such a meeting shall be deemed to be “present” at that meeting. The location of the meeting organized under this provision is the location where the majority of BOD members are present, or the location where the Chair of the meeting is present.

Decisions passed during a telephone meeting organized and conducted in a lawful manner shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures of all BOD members attending the meeting on the minutes.

17. The Chairman of the BOD shall be responsible for sending the minutes of the BOD meeting to the members, and such minutes shall be authentic evidence of the work carried out at the meeting unless there is an objection to the content of the minutes within ten (10) days of the date of dispatch. The minutes of the BOD meeting shall be drawn up in Vietnamese and may be drawn up in English. The minutes must be signed by the Chair and the minutes-taker.

### **Article 31. Subcommittees of the Board of Directors**

1. The BOD may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the BOD with at least 02 persons that are BOD members and external members. Independent BOD members/non-executive BOD members shall make up a majority of the subcommittees and one of these members shall be designated as the head of the subcommittee under a decision of the BOD. The subcommittees shall operate in accordance with regulations of the BOD. A subcommittee’s resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the BOD or its subcommittees shall be conformable with applicable regulations of law, the Company’s Charter and internal regulations on corporate governance.



**Article 32. Person in Charge of Administration**

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

**CHAPTER VIII: CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE OFFICERS**

**Article 33. Organization of the Management Apparatus**

The Company's management apparatus shall be responsible to the BOD, supervised and controlled by the BOD in the Company's everyday business operation. The Company has a Chief Executive Officer, Deputy Chief Executive Officers, and Chief Accountant. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the BOD.

**Article 34. The Company's Executives**

1. When requested by the Chief Executive Officer and approved by the BOD, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the BOD. Executives shall assist the Company in achieving its organizational and business objectives.
2. The Chief Executive Officer shall receive salaries and bonuses, which are decided by the BOD.
3. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statements and reported at the annual GMS.



**Article 35. Appointment, Resignation, Rights and Obligations of the Chief Executive Officer**

1. The BOD shall designate 01 BOD member or hires a person as the Chief Executive Officer.
2. The Chief Executive Officer shall administer the Company' everyday business operation; be supervised by the BOD; is responsible to the BOD and the law for the performance of his/her rights and obligations.
3. The term of office of the Chief Executive Officer shall not exceed 05 years without term limit. The Chief Executive Officer shall satisfy the requirements prescribed by law and the Company's Charter.
4. The Chief Executive Officer has the following rights and obligations:
  - a) Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the BOD;
  - b) Organize the implementation of resolutions and decisions of the BOD;
  - c) Organize the implementation of the Company's business plans and investment plans;
  - d) Propose organizational structure and internal administration regulations of the Company;
  - e) Decide the salaries and other benefits of the Company's employees, including the managers designated by the Chief Executive Officer;
  - f) Recruit employees;
  - g) Propose dividend payment plan or business loss settlement;
  - h) Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal regulations and the Company's Charter, internal regulations on corporate governance and resolutions and decisions of the BOD.
5. The BOD may dismiss the Chief Executive Officer if it is approved by the majority of BOD members who have the right to vote and participate in the meeting, and designate a new Chief Executive Officer.

**Article 36. Company Secretary**

Where deemed necessary, the BOD shall decide to appoint one (01) or more persons as Company Secretaries for a term as determined by the BOD. The BOD may dismiss the Company Secretary when necessary but not contrary to current labor laws and regulations. The Company Secretary shall have the following rights and obligations:

- a) Assisting in organizing and convening meetings of the GMS and the BOD; recording meeting minutes;
- b) Assist BOD members in exercising their assigned rights and obligations;
- c) Assisting the BOD in applying and implementing corporate governance principles;
- d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations to provide information, disclose information and administrative procedures;
- e) Other rights and obligations as stipulated in the Company's Charter and internal regulations.



## **CHAPTER IX: SUPERVISORY BOARD**

### **Article 37. Nomination and Self-nomination of Members of the Supervisory Board (Supervisors)**

1. The nomination and self-nomination of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1, Article 25 of these Charter. Shareholders or groups of shareholders holding 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate a maximum of two (02) candidates; from 30% to less than 50% may nominate a maximum of three (03) candidates; from 50% to less than 65% may nominate a maximum of four (04) candidates; and from 65% or more may nominate the full number of candidates.

2. In case the number of nominated and self-nominated candidates is smaller than the minimum number, the incumbent Supervisory Board shall nominate more candidates or organize the nomination in accordance with the Company's Charter and internal regulations on corporate governance and regulations on the operations of the Supervisory Board. This must be announced before the GMS starts to vote for members of the Supervisory Board as prescribed by law.

### **Article 38. Composition of the Supervisory Board**

1. The Supervisory Board has 03 members. The term of office of members of the Supervisory Board shall not exceed 05 years without term limit.

2. Members of the Supervisory Board shall satisfy the standards and conditions specified in Article 169 of the Enterprise Law and shall not:

- a) Work in the Company's accounting or finance department;
- b) Be a member of employee of the independent accredited audit firm that is auditing the Company's financial statements over the last 03 years.

3. A member of the Supervisory Board will be dismissed in the following cases:

- a) He/she no longer fully satisfies the requirements specified in Clause 2 of this Article;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases prescribed by law and these Charter.

4. A member of the Supervisory Board will be discharged in the following cases:

- a) He/she fails to fulfill the assigned tasks and duties;
- b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;
- c) He/she commits multiple or serious violations against obligations of members of the Supervisory Board prescribed by the Enterprise Law and these Charter.
- d) Other cases specified in the resolution of the GMS.

### **Article 39. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board among its members. Election, removal, and dismissal shall be based on the principle of majority vote. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of



the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the principal business activities of the Company.

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

- a) Convene meetings of the Supervisory Board;
- b) Request the BOD, the Chief Executive Officer and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign reports of the Supervisory Board after consulting with the BOD for submission to the GMS;
- d) Other rights and duties as prescribed by law, the Company's Charter, the internal regulations on corporate governance, and regulations on the operations of the Supervisory Board.

**Article 40. Rights and Obligations of the Supervisory Board**

In addition to the rights and obligations in Article 170 of the Enterprise Law, the Supervisory Board also has the following rights and obligations:

1. Submit and request the GMS to approve the list of accredited audit firms, which will audit the Company's financial statements; choose the accredited audit firm that audits the Company's operation; discharge accredited auditors where necessary.
2. Take responsibility to the shareholders for the supervision tasks performed by the Supervisory Board.
3. Supervise the Company's finance, lawfulness of operation of BOD members, the Chief Executive Officer and other managers.
4. Cooperate with the BOD, the Chief Executive Officer and shareholders.
5. Send a written notice to the BOD within 48 hours after discovery of violations against the law or the Company's Charter by a BOD member, Chief Executive Officer or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.
6. Formulate regulations on the operations of the Supervisory Board and submit them to the GMS for ratification.
7. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Securities Law.
8. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.
9. Request the BOD, its members, the Chief Executive Officer and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation.
10. Propose to the BOD or the GMS measures to amend, supplement, or improve the structure of management, supervision, and operation of the Company's business activities.
11. Other rights and obligations as prescribed by law and these Charter.



**Article 41. Meetings of the Supervisory Board**

1. The Supervisory Board shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minutes taker and participating members. All minutes of meetings of the Supervisory Board must be retained in order to attribute responsibility of each member.
2. The Supervisory Board is entitled to request BOD members, the Chief Executive Officer and representatives of the accredited audit firm to participate in its meetings and clarify raised issues.

**Article 42. Salary, Remuneration, Bonuses, and other Benefits of the Supervisory Board Members**

The salaries, remunerations, bonuses and other benefits of the Supervisory Board members shall comply with the regulations below:

1. The Supervisory Board members shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Supervisory Board which has been approved by the GMS, unless otherwise decided by the GMS.
3. Salaries and operating costs of the Supervisory Board shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, other relevant legal provisions, presented in a separate item of the Company's annual financial statements.

**CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE OFFICERS**

BOD members, members of the Supervisory Board, the Chief Executive Officer, other executives shall fulfill their duties, including those as members of subcommittees of the BOD in a truthful and prudent manner to serve the interests of the Company.

**Article 43. Responsibility for Honesty and Prevention of Conflict of Interest**

1. BOD members, members of the Supervisory Board, the Chief Executive Officer and other managers shall disclose their relevant interests in accordance with the Enterprise Law and relevant legislative documents.
2. BOD members, members of the Supervisory Board, the Chief Executive Officer, other managers and their related persons may only use the information obtained from their positions to serve the interests of the Company.
3. BOD members, members of the Supervisory Board, the Chief Executive Officer and other managers shall send written notices to the BOD and the Supervisory Board of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The



Company shall disclose information about the transactions that are approved by the GMS or the BOD in accordance with regulations of the Securities Law on information disclosure.

4. BOD members must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Enterprise Law and the Company's Charter.

5. BOD members, members of the Supervisory Board, the Chief Executive Officer, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. The Chief Executive Officer shall not be a related party of the business manager, the Supervisor, the parent company, the state capital representative, or the business capital representative at the Company and parent company as stipulated at point d Clause 46 Article 4 of the Securities Law.

7. Transactions between the Company with one or some BOD members, members of the Supervisory Board, the Chief Executive Officer, other executives and their related persons shall not be invalidated in the following cases:

a) For transactions whose value do not exceed 35% of the total assets written in the latest financial statements, important contents of the contracts or transactions as well as relationships and interests of BOD members, members of the Supervisory Board, the Chief Executive Officer, other executives have been reported to the BOD and are approved by the majority of the BOD members without relevant interests;

b) For transactions with a value of 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the latest financial statements, important contents of the contracts or transactions as well as relationships and interests of BOD members, members of the Supervisory Board, the Chief Executive Officer, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

c) Contracts, borrowing transactions, or sales of assets with a value exceeding 10% of the total asset value recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or persons related to such shareholders shall be disclosed to shareholders and approved by the GMS by a vote of shareholders without a relevant interest.

#### **Article 44. Responsibility for Damage and Compensation**

1. Any BOD members, members of the Supervisory Board, the Chief Executive Officer or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are BOD members, members of the Supervisory Board, the Chief Executive Officer, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.



3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) or deemed reasonable in resolving such matters within the scope permitted by law. The Company may purchase insurance for these people in order to avoid this liability.

## **CHAPTER XI: RIGHT TO ACCESS THE COMPANY'S BOOKS AND RECORDS**

### **Article 45. Right to Access the Company's Books and Records**

1. Ordinary shareholders have the rights to access the Company's documents and records. To be specific:

a) Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;

b) The shareholder or group of shareholders that hold at least 05% of ordinary shares is entitled to examine, access extract the minutes, resolutions and decisions of the BOD, biannual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Company's trade secrets.

2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.

3. BOD members, members of the Supervisory Board, the Chief Executive Officer and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.

4. The Company shall retain these Charter and its revising documents, the Business Registration Certificate, regulations and documents proving the ownership of assets, resolutions of the GMS and the BOD, minutes of the GMS and the BOD, reports of the BOD and the Supervisory Board, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.

5. The Company's Charter shall be posted on the Company's website.

## **CHAPTER XII: EMPLOYEES AND TRADE UNION**

### **Article 46. Employees and Trade Union**

1. The Chief Executive Officer shall formulate a plan for the BOD to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives.

2. The Chief Executive Officer shall formulate a plan for the BOD to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in these Charter, the Company's regulations and applicable laws.



## **CHAPTER XIII: PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. Pursuant to the provisions of the Enterprise Law, the BOD may decide to pay interim dividends if it deems such payment to be consistent with the Company's profitability.
3. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.
4. The BOD may request the GMS to decide payment of all or part of dividends in shares, and the BOD shall execute this decision.
5. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDCC.
6. Pursuant to the Enterprise Law and the Securities Law, the BOD shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.
7. Other issues relevant to profit distribution prescribed by law.

## **CHAPTER XIV: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

### **Article 48. Bank Accounts**

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

### **Article 49. Fiscal Year**

The Company's fiscal year is from 01 January to 31 December annually. The first fiscal year shall commence on the date of the Business Registration Certificate and end on 31 December immediately following the date of that Business Registration Certificate.

### **Article 50. Accounting System**

1. The Company shall apply enterprise accounting system or special accounting system promulgated and approved by competent authorities.
2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.



3. The accounting currency unit shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority.

## **CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

### **Article 51. Annual, Half-Year and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. The annual financial statements shall truthfully and objectively reflect the Company's operation.

3. The Company shall prepare and disclose reviewed biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

### **Article 52. Annual Reports**

The Company shall prepare and publish annual reports in accordance with regulations of securities law and the securities market.

## **CHAPTER XVI: AUDIT**

### **Article 53. Audit**

1. The GMS shall appoint an independent audit firm or authorize the BOD to select one on the list of independent audit firms, which will audit the Company's financial statements of the next year under agreements with the BOD.

2. Audit reports shall be enclosed with the Company's annual financial statements.

3. Independent auditors that audit the Company's financial statements are entitled to participate in the GMS, receive notices and information relevant to the GMS, comment at the GMS on the issues relevant to the audit of the Company's financial statements.

## **CHAPTER XVII: THE COMPANY'S SEAL**

### **Article 54. The Company's Seal**

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.

2. The BOD shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any).

3. The BOD and the Chief Executive Officer shall use and manage the seals in accordance with applicable regulations of law.



## **CHAPTER XVIII: DISSOLUTION OF THE COMPANY**

### **Article 55. Dissolution of the Company**

1. The Company can be dissolved in the following cases:
  - a) The operating period specified in the Company's Charter expires without a decision on extension;
  - b) The dissolution is decided under a resolution or decision of the GMS;
  - c) The Business Registration Certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
  - d) Other cases prescribed by law.
2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the GMS and carried out by the BOD. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

### **Article 56. Extension of Operating Period**

1. The BOD shall convene the GMS at least 7 months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the BOD.
2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% of the votes of all participating shareholders.

### **Article 57. Liquidation**

1. At least 06 months before the expiry of the Company's operating period or after a decision on dissolution of the Company is issued, the BOD shall establish a liquidation board, which consists of 03 members, 02 of whom shall be appointed by the GMS and 01 by the BOD from 01 independent audit firm. The liquidation board shall formulate its own regulations on the operations. Members of the liquidation board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.
2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.
3. Revenues from the liquidation shall be used in the following order:
  - a) Liquidation costs;
  - b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;
  - c) Tax debts;
  - d) Other debts of the Company;
  - e) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preferred shares.



## **CHAPTER XIX: SETTLEMENT OF INTERNAL DISPUTES**

### **Article 58. Settlement of Internal Disputes**

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Enterprise Law, the Company's Charter, other laws or agreements between:

- a) The shareholders and the Company;
- b) The shareholders and the BOD, the Supervisory Board, the Chief Executive Officer or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 working days from the occurrence of the dispute. In case the dispute involves the BOD or the Chairman of the BOD, either party is entitled to request the Head of the Supervisory Board to appoint an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within 06 weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

## **CHAPTER XX: AMENDMENTS AND REVISIONS TO THE CHARTER**

### **Article 59. The Company's Charter**

1. Revisions to these Charter are subject to approval by the GMS.

2. In case regulations of law that are relevant to the Company's operation are not mentioned in these Charter or new regulations of law contradict the contents of these Charter, the regulations of law shall be applied to regulate the Company's operation.

## **CHAPTER XXI: EFFECTIVE DATE**

### **Article 60. Effective Date**

1. This Charter consists of 21 chapters and 60 articles and is adopted pursuant to Resolution No. 01/NQ-ĐHĐCĐ dated April 9, 2026 of the General Meeting of Shareholders.

2. This Charter is executed in ten (10) original copies, all of which are equally valid and must be kept at the Company's head office.

3. This Charter is the sole and official version of the Company.

4. Copies or extracts of the Charter shall be valid only if signed by the Chairman of the BOD or at least half of the total BOD members.

*Full name, signature of the Legal Representative*

**Chief Executive Officer**

**TRINH THANH HUNG**



**BECAMEX INFRASTRUCTURE DEVELOPMENT  
JOINT STOCK COMPANY**

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**REGULATIONS ON THE OPERATIONS OF THE BOARD OF DIRECTORS  
BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

*Ho Chi Minh City, 09 April 2026*



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*Ho Chi Minh City, 09 April 2026*

**REGULATIONS ON THE OPERATIONS OF THE BOARD OF DIRECTORS  
BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH11 passed by the National Assembly on 17 June 2020, and amendments and guidance (“**Enterprise Law**”);
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and amendments and guidance (“**Securities Law**”);
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Securities Law (“**Decree 155**”);
- Pursuant to Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP (“**Decree 245**”);
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guidelines for implementation of some articles on administration of public companies (“**Circular 116**”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“**the Company**”).
- Pursuant to Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2026 of the GMS.

**CHAPTER I. GENERAL PROVISIONS**

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

1. Scope of application: The Regulations on the operation of the Board of Directors (BOD) stipulate the organizational structure, operating principles, powers and obligations of the BOD and its members in order to operate in accordance with the Law on Enterprises, the Company’s Articles of Association and other relevant legal provisions.

2. Applicable subjects: These Regulations apply to the BOD, its members and related subjects mentioned in these Regulations.

**Article 2. Operating principles of the Board of Directors**

1. The BOD shall work on the collective principle. Each member of the BOD shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the BOD regarding development of the Company.

2. The BOD shall assign the Chief Executive Officer to organize the implementation of the resolutions and decisions of the BOD.



## **CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. BOD members shall have all the rights and responsibilities specified in the Law on Enterprises, the Law on Securities, relevant laws and the Company's Articles of Association, including the right to be provided with information and documents on the financial performance and business activities of the Company and its affiliates.

2. BOD members shall have the obligations specified in the Enterprise Law and the Company's Articles of Association and the following obligations:

Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

b) Attend all meetings of the BOD and comment on the raised issues;

c) Promptly and fully inform the BOD of the remunerations paid by the subsidiary companies, associate companies and other organizations;

d) Inform the BOD during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with BOD members and their related persons; transactions between the Company with companies whose founders or managers are BOD members over the last 03 years from the transaction date;

dd) Disclose information when trading the Company's shares as prescribed by law.

3. Independent BOD members shall prepare reports on performance of the BOD.

### **Article 4. Rights to be provided with information of members of the Board of Directors**

1. BOD members have the right to request the Chief Executive Officer, Deputy Chief Executive Officer, other managers of the Company to provide information and documents about the finance and business performance of the Company and its affiliates.

2. Business managers shall be required to provide timely, complete and accurate information and documents as requested by BOD members. The procedure for requesting and providing information is as follows:

- BOD members must submit the request for information to the Company's BOD.

- If deemed necessary, the BOD shall convene a meeting to seek opinions within seven working days from the date of receiving the request from the BOD member regarding the content of the information requested.

- If the above request is approved by the BOD, the manager requested to provide the information shall provide the requested information within 07 days.

### **Article 5. Quantity of Members, Term of Office, and Structure of Board of Directors**

1. The quantity of BOD members is five persons.

2. The term of office of a BOD member shall not exceed five years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD member of a Company for no more than two consecutive terms.

3. In case the term of office all BOD members end at the same time, all of them will remain BOD members until new members are elected and take over the work, unless otherwise prescribed by the Company's Articles of Association.

4. Structure of BOD members:



a) The structure of the Company's BOD must ensure that at least one BOD member is a non-executive member. The Company shall minimize the quantity of BOD members who also hold executive positions in the Company in order to ensure the independence of the BOD.

The total number of independent BOD members must comply with the following requirement: there must be at least one independent member.

5. Independent BOD members shall have all the rights and obligations of BOD members as specified in the Enterprise Law, the Securities Law, the Company's Articles of Association, and these regulations.

6. Independent BOD members shall organize and coordinate their activities in accordance with the following principles:

a) Exercise the rights and duties assigned to them in a truthful, conscientious and best manner to ensure the maximum legitimate interests of the Company;

b) Remain loyal to the interests of the Company and its shareholders; refrain from using the Company's information, know-how, business opportunities, position, or assets for personal gain or to serve the interests of other organizations or individuals;

c) All activities of independent BOD members must comply with the provisions of the law and the Company's Articles of Association.

#### **Article 6. Requirements to be Satisfied by Members of the Board of Directors**

1. A BOD member shall satisfy the following requirements:

a) A BOD member shall satisfy the following requirements:

b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Articles of Association;

c) A BOD member of the Company may concurrently hold the position of BOD member or Board of Members at five other companies for maximum;

d) Other requirements as stipulated in the Company's Articles of Association.

2. An independent BOD member prescribed in Point b Clause 1 Article 137 of the Law on Enterprises shall satisfy the following requirements:

a) He/she is not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years;

b) He/she is not a person who is receiving salary or remuneration from the Company, except the allowances to which BOD members are entitled as per regulations;

c) His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of the Company; are not managers of the Company or its subsidiary companies;

d) He/she does not directly or indirectly hold at least 01% of the total voting shares of the Company;

dd) He/she does not hold the position of BOD member or Supervisory Board member of the Company over the last 05 years, unless he/she is designated for 02 consecutive terms;

e) Other requirements as specified in the Company's Articles of Association.



3. The independent BOD member shall inform the BOD when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The BOD shall report this during the nearest GMS or convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD and its members.

2. The Chairman of the BOD of the Company must not concurrently hold the position of Chief Executive Officer.

3. The Chairman of the BOD shall have the following powers and duties:

a) Formulate operating plans and programs of the BOD;

b) Prepare the agenda and documents of meetings; convene and chair meetings of the BOD;

c) Organize the ratification of resolutions and decisions of the BOD;

d) Supervise the process of implementation of resolutions and decisions of the BOD;

dd) Chair the GMS;

e) Approve business matters or transactions that the Chairman of the BOD deems require approval within the scope of his/her authority;

f) Approve proposals from the Chief Executive Officer regarding borrowing and the implementation of mortgages, guarantees, securities and indemnities of the Company;

g) Approve investments not included in the Company's annual business plan and budget;

h) Decide on the selection of a professional valuation organization to value assets as required by the Company;

i) Other rights and obligations as specified by the Enterprise Law, Securities Law, other legal regulations, the Company's Articles of Association and the Company's internal regulations on corporate governance.

4. In the event that the Chairman of the BOD resigns or is dismissed, the BOD shall elect a person for replacement within 10 days from the date of receiving the resignation or dismissal.

5. In the event that the Chairman of the BOD is absent or unable to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the BOD in accordance with the Company's Articles of Association. In case no one is authorized or the Chairman of the BOD is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviours, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the BOD under the majority rule until a new decision is issued by the BOD.

6. When deemed necessary, the BOD shall decide to appoint one (01) or more persons as Company Secretaries with a term of office as decided by the BOD. The BOD may dismiss the Company Secretary when necessary but not contrary to the current legal provisions on labour. The Company Secretary shall have the following rights and obligations:

a) Assist in organising and convening meetings of the GMS and the BOD; record meeting minutes;

b) Assisting BOD members in exercising their assigned rights and duties;



- c) Assist the BOD in applying and implementing the Company's governance principles;
- d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
- d) Other rights and obligations as stipulated in the Company's Articles of Association and Internal Governance Regulations.

#### **Article 8. Dismissal, Replacement and Addition of Members of the Board of Directors**

1. A BOD member will be dismissed by the GMS in the following cases:

- a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases specified in the Company's Articles of Association.

2. A BOD member will be discharged by the GMS in the following cases:

- a) He/she fails to participate in activities of the BOD for 06 consecutive months, except in force majeure events;
- b) Other cases specified in the Company's Articles of Association.

3. Where necessary, the GMS may replace, dismiss and discharge BOD members in cases other those specified in Clause 1 and Clause 2 of this Article.

4. The BOD shall convene the GMS to elect additional BOD members in the following cases:

- a) The number of BOD members has decreased by more than one-third compared to the number specified in the Company's Articles of Association. In this case, the BOD shall convene a GMS within 60 days from the date the number of members has decreased by more than one-third;
- b) The number of independent BOD members has decreased, failing to ensure the ratio specified in point b of Clause 1 of Article 137 of the Enterprise Law;
- c) Except in the cases specified in Point a and Point b of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

#### **Article 9. Procedures for Election, Dismissal and Discharge of Members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates for the BOD in accordance with the provisions of the Enterprise Law and the Company's Articles of Association. The nomination of candidate to the BOD shall be carried out as follows:

- a) Ordinary shareholders forming a group to nominate candidates to the BOD must notify the attending shareholders of the group meeting prior to the opening of the GMS. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates for the BOD in accordance with the provisions of the Enterprise Law and the Company's Charter. Shareholders holding ordinary shares have the right to combine their voting rights to nominate candidates for the BOD. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to



less than 60% may nominate a maximum of five (05) candidates; from 60% to under 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% and above may nominate all candidates.

b) Based on the number of BOD members, shareholders or groups of shareholders specified in this clause shall have the right to nominate one or more candidates for the BOD, as decided by the GMS.

2. In the event that the number of BOD candidates nominated and elected is still insufficient as required under Clause 5, Article 115 of the Enterprise Law, the incumbent BOD shall nominate more candidates or organize the nomination in accordance with the Company's Articles of Association, company administration regulations and regulations on operation of the BOD. This must be announced before the GMS starts to vote for BOD members as prescribed by law.

3. The voting to elect BOD members shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOD, and shareholders shall have the right to cast all or part of their total votes for one or more candidates. The successful candidates for the BOD shall be determined by the number of votes cast from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Articles of Association is reached. In the event that two or more candidates receive the same number of votes for the last BOD member, a re-vote shall be conducted among the candidates with the same number of votes or selected according to the voting criteria or the Company's Articles of Association.

4. The removal or dismissal of BOD members shall be carried out by the GMS through a voting procedure (in favour, against, or abstention). The voting ratio for approval shall be determined in accordance with Clause 2, Article 21 of the Company's Articles of Association.

5. If the number of candidates is less than or equal to the number of BOD members to be elected, the election of BOD members may be conducted by the above cumulative voting method or by a vote (in favour, against, abstention). The voting ratio for approval by vote shall be implemented in accordance with Clause 2, Article 21 of the Company's Articles of Association.

#### **Article 10. Notice of Election, Removal, and Dismissal of BOD members**

1. After candidates for BOD members have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of BOD member. Information disclosed regarding candidates for the BOD shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experiences;
- d) Other management positions (including BOD positions at other companies);
- e) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the Company's Articles of Association;
- g) The Company shall be responsible for disclosing information about the companies in which the candidate holds a position as a BOD member, other management positions and interests related to the Company of the candidate for the BOD (if any).



2. The announcement of the results of the election, dismissal, and discharge of BOD members shall be carried out in accordance with the regulations on information disclosure.

### **CHAPTER III. BOARD OF DIRECTORS**

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

1. The BOD is the management body of the Company, having full authority to act on behalf of the Company to decide, exercise the rights and fulfil the obligations of the Company, except for the rights and obligations within the authority of the GMS.

2. The rights and obligations of the BOD are stipulated by law, the Company's Articles of Association and the GMS. Specifically, the BOD has the following rights and obligations:

- a) Decide the strategy, medium-term development and annual business plans of the Company;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide the share sale price;
- e) Where the company decides to offer bonds for private placement, the BOD shall have the right to decide on the type of bonds, the total value of bonds, the price of bonds and the time of offering bonds for sales, but must report to the GMS at the next meeting. The report must be accompanied by documents and records relating to the bond issuance and offer. This clause shall not apply to convertible bonds and bonds with warrants attached;
- f) Decide on share buybacks in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- g) Decide investment plans and investment projects within its authority and limits prescribed by law;
- h) Decide solutions for market development, marketing and technology;
- i) Approve purchase, sale, borrowing, loan contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except where the Company's Articles of Association stipulate a different ratio or value, except for contracts and transactions within the decision-making authority of the GMS as stipulated in point d, clause 2, Article 138, Clause 1 and Clause 3 of Article 167 of the Enterprise Law;
- k) Elect, dismiss, discharge the Chairman of the BOD; designate, discharge, conclude and terminate contracts with the Chief Executive Officer, and the Deputy General Director(s), the Chief Accountant, and other positions as prescribed by law; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits
- l) Supervise and direct the Chief Executive Officer and other managers in the day-to-day management of the Company's business;
- m) Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- n) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- o) Submit the audited annual financial statements to the GMS for approval;



- p) Proposing the dividends; decide on the timing and procedures for paying dividends or handling losses incurred in the course of business;
- q) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- r) Decide promulgation of operation regulations of the BOD, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the BOD, regulations on information disclosure;
- s) Request the Chief Executive Officer, Deputy Chief Executive Officer, and other managers in the Company to provide information and documents regarding the financial situation and business activities of the Company and its affiliates.
- t) Managers are required to provide timely, complete and accurate information and documents as requested by BOD members.

Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Articles of Association, internal governance regulations.

3. The BOD must report to the GMS on the results of the BOD's activities in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law, as amended by Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing certain provisions of Decree No. 155/2020/NĐ-CP.

4. The BOD adopts resolutions and decisions by voting at meetings, by written opinion, or by other means as specified in the Company's Articles of Association. Each BOD member has one vote.

5. In the event that a resolution or decision adopted by the BOD contravenes the provisions of law, the resolutions of the GMS, or the Company's Articles of Association, causing damage to the Company, the members who voted in favour of such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for the damage caused; members who voted against the adoption of the aforementioned resolution or decision shall be exempted from liability. In this case, the Company's shareholders shall have the right to request the Court to suspend the implementation or revoke the aforementioned resolution or decision.

#### **Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The BOD is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed by the Company, between the Company and any of the following parties:

- BOD members, members of the Supervisory Board, the Chief Executive Officer, other managers, and related parties of these entities;
- Shareholders, authorized representatives of shareholders holding more than 10% of the Company's total ordinary share capital, and their related parties;
- Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law.

2. The BOD shall approve contracts, borrowing and lending transactions, and sales of assets worth less than or equal to 10% of the total asset value of the enterprise as recorded in the most recent financial statements of the Company and shareholders holding 51% or more of the total voting shares or related individuals of these shareholders.



3. The Company's representative who signs the contract or transaction must notify the BOD members and the members of the Supervisory Board of the parties involved in the contract or transaction and attach a draft of the contract or the main content of the transaction. The BOD shall decide whether to approve the contract or transaction within 15 days from the date of receipt of the notification, unless the Company's Articles of Association stipulate a different time limit; BOD members who have an interest in the parties to the contract or transaction shall not have the right to vote.

### **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The BOD shall convene an Extraordinary GMS in the following cases:

- a. The BOD deems it necessary for the benefit of the Company;
- b. The number of remaining BOD members and the Supervisory Board is less than the minimum number required by law;
- c. At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; The request to convene a GMS as specified in Point c, Clause 1 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number for individual shareholders; the name, enterprise code or legal document number of the organizations, and the address of the head office for organization shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders and their percentage of ownership in the Company's total shares, the basis and reasons for requesting the convening of a GMS. The request to convene a meeting must be accompanied by documents and evidence of violations by the BOD, the extent of the violations, or decisions beyond its authority. Shareholders or groups of shareholders shall be fully liable to the laws for the accuracy and authenticity of the documents and evidence provided to the competent authority when requesting the convening of a GMS.
- d. At the request of the Supervisory Board;
- d. Other cases as prescribed by law and the Company's Articles of Association.

2. Convening an extraordinary GMS

The BOD shall convene a GMS within 60 days from the date on which the number of remaining BOD members or the Supervisory Board falls below the minimum required members as stipulated in the Company's Articles of Association or upon receiving the request specified in points c and d of Clause 1 of this Article;

The BOD shall notify the case where an independent BOD member no longer meets the criteria and conditions at the most recent GMS or convene a GMS to elect a replacement or substitute for the independent BOD member within 6 months from the date of receiving the notification from the relevant independent BOD member;

3. The person who convenes the GMS shall perform the following tasks:

- a. Prepare a list of shareholders eligible to participate and vote/elect at the GMS. The list of shareholders entitled to attend the GMS shall be prepared no later than 10 days prior to the date of sending the notice convening the GMS, unless the Company's Articles of Association stipulate a shorter period. The company must announce information regarding the compilation of the list of shareholders entitled to attend the GMS at least 20 days prior to the final registration date;
- b. Prepare the agenda and content of the GMS;



- c. Prepare documents for the GMS;
- d. Draft resolutions for the GMS based on the proposed GMS agenda;
- e. Determine the time and venue for the GMS;
- f. Notify and send notices of the GMS to all shareholders entitled to attend;
- g. Other tasks related to the GMS.

**Article 14. Subcommittees of the Board of Directors.**

1. The BOD may establish subordinate subcommittees to handle development policy, human resources, remuneration, internal auditing, and risk management. The number of subcommittee members shall be decided by the BOD, with a minimum of two members inclusive of BOD member and external members. Independent members of the BOD/non-executive BOD members shall constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the BOD. The activities of the subcommittee shall comply with the regulations of the BOD. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote in favour at the subcommittee meeting.
2. The implementation of decisions of the BOD or of a subcommittee under the BOD must comply with current legal regulations and the provisions of the Company's Articles of Association and internal regulations on corporate governance.

## **CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS**

**Article 15. Meeting of Board of Directors**

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within seven working days from the date of the complete election of that BOD. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with equal highest number of votes or the highest percentage of votes, the members shall vote by majority rule to select one of them to convene the BOD meeting.
2. The BOD must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the BOD shall convene a meeting of the BOD in the following cases:
  - a. Upon request from the Supervisory Board or an independent BOD member;
  - b. Upon request by the Chief Executive Officer or at least five other managers;
  - c. Upon the request of at least two BOD members;
  - d. Other cases as stipulated in the Company's Articles of Association.
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the BOD.
5. The Chairman of the BOD shall convene a meeting of the BOD within seven working days from the date of receipt of the proposal specified in Clause 3 of this Article. If the BOD meeting is not convened as requested, the Chairman of the BOD shall be liable for any damages incurred by the Company; the proposer shall have the right to replace the Chairman of the BOD in convening the BOD meeting.
6. The Chairman of the BOD or the person convening the BOD meeting must send a notice of the meeting no later than three working days before the date of the meeting, unless the Company's Articles of Association provide otherwise. The notice of the meeting must specify the time and venue for the meeting, the agenda, the issues to be discussed and decided upon. The notice of the



meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notice of a BOD meeting may be sent by invitation letter, telephone, fax, electronic means or other means specified in the Company's Articles of Association, ensuring that it reaches the contact address of each BOD member registered with the Company.

7. The Chairman of the BOD or the convener shall send the notice of meeting and accompanying documents to the members of the Supervisory Board in the same manner as to the BOD members. Members of the Supervisory Board have the right to attend BOD meetings; they have the right to discuss but not to vote.

8. A BOD meeting shall be held when at least three-quarters of the total number of members are present. If a meeting convened in accordance with this Clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first meeting, unless the Company's Articles of Association stipulate a shorter time limit. In this case, the meeting shall be held if more than half of the BOD members are present.

9. A BOD member shall be deemed to have attended and voted at the meeting in the following cases:

- a. Attend and vote directly at the meeting;
- b. Authorize another person to attend and vote in accordance with the provisions of Clause 11 of this Article;
- c. Attend and vote via an online conference, electronic voting, or other electronic means;
- d. Submit a voting ballot to the meeting via post, fax, or email;
- b. d) Submit a voting ballot by other means as stipulated in the Company's Articles of Association.

10. In the case of sending voting ballots to the meeting by post, the voting ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD no later than one hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all meeting attendees.

11. Voting

- a. Except as provided for in point b of Clause 11 of Article 15 of these Regulations, each BOD member or Authorized Signatory who is personally present at the BOD meeting shall have one (01) voting ballot;
- b. A BOD member shall not vote on contracts, transactions or proposals in which that member or a person related to that member has an interest and that interest conflicts or may conflict with the interests of the Company. BOD members shall not be counted towards the minimum number of members required to convene a BOD meeting for decisions on which they are not entitled to vote;
- c. Pursuant to point d of Clause 11, Article 15 of these Regulations, when an issue arises at a meeting relating to the interests or voting rights of a BOD member who does not voluntarily waive their voting rights, the Chairman's ruling shall be final, unless the nature or scope of the BOD member's interests has not been fully disclosed;
- d. A BOD member who benefits from a contract specified in points a and b of Clause 6, Article 43 of the Company's Articles of Association shall be deemed to have a significant interest in that contract;
- e. The Supervisor has the right to attend BOD meetings, has the right to discuss but may not vote.



12. A BOD member who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he/she has an interest therein shall be responsible for disclosing this interest at the first BOD meeting discussing the signing of the contract or transaction. Where a BPD member is unaware that they or a related party has an interest at the time the contract or transaction is signed with the Company, that BOD member must disclose the relevant interests at the first BOD meeting held after they become aware that they have or will have an interest in the transaction or contract.

13. BOD Members must attend all BOD meetings. BOD Members may authorise another person to attend BOD meetings and vote if approved by a majority of BOD members.

14. Resolutions and decisions of the BOD shall be adopted if approved by a majority of BOD members present at the meeting; in the event of a tie, the final decision shall be made by the Chairman of the BOD.

15. The BOD has the right to seek the opinions of BOD members in writing to pass BOD Resolutions except for matters within the authority of the BOD under Clause 2, Article 27 of the Company's Articles of Association.

Resolutions adopted by written opinion shall be passed on the basis of the approval of the majority of BOD members with voting rights. Such resolutions shall have the same effect and validity as resolutions passed at a meeting.

16. BOD meetings may be held in the form of an online conference among BOD members when all or some members are located in different places, provided that each member participating in the meeting can:

- a. Hear other BOD members participating in the meeting;
- b. Speak to all other participating members simultaneously. BOD members can make discussions directly by telephone or by other means of communication, or by a combination of these methods. BOD members participating in such a meeting shall be deemed to be "present" at that meeting. The location of the meeting organised under this provision is the location where the majority of BOD members are present, or the location where the Chair of the meeting is present.

Decisions passed during a teleconference organised and conducted in a lawful manner shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures of all BOD members attending the meeting on the Meeting Minutes.

17. The Chairman of the BOD shall be responsible for sending the Minutes of the BOD meeting to the members, and those minutes shall be authentic evidence of the work carried out at the meeting unless there is an objection to the content of the minutes within ten (10) days of the date of dispatch. The Minutes of the BOD meeting shall be made in Vietnamese and may be made in English. The Minutes must be signed by the chairperson and the minute-taker.

#### **Article 16. Minutes of the BOD Meeting**

1. Minutes of all BOD meetings shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents

- a. Name, address of the head office, business registration number;
- b. Time and venue of the meeting;



- c. Purpose, agenda, and content of the meeting;
  - d. The full name of each member attending the meeting or their Authorized Signatory and the manner of attendance; the full name of members not attending the meeting and the reasons;
  - e. Issues discussed and voted on at the meeting;
  - f. Summary of the opinions expressed by each member attending the meeting in the order in which the meeting proceeded;
  - g. Voting results, clearly stating which members voted in favour, against, or abstained;
  - h. The issues approved and the corresponding voting ratios;
  - i. The names and signatures of the chairperson and the minute-taker, except in cases specified in Clause 2 of this Article.
2. In case the chair and the minute taker refuse to sign the minutes, they will be effective if they are signed by the other members of the Board of Members and contain all information prescribed in Points a, b, c, d, e, f, g and h Clause 1 of this Internal Regulations. The minutes shall clearly state the reasons why the chair and the minute taker refuse to sign them. The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chair and minute taker shall take personal liability for the damage caused to the enterprise by refusing to sign the meeting minutes in accordance with this Law, the company's charter and relevant laws.
3. The chairperson, the minute-taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the BOD meeting.
4. The minutes of the BOD meeting and the documents used in the meeting must be kept at the Company's head office.
5. The minutes in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese and foreign language versions of the minutes, the Vietnamese version shall prevail.

## **CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS**

### **Article 17. Submission of Annual Reports**

1. Within four months from the end of the fiscal year, the BOD shall submit the following report to the GMS:
- a. The Company's business results report;
  - b. Financial statements;
  - c. Report on the assessment of the Company's management and operations;
  - d. The Supervisory Board's review report.
2. The reports specified in points a, b and c of Clause 1 of this Article must be submitted to the Supervisory Board for review no later than 30 days before the opening date of the Annual GMS, unless otherwise specified in the Company's Articles of Association.
3. The reports specified in Clauses 1 and 2 of this Article, the review report of the Supervisory Board, and the auditor's report must be kept at the Company's head office no later than 10 days before the opening date of the Annual GMS, unless the Company's Articles of Association stipulate a longer period.

### **Article 18. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors**

1. The Company shall have the right to pay remuneration and bonuses to BOD members based on business results and performance.



2. BOD members shall receive remuneration for their work and bonuses. Remuneration for work shall be calculated based on the number of working days required to complete the duties of a BOD member and the daily remuneration rate. The BOD shall determine the remuneration for each member under unanimity rule. The total remuneration and bonuses for the BOD shall be decided by the GMS at its annual meeting.
3. The remuneration of each BOD member is included in the Company's operating costs in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the GMS at its annual meeting.
4. BOD members who hold executive positions or BOD members who work in subcommittees of the BOD or perform other duties outside the normal scope of duties of a BOD member may be paid additional remuneration in the form of a lump sum payment, salary, commission, percentage of profits or in another form as decided by the BOD.
5. BOD members shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as BOD members, including expenses incurred in attending meetings of the GMS, the BOD, or BOD subcommittees.
6. BOD members may have liability insurance purchased by the Company if after approval by the GMS. This insurance does not cover the liability of BOD members in relation to violations of the law and the Company's Articles of Association.

#### **Article 19. Disclosure of Related Interests**

Unless the Company's Articles of Association contain stricter provisions, the disclosure of interests and related parties of the Company shall be carried out in accordance with the following provisions:

1. BOD members must declare to the Company their related interests, including:
  - a. The name, business registration number, head office address, industry and principal business activities of the enterprise in which they own capital contributions or shares; the percentage of equity and date of ownership of such capital contributions or shares;
  - b. The name, business registration number, head office address, industry and principal business activities of enterprises in which their related parties jointly or individually own capital contributions or shares exceeding 10% of the authorised capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which the relevant interest arises; any amendments or additions must be notified to the Company within 07 working days from the date of the corresponding amendment or addition.
3. BOD members acting on their own behalf or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the BOD and may only perform such work when approved by a majority of the remaining BOD members; if such activities are performed without disclosure or without the approval of the BOD, all income derived from such activities shall belong to the Company.

### **CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationships among BOD members**

1. The relationship between BOD members is one of cooperation; BOD members are responsible for informing each other about matters related to the performance of their assigned duties.
2. During the course of their duties, the BOD member assigned primary responsibility must proactively coordinate with other BOD members if issues arise that fall within the scope of another BOD member. In the event of differing opinions among BOD members, the member with



primary responsibility shall report to the Chairman of the BOD for consideration and decision within their authority, or organise a meeting or seek the opinions of BOD members in accordance with the law, the Company's Articles of Association and these Regulations.

3. In the event of a reassignment of responsibilities among BOD members, the BOD members must hand over the relevant work, files, and documents. This handover must be documented in writing and reported to the Chairman of the BOD.

**Article 21. Relationship with the Executive Board**

With its governance role, the BOD issues resolutions for the Chief Executive Officer and the management team to implement. At the same time, the BOD monitors and supervises the implementation of these resolutions.

**Article 22. Relationship with the Supervisory Board**

1. The relationship between the BOD and the Supervisory Board is one of cooperation. The working relationship between the BOD and the Supervisory Board is based on the principles of equality and independence, while also involving close cooperation and mutual support in the performance of duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board, the BOD shall be responsible for reviewing them and directing relevant departments to develop plans and implement timely corrective measures.

## **CHAPTER VII. IMPLEMENTATION PROVISIONS**

**Article 23. Effective Date**

1. These Regulations consist of 07 Chapters and 23 Articles, which were approved by the GMS of Becamex Infrastructure Development Joint Stock Company through amendments and supplements in accordance with Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2026.

2. These Regulations replace the Regulations on the Operation of the BOD of Becamex Infrastructure Development Joint Stock Company issued pursuant to Decision No. 05/QĐ-HĐQT dated 15 April 2022.

3. Copies or extracts of the Company Governance Regulations must bear the signature of the Chairman of the BOD.

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

**DO QUANG NGON**



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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**  
**BECAMEX INFRASTRUCTURE DEVELOPMENT JOINT STOCK COMPANY**

*(Issued pursuant to Resolution No. 01/NQ-DHĐCD of the General Meeting of Shareholders)*

**CHAPTER 1 – GENERAL PROVISIONS**

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

1. Scope of application: These regulations are formulated in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, stipulating the roles, rights and obligations of the GMS (GMS), the Board of Directors (BOD), and the Chief Executive Officer; the procedures for convening General Meetings of Shareholders; the nomination, election, removal and dismissal of BOD members, members of the Supervisory Board, the Chief Executive Officer and other activities as stipulated in the Company's Articles of Association and other applicable laws and regulations.
2. Scope of application: This Regulation applies to BOD members, members of the Supervisory Board, the Chief Executive Officer and other relevant individuals referred to in this Regulation.

**Article 2. Definition of Terms and Abbreviations**

1. A non-executive BOD member is a BOD member who is not the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, or other executive as stipulated in the Company's Articles of Association.
2. Independent member of the BOD (hereinafter referred to as independent member) is a member as defined in Clause 2, Article 155 of the Enterprise Law.
3. Company: Becamex Infrastructure Development Joint Stock Company.
4. BOD: the Board of Directors.
5. Nomination: self-nomination
6. SB: the Supervisory Board
7. VSDC: Vietnam Securities Depository and Clearing Corporation
8. Delegate: Shareholder, his/her representative (authorized signatory)
9. Person in charge of administration: the person with the responsibilities and powers specified in Article 281 of Decree 155/2020/NĐ-CP.



## CHAPTER 2 – GMS

### I. REGULATIONS FOR THE GMS PASSING RESOLUTIONS BY VOTE AT THE GENERAL MEETINGS SHAREHOLDERS

#### Article 3. Authority to Convene the GMS

1. *Authority to convene the Annual GMS:* The Annual GMS shall be held once a year within four (04) months from the end of the fiscal year. Unless otherwise specified in the Company's Articles of Association, the BOD shall decide to extend the time for Annual GMS if necessary, but not exceeding six (06) months from the end of the fiscal year.

2. *Authority to Convene an Extraordinary GMS:*

a. The BOD must convene a GMS within sixty (60) days from the date on which the number of remaining BOD members or Supervisors as specified in point b of Clause 3 of Article 14 of the Company's Articles of Association, or upon receiving a request as specified in points c and d of Clause 3 of Article 14 of the Company's Articles of Association;

The BOD must notify the case where an independent BOD member no longer meets the criteria and conditions at the most recent GMS or convene a GMS to elect a replacement or substitute for the independent BOD member within six (6) months from the date of receiving the notification from the relevant independent BOD member;

b. If the BOD fails to convene a GMS as stipulated in point a, clause 4, Article 14 of the Company's Articles of Association, within the following thirty (30) days, the Supervisory Board shall replace the BOD in convening a GMS as stipulated in Clause 3, Article 140 of the Enterprise Law;

c. In the event that the Supervisory Board fails to convene a GMS in accordance with the provisions of Point b, Clause 4, Article 14 of the Company's Articles of Association, the shareholder or group of shareholders specified in Point c, Clause 3, Article 14 of the Company's Articles of Association shall have the right to request the Company's representative to convene a GMS in accordance with the provisions of the Enterprise Law.

In this case, the shareholder or group of shareholders convening the GMS may request the Business Registration Authority to supervise the procedure for convening, conducting the meeting and making decisions of the GMS. All costs incurred in convening and conducting the GMS shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders in attending the GMS, including accommodation and travel expenses.

d. The procedures for organizing a GMS are governed by Clause 5 of Article 140 of the Enterprise Law.

#### Article 4. Personnel for GMS

##### 1. Chairperson and Presiding Committee:

a. The Chairman of the BOD shall chair the meeting or authorize another BOD member to chair the GMS convened by the BOD. In the event that the Chairman is absent or temporarily unable to perform his duties, the remaining BOD members shall elect one of their members to chair the meeting by majority vote. If no person is elected to chair the meeting, the Head of the Supervisory Board shall preside over the GMS to elect a chairperson from among those



attending the meeting, and the person receiving the highest number of votes shall chair the meeting.

b. Except as provided for in Point a of this Clause, the person who signs the notice convening the GMS shall convene the GMS to elect the chairperson of the meeting, and the person with the highest number of votes shall be the chairperson of the meeting;

c. The chairperson shall have the right to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

d. The chairperson of the GMS shall have the following powers:

- To request all attendees to undergo checks or other lawful and reasonable security measures;
- To request the competent authority to maintain order at the meeting; to expel from the GMS any persons who do not comply with the chairperson's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements.

e. The chairperson has the right to postpone the GMS with a maximum number of registered attendees for no more than three working days from the date the meeting is scheduled to commence and may only postpone the meeting or change the meeting venue in the following circumstances:

- The meeting venue does not have sufficient seating for all attendees;
- The information facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss and vote;
- There are attendees obstructing or disrupting order, posing a risk to the fair and lawful conduct of the meeting.

f. Certain other rights and obligations of the Chairperson as stipulated by current law.

g. Presiding Committee includes one Chairperson and other members.

h. Duties of the Presiding Committee:

- To conduct the activities of the Company's GMS in accordance with the agenda proposed by the BOD and approved by the GMS;
- Guide delegates and the GMS in discussing the items on the agenda;
- Present draft resolutions and conclusions on matters requiring a vote at the GMS;
- Respond to issues raised at the GMS;
- Resolve any issues arising during the course of the GMS.

i. Working principles of the Presiding Committee: The Presiding Committee shall work according to the principles of collectivity, democratic centralism, and majority decision-making.

## **2. GMS Secretary:**

a. The Chairperson appoints one or more persons to serve as meeting secretaries;

b. Duties of the GMS Secretary:



- To accurately and truthfully record the proceedings of the GMS;
- Receive registration forms for speeches from shareholders/delegates;
- Prepare the meeting minutes and draft the resolutions of the GMS;
- Assist the Chairperson in announcing information related to the GMS and notifying shareholders in accordance with the law and the Company's Articles of Association;
- Perform other duties as requested by the Chairperson.

### **3. Ballot Counting Committee:**

- a. The GMS elects one or more persons to the Ballot Counting Committee as proposed by the Chairperson;
- b. Duties of the Ballot Counting Committee:
  - Disseminate the principles, rules and guidelines for voting.
  - Count and record votes, prepare the ballot counting minutes, announce the results; submit the minutes to the Chairperson for approval of the voting results.
  - Promptly notify the GMS Secretary of the voting results.
  - Review and report to the GMS any cases of violation of voting rules or complaints regarding the voting results.

### **4. Shareholder Eligibility Verification Committee:**

- a. The Chairperson shall appoint one or more persons to serve on the Shareholder/Delegate Eligibility Verification Committee for the GMS, which consist of one Chairperson and members.
- b. Duties of the Shareholder Eligibility Verification Committee:
  - Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
  - The Head of the Delegate/ Shareholder Eligibility Verification Committee reports to the GMS on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend the meeting representing more than 50% of the total voting rights, the GMS of the Company shall be held.
  - Participate in the vote counting of other items before the establishment of the Ballot Counting Committee.

#### **Article 5. Establishment of the List of Shareholders Entitled to Attend the GMS and Notice on this Final List**

1. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the GMS at least 20 days prior to the final registration date.
2. The Company shall carry out the procedures for compiling the list of shareholders and related procedures in accordance with the Regulations on the Exercise of Rights of the Vietnam Securities Depository and Clearing Corporation.



## **Article 6. Notice of Convening the GMS**

1. The person convening the GMS must send a notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date, unless the Company's Articles of Association stipulate a longer period. The notice of meeting must include the name, registered office address, business registration number; the name and contact address of the shareholder, the time and place of the meeting, and other requirements for attendees.
2. The notice of meeting shall be sent by a means that ensures it reaches the contact address of the shareholders and shall be posted on the Company's website; if the Company deems it necessary, it shall be published in a central or local daily newspaper in accordance with the provisions of the Company's Articles of Association.
3. The notice of meeting shall be sent together with the following documents:
  - a. The meeting agenda, documents to be used during the meeting, and draft resolutions for each item on the meeting agenda;
  - b. Voting/election ballots.
4. Where the Company has an electronic information page, the sending of meeting documents accompanying the notice of meeting specified in paragraph 3 of this Article may be replaced by posting them on the Company's electronic information page. In this case, the notice of meeting must clearly state the location and method of downloading the documents.

## **Article 7. Agenda and Content of the GMS**

1. The GMS shall be convened in the cases specified in Article 3 of these Regulations.
2. The convener of the GMS must perform the following tasks:
  - a. Prepare a list of shareholders eligible to participate and vote/elect at the GMS. The list of shareholders entitled to attend the GMS shall be established no later than 10 days prior to the date of sending the notice convening the GMS. The company must announce information regarding the compilation of the list of shareholders entitled to attend the GMS at least 20 days prior to the final registration date. The procedure shall be carried out in accordance with the provisions of Article 6 of these Regulations;
  - b. Prepare the agenda and content of the GMS;
  - c. Prepare documents for the GMS;
  - d. Draft resolutions for the GMS based on the proposed agenda;
  - e. Determine the time and venue for the GMS;
  - f. Notify and send the notice of the GMS to all shareholders entitled to attend the meeting;
  - g. Other tasks related to the GMS.
3. The notice of the GMS shall be sent to all shareholders by a means that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and that of the State Securities Commission and the stock exchange where the Company's shares are listed. The convener of the GMS must send the notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the GMS (counting from the date on which the notice is duly sent or delivered). The agenda of the GMS and documents relating to matters to be voted on at the GMS shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not



sent with the notice of the GMS, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. The GMS agenda and documents used in the meeting;
- b. The list and detailed information of candidates in the case of election of BOD members or members of the Supervisory Board;
- c. Voting/election ballots;
- d. Draft resolutions for each item on the GMS agenda.

4. A shareholder or a group of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name; the number of shares of each class held; contact address; nationality; Citizen Identification Card number, Identity Card number, Passport number, or other lawful personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for institutional shareholders; the number and type of shares held by such shareholder; and the matter proposed for inclusion in the meeting agenda

5. The convener of the GMS has the right to reject the request specified in Clause 4 of this Article if it falls under any of the following circumstances:

- a. The request is submitted in violation of the provisions of paragraph 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the ordinary shares as stipulated in Clause 2, Article 12 of the Company's Articles of Association;
- c. The matter proposed does not fall within the scope of authority of the GMS;
- d. Other cases as prescribed by law and the Company's Articles of Association.

6. The convener of the GMS must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except in the case specified in Clause 5 of this Article; the proposal shall be formally added to the agenda and content of the meeting if approved by the GMS.

#### **Article 8. Procedures for Registration and Authorization to Attend the GMS**

1. Procedures for registering to attend the GMS prior to the opening of the meeting:

- a. The procedure for registering to attend the GMS is clearly specified in the Notice of the GMS, including contacting the Company or sending the Registration Form for GMS Attendance (attached to the Notice of the GMS sent to shareholders) to the Company.
- b. Shareholders shall choose the method of registering to attend the GMS as specified in the notice, including:
  - Attending and voting/electing directly at the meeting;
  - Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (If more than one representative is appointed, the number of shares and votes/elections authorized to each representative must be specified).



- Attending and voting/electing via online conference, electronic voting or other electronic means;
- Submit voting/election ballots to the meeting by post, fax, or email;
- Other forms of registration to attend the GMS in accordance with the provisions of the Law.
- The Company must make every effort to apply modern information technology so that shareholders can participate and express their opinions at the GMS in the best possible manner, including providing guidance to shareholders on voting through online GMS, electronic voting or other electronic forms in accordance with the provisions of Article 144 of the Enterprise Law and the Company's Articles of Association.

## 2. Regulations on authorizing attendance at the GMS

a. Shareholders or their authorized representatives shall grant authorization in accordance with Article 16 of the Company's Articles of Association;

b. The authorization of individuals or organizations to represent shareholders at the GMS in accordance with Point a, Clause 2 of this Article must be made in writing. The authorization document shall be drawn up in accordance with the provisions of civil law and shall clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The Authorized Signatory must submit the written authorization when registering to attend the GMS. In the case of re-authorization, the person attending the meeting must additionally present the original written authorization of the shareholder, or the representative authorized by the shareholder who is an organization (if not previously registered with the Company).

c. The voting/election ballot of the Authorized Signatory attending the meeting within the scope of the authorization remains valid in any of the following cases, except where:

- The authorizing person has died, been restricted in their civil capacity, or lost their civil capacity;
- The authorizing person has revoked the power of attorney;
- The authorizing person has revoked the authority of the person exercising the power of attorney.
- This provision shall not apply to the cases if the Company receives notice of any of the above events before the opening of GMS or before the GMS is reconvened.

## 3. Procedure for registering to attend the GMS and verifying the eligibility of delegates on the day of the GMS

Prior to the opening of the GMS, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered in accordance with the following procedure:

a. When registering shareholders, the Company shall issue each shareholder or authorized representative with voting rights a voting card/ballot paper/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes/ballot papers of that shareholder shall be recorded. The GMS shall



discuss and vote on each item on the agenda. Voting shall be conducted by affirmative, negative, and abstention votes. The results of the vote count shall be announced by the Chair/Voting Count Committee immediately before the closing of the GMS. The GMS shall elect persons responsible for counting votes or supervising the vote count as proposed by the Chair. The number of members of the Ballot Counting Committee shall be determined by the GMS based on the proposal of the Chair of the meeting.

b. Shareholders, proxies of shareholders who are organizations, or Authorized Signatories arriving after the meeting has commenced have the right to register immediately and then have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of the contents that have been voted/elected previously remains unchanged.

#### **Article 9. Conditions for Holding a GMS**

1. The GMS shall be held when the number of shareholders attending the meeting represents more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for holding a meeting as specified in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date of the first meeting. The second GMS shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of voting shares.

3. If the second meeting does not meet the conditions for convening as stipulated in Clause 2 of this Article, a notice of the third meeting shall be sent within 20 days from the date scheduled for the second meeting. The third GMS shall be held regardless of the total number of votes cast by the attending shareholders.

#### **Article 10. Form of Adopting Resolutions of the GMS**

1. The GMS shall adopt resolutions within its authority by voting at the meeting, by written ballot, and by other means in accordance with the provisions of the current law.

#### **Article 11. Matters Approved at the GMS**

1. Approval of the Company's development strategy;
2. Review and address violations by BOD members and members of the Supervisory Board that have caused damage to the Company and its shareholders;
3. Approval of the list of approved auditing firms; deciding on the approved auditing firm to conduct audits of the Company's operations, and dismissing the approved auditor when deemed necessary;
4. The Company's annual business plan;
5. The audited annual financial statements;
6. The BOS's report on governance and the performance of the BOS and each BOD member;
7. The Supervisory Board's report on the Company's business results, the performance of the BOD, and the Chief Executive Officer;
8. Self-assessment report on the performance of the Supervisory Board and its members;
9. Dividend rate per share for each type;
10. The number of BOD members and the Supervisory Board;
11. Election, dismissal, and removal of BOD members and Supervisory BOD Members;
12. Decision on the budget or total remuneration, bonuses and other benefits for the BOD and the Supervisory Board;



13. Amendments and revisions to the Company's Articles of Association;
14. The type and number of new shares to be issued for each type of share and the transfer of shares by founding members within the first three years from the date of establishment;
15. Dividing, splitting, merging, consolidating or converting the Company;
16. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
17. Deciding to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
18. Deciding to repurchase more than 10% of the total number of shares issued for each class;
19. The Company entering into contracts or transactions with the parties specified at Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value as recorded in the most recent Consolidated Financial Statements;
20. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law;
21. Approve, supplement, and amend the internal regulations on corporate governance, the regulations on the operation of the BOD, and the regulations on the operation of the Supervisory Board;
22. Other matters in accordance with the law and the Company's Articles of Association.

## **Article 12. Voting to Approve Matters at the GMS**

### 1. General principles

- a. All matters on the agenda and content of the GMS must be discussed and voted on publicly by the GMS.
- b. Voting cards, voting slips and ballot papers shall be printed, stamped and sent directly to delegates at the meeting (along with the set of documents for attending the GMS). Each delegate shall be issued with a voting card, voting slip and ballot paper. The Voting Card, Voting Slip and Election Ballot clearly state the delegate's code number, full name, number of shares owned and voting authorization received by that delegate.

### 2. Regulations on the validity of voting slips and ballot papers

#### a. Voting Slip

- A **valid Voting Slip** is a pre-printed form issued by the GMS Organizing Committee, which is not erased, scraped, torn, damaged, etc., does not contain any additional content other than that specified for this slip, and must be signed and full name of the attending delegate must be written by hand under the signature and sent to the Ballot Counting Committee before the ballot box is opened.

On the voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.

#### ➤ **Invalid ballot papers:**

- Content does not comply with the provisions of a valid ballot paper

#### b. Ballot paper

- **Valid ballot paper:** a ballot paper printed on a pre-printed form issued by the organizing committee, without any erasures, alterations or additions to the content specified for the ballot



paper; it must bear the signature and full name of the participating delegate and be submitted to the Ballot Counting Committee before the ballot box is opened.

➤ **Invalid ballot papers:**

- Content not in accordance with the provisions of a valid ballot paper
- The ballot contains a total number of votes for candidates from shareholders or representatives exceeding the total number of votes permitted;
- Other regulations in accordance with the Election Regulations.

**Article 13. Voting Procedure**

1. General principles

- The GMS shall discuss and vote on each item on the agenda. Voting shall be conducted by either of the following: raising cards, direct voting, electronic voting or other electronic means.
- Delegates vote to approve, disapprove or abstain on a matter put to a vote at the GMS by raising their voting card or filling in the options on the ballot paper.

2. Forms of voting to vote

a. Voting by ballot card: When voting by raising ballot cards, the front of the ballot card must be raised towards the Presiding Committee. If a delegate does not raise their ballot card during all three votes on a matter (in favor, against or abstention), they shall be deemed to have voted in favor of that matter. If a delegate raises their voting card more than once when voting in favor, against or abstaining on an issue, their vote shall be deemed invalid. When voting by raising voting cards, members of the Delegate Verification Committee/Ballot Counting Committee shall mark the delegate code and corresponding number of votes cast by each shareholder for "In favor", "Against", "Abstention" and "Invalid".

b. Voting by ballot: When voting by filling in the ballot paper, for each item, delegates shall select one of the three options "In favor", "Against", "Abstention" printed on the ballot paper by marking "X" or "✓" in the box of their choice. After completing all items requiring a vote at the GMS, delegates submit their Ballot Papers to the sealed ballot box at the GMS as instructed by the Ballot Counting Committee. Ballot Papers must bear the delegate's signature and clearly state their full name.

**Article 14. Voting Procedures for Election**

1. General Principles

- Adhere strictly to the provisions of the law and the Company's Articles of Association;
- Members of the Ballot Counting Committee shall not be listed in the nomination list, nor shall they self-nominate for the BOD or the Supervisory Board.

2. Forms of voting for election

a. Voting by cumulative voting method

- Each delegate shall have a total number of votes corresponding to the total number of shares owned, multiplied by the number of members to be elected;



- Delegates attending the meeting have the right to allocate all of their total voting rights to one or more candidates;
  - In the event that additional candidates are nominated on the day of the meeting, delegates may contact the Ballot Counting Committee to request a new ballot and must return the old ballot (before placing it in the ballot box);
  - In the event of a mistaken choice, delegates shall contact the Ballot Counting Committee to obtain a new ballot and must return the old one;
  - How to mark the ballot paper: Each delegate is issued ballot papers. The method of marking the ballot paper is explained in detail as follows:
    - + If casting all votes for one or more candidates, the delegate marks the "Cast all votes" box for the corresponding candidates;
    - + If voting an unequal number of votes for multiple candidates, the delegate shall clearly indicate the number of votes in the "Number of votes" box of the corresponding candidates.
- Note:** If a delegate both ticks the "Block vote" box and writes the number of votes in the "Number of votes" box, the result shall be based on the number of votes in the "Number of votes" box.
- Election principle:
    - + The elected candidates are determined by the number of votes cast from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached.
    - + In the event that two (02) or more candidates receive the same number of votes for the last member, a re-election will be held among the candidates with the same number of votes.
    - + If the first election does not yield the required number of members, elections shall continue until the required number of members is elected.

b. Election by vote: Conducted in accordance with the provisions of Point b, Clause 2, Article 13 of these Regulations.

#### **Article 15. Ballot Counting Method**

Ballot counting is conducted by tallying the votes in favor, against, and abstentions.

For sensitive matters and if shareholders so request, the Company must appoint an independent organization to collect and count the votes.

#### **Article 16. Conditions for a Resolution to be Adopted**

1. Resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the meeting, except for the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a. The type of shares and the total number of shares of each type;
- b. Changes to the industry, trade, and business field;



- c. Changes to the Company's management structure;
- d. Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization or dissolution of the company;
- f. Extension of the Company's operations;

2. Other resolutions shall be adopted when they are approved by shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises

In the case of electing members of the BOD and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the BOD/Board of Supervisors to be elected, the election of members of the BOD/Board of Supervisors may be conducted by accumulating votes as specified in Clause 3, Article 148 of the Enterprise Law or by voting (in favor, against, or abstaining). The voting ratio for approval by voting shall be carried out in accordance with Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the GMS passed by 100% of the total voting shares are lawful and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company's Charter.

#### **Article 17. Announcement of Ballot Counting Results**

The Ballot Counting Committee shall verify, compile and report the results of the vote on each issue to the chairperson. The results of the ballot counting shall be announced by the chairperson/ballot counting committee immediately before the closing of the meeting.

#### **Article 18. Procedure for Objecting to the Decisions of the GMS**

1. Shareholders who voted against the resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Company's Articles of Association have the right to request the Company to repurchase their shares. The request must be in writing, stating the shareholder's name, address, number of shares of each type, intended sale price, and reasons for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the GMS passes the resolution on the matters specified in this clause.

2. The Company shall repurchase the shares as requested by the shareholder specified in Clause 1 of this Article at market price or at a price calculated according to the principles specified in the Company's Articles of Association within 90 days from the date of receiving the request. If no agreement can be reached on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least three valuation organizations for shareholders to choose from, and that choice shall be final.

3. Within 90 days from the date of receiving the resolution or minutes of the GMS or the minutes of the ballot results of voting a matter at the GMS, shareholders or groups of shareholders specified in Clause 2, Article 115 of Enterprise Law shall have the right to request the Court or Arbitration Tribunal to review and cancel the resolution or part of the content of the resolution of the GMS in the following cases:



- a. The procedure for convening the meeting and making decisions by the GMS seriously violates the provisions of Enterprise Law and the Company's Articles of Association, except in the case specified in Clause 2, Article 152 of Enterprise Law;
- b. The content of the resolution violates the law or the Company's Articles of Association.

#### **Article 19. Minutes of the GMS**

1. The GMS must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must include the following main contents:

- a. Name, registered office address, business registration number;
- b. Time and venue of the GMS;
- c. Agenda and content of the GMS;
- d. Full name of the chairperson and secretary;
- e. Summary of the proceedings and opinions expressed at the GMS on each item on the meeting agenda;
- f. Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix of shareholder registration list, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g. Total number of votes cast for each voting item, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against and abstentions; corresponding percentage of the total number of votes cast by shareholders attending the meeting;
- h. Summary of votes cast for each candidate (if applicable);
- i. The issues that have been passed and the corresponding voting ratios;
- j. The full name and signature of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other BOD members attending the meeting and contain all the information specified in this clause. The meeting minutes shall clearly state that the chairperson or secretary refused to sign the meeting minutes.

2. The minutes of the GMS must be completed and approved before the end of the GMS. The chairperson and GMS Secretary or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese and foreign language versions of the minutes, the content of the Vietnamese version shall prevail.

#### **Article 20. Publication of Resolutions, Minutes of the GMS**

Resolutions, minutes of the GMS, the appendix listing shareholders registered to attend the meeting, proxy documents for attending the meeting, all documents attached to the minutes (if any) and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

Resolutions, minutes of the GMS and documents attached to the minutes and resolutions must be disclosed in accordance with the law on information disclosure on the securities market.



## **II. REGULATIONS FOR THE GMS APPROVING RESOLUTIONS BY OBTAINING WRITTEN OPINION**

### **Article 21. Cases where Shareholders' Opinions May Be Obtained in Writing**

The following matters may be approved by getting written opinion from shareholders:

- a) Amendments or additions to the Company's Articles of Association;
- b) Approval/amendment or supplementation of internal regulations on corporate governance; Regulations on the operation of the BOD; Regulations on the operation of the Supervisory Board;
- c) The Company's development strategy;
- d) Types of shares and the total number of shares of each type;
- e) Number of members of the BOD and the Supervisory Board;
- f) Elect, remove, or dismiss members of the BOD and the Supervisory Board;
- g) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statements;
- h) Decisions to repurchase more than 10% of the total number of shares issued for each type;
- i) Dividend rates for each type of share;
- j) Approval of the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deemed necessary;
- a) Review and handle violations committed by members of the BOD and members of the Supervisory Board that cause damage to the Company and its shareholders;
- k) Approval of the annual financial statements;
- l) Reorganization or dissolution of the Company.
- m) Changing the industry, operating areas and business field;
- n) Changing the Company's management structure.
- o) Other matters deemed necessary in the interests of the Company.

### **Article 22. Procedures for Convening a GMS to Adopt Resolutions by Obtaining Written Opinion**

1. The Company must announce information regarding the list of shareholders entitled to attend the GMS at least 20 days prior to the final registration date.
2. The BOD must prepare the voting ballot, draft GMS resolution, explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the voting ballot. The requirements and method of sending the voting ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of the Company's Articles of Association.
3. Regulations on Voting Form
  - a. The voting form must contain the following main contents:
    - Name, registered office address, business registration number;
    - Purpose of the voting form;
    - Full name, contact address, nationality, and legal document number for individual shareholders; Name, business registration number or legal document number of the organization, registered office address for organizational shareholders, or full name, contact address, nationality, and legal document number of the individual for representatives of organizational shareholders; Number of shares of each type and number of voting rights/ballot papers for shareholders;



- Issues requiring approval for decision-making;
- The voting options, including approval, disapproval, and abstention for each matter requiring a vote;
- Election options (if applicable);
- The deadline for returning the completed voting form to the Company;
- The full name and signature of the Chairman of the BOD.

b. Shareholders may submit completed voting form to the Company by postal service, fax or email in accordance with the following provisions:

- In the case of sending by post, the completed voting form must bear the signature of the individual shareholder, the Authorized Signatory or the legal representative of the organizational shareholder. Voting forms sent to the Company must be enclosed in a sealed envelope and no one is permitted to open them before the votes are counted;
- In the case of sending by fax or email, the voting form sent to the Company must be kept confidential until the time of counting the votes;
- Voting form sent to the Company after the deadline specified in the voting form or opened in the case of sending it by post and disclosed in the case of faxes or emails are invalid. Voting forms that are not sent back are considered non-participating forms.

#### 4. Ballot counting and preparation of the ballot counting minutes

The BOD shall count the votes and prepare the vote counting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting minutes shall include the following main contents:

- Name, registered office address, business registration number;
- Purpose and issues requiring a vote to pass a resolution;
- Number of shareholders with total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting votes, accompanied by an appendix listing shareholders who voted;
- The total number of votes in favor, against and abstentions for each issue, and the total number of votes cast for each candidate (if applicable);
- The issues that were passed and the corresponding voting ratios;
- The full name, and signature of the Chairman of the BOD, the vote counter, and the vote supervisor.

BOD members, the vote counter and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; they shall be jointly liable for any damages arising from decisions passed due to untruthful or inaccurate vote counting.

#### 5. Resolutions and Vote Counting Minutes

a. The ballot counting minutes and resolutions must be sent to shareholders within 15 days from the date of completion of the ballot counting. The sending of the ballot counting minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the time of completion of the ballot counting.

b. Resolutions passed by way of written shareholder consultation shall have the same validity as resolutions passed at a GMS.

#### 6. Document retention:



The completed voting forms, vote counting minutes, adopted resolutions, and related documents attached to the voting forms must be retained at the Company's head office.

7. Request to revoke the resolution of the GMS adopted by way of collecting written opinion

Within 90 days from the date of receiving the resolution or minutes of the GMS or the minutes of the vote counting results in form of collecting written opinion of the GMS, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration Tribunal to review and cancel the resolution or part of the content of the resolution of the GMS in the following cases:

- a. The procedure for convening the meeting and making decisions by the GMS seriously violates the provisions of the Enterprise Law and the Company's Articles of Association, except in the case specified in Clause 3, Article 21 of the Company's Articles of Association.
- b. The content of the resolution violates the law or the Company's Articles of Association.

### **III. PROVISIONS FOR THE GMS PASSING RESOLUTIONS BY MEANS OF AN ONLINE MEETING**

#### **Article 23. Notice of Convening an Online GMS**

Implemented in accordance with the provisions of Article 6 of these Regulations.

It is not necessary to send voting/election ballots with the meeting invitation.

#### **Article 24. Procedure for Registering to Attend the Online GMS**

The procedure for registering to attend the online GMS prior to the commencement of the GMS is clearly stipulated in the Notice of the GMS, including:

1. Conditions for participation:
  - Having name listed in the shareholder register with the right to attend the GMS, as established in the Company's notice of exercise of rights.
  - Authorized representatives who are eligible to attend in accordance with the law and the Company's Articles of Association.
2. Technical requirements:

Delegates must have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, other electronic devices with internet connection, etc.).

3. Method of recognizing delegates attending the online GMS:

Delegates are recognized by the electronic voting system as attending the online GMS when they access the system using the access information provided in accordance with Article 26 of these Regulations and have cast an electronic vote on any matter put on the agenda of the online GMS.

#### **Article 25. Provision of Login Information and Casting Electronic Votes**

1. The access link to the electronic voting system, login name, access password and other identifying factors (if any) for attending the online GMS shall be provided in the GMS invitation (or in the form of login information notification as specified by the BOD). Delegates shall be responsible for keeping their login name, password and other identifying factors confidential to ensure that only Delegates have the right to vote on the electronic voting system and shall be fully responsible for this registered information.



2. When a delegate requests to be provided with login information again, the GMS Organizing Committee may notify them in person or by email/telephone. The provision of login information by email or telephone shall only be carried out based on shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository Centre in accordance with the Company's notice of exercising rights.

3. Delegates use their login name, access password or other identifying factors (if any) to access the electronic voting system and cast their electronic votes in accordance with the agenda of the online shareholders' meeting.

#### **Article 26. Authorization of Representatives to Attend the online GMS**

1. Shareholders shall authorize representatives in accordance with the provisions of Clause 2, Article 8 of these Regulations.

2. Some important provisions to note when granting online authorization:

Shareholders must comply with providing all necessary information to authorize online, particularly providing the information of the authorized representative: telephone number, contact address and email address. This is the basis for issuing a login name, access password and other identifying factors (if any) to the authorized representative.

Validity of online authorization: authorization is only legally valid when the following conditions are met:

- When the shareholder completes all information on the online authorization form and completes the online authorization process.
- The proxy form printed from the online proxy form template bears the full signatures, clearly states the full names, and bears the seals (if applicable for organizations) of both the authorizing party and the authorized party.
- The Company receives the original Power of Attorney before the official commencement of the meeting.

Cancellation of authorization for shareholders who have authorized online: shareholders send an official document requesting cancellation of online authorization to the Company before the official opening of the meeting. Please note that the time of recording the cancellation of authorization takes effect from the time the Company receives the official document requesting cancellation of online authorization.

The revocation of authorization shall be invalid if the authorized representative has already cast a vote/ballot on any matter put on the agenda of the online GMS.

#### **Article 27. Conditions for Implementation**

Implemented in accordance with the provisions of Article 9 of these Regulations.

#### **Article 28. Discussion at the Online GMS**

a. Principles:

- Discussions may only be conducted within the specified time and within the scope of the issues presented in the GMS agenda;
- Only delegates may participate in discussions;
- Delegates wishing to contribute to the discussion must register their comments in the specific format stipulated in the working regulations of the meeting;



- The Secretariat shall arrange the discussion topics of the Delegates in the order of registration and submit them to the Chairperson.
- b. Responding to delegates' questions:
  - Based on the content subject to discussion of the Delegates, the Chairperson or a member designated by the Chairperson shall respond to the Delegates' questions;
  - In cases where time constraints prevent direct responses at the meeting, the Company shall respond to unanswered questions at a later date.

### **Article 29. Form of Adopting Resolutions at the online GMS**

The GMS adopts resolutions within its authority through electronic voting.

### **Article 30. Online Voting Procedures**

- a. Voting procedure to vote:
  - Delegates select one of three voting options: In favor, Against, or Abstain for each issue put to the vote at the GMS, which has been set up in the electronic voting system.
  - Delegates then confirm their votes so that the electronic voting system records the results.
- b. Voting procedures for election:
  - Elections by cumulative voting: Unless otherwise specified in the Company's Articles of Association, the election of members of the BOD and the Supervisory Board must be conducted by cumulative voting (either equal distribution or numerical voting). Accordingly, delegates shall vote by ticking the "Cumulative voting" box or clearly writing the number of votes in the "Number of votes" box for the corresponding candidates on the ballot paper installed in the electronic voting system. Delegates shall then confirm their vote so that the electronic voting system can record the results.
  - Voting by ballot (if applicable): Conducted in accordance with the provisions on ballot voting set out in Clause a of this Article.
- c. Other provisions when conducting electronic voting:
  - If a delegate fails to vote on all matters on the GMS agenda, the matters not voted on shall be deemed as not having been voted on by the delegate.
  - In the event that issues arise that are not included in the submitted GMS agenda, Delegates may vote and elect on those additional issues. If a Delegate does not vote or elect on the issues that arise, it shall be deemed that the Delegate did not vote or elect on those issues.
  - Delegates may change the results of votes and elections (but may not cancel the results of votes and elections), including the results of supplementary votes and elections on issues arising outside the GMS agenda. The online system only records the final vote count at the time of the conclusion of electronic voting for each counting round as specified in the GMS working regulations.
  - In cases where delegates cast numbered votes: An invalid ballot is one where the total number of votes cast for candidates differs from (is greater than or less than) the total number of votes cast by the representative delegate at the time of the election vote count.
  - The electronic voting time is specified in the working regulations at the GMS. Delegates can access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. At the end of the voting period, the system will not record any further electronic voting results from Delegates.

### **Article 31. Online Vote Counting Procedure**



When delegates cast their votes/elections, the number of votes cast is recorded on the system according to the principle of votes in favor, votes against, and abstentions.

**Article 32. Announcement of Vote Counting Results**

Based on the vote counting minutes recorded as stipulated in Article 32 of these Regulations, the Ballot Counting Committee shall verify, compile, and report to the Chairperson the vote counting results for each issue in accordance with the agenda of the meeting. The vote counting results shall be announced by the Chairperson/Ballot Counting Committee immediately before the closing of the meeting.

**Article 33. Preparation of the Minutes of the GMS**

- Implemented in accordance with the provisions of Article 19 of these Regulations.
- The venue specified in the minutes of the online GMS is the location where the Chairperson of the General Meeting is present to preside over the GMS. This venue must be within the territory of Vietnam.
- The way to approve the minutes of the GMS is specified in the Company's Rules of Procedure at the GMS.

**Article 34. Publication of Resolutions and Minutes of the GMS**

Implemented in accordance with the provisions of Article 20 of these Regulations.

**IV. REGULATIONS FOR THE GMS APPROVING RESOLUTIONS BY MEANS OF A COMBINED IN-PERSON AND ONLINE MEETINGS**

**Article 35. Notice of Convening of the GMS**

In accordance with the provisions of Article 6 of these Regulations.

**Article 36. Method of Registration for Attending the GMS**

In accordance with the provisions of Clause 1, Article 8 and Article 24 of these Regulations.

**Article 37. Authorization of a Representative to Attend the GMS**

In accordance with the provisions of Clause 2 of Article 8 and Article 26 of these Regulations.

**Article 38. Conditions for Conducting**

In accordance with the provisions of Article 9 of these Regulations.

**Article 39. Form of Adoption of Resolutions by the GMS**

In accordance with the provisions of Article 10 and Article 29 of these Regulations.

**Article 40. Voting Procedures**

In accordance with the provisions of Articles 13, 14 and 30 of these Regulations.

**Article 41. Ballot Counting Procedures**

In accordance with the provisions of Articles 15 and 31 of these Regulations.

**Article 42. Announcement of Vote Counting Results**

In accordance with the provisions of Articles 17 and 32 of these Regulations.

**Article 43. Preparation of the Minutes of the GMS**

In accordance with the provisions of Articles 19 and 33 of these Regulations.



**Article 44. Publication of the Resolution and Minutes of the GMS**

In accordance with the provisions of Article 20 of these Regulations.



## CHAPTER 3 – BOARD OF DIRECTORS

### **Article 45. Role, Rights and Obligations of the Board of Directors**

The BOD must fully comply with the responsibilities and obligations stipulated in the Enterprise Law and the Company's Articles of Association. In addition, the BOD has the following responsibilities and obligations:

1. To be accountable to shareholders for the Company's operations;
2. Treat all shareholders equally and respect the interests of persons with interests related to the Company;
3. Ensure that the Company's operations comply with the law, the Articles of Association, and the Company's internal regulations;
4. Develop regulations on the operations of the BOD for approval by the GMS and publication on the Company's website in accordance with the guidelines set out in Circular 116/2020/TT-BTC dated 31 December 2020 guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Securities Law;
5. Monitor and prevent conflicts of interest among BOD members, members of the Supervisory Board, the Chief Executive Officer and other managers, including the misuse of the Company's assets and abuse of transactions with related parties;
6. Develop internal regulations on corporate governance and submit them to the GMS for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law;
7. Appoint a person in charge of administration;
8. Organize training and workshops on corporate governance and necessary skills for BOD members, the Chief Executive Officer, the person in charge of administration, and other company managers;
9. Pay dividends to shareholders in accordance with the law after approval by the Annual GMS.
10. Report on the activities of the BOD at the GMS in accordance with current legal regulations.
11. Report on the Company's governance at the Annual GMS and disclose information in the Company's Annual Report in accordance with securities laws on information disclosure.
12. Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Articles of Association and internal regulations on corporate governance.

### **Article 46. Rights, Obligations, and Responsibilities of Members of the Board of Directors**

1. BOD members shall have all the rights stipulated in the Securities Law, relevant laws, and the Company's Articles of Association and internal regulations on corporate governance, including the right to be provided with information and documents regarding the financial situation and business activities of the Company and its affiliates.
2. BOD members shall have the obligations stipulated in the Company's Articles of Association and the following obligations:



- a. To perform their duties honestly and diligently in the best interests of the shareholders and the Company;
- b. Attend all BOD meetings and express opinions on matters brought up for discussion;
- c. Timely and fully report to the BOD any remuneration received from subsidiaries, associates and other organizations;
- d. Report to the BOD at the next meeting any transactions between the Company, its subsidiaries, companies in which the public companies hold more than 50% of the charter capital, and BOD members and their related individuals; transactions between the Company and a company in which a BOD member is a founding member or was a business manager within the three years immediately preceding the transaction;
- e. Disclose information when conducting transactions involving the Company's shares in accordance with the law.
- f. Each independent BOD member must prepare an assessment report on the BOD's activities.

#### **Article 47. Number, Term of Office and Structure of Members of the Board of Directors**

1. The number of BOD members is five persons.
2. The term of office of a BOD member 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 BOD member of a company for up to 02 consecutive terms. In case the term of office of all BOD members ends at the same time, they shall remain BOD members until new members are elected and take over the works.
3. The structure of the BOD shall be as follows:
  - a. The structure of the Company's BOD must ensure that at least one BOD member is a non-executive member. The Company shall minimize the number of BOD members who also hold executive positions in the Company to ensure the independence of the BOD.

The total number of independent BOD members must comply with the following requirement: There must be at least one independent member.

The rights, obligations, and manner of organization and coordination of independent BOD members shall be specified in regulations on the operations of the BOD.

- b. A BOD member loses the status of BOD member when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the of the Enterprise Law.
- c. The appointment of BOD members must be disclosed in accordance with legal regulations on information disclosure in the securities market.
- d. BOD members are not necessarily shareholders of the Company.

#### **Article 48. Qualifications and Conditions for Members of the Board of Directors**

1. BOD members must meet the qualifications and conditions stipulated in Clauses 1 and 2, Article 155 of the Enterprise Law, the Securities Law, other legal regulations, the Company's Articles of Association and internal regulations on corporate governance.
2. The Chairman of the BOD may not concurrently hold the position of Chief Executive Officer of one public company.
3. BOD members of the Company may only simultaneously serve as members of the Board of Directors or the Board of Members at a maximum of five other companies.



#### **Article 49. Nomination and Self-nomination of Members of the Board of Directors**

1. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the BOD in accordance with the provisions of the Enterprise Law and the Company's Articles of Association. Shareholders holding ordinary shares shall have the right to combine their voting rights to nominate candidates for the BOD. Shareholders or groups of shareholders holding 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to under 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% and above may nominate the full number of candidates.

2. In the event that the number of candidates nominated and self-nominated to the BOD is still insufficient, the incumbent BOD shall introduce additional candidates or organize nominations in accordance with regulations on the operations of the BOD. The introduction of additional candidates by the incumbent BOD must be clearly announced before the GMS votes to elect BOD members in accordance with the law.

#### **Article 50. Method of Electing Members of the Board of Directors**

1. The voting to elect BOD members shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of BOD members to be elected, and shareholders shall have the right to cast all or part of their total votes for one or more candidates. The successful candidates for the BOD shall be determined based on the number of votes cast from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Articles of Association is reached. In the event that two or more candidates receive the same number of votes for the last BOD member, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or the Company's Articles of Association.

2. If the number of candidates is less than or equal to the number of BOD members to be elected, the election of BOD members may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law or by voting (affirmative votes, negative votes and abstentions). The voting ratio for approval by voting shall be carried out in accordance with Clause 2, Article 21 of the Company's Articles of Association.

#### **Article 51. Cases of Dismissal, Removal, Replacement and Addition of Members of the Board of Directors**

1. The GMS shall remove a BOD member in the following case:
  - a. Failure to meet the qualifications and conditions specified in Article 155 of the Enterprise Law;
  - b. Submission of a resignation letter which is accepted;
  - c. Other cases specified in the Company's Articles of Association.
2. The GMS shall remove a BOD member in the following cases:



- a. Failure to participate in the activities of the BOD for six consecutive months, except in cases of force majeure;
  - b. Other cases specified in the Company's Articles of Association.
3. When deemed necessary, the GMS shall decide to replace a BOD member; to dismiss or remove a BOD member in cases other than those specified in Clauses 1 and 2 of this Article.
4. The BOD shall convene a GMS to elect additional BOD members in the following cases:
- a. The number of BOD members is reduced by more than one-third (1/3) of the number specified in the Company's Articles of Association. In this case, the BOD shall convene a GMS within 60 days from the date on which the number of BOD members is reduced by more than one-third;
  - b. The number of independent BOD members has decreased, failing to meet the ratio specified in point b Clause 1 Article 137 of the Enterprise Law;
  - c. Except as provided for in points a and b of this clause, the GMS shall elect new members to replace the BOD members who have been dismissed or removed at the most recent meeting.

#### **Article 52. Notice of Election, Removal, or Dismissal of Members of the Board of Directors**

After the decision to elect, remove, or dismiss a BOD member, the Company shall be responsible for disclosing the information internally within the Company and to the relevant authorities, through public information channels, and on the Company's website in accordance with the procedures and regulations of the current Law.

#### **Article 53. Procedure for Introducing Candidates for the Board of Directors**

After candidates for BOD members have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each BOD candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of BOD member. Information about candidates includes:

- a. Full name, date of birth;
- b. Qualifications;
- c. Work experience;
- d. Other managerial positions (including positions in the BOD of other companies);
- e. Interests relevant to the Company and the Company's related parties;
- f. Other information (if any) specified in the Company's Articles of Association;

The public company shall publish information about the companies in which the candidates are holding the position of BOD members and other managerial positions and their interests in these companies (if any).

#### **Article 54. Election, Dismissal, and Removal of the Chairman of the Board of Directors**

1. The Chairman of the BOD shall be elected among the BOD members by the BOD, and dismissed and removed by the BOD.
2. The Chairman of the BOD must not concurrently hold the position of Chief Executive Officer.
3. Rights and obligations of the Chairman of the BOD:
  - a. Formulate operating plans and programs of the BOD;



- b. Prepare the agenda and documents of meetings; convene and chair meetings of the BOD;
  - c. Organize the ratification of resolutions and decisions of the BOD;
  - d. Supervise the process of implementation of resolutions and decisions of the BOD;
  - e. Chair the GMS;
  - f. Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Articles of Association and internal regulations on corporate governance.
4. In case the Chairman of the BOD submits a resignation letter or is dismissed or removed, the BOD shall elect a new Chairman within 10 days from the resignation or dismissal date.
5. In case the Chairman of the BOD is not present or is not able to perform his duties, he shall authorize another member in writing to perform the rights and obligations of the Chairman of the BOD. In case no one is authorized or the Chairman of the BOD is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the BOD under the majority rule until a new decision is issued by the BOD.

#### **Article 55. Remuneration, Bonuses and other Benefits of Members of the Board of Directors**

1. The Company is entitled to pay remunerations and bonuses to BOD members according to business performance.
2. BOD members are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The BOD shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the BOD shall be decided by the annual GMS.
3. Remunerations of each BOD member shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statements and reported at the annual GMS.
4. BOD members who are holding the executive positions or working in subcommittees of the BOD or performing tasks other than normal tasks of BOD members may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the BOD.
5. BOD members are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the BOD or its subcommittees.
6. BOD members may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of BOD members relevant to violations against the law and the Company's Charter

#### **Article 56. Minimum Number of Meetings per Month/Quarter/Year**

1. The Chairman of the BOD shall be elected during the first meeting of the BOD within 07 working days after the same BOD is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the BOD.
2. The BOD shall have at least 01 meeting per quarter and may have ad hoc meetings.



### **Article 57. Cases Requiring the Convening of an Extraordinary Board of Directors Meeting**

1. The Chairman of the BOD shall convene a meeting of the BOD in the following cases:
  - a. The meeting is requested by the Supervisory Board or independent BOD members;
  - b. The meeting is requested by the Chief Executive Officer or at least 05 more managers;
  - c. The meeting is requested by at least 02 BOD members;
2. The request for meeting mentioned in Clause 3 of this Article must be made in writing, specify the purposes, issues that need discussing and deciding by the BOD.
3. The Chairman of the BOD shall convene the BOD within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the BOD shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the BOD.

### **Article 58. Notice of Board of Directors Meetings and the Right of Supervisory Board Members to Attend Board of Directors Meetings**

1. The Chairman of the BOD or the person who convenes the meeting of the BOD shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

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

2. The Chairman of the BOD or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Supervisory Board.

Members of the Supervisory Board are entitled to attend meetings of the BOD; they are entitled to discuss but must not vote.

### **Article 59. Conditions for Convening a Board of Directors Meeting**

The meeting of the BOD shall be opened when it is participated in by three - fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the BOD members.

### **Article 60. Voting Procedures**

1. It is considered that a BOD member has participated in and voted at a meeting when he/she:
  - a. Participate and vote in person at the meeting;
  - b. Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
  - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d. Send votes by mail, fax or email;
  - e. Sends his/her votes using other means.
2. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the BOD at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.
3. Voting



- a. Except as provided for in point b Clause 3 of this Article, each BOD member or authorized person as specified in Clause 1 of this Article, who is personally present at a meeting of the BOD shall have one (01) vote;
  - b. A BOD member shall not vote on contracts, transactions or proposals in which that member or a person related to that member has an interest and that interest conflicts or may conflict with the interests of the Company. BOD members shall not be counted towards the minimum number of members required to convene a meeting of the BOD for decisions on which they are not entitled to vote;
  - c. Pursuant to point d Clause 11 Article 30 of the Company's Articles of Association, when an issue arises at a meeting relating to the interests or voting rights of a BOD member who does not voluntarily waive their voting rights, the chair's ruling shall be final, unless the nature or scope of the BOD member's interests has not been fully disclosed;
  - d. A BOD member who benefits from a contract specified in points a and b Clause 6 Article 43 of the Company's Articles of Association shall be deemed to have a significant interest in that contract;
  - e. The Supervisor shall have the right to attend meetings of the BOD, to discuss but must not vote.
4. A BOD member who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he/she has an interest therein shall be responsible for disclosing this interest at the first meeting of the BOD discussing the signing of the contract or transaction. Where a BOD member is unaware that they or a related party has an interest at the time the contract or transaction is signed with the Company, that BOD member must disclose the relevant interests at the first meeting of the BOD held after they become aware that they have or will have an interest in the aforementioned transaction or contract.
5. BOD meetings may be held in the form of an online conference among BOD members when all or some members are located in different places, provided that each participating member can:
- a. Hear other BOD members participating in the meeting;
  - b. Speak to all other participating members simultaneously.
- Discussions between members may be conducted directly by telephone or by other means of communication (including the use of such means at the time of approving the Articles of Association or thereafter), or by a combination of these methods. BOD members participating in such a meeting shall be deemed to be "present" at that meeting. The location of the meeting organized under this provision is the location where the majority of BOD members are present, or the location where the Chair of the meeting is present.
6. The BOD has the right to seek the opinions of BOD members in writing to pass the BOD resolutions when passing matters within the authority of the BOD under Clause 2, Article 27 of the Company's Articles of Association.
7. Resolutions in the form of written opinions shall be passed on the basis of the approval of the majority of BOD members with voting rights. These resolutions shall have the same effect and value as resolutions passed at meetings.
8. Meetings of the BOD shall be minuted and may be recorded, transcribed and stored in other electronic formats. Minutes shall be drawn up in Vietnamese and may also be drawn up in a foreign language (if necessary), containing the main contents specified in Article 158 of the



Enterprise Law. The Chairman of the BOD shall be responsible for forwarding the minutes of the BOD meeting to the members, and such minutes shall be authentic evidence of the work carried out at those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of dispatch. The minutes of the BOD meeting must be signed by the chair and the secretary of the meeting; the chair and secretary of the meeting shall be responsible for the truthfulness and accuracy of the content of the minutes. The minutes of the BOD meeting and the documents used in the meeting must be kept at the Company's head office.

#### **Article 61. Procedure for Adopting Resolutions of the Board of Directors**

Resolutions and decisions of the BOD shall be adopted if approved by a majority of members present at the meeting; in the event of a tie, the final decision shall be made by the Chairman of the BOD.

#### **Article 62. Authorization for other Persons to Attend Meetings on behalf of Board of Directors Members**

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

#### **Article 63. Meeting Minutes of the Board of Directors**

The BOD meetings shall be minuted and may be recorded, transcribed and stored in other electronic formats. Minutes shall be drawn up in Vietnamese and may also be drawn up in a foreign language, and must include the following main content:

- a. Name, address of the head office, enterprise code;
- b. Time and place of the meeting;
- c. Purpose, agenda and content of the meeting;
- d. Full name of each member attending the meeting or their authorized persons and the manner of attendance; full name of absent members and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of the opinions expressed by each member attending the meeting in the order in which the meeting proceeded;
- g. Voting results, clearly stating which members cast affirmative votes, negative votes and abstentions;
- h. The issues approved and the corresponding voting ratios;
- i. The names and signatures of the chair and the minute-taker, except as provided for in Article 64 of these Regulations.

The meeting minutes of the BOD and the documents used in the meeting must be kept at the Company's head office.

Minutes drafted in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese and foreign language versions of the minutes, the content of the Vietnamese version shall prevail.

The chair, minute-taker and persons signing the minutes shall be responsible for the truthfulness and accuracy of the content of the meeting minutes of the BOD.

The meeting minutes of the BOD and the documents used in the meeting must be kept at the Company's head office.

#### **Article 64. Refusal by the Chair and/or Secretary to Sign the Meeting Minutes of the Board**



## **of Directors**

In the event that the Chairperson or the minute-taker refuses to sign the meeting minutes, the minutes shall nevertheless be valid if they are signed and approved by all other attending members of the Board of Directors and contain all the contents as prescribed in Points a, b, c, d, e, f, g, and h of Article 63 of this Regulation. The minutes must clearly state that the Chairperson and/or the minute-taker refused to sign. The persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting. The Chairperson and the minute-taker shall bear personal liability for any damage caused to the enterprise as a result of their refusal to sign the minutes in accordance with this Law, the Company's Charter, and relevant laws

### **Article 65. Announcement of Resolutions and Decisions of the Board of Directors**

After issuing a BOD Resolution/Decision, the Company shall be responsible for disclosing the information internally within the Company and to the relevant authorities, through public information channels, and on the Company's website in accordance with the current procedures and regulations.

### **Article 66. Subcommittees of the Board of Directors**

1. The BOD may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the BOD with at least 02 persons that are BOD members and external members. Independent BOD members/non-executive BOD members shall make up a majority of the subcommittees and one of these members shall be designated as the head of the subcommittee under a decision of the BOD. The subcommittees shall operate in accordance with regulations of the BOD. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.
2. The implementation of decisions of the BOD or its subcommittees shall be conformable with applicable regulations of law, the Company's Articles of Association and internal regulations on corporate governance.

### **Article 67. Standards for the Person in charge of Administration**

The person in charge of administration must not concurrently work for the accredited audit firm that is auditing the Company's financial statements.

### **Article 68. Appointment of the Person in charge of Administration**

The BOD of the Company shall appoint at least 01 person in charge of administration, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Enterprise Law.

### **Article 69. Cases of Dismissal of the Person in charge of Administration**

1. The BOD may dismiss/remove the person in charge of administration when necessary, provided that this does not contravene current labor laws.
2. The person in charge of administration may be removed by a resolution of the GMS.



## **Article 70. Announcement of Appointment or Dismissal of the Person in charge of Administration**

After the decision to appoint or dismiss the person in charge of administration, the Company shall be responsible for disclosing the information internally within the Company and to the relevant authorities, through public information channels, and on the Company's website in accordance with the procedures and regulations of current law.

## **Article 71. Rights and Obligations of the Person in charge of Administration**

The person in charge of administration has the following rights and obligations:

- a. Provide consultancy for the BOD in organizing the GMS and performance of relevant tasks between the Company and its shareholders;
- b. Prepare for meetings of the BOD, the Supervisory Board and the GMS as requested by the BOD or the Supervisory Board;
- c. Provide consultancy on meeting procedures;
- d. Participate in the meetings;
- e. Provide consultancy on procedures for lawful issuance of resolutions of the BOD;
- f. Provide financial information, copies of minutes of meetings of the BOD and other information for BOD members and members of the Supervisory Board;
- g. Supervise and report to the BOD on the Company's information disclosure;
- h. Assist in contact between parties with relevant interests;
- i. Protect confidentiality of in accordance with regulations of law and the Company's Articles of Association;
- j. Other rights and obligations prescribed by law and the Company's Articles of Association.

## **CHAPTER 4 – SUPERVISORY BOARD**

### **Article 72. Role, Rights, and Obligations of the Supervisory Board, Responsibilities of Supervisory Board Members**

2. Members of the Supervisory Board shall have the rights stipulated in the Enterprise Law, relevant laws and regulations, and the Company's Articles of Association and regulations on the operations of the Supervisory Board, including the right to access information and documents related to the Company's operations. BOD members, the Chief Executive Officer and other executives of the enterprise shall be responsible for providing timely and complete information as requested by members of the Supervisory Board.

3. Members of the Supervisory Board are responsible for complying with the provisions of the law, the Company's Articles of Association, regulations on the operations of the Supervisory Board and professional ethics in exercising their assigned rights and obligations.

4. The Supervisory Board has the rights and obligations stipulated in Article 170 of the Enterprise Law, the Company's Articles of Association, and the following rights and obligations:

- a. Submit and request the GMS to approve the list of accredited audit firms, which will audit the Company's financial statements; choose the accredited audit firm that audits the Company's operation; discharge accredited auditors where necessary.
- b. Take responsibility to the shareholders for the supervision tasks performed by the Supervisory Board.



- c. Supervise the Company's finance, lawfulness of operation of BOD members, the Chief Executive Officer and other managers.
- d. Cooperate with the BOD, the Chief Executive Officer and shareholders.
- e. Send a written notice to the BOD within 48 hours after discovery of violations against the law or the Company's Articles of Association by a BOD member, Chief Executive Officer or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.
- f. Formulate regulations on the operations of the Supervisory Board and submit them to the GMS for ratification. The Minister of Finance shall provide guidance on the model regulations on the operations of the Supervisory Board for public companies to refer to when developing their own regulations on the operations.
- g. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP.

**Article 73. Number, Term of Office, Composition, and Structure of Supervisory Board Members**

1. The Supervisory Board has 03 members.
2. The term of office of members of the Supervisory Board shall not exceed 05 years without term limit.
3. Members of the Supervisory Board need not necessarily be shareholders of the Company.
4. The Head of the Supervisory Board shall be elected by the Supervisory Board among its members. Election, removal, and dismissal shall be based on the principle of majority vote. Rights and obligations of the Head of the Supervisory Board are specified in the Company's Articles of Association. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the principal business activities of the Company, unless the Company's Articles of Association stipulate higher standards.
5. In the event that the term of office of the Supervisors ends at the same time and the new Supervisors have not yet been elected, the Supervisors whose term of office has expired shall continue to exercise their rights and perform their duties until the new Supervisors are elected and assume their duties.

**Article 74. Qualifications and Conditions for Members of the Supervisory Board**

1. Supervisors must meet the following standards and conditions:
  - a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;
  - b. Have been trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the business activities of the enterprise;
  - c. Not be a family member of a BOD member, the Chief Executive Officer, or other managers;
  - d. Not be a manager of the Company; need not necessarily be a shareholder or employee of the Company;
  - e. Not be employed in the accounting or finance department of the Company;
  - f. Not a member or employee of the independent auditing firm that audited the Company's financial statements for the preceding three consecutive years.
  - g. Other qualifications and conditions as stipulated by relevant laws and the Company's Articles of Association.



2. In addition to the qualifications and conditions specified in Clause 1 of this Article, the Company's Supervisor shall ensure that they meet the conditions specified in Clause 2 Article 169 of the Enterprise Law.

3. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise.

#### **Article 75. Nomination and Self-nomination of Members of the Supervisory Board**

1. The nomination and self-nomination of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1, Article 25 of the Company's Articles of Association. Shareholders holding voting shares shall have the right to combine their voting rights to nominate Supervisors. Shareholders or groups of shareholders holding 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate a maximum of two (02) candidates; from 30% to less than 50% may nominate a maximum of three (03) candidates; from 50% to less than 65% may nominate a maximum of four (04) candidates; and from 65% or more may nominate the full number of candidates.

2. In case the number of nominated and self-nominated candidates is smaller than the minimum number, the incumbent Supervisory Board shall nominate more candidates or organize a similar nomination in accordance with Clause 3, Article 49 of these Regulations. This must be announced before the GMS starts to vote for members of the Supervisory Board as prescribed by law.

#### **Article 76. Method of Electing Members of the Supervisory Board**

1. The voting to elect members of the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and shareholders shall have the right to cast all or part of their total votes for one or more candidates. The successful candidates for the Supervisory Board shall be determined by the number of votes cast from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Articles of Association is reached. In the event that two or more candidates receive the same number of votes for the last member of the Supervisory Board, a re-vote shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations, regulations on the operations of the Supervisory Board or the Company's Articles of Association.

2. If the number of candidates is less than or equal to the number of Supervisory Board members to be elected, the election of Supervisory Board members may be conducted by the above cumulative voting method or by a vote (affirmative votes, negative votes and abstentions). The voting ratio for approval by vote shall be conducted in accordance with Clause 2 Article 21 of the Company's Articles of Association.

#### **Article 77. Cases of Dismissal or Removal of Members of the Supervisory Board**

1. The GMS may dismiss a member of the Supervisory Board in the following cases:
  - a. No longer meeting the qualifications and conditions to serve as a member of the Supervisory Board as stipulated in Article 169 of the Enterprise Law;
  - b. Submission of a resignation letter which is approved;
  - c. Other cases as stipulated in the Company's Articles of Association.
2. The GMS may remove a member of the Supervisory Board in the following cases:



- a. Failure to perform assigned duties and tasks;
- b. Failure to exercise their rights and perform their duties for six consecutive months, except in cases of force majeure;
- c. Repeatedly violating, or seriously violating, the duties of a member of the Supervisory Board as stipulated by the Enterprise Law and the Company's Articles of Association;
- d. Other cases as resolved by the GMS.

#### **Article 78. Notice of Election, Removal, and Dismissal of Members of the Supervisory Board**

After the decision to elect, remove or dismiss a Supervisor, the Company shall be responsible for disclosing the information internally within the Company and to the relevant authorities, through public information channels, and on the Company's website in accordance with the procedures and regulations of the current law.

#### **Article 79. Salaries and other Benefits of Members of the Supervisory Board**

1. The Supervisory Board members shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Supervisory Board which has been approved by the GMS, unless otherwise decided by the GMS.
3. Salaries and operating costs of the Supervisory Board shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, other relevant legal provisions, presented in a separate item of the Company's annual financial statements.

### **CHAPTER 5 - CHIEF EXECUTIVE OFFICER**

#### **Article 80. Role, Responsibilities, Rights and Obligations of the Chief Executive Officer**

1. The Chief Executive Officer is responsible for the day-to-day management of the Company's business; is subject to the supervision of the BOD; and is accountable to the BOD and to the law for the exercise of the rights and obligations assigned to him.
2. The Chief Executive Officer has the following rights and obligations:
  - a. Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the BOD;
  - b. Organize the implementation of resolutions and decisions of the BOD;
  - c. Organize the implementation of the Company's business plans and investment plans;
  - d. Propose organizational structure and internal administration regulations of the Company;
  - e. Appoint, dismiss, or remove managerial positions within the Company, except for those positions falling under the authority of the Board of Directors;
  - f. Decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director
  - g. Recruit employees;
  - h. Propose dividend payment plan or business loss settlement;



i. Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal regulations and the Company's Articles of Association, internal regulations on corporate governance and resolutions and decisions of the BOD.

### **Article 81. Term of Office, Qualifications, and Conditions of the Chief Executive Officer**

The term of office of the Chief Executive Officer shall not exceed five years and may be reappointed for an unlimited number of terms.

The Chief Executive Officer must meet the following criteria and conditions:

- a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;
- b. Not be a family member of the enterprise manager, the Company's Supervisor, the parent company, the state capital representative, or the business capital representative at the Company and parent company;
- c. Possess professional qualifications and experience in the management of the Company's business operations.

### **Article 82. Nomination and Self-nomination of the Chief Executive Officer**

The BOD and BOD members have the right to nominate candidates for Chief Executive Officer in accordance with the standards and conditions specified in Article 81 of these Regulations and submit them to the BOD for consideration when the Company needs to seek a Chief Executive Officer.

### **Article 83. Appointment, Dismissal, Contract Signing, and Contract Termination of the Chief Executive Officer**

The BOD shall appoint one BOD member or hire another person as Chief Executive Officer.

The BOD may dismiss the Chief Executive Officer when a majority of the BOD members with voting rights attending the meeting agree and appoint a new Chief Executive Officer.

The BOD has the authority to sign/terminate contracts and decide on the terms of employment contracts as specified in Point i Clause 2 Article 27 and Article 35 of the Company's Articles of Association.

### **Article 84. Notification of Appointment, Dismissal, Contract Signing, and Contract Termination of the Chief Executive Officer**

After the decision to elect, dismiss, or remove the Chief Executive Officer, the Company shall be responsible for disclosing the information internally within the Company and to the relevant authorities, through public information channels, and on the Company's website in accordance with the procedures and regulations of current law.

### **Article 85. Salaries and other Benefits of the Chief Executive Officer**

1. The Chief Executive Officer shall receive salary and bonuses. The salary and bonuses of the Chief Executive Officer shall be determined by the BOD.
2. The salary of the executive is included in the Company's operating expenses in accordance with the provisions of the law on corporate income tax, is shown as a separate item in the Company's annual financial statements, and must be reported to the GMS at the annual meeting.



## CHAPTER 6 – OTHER ACTIVITIES

### **Article 86. Procedures and Sequence for Convening Meetings, Issuing Meeting Invitations, Recording Minutes, and Announcing Meeting Results between the Board of Directors, the Supervisory Board, and the Chief Executive Officer**

The procedures and sequence for convening meetings, issuing meeting invitations, recording minutes, and announcing meeting results between the BOD, the Supervisory Board, and the Chief Executive Officer shall be carried out in accordance with the procedures and sequence for convening BOD meetings as stipulated in Section 4 of Chapter 3 of these Regulations.

### **Article 87. Notification of Resolutions/Decisions of the Board of Directors to the Supervisory Board**

Resolutions/Decisions and meeting minutes of the BOD, once issued, must be sent to the Supervisors at the same time and in the same manner as to the BOD members.

### **Article 88. Notification of Resolutions/Decisions of the Board of Directors to the Chief Executive Officer**

Resolutions/Decisions of the BOD (with contents related to the responsibilities, rights and obligations of the Chief Executive Officer) after being issued must be sent to the Chief Executive Officer at the same time and in the same manner as to the BOD members.

### **Article 89. Cases where the Supervisory Board and the Chief Executive Officer Request the Convening of a Board of Directors Meeting and Matters Requiring the Board of Directors' Opinion**

1. Cases where a meeting of the BOD is requested to be convened
  - a. The Supervisory Board may request the convening of a BOD meeting in the following cases:
    - When there is a request from a shareholder/group of shareholders in accordance with Clause 2 Article 115 of the Enterprise Law.
    - When it is deemed that the Supervisor's right to access information and documents related to the Company's operations is not fully exercised in accordance with current law and the Company's Articles of Association;
    - When violations of the law or the Company's Articles of Association by BOD members, the Chief Executive Officer and other business managers are discovered after written notification to the BOD in accordance with Clause 1 Article 38 of the Company's Articles of Association, but the person committing the violation has not ceased the violation or taken measures to remedy the consequences;
  - b. The Chief Executive Officer may propose to convene a BOD meeting in the following circumstances:
    - When it is deemed that the rights of the Chief Executive Officer as stipulated in Article 35 of the Company's Articles of Association are not being exercised;
    - When violations of the law or the Company's Articles of Association by other business managers are discovered after written notification has been made to the BOD, but the



person committing the violation has not ceased the violation or taken measures to remedy the consequences;

2. Matters requiring the BOD's opinion:

- a. Proposing to the BOD on the organizational structure and internal management regulations of the Company;
- b. Proposing measures to enhance the Company's operations and management;
- c. The Chief Executive Officer shall prepare plans for the BOD to approve matters relating to recruitment, termination of employment, wages, social insurance, benefits, rewards and discipline for employees and business managers.
- d. The Chief Executive Officer shall prepare plans for the BOD to approve matters relating to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in the Articles of Association, the Company's regulations and applicable laws and regulations.
- e. Seek the BOD's opinion on the Audited Financial Statements (including the Balance Sheet, Income Statement, and Cash Flow Statement) for each fiscal year, which must be submitted to the BOD for approval;
- f. Propose a dividend payment or loss handling plan;
- g. Seek the BOD's approval for the detailed business plan for the following fiscal year;
- h. Other matters deemed to be in the interests of the Company.

**Article 90. The Chief Executive Officer's Report to the Board of Directors on the Performance of Assigned Obligations and Rights**

1. Report on the implementation of resolutions of the BOD and the GMS, the Company's business plan and investment plan approved by the BOD and the GMS;
2. Quarterly and annual evaluate the Company's financial situation and production and business activities;
3. Report on improvements in organizational structure, policies, and management;
4. Annual report on the implementation of obligations towards the environment, the community and employees;
5. Report on the implementation of other matters authorized by the BOD and the GMS;
6. Report on other matters as requested by the BOD.

**Article 91. Review on the Implementation of Resolutions and other Matters Delegated by the Board of Directors to the Chief Executive Officer**

Based on the Chief Executive Officer's report on the performance of obligations and rights assigned in accordance with Article 80 of these Regulations, the BOD shall review the results of the implementation of resolutions and other matters delegated by the BOD to the Chief Executive Officer.



**Article 92. Matters on which the Chief Executive Officer must Report, Provide Information, and the Manner of Notification to the Board of Directors and the Supervisory Board**

1. Matters on which the Chief Executive Officer must report, provide information, and the manner of notification to the BOD

- a. The contents specified in Article 89 of these Regulations;
- b. The Chief Executive Officer shall notify the BOD of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital with that entity or with persons related to that entity in accordance with the law.
- c. Other matters requiring the opinion or report of the BOD must be submitted at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.
- d. In the specific case of approving contracts and transactions in accordance with the provisions of Clause 1 Article 167 of the Enterprise Law and with a value of less than 35% of the total asset value of the enterprise as recorded in the most recent financial statements or another ratio or value that is smaller in accordance with the provisions of the Company's Articles of Association, the representative of the Company signing the contract or transaction must notify the BOD members, the Supervisors of the relevant parties to the contract or transaction and attach the draft contract or the main content of the transaction. The BOD shall decide whether to approve the contract or transaction within 15 days from the date of receipt of the notification, unless the Company's Articles of Association stipulate a different time limit; BOD members who have an interest in the parties to the contract or transaction shall not have the right to vote.

2. Matters that the Chief Executive Officer must report, provide information on, and the manner of notification to the Supervisory Board

- a. The Chief Executive Officer's report to the BOD or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as to the BOD members.
- b. The Chief Executive Officer and other business managers must provide complete, accurate and timely information and documents on the management, administration and business activities of the Company as requested by the Supervisor or the Supervisory Board.
- c. The method of notification to the Supervisory Board shall be the same as that to the BOD.

**Article 93. Coordination of Control, Management and Supervision Activities among Board of Directors Members, Supervisors and the Chief Executive Officer in accordance with the Specific Obligations of the aforementioned Members**

1. Coordination between the Supervisory Board and the BOD:

The Supervisory Board plays a role in supervising, coordinating, advising, and providing full, timely, and accurate information. Specifically as follows:

- a. Regularly report to the BOD on the results of activities, consult with the BOD before submitting reports, conclusions and recommendations to the GMS;
- b. At Supervisory Board meetings, the Supervisory Board has the right to request BOD members, the Chief Executive Officer and representatives of the approved auditing firm to attend and respond to issues that need to be clarified;



- c. Regular and ad hoc inspections by the Supervisory Board must be concluded in writing (no later than fifteen (15) days from the date of completion) and submitted to the BOD to provide additional basis for the BOD in managing the Company. Depending on the extent and results of the above inspection, the Supervisory Board shall discuss and reach consensus with the BOD and the Chief Executive Officer before reporting to the GMS. In case of disagreement, the Supervisory Board shall be authorized to reserve its opinion in the minutes, and the Head of the Supervisory Board shall be responsible for reporting to the next GMS;
- d. In the event that the Supervisory Board discovers any violations of the law or the Company's Articles of Association by BOD members, the Supervisory Board shall notify the BOD in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences;
- e. The Supervisor shall notify the BOD of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital with that entity or with persons related to that entity in accordance with the law;
- f. For recommendations relating to the Company's operations and finance, the Supervisory Board must send the relevant documents at least fifteen (15) days before the expected date of receiving a response;
- g. Proposals to the BOD must be submitted at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.

The BOD shall facilitate the Supervisory Board in exercising its rights and obligations.

## 2. Coordination between the Supervisory Board and the Chief Executive Officer:

The Supervisory Board has the function of inspection and supervision.

- a. At Supervisory Board meetings, the Supervisory Board has the right to request the Chief Executive Officer (along with BOD members, the Chief Executive Officer and representatives of the approved auditing firm) to attend and respond to issues that need to be clarified and that are of concern to the Supervisors;
- b. Regular and ad hoc inspections by the Supervisory Board must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Chief Executive Officer to provide additional basis to assist the Chief Executive Officer in managing the Company. Depending on the extent and results of the above inspection, the Supervisory Board shall discuss and reach consensus with the Chief Executive Officer before reporting to the GMS. In case of disagreement, the Supervisory Board shall be authorized to reserve its opinion in the minutes, and the Head of the Supervisory Board shall be responsible for reporting to the next GMS;
- c. The Supervisor has the right to request the Chief Executive Officer to facilitate access to files and documents related to the Company's business activities at the head office or where the files are stored;
- d. For information and documents concerning the management and operation of business activities, business reports, financial statements, and written requests for provision of information from the Supervisory Board, these must be sent to the Company at least forty-eight (48) working hours prior to the expected time of receiving a response. The



Supervisory Board shall not use the Company's undisclosed information or disclose it to others to carry out related transactions.

e. The Board of Supervisors' proposals regarding measures to amend, supplement, or improve the Company's management, supervision, and business operation structure must be submitted to the Chief Executive Officer at least seven (7) working days prior to the date on which a response is expected.

The Chief Executive Officer shall facilitate the Supervisory Board in exercising its rights and fulfilling its obligations.

3. Coordination between the Chief Executive Officer and the BOD: The Chief Executive Officer is the person responsible for managing the Company's operations, ensuring the Company operates continuously and effectively.

a. When proposing organizational structure and internal management regulations for the Company, the Chief Executive Officer shall submit them to the BOD as soon as possible, but no later than seven (07) days prior to the date on which the matter is to be decided;

b. The Chief Executive Officer shall prepare plans for the BOD to approve matters relating to recruitment, termination of employment, remuneration, social insurance, benefits, rewards and disciplinary measures for employees and management personnel;

c. The Chief Executive Officer shall prepare plans for the BOD to approve matters relating to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in the Company's Articles of Association, the Company's regulations and applicable laws and regulations;

d. The Chief Executive Officer shall notify the BOD of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital with that entity or with persons related to that entity in accordance with the law;

e. Other matters requiring opinions in accordance with Clause 2 Article 97 of these Regulations must be submitted to the BOD at least seven (07) working days prior to the expected date of receiving feedback.

#### **Article 94. Regulations on the Evaluation of Performance of Board of Directors Members, Supervisors, Chief Executive Officers and other Executives**

1. The BOD is responsible for establishing performance evaluation standards for all BOD members, the Chief Executive Officer, and other executives.

2. Performance evaluation standards must balance the interests of business executives with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the BOD at each point in time. Non-financial indicators may include: the interests of stakeholders, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions and tasks and the established evaluation criteria/achieved results, the BOD will evaluate the performance of BOD members.



4. The evaluation of the Supervisors' performance is organized and conducted in accordance with the procedures outlined in the organizational structure and operations of the Supervisory Board.

5. The evaluation of performance of other executives is carried out in accordance with internal regulations or may be based on the self-evaluation reports of these executives.

#### **Article 95. Rewards**

1. The BOD or the Remuneration Subcommittee (if any) shall be responsible for developing the reward policy. Rewards shall be granted based on the performance evaluation results as stipulated in Article 95 of these Regulations.

2. Forms of rewards: cash, shares (shares issued under the Employee Stock Ownership Plan (ESOP)) or other forms developed by the BOD or the Remuneration Subcommittee. The forms of rewards shall be planned by the Chief Executive Officer for approval by the BOD; if exceeding the authority, they shall be submitted to the GMS for approval.

3. The reward system for BOD members and Supervisors shall be decided by the GMS.

4. For business executives: the sources of expenditure for reward funds shall be drawn from the Company's Bonus and Welfare Funds and other legal sources. The level of reward shall be based on actual annual business results. The Chief Executive Officer shall propose to the BOD for approval; if exceeding the authority, it shall be submitted to the GMS for approval.

#### **Article 96. Discipline**

1. The BOD is responsible for establishing disciplinary measures based on the nature and severity of the violation. The highest form of discipline shall be dismissal or removal from office.

2. BOD members, Supervisors, and business executives who fail to fulfil their duties with honesty, diligence, and prudence shall be personally liable for any damages caused by their actions.

3. BOD members, Supervisors, and business executives who violate legal regulations or the Company's regulations while performing their duties shall be subject to disciplinary action, administrative penalties, or criminal liability in accordance with the law and the Company's Articles of Association, depending on the severity of the violation. In cases where damage is caused to the interests of the Company, shareholders or others, compensation shall be paid in accordance with the law.

### **CHAPTER 7 - AMENDMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

#### **Article 97. Amendments and Supplements to the Internal Regulations on Corporate Governance**

1. Any amendments or additions to these Regulations must be reviewed and decided upon by the Company's GMS.

2. In the event that any legal provisions relating to the Company's activities are not addressed in these Regulations, or in the event that new legal provisions differ from the terms of these Regulations, such legal provisions shall automatically apply and govern the Company's activities.



## **CHAPTER 8 - EFFECTIVE DATE**

### **Article 98. Effective Date**

1. These Regulations consist of 8 chapters and 98 articles, which were approved by the GMS of Becamex Infrastructure Development Joint Stock Company with amendments and supplements in accordance with Resolution No. 01/NQ-ĐHĐCĐ dated 10 April 2026.
2. This Regulation shall take effect from the date of its approval and shall replace the Internal Corporate Governance Regulation of Becamex Infrastructure Development Joint Stock Company issued under Decision No. 06/QĐ-HĐQT dated April 15, 2022
3. Copies or extracts of the Internal Regulations on Corporate Governance must bear the signature of the Chairman of the BOD.

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

**DO QUANG NGON**



**BECAMEX INFRASTRUCTURE  
DEVELOPMENT JOINT STOCK  
COMPANY**

-----  
**No. 01/NQ-DHĐCĐ**

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

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*Ho Chi Minh City, 09 April 2026*

**RESOLUTION**  
**OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF BECAMEX INFRASTRUCTURE DEVELOPMENT  
JOINT STOCK COMPANY**

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**GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, and the amended, supplemented and guiding documents (“Enterprise Law”);
- Pursuant to the Charter of Becamex Infrastructure Development Joint Stock Company (“the Company”).
- Minutes No. 01/BB-DHĐCĐ dated 09 April 2026 of the 2026 Annual General Meeting of Shareholders of Becamex Infrastructure Development Joint Stock Company.

**RESOLVE**

**Article 1.** To approve Proposal No. 01/TTr-HĐQT dated 09 April 2026 on the 2025 Consolidated Financial Statements and Parent Company’s Financial Statements audited by A&C Auditing and Consulting Co., Ltd.; the 2025 Statement of the Board of Directors (BOD) and independent BOD members; the 2025 Activity Statement of the Supervisory Board (*The statements are attached to the meeting documents*).

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: .....%

**Article 2.** To approve Proposal No. 02/TTr-HĐQT dated 09 April 2026 on the Chief Executive Officer’s Report on the 2025 business results and 2026 business plan.

1. Approve the business results for the fiscal year 2024 based on the Consolidated Financial Statements and the Financial Statements of the Parent Company - Becamex Infrastructure Development Joint Stock Company, audited by A&C Auditing and Consulting Co., Ltd., with the following key financial indicators:

a. Business results for 2025 based on the Consolidated Financial Statements:

*Unit: billion VND*



<b>Indicators</b>	<b>Plan for 2025</b>	<b>Actual performance of 2025</b>	<b>% Actual performance of 2025/ Plan for 2025</b>
Total revenue	2,086	1,799	86%
+ Revenue from tolls	309	332	107%
+ Revenue from sales of real estate	990	974	98%
+ Revenue from construction contracts	400	-	-
+ Other revenues	387	493	127%
Total expenses	1,569	1,091	70%
Profit before tax	517	708	137%
Profit after tax	429	597	139%

b. Business results for 2025 based on the Parent Company's Financial Statements:

*Unit: billion VND*

<b>Indicators</b>	<b>Plan for 2025</b>	<b>Actual performance of 2025</b>	<b>% Actual performance of 2025/ Plan for 2025</b>
Total revenue	1,787	1,441	81%
Total expenses	1,333	878	66%
Profit before tax	454	563	124%
Profit after tax	373	459	123%
Dividend payment	5%/charter capital	5%/charter capital	

**Note: Charter capital: VND 6,295,806,400,000**

2. Approve the 2026 Business Plan of Becamex Infrastructure Development Joint Stock Company with the following key financial indicators:

a. 2026 Business Plan based on the Consolidated Financial Statements:

*Unit: billion VND*

<b>Indicator</b>	<b>Actual performance of 2025</b>	<b>Plan for 2026</b>	<b>(%) Plan for 2026/ Actual performance of 2025</b>
Total revenue	1,799	2,454	136%
+ Revenue from tolls	332	338	102%
+ Revenue from sales of real estate	974	1,054	108%
+ Revenue from construction contracts	-	682	
+ Other revenues	493	380	77%
Total expenses	1,091	1,801	165%
Profit before tax	708	653	92%
Profit after tax	597	541	91%

b. 2026 Business Plan based on the Parent Company's Financial Statements:

Unit: billion VND

Indicator	Actual performance of 2025	Plan for 2026	(%) Plan for 2026/ Actual performance of 2025
Total revenue	1,441	2,179	151%
Total expenses	878	1,596	182%
Profit before tax	563	583	104%
Profit after tax	459	475	103%
Dividend payout	5%/Charter capital	At the rate of 5% of charter capital or more.	

Note: Charter capital: VND 6,295,806,400,000

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: .....%

**Article 3.** To approve Proposal No. 03/TTr-HĐQT dated 09 April 2025 on the Report on the change in the plan of using the capital and funds raised from the additional public offering of shares to existing shareholders in 2025 (attached to this Resolution).

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: .....%

**Article 4.** To approve Proposal No. 04/TTr-HĐQT dated 09 April 2026 on the amendment and supplementation of the Company's principal business activities (attached to this Resolution), specifically:

1. Principal business activities after the amendment:

No.	Business lines	Industry Code	Main business lines
1	Construction of railways	4211	
2	Construction of roads	4212	
3	Construction of electrical works <i>(Except for the construction and operation of multi-purpose hydroelectric and nuclear power plants, which are of particular economic and social importance)</i>	4221	
4	Construction of water supply and drainage works	4222	
5	Construction of telecommunications and communication works	4223	
6	Construction of residential houses	4101	



7	Construction of non-residential houses	4102	
8	Other unclassified business support services <i>Details: Maintenance, repair, and operation of toll stations. Implementation of construction investment projects under the BOT and BT models.</i>	8299	
9	Architectural and related technical consulting activities <i>Details: - Consultancy on civil, public, industrial, traffic, and infrastructure projects. Consultancy and preparation of detailed plans, overall estimates, preparation and appraisal of investment projects for residential areas, urban areas, industrial parks, civil, industrial, and traffic projects. - Supervision of traffic construction projects. - Supervision of construction and completion of civil and industrial projects. - Supervision of construction and completion of bridge and road projects. - Design and verification of architecture for civil and industrial projects. - Design and verification of construction of traffic projects (bridges, roads). - Design and verification of urban technical infrastructure projects. - Consultancy on management of civil, industrial, traffic, irrigation, and technical infrastructure construction and investment projects. - Organization of tendering, bidding, and contractor selection in construction and machinery and equipment procurement activities. (Excluding services related to topographical, geological, hydrogeological, environmental, technical surveys for urban and rural development planning, and sectoral development planning; Surveying water areas, public shipping lanes, and shipping routes for the publication of maritime notices; Survey, construction, and publication of nautical charts for water areas, seaports, shipping lanes, and shipping routes)</i>	7110	
10	Wholesale of other machinery and equipment, and spare parts <i>Details: Trading in construction equipment and mechanical machinery. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4659	
11	Production of construction materials from clay <i>Details: Production of construction materials. (Excluding the production of bricks from clay, construction glass,</i>	2392	



	<i>construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>		
12	Trading in real estate, land use right belonging to owners, users or tenants <i>Details: Investment in the construction and operation of technical infrastructure for industrial zones, residential areas, and urban areas. Trading in real estate and leasing of residential properties, apartments, factories, and offices. Workers' housing services. Trading, transfer, lease, and lease-purchase of real estate. (Implemented in accordance with the Provincial Master Plan) (Excluding investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with the infrastructure)</i>	6810	x
13	Other unclassified financial services (excluding insurance and pension fund activities) <i>Details: Financial investment in other domestic and foreign enterprises.</i>	6499	
14	Wholesale of construction materials and other equipment <i>Details: Trading in construction materials. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4673	
15	Landscaping services <i>Details: Services for the care of greenery, flower gardens, and ornamental plants</i>	8130	
16	Installation of electrical systems <i>Details: Construction of domestic and industrial electrical works.</i>	4321	
17	Technical inspection and analysis <i>Details: Quality inspection of construction projects; testing of construction materials. (Excluding inspection (checking, testing) and issuance of certificates for transport vehicles (including systems, assemblies, equipment, and components of vehicles); inspection and issuance of technical safety and environmental protection certificates for specialized vehicles, equipment, containers, and hazardous goods packaging equipment used in transport; inspection and issuance of technical safety and environmental protection certificates for offshore oil and gas exploration, extraction, and transport</i>	7120	



	<i>vehicles and equipment; technical inspection services for occupational safety of machinery and equipment with strict occupational safety requirements installed on transport vehicles and vehicles, equipment for offshore oil and gas exploration, extraction and transportation; fishing vessel inspection services)</i>		
18	Other unclassified specialized wholesale.  <i>Details: Trading in precast concrete components. Trading in materials, supplies, and goods for consumer goods production. (Except for exercising rights to export, import, and distribute merchandise included in the List of goods that foreign investors, foreign-invested economic organizations are not allowed to exercise rights to export, import, and distribute: tobacco and cigars; books; newspapers and magazines; recorded items; precious metals and precious stones; pharmaceuticals; explosives; crude oil and refined oil, rice, cane sugar and beet sugar are excluded from the scope of the commitment)</i>	4679	
19	Mining of stone, sand, gravel, and clay  <i>Details: Mining of minerals. Processing of minerals.</i>	0810	
20	Intermediary services for real estate activities  <i>Details: Real estate brokerage services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6821	
21	Other real estate activities on a fee or contract basis  <i>Details: Real estate valuation, trading floor, consultancy, auction, advertising, management services. (Excluding judicial administrative services, including judicial appraisal services, bailiff services, property auction services, notary services, and trustee services)</i>	6829	
22	Installation of water supply and drainage, heating, and air conditioning systems.  <i>(Excluding the installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water cooler) using R22 refrigerant)</i>	4322	
23	Growing vegetables, beans, and flowers.	0118	
24	Production of concrete and products from concrete, cement, and plaster  <i>(Excluding the production of clay bricks, construction glass, construction steel bars D5-D32 mm and steel pipes D15-D114m, galvanized steel sheets and colored steel sheets)</i>	2395	
25	Lease of unmanned machinery and equipment and other tangible items	7730	



26	Construction of other civil engineering works	4299	
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2. To approve the amendment to Clause 1 of Article 4 of the Articles of Association corresponding to the Company's principal business activities after the changes mentioned in Section 1 above.

3. To authorize the Company's legal representative to carry out the necessary procedures to notify the changes to the Company's business registration information in accordance with current regulations.

4. Within the scope of the principal business activities approved by the General Meeting of Shareholders and current legal regulations, authorize the Company's Board of Directors to have full authority to decide on all matters related to the amendment and supplementation of detailed principal business activities as required by competent state management agencies and/or legal requirements without the approval by the General Meeting of Shareholders.

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: ...%

**Article 5.** To approve Proposal No. 05/TTr-HĐQT dated 09 April 2026 on the amendment and supplementation of the Articles of Association, Internal Regulations on Corporate Governance and the Regulations on the Operations of the Board of Directors (attached to this Resolution).

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: ....%

**Article 6.** To approve Proposal No. 06/TTr-HĐQT dated 09 April 2026 on the profit distribution and dividend payment plan for 2025 and the profit distribution and dividend payment plan for 2026 as follows:

### 1. Profit distribution and dividend payment plan for 2025

Unit: VND

No.	Indicator	Implementation of 2025
1.	After-tax profit of the Parent Company	459,361,378,912
2.	Appropriation for funds + <i>Bonus and Welfare Fund (5% of 2025 after-tax profit)</i> + <i>Investment and Development Fund (30% x 2025 after-tax profit)</i>	22,968,068,946 137,808,413,674
3	After-tax profit after fund appropriation	298,584,896,292
4.	Retained earnings of 2024	105,743,176,308
5.	After-tax profit available for dividend distribution	404,328,072,600
6	Dividend distribution (5%/charter capital)	314,790,320,000



7.	Appropriation for the Executive Board's bonus fund for achieving business targets (1% of 2025 after-tax profit)	4,593,613,789
8.	Remaining after-tax profit of 2025	84,944,138,811

Charter capital: VND 6,295,806,400,000.

- Dividend payment method: Cash on hand.

- Payment time: 4<sup>th</sup> quarter of 2026.

## 2. Profit distribution and dividend payment plan for 2026

Unit: VND

No.	Indicator	Plan for 2026
1.	After-tax profit of the Parent Company	475,224,899,127
2.	Retained earnings of 2025	84,944,138,811
3.	Appropriation for bonus and welfare funds (5% of 2026 post-tax profit)	23,761,244,956
4.	Appropriation for Investment and Development Fund (30% x 2026 post-tax profit)	142,567,469,738
5.	Appropriation for the Executive Board and Directors and Deputy Directors of departments and units for achieving business targets (1% of 2026 after-tax profit)	4,752,248,991
6.	Dividend payment ratio (At the rate of 5% of charter capital or more.)	314,790,320,000
7.	Retained earnings for 2026	74,297,754,253

Charter capital: VND 6,295,806,400,000.

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: ...%

**Article 7.** To approve Proposal No. 07/TTr-HĐQT dated 09 April 2026 on the payment of remuneration to the BOD, Supervisory Board and Company Secretary for 2025 and the payment plan for 2026, as follows:

### 1. Remuneration for the BOD, Supervisory Board, and Company Secretary for 2025:

- According to Resolution No. 01/NQ-ĐHĐCĐ dated 09 April 2025 of the General Meeting of Shareholders, the remuneration of the BOD, the Supervisory Board and the Company Secretary for 2025 shall be equal to 1% x the after-tax profit of the Parent Company for 2025.

- According to the audited business results for 2025, the Parent Company's after-tax profit is VND 459,361,378,912.

- According to the Resolution of the General Meeting of Shareholders and the Parent Company's after-tax profit mentioned above, the total remuneration paid to the BOD, the Supervisory Board, and the Company Secretary in 2025 is: VND 4,593,600,000 (rounded).



## **2. Remuneration payment plan for the BOD, Supervisory Board, and Company Secretary for 2026:**

- Based on the 2026 business plan of Becamex Infrastructure Development Joint Stock Company, the BOD respectfully submits to the General Meeting of Shareholders for approval the remuneration for the BOD, the Supervisory Board and the Company Secretary for 2026 as follows:

- Remuneration for the BOD, the Supervisory Board, and the Company Secretary for 2026: 1% x After-tax profit for 2026.

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: ....%

**Article 8.** To approve Proposal No. 01/TTr-BKS dated 09 April 2026 on the approval of the list of independent auditing firms to audit the Financial Statements and operations (if necessary) of Becamex Infrastructure Development Joint Stock Company in 2026 and authorized the BOD to decide on the selection of the auditing firm from the list below:

- A&C Auditing and Consulting Co., Ltd.;
- AASC Auditing Firm Company Limited
- KPMG Vietnam Co. Ltd.;
- Ernst & Young Viet Nam Limited;
- PwC (Vietnam) Limited;
- Deloitte Consulting Vietnam Co., Ltd.

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: ....%

**Article 9.** To approve Proposal No. 08/TTr-HĐQT dated 09 April 2026 on the dismissal and election of additional members of the Supervisory Board for the term (2022 – 2027).

1. Dismiss Ms. Mai Thi Huynh Mai as a member of the Supervisory Board for the term (2022–2027), who submitted her resignation letter on 04 March 2026.
2. Elect a replacement member of the Supervisory Board for the term (2022–2027).

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: ...%

**Article 10.** To approve the results of the election of a supplementary member of the Supervisory Board for the term (2022–2027) as follows:

The member of the Supervisory Board of Becamex Infrastructure Development Joint Stock Company for the term (2022–2027) elected as a replacement is: Mr./Ms.

- Percentage of affirmative votes: ..... %
- Percentage of negative votes: ....%
- Percentage of abstentions: ...%



**Article 11.** The General Meeting of Shareholders unanimously delegates to the BOD the authority to direct and organize the thorough and effective implementation of the matters unanimously approved by the shareholders at the 2026 Annual General Meeting of Shareholders in accordance with the Law and the Articles of Association of Becamex Infrastructure Development Joint Stock Company.

**Article 12.** This Resolution has been adopted by the General Meeting of Shareholders and shall take effect from the date of signing.

**To:**

- State Securities Commission of Vietnam
- Ho Chi Minh City Securities Exchange
- Members of the BOD, Supervisory Board, and Chief Executive Officer.

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIR**

**DO QUANG NGON**



09 April 2026

**VOTING FORM**  
**(Content of reports, statements at the General Meeting)**

Shareholder code:

Full name of shareholder:

Address:

Total shares held/authorized: \_\_\_\_\_ shares

After having an understanding of the proposals submitted by the Board of Directors at the Annual General Meeting, my votes for the proposals are as follows:

No.	Content	Voting		
		Agree	Disagree	Abstain
01	<b><u>Proposal No. 01/TTr-HĐQT</u></b> Approval of the 2025 audited Financial Statements, the Report of the Board of Directors, and independent BOD members; the 2025 Activity Statement of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02	<b><u>Proposal No. 02/TTr-HĐQT</u></b> Approval of the Report of the Chief Executive Officer on 2025 business results and 2026 business plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03	<b><u>Proposal No. 03/TTr-HĐQT</u></b> Approval of the the Report on the change in the plan of using the capital and funds raised from the additional public offering of shares to existing shareholders in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04	<b><u>Proposal No. 04/TTr-HĐQT</u></b> Approval of the amendment and supplementation of the Company's principal business activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05	<b><u>Proposal No. 05/TTr-HĐQT</u></b> Approval of the amendment and supplementation of the Articles of Association, Internal Regulations on Corporate Governance and the Regulations on the Operations of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06	<b><u>Proposal No. 06/TTr-HĐQT</u></b> Approval of the profit distribution and dividend payment plan for 2025 and the profit distribution and dividend payment plan for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07	<b><u>Proposal No. 07/TTr-HĐQT</u></b> Approval of the payment of remuneration to the BOD, Supervisory Board and Company Secretary for 2025 and the payment plan for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



08	<p><b><u>Proposal No. 01/TTr-BKS</u></b>  Approval of the list of independent auditing firms to audit the Financial Statements and operations (if necessary) of Becamex Infrastructure Development Joint Stock Company in 2026</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09	<p><b><u>Proposal No. 08/TTr-HDQT</u></b>  Approval of the dismissal and election of additional members of the Supervisory Board for the term (2022 – 2027).</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Remarks:**

- Shareholders or their authorized representatives are kindly requested to mark (X) their voting options and submit the voting form to the Organizing Committee before the end of the General Meeting.
- This voting form is only valid at the 2026 Annual General Meeting of Shareholders convened on 09 April 2026.
- The following forms are considered invalid:
  - The voting form not issued by the Company (not in the correct form, without the Company’s stamp)
  - The voting form with erasures or additional content.

**SHAREHOLDER/AUTHORIZED PERSON**  
*(Signature and full name)*

