

**CÔNG TY CP VIMECO**  
**VIMECO JSC**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**  
**Độc lập - Tự do - Hạnh phúc**  
**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

Số: 257/2026/CV-PTNL

Hà Nội, ngày 07 tháng 5 năm 2026

No: 257/2026/CV-PTNL

Hanoi, May 07, 2026

V/v: Thư mời họp và tài liệu họp Đại hội đồng cổ  
đồng thường niên năm 2026.

*Invitation to the meeting and meeting documents  
of the 2026 Annual General Meeting of  
Shareholders.*

**Kính gửi:**

- Ủy ban Chứng khoán Nhà nước
- Sở Giao dịch Chứng khoán Hà Nội
- *The State Securities Commission*
- *The Hanoi Stock Exchange*

1. Tên công ty /Name of Company: **Công ty Cổ phần Vimeco** /Vimeco Joint Stock Company
2. Mã chứng khoán / Stock symbol: **VMC**
3. Địa chỉ/Address: Lô E9, đường Phạm Hùng, Yên Hòa, Hà Nội /E9 Block, Pham Hung Street, Yen Hoa, Hanoi.
4. Điện thoại /Phone: 024.37848204 Fax: 024.37848202
5. Người thực hiện công bố thông tin /The person responsible for disclosing information: **Phạm Thắng**
6. Nội dung công bố thông tin /Content of information disclosure: Thư mời kèm các tài liệu họp Đại hội đồng cổ đông thường niên năm 2026 của Công ty Cổ phần Vimeco: /Invitation with accompanying documents for the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company:

- Thư mời họp Đại hội đồng cổ đông thường niên năm 2026 của Công ty Cổ phần Vimeco; / Invitation to the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company.

- Tài liệu họp Đại hội đồng cổ đông thường niên năm 2026 của Công ty Cổ phần Vimeco; /2026 Annual General Meeting document of Vimeco Joint Stock Company.

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung thông tin công bố. /We commit that the information published here is true and we take full responsibility before the law for the content of the published information.

**Nơi nhận:**

**Recipients**

- Như k/g; /As mentioned
- Lưu: VP. /Archived

**NGƯỜI THỰC HIỆN CBTT**  
**Authorized person to disclose information**



**Phạm Thắng**



VINACONEX JOINT STOCK CORPORATION  
**VIMECO JOINT STOCK COMPANY**

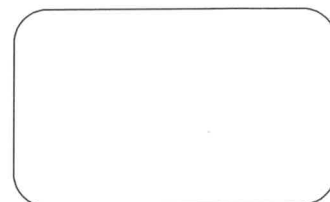
**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

*Hanoi, May 7, 2026*

## NOTICE OF THE 2026 ANNUAL SHAREHOLDERS' MEETING

**To: Shareholders:** .....

Address: .....



Phone number: .....

Number of shares: .....

Registration No.: .....

VIMECO Joint Stock Company (Address: Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi City - Tax Code: 0101338571 - Stock Code: VMC) hereby respectfully announces and cordially invites shareholders to attend the 2026 Annual General Meeting of VIMECO Joint Stock Company as follows:

1. Meeting time: Starting at 8:00 a.m. on Thursday, May 28, 2026
2. Location: Conference Hall, 5th Floor, Vimeco Building, Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi
3. Meeting agenda: As per the General Meeting agenda on the Company's website.
4. Eligibility: All shareholders holding shares in Vimeco Joint Stock Company as listed in Shareholder List No. VNMEETVSDV015898/VSDVMCXX, prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) on May 6, 2026, or their duly authorized representatives.
5. Confirmation of Attendance: To facilitate the organization of the General Meeting, shareholders are requested to submit the Confirmation of Attendance/Proxy Form (using the attached template) directly, by mail, email, or fax to Vimeco Joint Stock Company by 5:00 PM on Tuesday, May 26, 2026.
6. **Shareholders** or their authorized representatives attending the General Meeting must bring the following documents:
  - Notice of the 2026 Annual General Meeting of Shareholders.
  - National ID card or passport of the person attending the conference.
  - A certified copy of the shareholder's National ID Card or passport (if the person attending the General Meeting is a proxy).
  - Original Power of Attorney for Attendance at the General Meeting (if attending by proxy).



7. Documents related to the General Meeting, as well as the templates for the Certificate of Attendance and the Proxy Form, are posted in the Shareholder Relations section of Vimeco Joint Stock Company's website ([www.vimeco.com.vn](http://www.vimeco.com.vn)), including: [www.vimeco.com.vn](http://www.vimeco.com.vn)

- Agenda and Rules of Procedure for the Congress.
- Report by the Executive Board on the 2025 Business Results and the 2026 Business Plan.
- The Board of Directors' proposal to approve the audited 2025 financial statements.
- *Report of the Board of Directors on the 2025 performance of the Board of Directors and each member of the Board of Directors, and the direction and tasks for 2026.*
- Report of the Audit Committee to the Annual General Meeting of Shareholders.
- Proposal from the Audit Committee recommending that the General Meeting of Shareholders select an independent auditing firm to review and audit the Company's 2026 financial statements.
- Proposal by the Board of Directors regarding the plan for the distribution of after-tax profits for 2025;
- Proposal by the Board of Directors regarding the approval of the salary and compensation plan for the Board of Directors and the Audit Committee for 2025 and the 2026 Plan.
- Proposal by the Board of Directors regarding the approval of amendments and supplements to the Articles of Association of Vimeco Joint Stock Company.
- Proposal by the Board of Directors regarding the approval of the policy to conduct transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco Group.
- Proposal by the Board of Directors regarding the appointment of members to the Board of Directors and the Audit Committee for the 2023–2028 term.
- Other matters to be presented to the Annual General Meeting (if any).
- Ballot, Voting card.
- Draft Minutes and Resolutions of the General Meeting of Shareholders.
- Other documents for the Congress.

8. For any questions regarding the General Meeting, shareholders are kindly requested to contact:

- Mr. Pham Thang – Phone: 0902048866. Email: [phamthangvimeco@gmail.com](mailto:phamthangvimeco@gmail.com)

Sincerely./.

Sincerely, THE BOARD OF DIRECTORS  
CHAIRMAN

(Signed)

Tran Dinh Tuan

**Recipient:**

- As above;
- Board of Directors;
- License plate;
- CEO;
- Filed by the Office.



# **AGENDA FOR THE 2026 ANNUAL SHAREHOLDERS' MEETING VIMECO JOINT STOCK COMPANY**

.....

**Time: Starting at 8:00 a.m. on Thursday, May 28, 2026**

**Location: Hall 5, Vimeco Building,**

***Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi***

<b>TIME</b>	<b>CONTENTS</b>
7:30–8:00	Reception and Registration of Delegates.
8:00–8:10	Report on the verification of shareholder eligibility and announcement of the number of shareholders/shareholder representatives attending the General Meeting.
8:10–8:20	Opening of the Congress. The list of the Presiding Committee, the Secretariat, and the Ballot Counting Committee was approved by a vote.
8:20–8:35	Adopt the Congress Agenda and the Rules of Procedure for the Congress.
8:35–8:50	Report by the Executive Board on the 2025 Business Performance Results and the 2026 Business Plan.
8:50–8:55	The Board of Directors' proposal to approve the audited 2025 Financial Statements.
8:55–9:10	Report of the Board of Directors on the 2025 performance of the Board of Directors and each member of the Board of Directors, and the direction and tasks for 2026.
9:10–9:20	Report of the Audit Committee to the General Meeting of Shareholders.
9:20–9:25	Proposal from the Audit Committee regarding the selection of an independent audit firm to review and audit the Company's 2026 financial statements.
9:25–9:35	Proposal by the Board of Directors Regarding the Plan for the Distribution of After-Tax Profits for 2025.
9:35–9:40	Proposal by the Board of Directors regarding the approval of the salary/remuneration plan for the Board of Directors and the Audit Committee for 2025 and the 2026 Plan.
9:40–9:45	Proposal to Approve the Amendment and Supplementation of the Articles of Association of Vimeco Joint Stock Company.
9:45–9:50	Proposal by the Board of Directors regarding the approval of the policy to conduct transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco
9:50–10:00	Other matters to be presented to the General Meeting of Shareholders (if any).
10:00–10:30	Discussions at the Congress



TIME	CONTENTS
10:30–10:45	<p><b>The General Meeting voted to approve the resolutions of the Annual General Meeting of Shareholders regarding:</b></p> <ol style="list-style-type: none"> <li>1. Report by the Executive Board on the 2025 Business Performance Results and the 2026 Business Plan.</li> <li>2. Approved the audited 2025 Financial Statements.</li> <li>3. Report of the Board of Directors on the 2025 performance of the Board of Directors and each member of the Board of Directors, and the direction and tasks for 2026.</li> <li>4. Report of the Audit Committee to the Annual General Meeting of Shareholders.</li> <li>5. Select an independent audit firm to review and audit the Company's 2026 financial statements.</li> <li>6. Proposal for the distribution of after-tax profits for 2025;</li> <li>7. Proposal for the Payment of Salaries and Remuneration for the Board of Directors and the Audit Committee for 2025 and the Plan for 2026.</li> <li>8. By amending and supplementing the Articles of Association of Vimeco Joint Stock Company.</li> <li>9. Approve the policy of conducting transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco Group.</li> <li>10. Other information (if any).</li> </ol>
10:45–11:05	<p><b>The General Meeting proceeded with the election of additional members to the Company's Board of Directors and Board of</b></p> <p>Approval of the Proposal on the Reorganization of the Board of Directors and the Audit Committee.</p> <p>Adoption of the Regulations on the Election of Members of the Board of Directors and the Audit Committee for the 2023–2028 Term</p> <p>Approval of the Election Committee Roster</p> <p>To carry out the procedures for nominating and standing for election as members of the Board of Directors and the Audit Committee, and to approve the list of candidates for the by-election of members of the Board of Directors and the Audit Committee for the 2023–2028 term</p> <p>The Election Committee provides election guidelines, and the Congress conducts the voting process</p> <p>Election Commission Counts Votes</p>
11:05–11:15	Break (10 min)
11:15–11:25	Announcement of the Results of the Vote Count and the Election Results
11:25–11:50	Adoption of the Minutes and Resolution of the Congress
11:50 a.m.	Closing Ceremony



**VIMECO**

*Tất cả vì bạn - All for you*

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

....., on the .....th day of ....., 2026

**CERTIFICATE / POWER OF ATTORNEY**

**Attend the 2026 Annual General Meeting of Shareholders  
of Vimeco Joint Stock Company**

-----  
**To: Vimeco Joint Stock Company**

Shareholders: .....

Address: .....

ID/Passport/Business Registration Number: ..... Date Issued: .....

Issuing Authority: .....

Number of shares held: .....

(In words: .....)

Please confirm your attendance at the 2026 Annual General Meeting of Vimeco Joint Stock Company on May 28, 2026, as follows (check the appropriate box):

1. Attend the General Meeting of Shareholders in person.

2. I hereby authorize the following person to attend, vote, and exercise all rights and fulfill all obligations of a shareholder on my behalf at the 2026 Annual General Meeting of Vimeco Joint Stock Company on May 28, 2026, with respect to the shares covered by this proxy. The proxyholder is:

2.1 Mr. Tran Dinh Tuan - Chairman of the Board of Directors of Vimeco Joint Stock Company

Number of shares authorized: .....

2.2 Mr. Dang Van Hieu - Member of the Board of Directors and General Director of Vimeco Joint Stock Company

Number of shares authorized: .....

2.3 Or the person listed below:

Full name: .....

Address: .....

ID/Passport/Business Registration Number: ..... Date Issued: .....  
..... Issuing Authority: .....

Number of shares authorized: .....

I/We assume full responsibility for this authorization and undertake to strictly comply with the applicable laws and regulations and the Articles of Association of Vimeco Joint Stock Company.

**AUTHORIZED  
REPRESENTATIVE**

(Sign and print your full name)

**SHAREHOLDERS / PROXY  
HOLDERS**

(Sign and print your full name; affix a seal if  
you are an organization)

*Note: The proxy holder may not delegate their authority to another person. When attending the General Meeting, the proxy holder must bring the original Power of Attorney along with a certified copy of the principal's ID card, Citizen Identity Card, or passport to complete the registration procedures for the General Meeting.*



**CÔNG TY CỔ PHẦN VIMECO**

*Tất cả vì bạn – All for you*

Lô E9, đường Phạm Hùng, phường Yên Hòa, thành phố Hà Nội

Tel: (84-24) 37848204 Fax: (84-24) 37848202

[www.vimeco.com](http://www.vimeco.com)

**Hanoi, May 7, 2026**

## **RULES OF PROCEDURE 2026 ANNUAL SHAREHOLDERS' MEETING BY VIMECO JOINT STOCK COMPANY**

### **Pursuant to:**

✚ Enterprise Law No. 59/2020/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the relevant amendments, supplements, and implementing guidelines;

✚ Securities Law No. 54/2019/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the relevant implementing regulations;

✚ The current Articles of Incorporation of Vimeco Joint Stock Company.

✚ Vimeco Joint Stock Company's Internal Regulations on Corporate Governance were approved by the General Meeting of Shareholders on March 29, 2021.

Purpose of the Regulations:

✚ Ensure the principles of transparency, fairness, and democracy;

✚ To facilitate the organization and conduct of the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company.

The Organizing Committee hereby requests the General Meeting of Shareholders to approve the Rules of Procedure for the Meeting as follows:

### **I. AGENDA OF THE CONFERENCE**

1.1. Upon entering the meeting room, shareholders must take their seats in the specific seats or areas designated by the meeting organizing committee and comply with the seating arrangements provided by the committee.

1.2. Do not engage in private conversations or use mobile phones during the conference. All mobile phones must be turned off or set to silent mode.

1.3. Shareholders and shareholder representatives are required to attend the General Meeting of Shareholders from the start of the meeting until its conclusion and to exercise their voting rights and fulfill their voting obligations with respect to all matters submitted to the meeting for approval. In the event that any shareholder or shareholder representative must leave the meeting before the conclusion of the General Meeting due to unavoidable circumstances, that shareholder or such shareholder representative is responsible for contacting the Organizing Committee to submit their written opinions on



the matters to be voted on at the General Meeting. If a shareholder or shareholder representative leaves the meeting before the General Meeting concludes without notifying the Organizing Committee or without returning the voting ballot regarding the matters of the General Meeting, that shareholder or shareholder representative shall be deemed not to have attended the General Meeting (with respect to those items on which the shareholder or shareholder representative did not cast a vote).

## **II. CONDITIONS FOR CONVENING A SHAREHOLDERS' MEETING**

2.1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting (either in person or by proxy) represents more than 50% of the Company's total voting shares.

2.2. If the first meeting cannot be held in accordance with the above provisions, a second notice of meeting must be sent within 30 days from the date originally scheduled for the first meeting. The second General Meeting of Shareholders may only be held if the number of shareholders present at the meeting represents 33% or more of the Company's total voting rights.

2.3. If the second meeting cannot be held in accordance with the above provisions, a notice of the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the attending shareholders and shall be deemed valid.

## **III. VOTING TO APPROVE MATTERS AT THE CONGRESS**

### **3.1. Eligible voters**

Shareholders or their authorized representatives who hold voting shares (as listed in the Consolidated List of Securities Holders No. VNMEETVSDV015898/VSDVMCXX prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) on May 6, 2026) may attend the General Meeting of Shareholders in person.

### **3.2. Voting Rules**

All items on the agenda of the General Meeting must be approved by a direct vote at the meeting. Each shareholder or shareholder representative is issued a Voting Card and a Voting Ballot, which include the attendance code, the number of votes allocated to the shareholder, and the seal of Vimeco Joint Stock Company.

A shareholder is deemed to be present and voting at a General Meeting of Shareholders in the following case:

- a) Attend and vote in person at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Participate in and vote at the meeting via video conference, electronic voting, or other electronic means;
- d) Submit voting ballots for the meeting by mail, fax, or email.

### **3.3. Voting Procedures**

Shareholders or their representatives vote on each item by casting their votes in person at the General Meeting, as directed by the Chairperson, by raising their voting cards and filling out voting ballots.

In the event of a discrepancy between the results of a vote conducted by a show of hands and those conducted by written ballot, the results of the vote at the General

Meeting of Shareholders shall be determined based on the written ballots collected at the meeting.

***a) Voting by raising a voting card***

Shareholders or their representatives vote by raising their Voting Cards (In Favor/Against/Abstain) for each item on the agenda. When voting, shareholders/shareholder representatives raise their Voting Cards when asked by the Chairperson. Under the Chairperson's direction, shareholders/shareholder representatives who "Approve" will raise their Voting Cards first, followed by those who "Disapprove" or "Abstain," who will raise their Voting Cards in turn.

***b) Voting by ballot:***

Each item on the ballot has three boxes for shareholders to select their voting preference, including:

- The "Approve" checkbox;
- The "Disagree" checkbox;
- The "No opinion" checkbox.

When voting on each item, shareholders or their representatives attending the meeting shall indicate their voting preference ("For," "Against," or "Abstain") by marking an "X" or a "√" in one of the three voting boxes for that item, signing the ballot, and clearly writing their full name on it before submitting it to the Ballot Counting Committee. A ballot item is considered invalid if the shareholder or shareholder representative does not mark any of the voting boxes or marks more than one voting box for the same ballot item. If a valid ballot contains one or more invalid ballot items, the remaining valid items will still be counted toward the voting result for that valid item.

Voting shall commence upon the signal given by the Chair of the meeting or a representative of the Ballot Counting Committee and shall conclude when the Ballot Counting Committee has collected all ballots from the shareholders or their representatives present at the meeting, or 15 (fifteen) minutes after the Chair announces the start of the voting period, whichever occurs first.

If a shareholder or shareholder representative requests a replacement Voting Ballot due to it being torn, damaged, or have inadvertently added marks to the ballot, and provided that the shareholder or shareholder representative has not yet cast their vote and the voting period has not yet expired, the shareholder or shareholder representative is entitled to meet directly with the Ballot Counting Committee to return the received ballot and obtain a new one, thereby ensuring the rights and interests of the shareholder or shareholder representative. The Ballot Counting Committee collects the old Ballot Papers and returns them to the Chairperson of the General Meeting.

The Ballot Counting Committee is responsible for collecting the ballots, counting the ballots, preparing the minutes of the ballot count, and reporting the results to the Convention. Any complaints regarding the voting results will be reviewed and resolved by the Ballot Counting Committee immediately at the Convention.

**3.4 Cases in which a vote is considered invalid:**

a) Circumstances under which a vote cast by a shareholder or shareholder representative by raising a voting card is deemed invalid:

- A shareholder or shareholder representative who does not raise their voting card during all three rounds of voting—"In favor," "Against," or "Abstain"—on the same matter.
- A shareholder or shareholder representative raises their voting card more than once when voting on an issue.

b) Circumstances under which a vote cast by means of a shareholder's or shareholder representative's ballot is deemed invalid:

- A ballot that does not follow the Company's prescribed format or does not bear the Company's seal.
- A ballot that has been altered makes it impossible to clearly determine the voting intention of the shareholder or shareholder representative regarding the corresponding matter being voted on.
- The ballot does not bear the signature of the shareholder or the shareholder's representative.
- The unstamped ballot contains information about the shareholder or the shareholder's representative.
- In cases where a voting item has two or more voting options and a shareholder or shareholder representative votes in favor of two or more of those options.
- If a voting item includes two different voting options ("In favor," "Opposed," or "No opinion") or no voting options at all, the vote on that item shall be deemed invalid.
- If a ballot contains multiple voting items, and one or more of those items is invalid, only that specific item shall be deemed invalid and shall not affect the validity of the other voting items on that ballot.

#### **IV. CONDITIONS FOR APPROVAL OF MATTERS SUBMITTED FOR SHAREHOLDER CONSENT AT THE GENERAL MEETING**

**4.1. Each share held by a shareholder or shareholder representative attending the General Meeting and exercising voting rights shall be entitled to one vote.**

**4.2. Except as provided in Sections 4.3 and 4.4 below, a resolution of the General Meeting of Shareholders is adopted at the meeting if it is approved by shareholders (either in person or by proxy) representing more than 50% of the total voting rights of all shareholders or shareholder representatives present and voting at the meeting.**

**4.3. With respect to resolutions of the General Meeting of Shareholders regarding (i) the classes of shares and the total number of shares of each class; (ii) changes in the Company's industry, business lines, and business sectors; (iii) changes to the Company's management structure; (iv) investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial statements; (v) the reorganization or dissolution of the Company: such decisions shall be approved at the meeting if supported by shareholders (either in person or by proxy) representing 65% or more of the total voting shares of all shareholders or shareholder representatives present and voting at the meeting.**

**4.4. Regarding the approval of proposals concerning contracts and transactions between the Company and the parties specified in Article 167 of the 2020 Enterprise Law, Article 293 of Decree No. 155/2020/ND-CP, and Clause 84 of Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing certain provisions of Decree No. 155/2020/ND-CP, which falls within the decision-making authority of the General Meeting of Shareholders: shareholders with a conflict of interest regarding the parties to such contracts or transactions shall not have the right to vote. The proposal is adopted at the meeting when it is approved by shareholders (either in person or by proxy) representing 65% or more of the total voting shares of all shareholders or shareholder representatives present who are entitled to vote on this matter and who vote in favor at the meeting.**

## **V. DELIVERING SPEECHES AT THE CONGRESS**

### **5.1. Principles:**

Shareholders or shareholder representatives attending the General Meeting who wish to speak during the discussion must register the content of their remarks using the Organizing Committee's Speech Registration Form or raise their Voting Card to request the floor and obtain the Chairperson's approval. The Speech Registration Form will be distributed to each shareholder or shareholder representative upon arrival at the General Meeting. Shareholders or shareholder representatives may submit the Speech Registration Form to the General Meeting Secretariat during the General Meeting or during the break. To ensure order during the General Meeting's discussions, shareholders or shareholder representatives who have registered to speak using the Registration Form will be given priority to speak first, followed by shareholders or shareholder representatives who raise their Voting Cards, who will speak in the order arranged by the Chairperson.

### **5.2. Manner of expression:**

Shareholders or their representatives making statements must ensure that:

- Keep remarks brief and focused on the key points to be discussed, in accordance with the approved agenda of the General Meeting. If a proposal is complex and requires significant time to present, shareholders may submit it in writing to the Organizing Committee two days prior to the General Meeting.

- Do not repeat issues that have already been addressed.

- Do not propose matters that fall within the purview of the Board of Directors.

- Do not propose issues that fall outside your jurisdiction or are not included in the approved Congress agenda.

- The proposed content must not violate the law.

- The chairperson will arrange for shareholders or their representatives to speak in the order in which they registered and will address any questions from shareholders or their representatives. The chairperson of the meeting has the right to remind or request that shareholders or their representatives focus on the main points of their remarks in order to save time and ensure the quality of the discussion.

## **VI. RIGHTS AND RESPONSIBILITIES OF THE CHAIRPERSON**



**6.1. Preside over the conference in accordance with the agenda and the rules and regulations adopted by the conference. The presiding officer shall operate in accordance with the principle of democratic centralism and make decisions by majority vote.**

**6.2. Guide the Congress in discussing, soliciting opinions, and voting on matters included in the Congress agenda and related issues throughout the Congress.**

**6.3. The Chairperson has the authority to take the necessary measures to ensure that the General Meeting is conducted in a reasonable and orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of shareholders or shareholder representatives in attendance.**

**6.4. The chairperson has the authority to:**

- Require all shareholders or their representatives attending the meeting to undergo security screening or other security measures;

- Request the competent authority to maintain order at the meeting; remove from the General Shareholders' Meeting any shareholders or shareholder representatives who fail to comply with the chairperson's direction, intentionally disrupt the meeting, obstruct the normal progress of the meeting, or fail to comply with security screening requirements.

- The chairperson has the authority to postpone a General Meeting of Shareholders—provided that the required number of shareholders or shareholder representatives have registered to attend in accordance with the regulations—to a later date or to change the venue of the meeting in the following cases:

- The meeting venue does not have enough seating to accommodate all shareholders or shareholder representatives attending the meeting.
- The audiovisual equipment at the meeting venue does not allow shareholders or their representatives attending the meeting to participate, discuss, and vote.
- Some meeting attendees engaged in disruptive behavior that threatened to prevent the meeting from proceeding fairly and lawfully.
- The maximum postponement period shall not exceed three business days from the scheduled start date of the meeting.

**6.5. Address any other issues that arise during the Congress.**

## **VII. DUTIES OF THE CONGRESS SECRETARY**

**7.1. Provide a complete and accurate record of the entire proceedings of the Congress and of the matters that were adopted by the Congress or noted during the Congress.**

**7.2. Draft the minutes of the General Meeting and the resolutions on the matters adopted at the General Meeting.**

## **VIII. RESPONSIBILITIES OF THE AUDIT COMMITTEE**

**8.1. Assist in welcoming shareholders and guiding them to their seats.**

**8.2. Determine the results of the shareholders' vote on the matters approved at the General Meeting.**

**8.3. Promptly notify the Secretariat of the voting results.**

**8.4. Conduct the vote count, prepare the vote tally report, and announce the results of the General Meeting.**

**8.5. Review and report to the General Meeting for a decision on cases of violations of voting procedures or complaints regarding voting at the General Meeting.**

#### **IX. MINUTES AND RESOLUTIONS OF THE SHAREHOLDERS' MEETING**

All matters discussed at the shareholders' meeting must be recorded by the meeting secretary in the minutes of the shareholders' meeting.

The minutes and resolutions of the General Meeting of Shareholders must be read and approved before the meeting is adjourned.

The above constitutes the complete Rules of Procedure for the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company.

We respectfully submit this to the Congress for consideration and approval.



**VIMECO**

**VIMECO JOINT STOCK COMPANY**

*All for you*

Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi

Tel: (84-24) 37848204 Fax: (84-24) 37848202

[www.vimeco.com](http://www.vimeco.com)www.vimeco.com

*Hanoi, on ....., ....., 2026*

**GUIDELINES FOR RUNNING FOR OFFICE AND NOMINATING CANDIDATES  
BOARD OF DIRECTORS AND AUDIT COMMITTEE TO BE ELECTED BY THE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE 2023–2028 TERM**

To: Shareholders entitled to attend the 2026 Annual General Meeting of  
Shareholders

According to the agenda for the 2026 Annual General Meeting of Shareholders, the General Meeting will elect additional members to the Board of Directors and the Audit Committee for the 2023–2028 term.

Pursuant to the provisions of the 2020 Enterprise Law, the Articles of Association, and the Internal Regulations on Corporate Governance of Vimeco Joint Stock Company, any shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors and the Audit Committee of Vimeco Joint Stock Company for the 2023–2028 term.

To enable shareholders to effectively exercise their rights to nominate and propose candidates, the Board of Directors of Vimeco Joint Stock Company hereby respectfully provides shareholders with the Guidelines for Nominating and Proposing Candidates for the Board of Directors and the Audit Committee of Vimeco Joint Stock Company for the 2023–2028 term, which include the following:

**1. Standards and requirements for membership on the Board of Directors  
(pursuant to Section 1 of Article 155 of the 2020 Enterprise Law and Section 1 of  
Article 20 of the Company's Internal Regulations on Corporate Governance):**

a) Does not fall under the categories specified in Article 17, paragraph 2, of the Enterprise Law;

b) Possess professional qualifications and experience in business management or in the Company's field, industry, or line of business, and need not necessarily be a shareholder of the Company;

c) A member of the Company's Board of Directors may simultaneously serve as a member of the board of directors of another company, but may only serve as a member of the board of directors or the board of members of up to five other companies at any one time.

**2. Standards and requirements for serving as a member of the Board of Supervisors (pursuant to Article 169 of the 2020 Enterprise Law and Article 30 of the Company's Internal Regulations on Corporate Governance):**

a) Does not fall within the scope of the provisions of Section 2 of Article 17 of the 2020 Enterprise Law;

b) Have a degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business operations;

c) Is not a relative of a member of the Board of Directors, the Chief Executive Officer, or other managers;

d) Is not a manager of the Company; need not be a shareholder or an employee of the Company;

e) The individual may not be a family member of a manager of the Company or its parent company, or a representative of the equity interest in the Company.

f) Not working in the Company's accounting or finance department;

(g) Not be a member or employee of an audit firm authorized to audit the Company's financial statements for the three preceding years.

**3. Nomination of Board of Directors Candidates (Section 5, Article 115 of the 2020 Enterprise Law, Article 25 of the Company's Articles of Association, and Article 21 of the Company's Internal Regulations on Corporate Governance)**

a) Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors, as follows:

- ✓ A shareholder or group of shareholders holding between 10% and less than 20% of the Company's total common shares may nominate one (1) candidate;
- ✓ A shareholder or group of shareholders holding between 20% and less than 30% of the Company's total common shares may nominate up to two (02) candidates;
- ✓ A shareholder or group of shareholders holding between 30% and less than 40% of the Company's total common shares may nominate up to three (03) candidates;
- ✓ A shareholder or group of shareholders holding between 40% and less than 50% of the Company's total common shares may nominate up to four (04) candidates;
- ✓ A shareholder or group of shareholders holding between 50% and less than 60% of the Company's total common shares may nominate up to five (5) candidates;
- ✓ A shareholder or group of shareholders holding between 60% and less than 70% of the Company's total common shares may nominate up to six (06) candidates;
- ✓ A shareholder or group of shareholders holding between 70% and less than 80% of the Company's total common shares may nominate up to seven (7) candidates;
- ✓ A shareholder or group of shareholders holding between 80% and less than 90% of the Company's total common shares may nominate up to eight (8) candidates;



- ✓ A shareholder or group of shareholders holding 90% or more of the Company's total voting shares may nominate up to nine (09) candidates, or all candidates if the Board of Directors consists of more than nine members.

b) In the event that the number of Board of Directors candidates approved through nominations and candidacies still falls short of the required number, pursuant to Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Board members in accordance with the law.

**4. Nomination of candidates for the Board of Supervisors (Section 5, Article 115 of the 2020 Enterprise Law, Article 36 of the Company's Articles of Association, and Article 31 of the Company's Internal Regulations on Corporate Governance)**

a) Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Supervisory Board, as follows:

- ✓ A shareholder or group of shareholders holding between 10% and less than 20% of the Company's total common shares may nominate one (1) candidate;
- ✓ A shareholder or group of shareholders holding between 20% and less than 30% of the Company's total common shares may nominate up to two (02) candidates;
- ✓ A shareholder or group of shareholders holding between 30% and less than 40% of the Company's total common shares may nominate up to three (03) candidates;
- ✓ A shareholder or group of shareholders holding between 40% and less than 50% of the Company's total common shares may nominate up to four (04) candidates;
- ✓ A shareholder or group of shareholders holding between 50% and less than 60% of the Company's total common shares may nominate up to five (5) candidates;
- ✓ A shareholder or group of shareholders holding between 60% and less than 70% of the Company's total common shares may nominate up to six (06) candidates;
- ✓ Shareholders or groups of shareholders holding between 70% and less than 80% of the Company's total common shares may nominate up to seven (07) candidates;
- ✓ A shareholder or group of shareholders holding between 80% and less than 90% of the Company's total common shares may nominate up to eight (8) candidates;
- ✓ Shareholders or a group of shareholders holding 90% or more of the Company's total common shares may nominate nine (09) candidates.

b) In the event that the number of candidates for the Supervisory Board, as determined through nominations and candidacies, still falls short of the required number, pursuant to Clause 5 of Article 115 of the Enterprise Law, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent

Audit Committee's nomination of additional candidates must be clearly announced prior to the General Meeting of Shareholders voting to elect members of the Audit Committee in accordance with the law.

#### **5. Nomination and endorsement documents:**

Shareholders or groups of shareholders holding the percentage specified in Sections 3 and 4 above who wish to nominate candidates for the Company's Board of Directors or Audit Committee must submit the following documents to the Company either in person or by mail:

- ✓ Original copy of the nomination form for candidates for the Board of Directors and the Audit Committee;
- ✓ Curriculum vitae of candidates for the Board of Directors and the Audit Committee, using the provided template.

If the nomination is made by a group of shareholders, the nomination document must be signed by all shareholders participating in the group, or the group must provide a power of attorney (notarized or certified) authorizing one shareholder to act on behalf of the group in exercising the right to nominate.

#### **Note:**

To facilitate the organization and preparation of election materials, the Company respectfully requests that shareholders or groups of shareholders who meet the eligibility criteria for candidacy or nomination fax the candidacy and nomination documents specified in Section 5 above to Vimeco Joint Stock Company by 5:00 PM on May 26, 2026. Shareholders or groups of shareholders must submit the original Candidacy and Nomination Documents (if not previously submitted to the Company via direct delivery or postal mail) directly to the Organizing Committee when registering to attend the General Meeting on May 28, 2026.

- ✓ Contact Address: Vimeco Joint Stock Company.
- ✓ Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi
- ✓ Contact Person: Mr. Pham Thang
- ✓ Phone: 0902048866;
- ✓ Email: phamthang@vimeco.com

If a shareholder or group of shareholders fails to submit the original copy of the nomination or recommendation documents specified in Section 5 above to the Company prior to the approval of the list of nominees/recommendations at the General Meeting, the nomination or recommendation by such shareholder or group of shareholders shall not comply with the provisions of the 2020 Enterprise Law, the Company's Articles of Association, and the Company's Internal Regulations on Corporate Governance, the nomination of such shareholder(s) or group of shareholders shall be invalid at the General Meeting.

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

*Hanoi, ..... .., 2026*

**NOMINATION FORM**  
**Candidates for the Board of Directors of Vimeco Joint Stock Company**  
**(2023–2028 term)**

To: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
of Vimeco Joint Stock Company

We are the shareholders, including:

No.	Shareholder's name	ID Number/Passport Number/Business Registration Number	Date issued	Issuing authority	Number of shares held	Sign your full name and affix your seal (if applicable)
1						
2						
3						
4						
5						
6						

**I/We agree to combine all of my/our shares listed above to nominate:**

Mr./Ms.:

National ID Card/Passport Number:

Date issued: on

Permanent address:

to be nominated as a candidate for the Board of Directors of Vimeco Joint Stock Company (2023–2028 term) at the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company on May 28, 2026.

I/We hereby certify that we assume full responsibility for the accuracy, truthfulness, and legality of this nomination.

**Attached documents:**

Curriculum Vitae of the Board of Directors Candidate.

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

*Hanoi, on ... of ... 2026*

**NOMINATION FORM**  
**Candidates for the Supervisory Board of Vimeco Joint Stock Company**  
**(2023–2028 term)**

To: The Organizing Committee of the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company.

We are the shareholders, including:

No.	Shareholder's name	ID Number/Passport Number/Business Registration Number	Date issued	Issuing authority	Number of shares held	Sign your full name and affix your seal (if applicable)
1						
2						
3						
4						
5						
6						

**I/We agree to pool all of my/our shares listed above to nominate:**

Mr./Ms.:

National ID Card/Passport Number:

Date issued: on

Permanent address:

Nominated as a candidate for the Supervisory Board of Vimeco Joint Stock Company (2023–2028 term) at the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company on May 28, 2026.

I/We hereby certify that we assume full responsibility for the accuracy, truthfulness, and legality of this nomination.

**Attached documents:**

Resume of Candidate BKS.

**SOCIALIST REPUBLIC OF VIETNAM**

Independence - Freedom - Happiness

-----

*Hanoi, on ... of ... 2026*

**APPLICATION FORM**

**Candidates for the Board of Directors of Vimeco Joint Stock Company  
(2023–2028 term)**

To: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
of Vimeco Joint Stock Company

Shareholder's name:

National ID Card/Passport Number:

Date issued: on

Contact information:

Number of shares held/represented: Shares

Nominated as a candidate for the Board of Directors of Vimeco Joint Stock Company (2023–2028 term) at the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company on May 28, 2026.

I hereby certify that I am fully responsible for the accuracy, truthfulness, and legality of this nomination.

Hanoi, on ... of ... 2026

**Nominated shareholders**

(Sign and print your full name)

**Attached documents:**

Curriculum Vitae of the Board of Directors Candidate.

**SOCIALIST REPUBLIC OF VIETNAM**

Independence - Freedom - Happiness

-----

*Hanoi, on ... of ... 2026*

**APPLICATION FORM**

**Candidate for the Supervisory Board of Vimeco Joint Stock Company.  
(2023–2028 term)**

To: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
of Vimeco Joint Stock Company

Shareholder's name:

National ID Card/Passport Number:

Date issued: on

Contact information:

Number of shares held/represented: Shares

Nominated as a candidate for the Audit Committee of Vimeco Joint Stock Company  
(2023–2028 term) at the 2026 Annual General Meeting of Shareholders of Vimeco Joint  
Stock Company on May 28, 2026.

I hereby certify that I am fully responsible for the accuracy, truthfulness, and legality  
of this nomination.

Hanoi, on ... of ... 2026

**Nominated shareholders**

(Sign and print your full name)

**Attached documents:**

Resume of Candidate BKS.



**VIMECO JOINT STOCK COMPANY**  
**All for you**

Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi  
Tel: (84-24) 37848204 Fax: (84-24) 37848202  
[www.vimeco.com](http://www.vimeco.com)

*Hanoi, May 7, 2026*

**REGULATIONS ON THE ELECTION OF ADDITIONAL MEMBERS OF THE  
BOARD OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE 2023–2028  
TERM OF VIMECO JOINT STOCK COMPANY**

=====

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the relevant amendments, supplements, and implementing guidelines;*
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and the relevant implementing regulations.*
- Pursuant to the current Articles of Association of Vimeco Joint Stock Company.*
- Pursuant to the Internal Regulations on Corporate Governance of Vimeco Joint Stock Company, which were approved by the General Meeting of Shareholders on March 29, 2021.*

The 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company will conduct a by-election for members of the Board of Directors and the Audit Committee for the 2023–2028 term in accordance with the following regulations:

**Section 1. Eligible Voters**

Shareholders or their authorized representatives who hold voting shares as listed in the Consolidated List of Security Holders No. VNMEETVSDV015898/VSDVMCXX, prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) on May 6, 2026, are entitled to attend the General Meeting of Shareholders in person.

**Article 2. Standards and Conditions for Membership on the Board of Directors (BOD) and the Audit Committee (AC)**

2.1. Standards and requirements for membership on the Board of Directors (pursuant to Section 1 of Article 155 of the 2020 Enterprise Law and Section 1 of Article 20 of the Company's Internal Regulations on Corporate Governance):

- a) Does not fall under the categories specified in Article 17, paragraph 2, of the Enterprise Law;
- b) Possess professional qualifications and experience in business management or in the Company's field, industry, or line of business, and need not necessarily be a shareholder of the Company;

c) A member of the Company's Board of Directors may simultaneously serve as a member of the board of directors of another company, but may only serve as a member of the board of directors or the board of members of up to five other companies at any one time.

2.2. Standards and requirements for serving as an independent member of the Board of Directors (pursuant to Article 155(2) of the 2020 Enterprise Law and Article 20(2) of the Company's Internal Regulations on Corporate Governance):

a) Is not currently employed by the Company, its parent company, or its subsidiaries; and has not been employed by the Company, its parent company, or its subsidiaries for at least the three consecutive years immediately preceding this;

b) Is not currently receiving a salary or compensation from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;

c) Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or who is a manager of the Company or a subsidiary of the Company;

d) Is not a person who directly or indirectly owns at least 1% of the Company's total voting shares;

e) Has not served as a member of the Company's Board of Directors or Audit Committee for at least the five consecutive years immediately preceding the appointment, unless the individual has been appointed for two consecutive terms.

2.3. Standards and requirements for serving as a member of the Board of Supervisors (pursuant to Article 169 of the 2020 Enterprise Law and Article 30 of the Company's Internal Regulations on Corporate Governance):

a) Does not fall within the scope of the provisions of Section 2 of Article 17 of the 2020 Enterprise Law;

b) Have a degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business operations;

c) Is not a relative of a member of the Board of Directors, the Chief Executive Officer, or other managers;

d) Is not a manager of the Company; need not be a shareholder or an employee of the Company;

e) The individual may not be a family member of a manager of the Company or its parent company, or a representative of the equity interest in the Company.

f) Not working in the Company's accounting or finance department;

(g) Not be a member or employee of an audit firm authorized to audit the Company's financial statements for the three preceding years.

### **Section 3. Nomination of Candidates for the Board of Directors and the Audit Committee, and the Number of Members to Be Elected**

#### **3.1. Nomination of Board of Directors Candidates (Section 5, Article 115 of the 2020 Enterprise Law and Article 25 of the Company's Articles of Association)**



a) Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors, as follows:

- ✓ A shareholder or group of shareholders holding between 10% and less than 20% of the Company's total common shares may nominate one (1) candidate;
- ✓ A shareholder or group of shareholders holding between 20% and less than 30% of the Company's total common shares may nominate up to two (02) candidates;
- ✓ A shareholder or group of shareholders holding between 30% and less than 40% of the Company's total common shares may nominate up to three (03) candidates;
- ✓ A shareholder or group of shareholders holding between 40% and less than 50% of the Company's total common shares may nominate up to four (04) candidates;
- ✓ A shareholder or group of shareholders holding between 50% and less than 60% of the Company's total common shares may nominate up to five (5) candidates;
- ✓ A shareholder or group of shareholders holding between 60% and less than 70% of the Company's total common shares may nominate up to six (06) candidates;
- ✓ A shareholder or group of shareholders holding between 70% and less than 80% of the Company's total common shares may nominate up to seven (7) candidates;
- ✓ A shareholder or group of shareholders holding between 80% and less than 90% of the Company's total common shares may nominate up to eight (8) candidates;
- ✓ A shareholder or group of shareholders holding 90% or more of the Company's total voting shares may nominate up to nine (09) candidates, or all candidates if the Board of Directors consists of more than nine members.

b) In the event that the number of Board of Directors candidates approved through nominations and candidacies still falls short of the required number, pursuant to Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Board members in accordance with the law.

**3.2. Nomination of Supervisory Board Candidates (Section 5, Article 115 of the 2020 Enterprise Law; Article 36 of the Company's Articles of Association; and Article 31 of the Company's Internal Regulations on Corporate Governance)**

a) Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Supervisory Board, as follows:

- ✓ A shareholder or group of shareholders holding between 10% and less than 20% of the Company's total common shares may nominate one (1) candidate;
- ✓ A shareholder or group of shareholders holding between 20% and less than 30% of the Company's total common shares may nominate up to two (02) candidates;
- ✓ A shareholder or group of shareholders holding between 30% and less than 40% of the Company's total common shares may nominate up to three (03) candidates;

- ✓ A shareholder or group of shareholders holding between 40% and less than 50% of the Company's total common shares may nominate up to four (04) candidates;
- ✓ A shareholder or group of shareholders holding between 50% and less than 60% of the Company's total common shares may nominate up to five (5) candidates;
- ✓ A shareholder or group of shareholders holding between 60% and less than 70% of the Company's total common shares may nominate up to six (06) candidates;
- ✓ Shareholders or groups of shareholders holding between 70% and less than 80% of the Company's total common shares may nominate up to seven (07) candidates;
- ✓ A shareholder or group of shareholders holding between 80% and less than 90% of the Company's total common shares may nominate up to eight (8) candidates;
- ✓ Shareholders or a group of shareholders holding 90% or more of the Company's total common shares may nominate nine (09) candidates.

b) In the event that the number of candidates for the Supervisory Board, as determined through nominations and candidacies, still falls short of the required number, pursuant to Clause 5 of Article 115 of the Enterprise Law, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent Audit Committee's nomination of additional candidates must be clearly announced prior to the General Meeting of Shareholders voting to elect members of the Audit Committee in accordance with the law.

### **3.3. Number of members of the Board of Directors and the Board of Supervisors to be elected**

- a) Number of members of the Board of Directors to be elected:
- ✓ The Board of Directors for the 2023–2028 term consists of five members (including one independent director).
  - ✓ The number of Board members to be elected at the 2026 Annual General Meeting of Shareholders is: 1.
- b) Number of members of the Supervisory Board to be elected:
- ✓ The Board of Supervisors for the 2023–2028 term consists of three members.
  - ✓ The number of members to be elected to the Board of Supervisors at the 2026 Annual General Meeting of Shareholders is: 2.

## **Section 4. Ballots and Ballot Marking**

**4.1. List of candidates for the Board of Directors and the Audit Committee:**  
**Arranged in alphabetical order by name; please write the full name on the ballot.**

### **4.2. Ballots and Ballot Marking**

- ✓ Shareholders or their authorized representatives are issued ballots for the Board of Directors and ballots for the Audit Committee;
- ✓ The ballot is printed in a standardized format, indicating the total number of votes for the election of the Board of Directors and the Audit Committee, along with the shareholder's participation code;

- ✓ In the event of an error, the shareholder may request the Election Committee to issue a new ballot;
- ✓ Shareholders shall elect the maximum number of members of the Board of Directors and the Board of Supervisors approved by the General Meeting of Shareholders at the meeting.

## **Article 5. Election Procedures**

**5.1. The election of members of the Board of Directors/Audit Committee is conducted by secret ballot using the cumulative voting method;**

**5.2. Each shareholder has a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Directors or the Audit Committee, and a shareholder may cast all or part of their total votes for one or more candidates.**

**5.3. Shareholders shall choose one of the following two methods to elect members of the Board of Directors/Board of Supervisors:**

- ✓ Voting by marking: Shareholders simply mark an "x" in the box next to the candidates they wish to vote for (in addition, shareholders may cross out the names of candidates they do not wish to vote for). The number of votes cast for each selected candidate is calculated by dividing the total number of votes cast by the shareholders by the number of selected candidates.
- ✓ Voting is conducted by marking the number of votes cast for each candidate of one's choice: shareholders directly mark the number of votes in the blank space next to each candidate they select. The number of votes cast for each candidate may vary depending on the shareholder's or shareholder representative's confidence in each candidate. The total number of votes a shareholder casts for all elected candidates may not exceed the total number of votes held by that shareholder or shareholder representative.

### **Note:**

- ✓ Shareholders may choose one of the two methods for electing the Board of Directors or the Board of Supervisors. If a shareholder or shareholder representative uses both of the aforementioned election methods simultaneously and the number of votes cast for any candidate differs between the two methods, the shareholder's or shareholder representative's ballot is invalid.
- ✓ In the case of a valid power of attorney (with a written authorization), the authorized representative (shareholder representative) has full voting/election rights.

## **Section 6. Cases of Invalid Ballots**

6.1. The form does not conform to the Company's prescribed format and does not bear the Company's seal.

6.2. A form for striking names from or adding names to the list of candidates must be approved by the Congress before voting begins.

6.3. A ballot in which the total number of votes cast by a shareholder or shareholder representative for all elected candidates exceeds the total number of votes that shareholder or shareholder representative is entitled to cast.

6.4. A ballot that does not bear the signature of a shareholder or a shareholder's representative.

6.5. The number of votes cast exceeds the number of members of the Board of Directors/Board of Supervisors approved by the General Meeting.

6.6. Shareholders or shareholder representatives who use both voting methods and cast votes for a different candidate under each method.

6.7. Ballot papers without a stamp that contain information about the shareholders.

## **Article 7. Election Committee, Voting Procedures, and Ballot Counting**

### **7.1. Election Committee**

a) The Election Committee is nominated by the Presidium and approved by the General Meeting of Shareholders;

b) The Election Committee is responsible for:

- ✓ Instruct shareholders on the election process and how to vote;
- ✓ Distribution of ballots;
- ✓ Conduct a vote count;
- ✓ Announcement of election results prior to the Congress.

c) Members of the Election Committee may not be included on the list of nominees or candidates for the Board of Directors or the Audit Committee.

### **7.2. Voting and Ballot Counting Procedures**

a) The Election Committee inspects the ballot boxes in the presence of the shareholders;

b) Voting begins once the distribution of ballots is complete and ends when the last shareholder has cast their vote into the ballot box;

c) The vote count must be conducted immediately after voting concludes;

d) The results of the vote count shall be documented in writing and announced by the Chair of the Election Committee before the Congress.

## **Article 8. Principles for the Election of Members of the Board of Directors and the Audit Committee**

8.1. The candidates elected as members of the Board of Directors or as Auditors shall be determined based on the number of votes cast, in descending order, starting with the candidate who received the highest number of votes until the required number of members has been elected at the General Meeting.

8.2. If two or more candidates receive an equal number of votes for the final seat on the Board of Directors or the Audit Committee, a runoff election shall be held among the candidates who received an equal number of votes.

## **Section 9. Preparation and Publication of the Vote Counting Report**

9.1. After counting the votes, the Election Committee must prepare a vote-counting report. The report must include: the total number of shareholders who voted, the total number of votes cast by the participating shareholders (using the cumulative voting

method), the number of valid votes, and the number of invalid votes; the total number of votes received by each candidate for the Board of Directors or the Audit Committee;

9.2. The full text of the vote-counting report must be made public prior to the General Meeting.

**Article 10. Any complaints regarding the voting and ballot counting shall be resolved by the Chair of the meeting and recorded in the minutes of the General Shareholders' Meeting.**

These Bylaws consist of 10 Articles, which were read aloud and took effect immediately upon their adoption by the General Meeting of Shareholders.

**APPENDIX 1**  
**INSTRUCTIONS**  
**BLOCK VOTING FOR BOARD MEMBERS**

Suppose the General Meeting of Shareholders votes to approve that the number of Board of Directors members to be elected at the meeting is two.

Shareholder Nguyen Van A owns 1,000,000 voting shares. Therefore, the total number of votes that shareholder Nguyen Van A has for electing members of the Board of Directors is:

**$(1,000,000 \times 2) = 2,000,000$  votes for the election of the Board of Directors.**

Shareholder Nguyen Van A may cast a cumulative vote for Board of Directors candidates using one of the following two methods:

**1. Method 1 – Marking-based voting: Shareholder Nguyen Van A simply needs to mark an “x” in the corresponding box for the Board of Directors candidates he or she is voting for (in addition, the shareholder may cross out the names of candidates he or she is not voting for). The number of votes cast for each candidate selected by shareholder Nguyen Van A by marking an (x) is calculated by dividing the total number of votes held by shareholder Nguyen Van A (2,000,000) by the number of candidates selected by shareholder Nguyen Van A.**

**2. Second method—Voting by marking the number of votes for each candidate: Shareholder Nguyen Van A directly marks the specific number of votes in the corresponding blank space for each Board of Directors candidate he chooses to vote for. The number of votes cast for each Board of Directors candidate may vary depending on Shareholder Nguyen Van A’s confidence in each candidate. The total number of votes that shareholder Nguyen Van A casts for all Board of Directors candidates must not exceed his total number of votes (2,000,000).**

**The ballot of shareholder Nguyen Van A will be invalid in the following cases:**

a) The ballot does not conform to the format prescribed by the Company and does not bear the Company’s official seal.

b) The total number of votes cast for all candidates elected by shareholder Nguyen Van A exceeded 2,000,000 votes.

c) Ballots on which names have been crossed out or added to the list of candidates for the Board of Directors that has been approved by the General Meeting of Shareholders.

d) The ballot does not bear the signature of shareholder Nguyen Van A.

e) Shareholder Nguyen Van A uses both voting methods simultaneously, and the number of votes cast for any given candidate differs between the two methods.

f) Other cases specified in the Election Regulations approved by the General Meeting of Shareholders.

**APPENDIX 2**  
**INSTRUCTIONS**  
**VOTE FOR MEMBERS OF THE AUDIT COMMITTEE**

Suppose the General Meeting of Shareholders votes to approve the number of members of the Supervisory Board to be elected at the meeting as two.

Shareholder Nguyen Van A holds 1,000,000 voting shares. Therefore, the total number of votes that shareholder Nguyen Van A has for electing members of the Board of Supervisors is:

$$(1,000,000 \times 2) = 2,000,000 \text{ votes for the Board of Supervisors.}$$

Shareholder Nguyen Van A may cast a cumulative vote for the candidates for the Board of Supervisors using one of the following two methods:

**1. Method 1 – Marking-based voting: Shareholder Nguyen Van A simply needs to mark an “x” in the corresponding box for the Board of Supervisors candidates he or she is voting for (in addition, the shareholder may cross out the names of candidates he or she is not voting for). The number of votes cast for each candidate selected by shareholder Nguyen Van A by marking an (x) is calculated by dividing the total number of votes held by shareholder Nguyen Van A (2,000,000) by the number of candidates selected by shareholder Nguyen Van A.**

**2. Second Method—Voting by assigning a specific number of votes to each candidate for whom one votes: Shareholder Nguyen Van A directly enters the specific number of votes in the corresponding blank space for each BKS candidate he chooses to vote for. The number of votes cast for each BKS candidate may vary depending on Shareholder Nguyen Van A’s confidence in each candidate. The total number of votes that shareholder Nguyen Van A casts for all BKS candidates must not exceed his total number of votes (2,000,000).**

**The ballot of shareholder Nguyen Van A will be invalid in the following cases:**

- a) The ballot does not conform to the format prescribed by the Company and does not bear the Company’s official seal.
- b) The total number of votes cast for all candidates elected by shareholder Nguyen Van A exceeded 2,000,000 votes.
- c) Ballots on which names have been crossed out or added that are not on the list of candidates for the Election Committee approved by the General Meeting of Shareholders.
- d) The ballot does not bear the signature of shareholder Nguyen Van A.
- e) Shareholder Nguyen Van A uses both voting methods simultaneously, and the number of votes cast for any given candidate differs between the two methods.
- f) Other cases specified in the Election Regulations approved by the General Meeting of Shareholders.



No. 243/2026/BC-BTGD

Hanoi, May 7, 2026

**REPORT OF THE BOARD OF DIRECTORS****Re: 2025 Business Results and 2026 Plan****To: THE 2026 ANNUAL SHAREHOLDERS' MEETING**

VIMECO Joint Stock Company warmly welcomes and sincerely thanks all delegates and shareholders for attending the Company's 2026 Annual General Meeting of Shareholders.

In 2025, the domestic economy continued to show positive signs of recovery, with public investment being stepped up and the business environment gradually improving. However, construction companies continued to face significant pressures from price competition, fluctuations in input costs, cash flow constraints, and increasingly stringent requirements regarding project timelines, quality, and construction safety.

Under the guidance of the Board of Directors, the Executive Board has focused on managing business operations with a prudent approach, emphasizing risk control, resource conservation, and prioritizing efficiency, capital safety, and debt collection. The Executive Board is pleased to report to our shareholders the results of our business operations for 2025 and our strategic direction for 2026 as follows:

**I. RESULTS OF PRODUCTION AND BUSINESS OPERATIONS IN 2025****1. Summary of key financial indicators achieved in 2025***Unit: Billion VND*

Target	Implementation 2024	2025 Plan	Implementation by 2025	% of the 2025 Plan	% of 2025 Target / 2024 Plan
<b>1. Company Merger</b>					
- Net revenue	1.118,09	1.160,28	816,98	70,41%	73,07%
- Profit before corporate income tax	8,55	9,45	-6,80		
- Net income	3,21	4,05	-9,65		
<b>2. Parent Company</b>					
- Net revenue	1.110,26	1.150,28	810,19	70,43%	72,97%
- Profit before corporate income tax	8,53	9,40	-7,35		
- Net income	3,21	4,00	-10,20		



*(The figures in the 2025 Financial Statements were audited by A&C Audit and Consulting Co., Ltd., Hanoi Branch)*

## **2. Overview of the Company's 2025 Business Operations Results**

Consolidated financial results: Net revenue reached VND 816.98 billion, equivalent to 70.41% of the 2025 target and 73.07% of the 2024 figure; pre-tax loss of VND 6.80 billion; net loss of VND 9.65 billion.

Parent Company Financial Results: Net revenue reached VND 810.19 billion, equivalent to 70.43% of the 2025 annual plan and 72.97% of the 2024 figure; pre-tax loss of VND 7.35 billion; net loss of VND 10.20 billion.

Revenue in 2025 is projected to decline compared to 2024 and will fall short of the set targets. The gross profit margin remains under significant pressure due to intense competition in the construction sector, cost fluctuations, and delays in project implementation, acceptance, and final settlement at certain projects that have not met expectations.

Financial expenses and general and administrative expenses continue to be items that significantly impact operating results. Accordingly, management has identified the key priority for 2026 as closely monitoring cash flow, expenses, accounts receivable and payable, and the performance of each contract and project.

## **3. Detailed assessment of each of the Company's business areas**

### **3.1. Regarding construction and installation activities**

Construction and installation activities remain a key focus within the Company's business operations. In 2025, the Executive Board will prioritize selecting projects with secure funding, ensuring strict control over payment terms and implementation capabilities, rather than pursuing volume at any cost. Construction operations are managed with a focus on controlling progress, quality, workplace safety, the volume of work accepted, and settlement documentation from the very start of implementation.

### **3.2. In the field of construction materials**

With regard to the construction materials business, the Company continues to review the operational efficiency of its facilities, prioritizing projects with secure funding, clear timelines, and defined payment terms; at the same time, it strictly controls costs related to raw materials, labor, and equipment operation to mitigate risks arising from the low profit margins in the construction industry.

### **3.3. Regarding real estate investment and business activities**

Real estate investment and business activities are being carried out with a cautious approach, in line with the company's financial capacity and market conditions. The company continues to evaluate investment opportunities, legal procedures, zoning plans, partnership arrangements, and capital utilization efficiency, ensuring adherence to the principles of capital safety and long-term effectiveness.

### **3.4. Regarding financial, accounting, and cash flow management**

The company continues to maintain cooperative relationships with banks and financial institutions to meet its capital needs for production and business operations. The preparation, audit, and publication of the 2025 financial statements were conducted in accordance with regulations. In 2026, financial management efforts will focus on

controlling financial costs, collecting receivables, reducing capital tied up in projects, and balancing capital sources for regular operations.

## II. 2026 BUSINESS AND PRODUCTION PLAN

In 2026, the Company continues to aim to strengthen its financial foundation, improve the efficiency of its construction and installation operations, manage cash flow risks, develop projects with sound financing, and lay the groundwork for suitable investment opportunities. Specific plan targets will be submitted to the General Shareholders' Meeting for review and approval based on the Company's 2026 business plan.

### 1. 2026 Plan Targets

Unit: Billion VND

Target	2026 Plan	Implementat ion by 2025	Difference between 2026 and 2025
<b>1. Company Merger</b>			
- Net revenue	1042,00	816,98	225,02
- Profit before corporate income tax	8,10	(6,80)	14,90
- Net income	3,50	(9,65)	13,15
<b>2. Parent Company</b>			
- Net revenue	1035,00	810,19	224,81
- Profit before corporate income tax	7.50	(7,35)	14,85
- Net income	3.00	(10,20)	13,20

### 2. Directions and Solutions for Implementing the 2026 Plan

- Regarding market development and bidding: Focus on identifying and selecting projects with clear funding sources, safe and effective contract terms, and terms that align with the Company's construction capabilities; improve the quality of bid preparation, cost estimation, price risk management, and payment terms.

- Regarding construction and installation activities: Strengthen project management by ensuring integrated control over schedule, quality, safety, and costs; assign clear responsibilities to each unit and project management team; and regularly review the effectiveness of each contract to promptly adjust construction methods.

- Regarding project acceptance, final settlement, and debt collection: Intensify efforts to verify completed work, finalize settlement documentation, and collect outstanding debts; treat these as key priorities to improve cash flow, reduce pressure on working capital, and lower financial costs.

- Regarding construction materials and equipment: Effectively review stations, equipment, and vehicles; utilize them in accordance with project needs and avoid spreading investments too thinly; strengthen control over consumption standards for materials, fuel, repairs, and maintenance.

- Regarding investment and real estate: Continue to conduct research, prepare legal documents, develop master plans, and formulate cooperation strategies for promising

projects; proceed only when profitability is assured, financing can be secured, and legal and market risks are effectively managed.

- Regarding finance and corporate governance: Proactively balance capital resources, control financial costs, and strictly manage accounts receivable and accounts payable; improve the quality of cash flow forecasting, budget control, and capital utilization efficiency across the entire Company.

- Regarding organizational structure, human resources, and corporate culture: Continue to streamline the organizational structure; enhance the capabilities of management, technical, and finance and accounting staff; and foster a culture of discipline, accountability, transparency, and operational efficiency.

### **III. CONCLUSION**

In 2025, the Company faced significant pressure regarding revenue, profits, and cash flow. The Executive Board is fully aware of the existing issues and challenges in production and business operations and will focus on managing the Company in 2026 with a focus on substance, capital safety, improving project efficiency, controlling costs, and strengthening debt collection.

The Executive Board respectfully submits the above reports to the General Meeting of Shareholders for review, comment, and approval.

**Recipient:**

- As per your request;
- Board of Directors, Board of Supervisors;
- Note: Office.

**VIMECO JOINT STOCK COMPANY  
CEO**

**(Signed)**

**Dang Van Hieu**



No. 244/2026/TTr-Board of Directors

Hanoi, May 7, 2026

## MEMORANDUM

**Re: Approval of the Audited 2025 Financial Statements**

To: The 2026 Annual General Meeting of Shareholders

Pursuant to the current Articles of Association of VIMECO Joint Stock Company.

On March 30, 2026, VIMECO completed the preparation and disclosure of its 2025 separate and consolidated financial statements, which were audited by A&C Audit and Consulting Co., Ltd. The 2025 separate and consolidated financial statements were published by the Company on the electronic information portal of the State Securities Commission, the Hanoi Stock Exchange, and the Company's website.

The Board of Directors of VIMECO hereby submits the Company's audited 2025 separate financial statements and consolidated financial statements to the General Meeting of Shareholders for review and approval.

Sincerely,

**Sincerely, THE BOARD OF DIRECTORS  
CHAIRMAN**

**Recipient:**

- As above;
- Filed by the Office.

**(Signed)**

**Tran Dinh Tuan**





No. 245/2026/BC-Board of Directors

Hanoi, May 7, 2026

## **REPORT OF THE BOARD OF DIRECTORS**

### **Re: 2025 Performance Results of the Board of Directors and Individual Board Members, and Work Plan for 2026**

#### **To: THE 2026 ANNUAL SHAREHOLDERS' MEETING**

In 2025, the global and domestic economic landscape will continue to be highly volatile; the construction, building materials, and real estate markets are showing signs of recovery while facing significant pressure from competition, fluctuations in input prices, financing costs, and increasingly stringent requirements regarding construction schedules, quality, and safety.

In this context, the Board of Directors of VIMECO Joint Stock Company ("the Company") has strictly adhered to the Resolution of the 2025 Annual General Meeting of Shareholders, directing the Executive Board to manage business operations in a prudent and flexible manner, with a focus on risk control, prioritizing cash flow security, and enhancing management efficiency. At the same time, the Board of Directors has carried out personnel restructuring, assigned responsibilities, and approved matters within its authority to meet the Company's operational requirements in this new phase.

The Board of Directors is pleased to report to our shareholders on the results of operations for 2025 and the strategic direction and objectives for 2026 as follows:

#### **I. Review of the Company's Business Performance in 2025**

In 2025, the Company was significantly impacted by a decline in construction revenue, low profit margins, and cost pressures during project implementation. According to the audited 2025 Financial Statements, consolidated revenue from sales and services amounted to VND 816.98 billion; consolidated net loss was VND 9.65 billion. For the Parent Company, revenue from sales and services reached VND 810.19 billion; net loss was VND 10.20 billion.

The above results indicate that business operations in 2025 fell short of expectations, particularly in terms of profitability. However, despite the challenging market conditions, the Company has managed to maintain the scale of its operations, ensuring continuity in management, construction, project acceptance, and financial settlement, while continuing to review and restructure its resources in preparation for the next phase.

The Board of Directors assesses that the challenges in 2025 stem primarily from the following factors: intense competition in the construction sector, fluctuations in material prices and input costs, the progress of certain projects falling short of expectations, and limited operational efficiency of certain assets and projects, while working capital requirements and debt collection efforts continue to put pressure on cash flow.

#### **II. MANAGEMENT ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**

##### **1. Regarding the organization and operations of the Board of Directors**

In 2025, the Board of Directors will continue to perform its corporate governance functions in accordance with the law, the Company's Articles of Association, and internal governance regulations. The Board of Directors has directed, coordinated with, and supervised the Executive Board in the implementation of production and business operations in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders, while also strengthening the specialized responsibilities of each member in overseeing management and operational activities.

The 2025 Annual General Meeting of Shareholders approved the restructuring of the Board of Directors for the 2023–2028 term. Accordingly, Mr. Nguyen Dac Truong and Mr. Vu Minh Hoang were elected as new members of the Board of Directors; Mr. Duong Van Mau and Mr. Nguyen Khac Hai ceased to be members of the Board of Directors effective March 18, 2025. The Board of Directors elected Mr. Tran Dinh Tuan as Chairman of the Board of Directors effective March 18, 2025.

During the year, the Board of Directors held 23 meetings and issued resolutions, and decisions within its authority to promptly address issues related to governance, human resources, finance, investment, organizing the Annual General Meeting of Shareholders, selecting an audit firm, issuing shares to increase capital from equity, approving credit limits, reviewing periodic business results, and liquidating or transferring certain assets as required by the Company's operations.

***Some notable achievements of the Board of Directors in 2025:***

- Oversee the successful organization of the Company's 2025 Annual General Meeting of Shareholders in accordance with applicable laws and the Company's Articles of Association.

- Direct and oversee the Executive Board in implementing the 2025 business plan approved by the Annual General Meeting of Shareholders; periodically review implementation results to provide guidance tailored to actual conditions.

- Restructure the personnel of the Board of Directors, the Audit Committee, and key management positions; assign responsibilities to members of the Board of Directors and the Executive Board; and review the organizational structure, functions, and responsibilities of the Company's departments and divisions.

- Approve the selection of the firm to review and audit the 2025 financial statements; direct the preparation and publication of financial statements, management reports, and annual reports in accordance with regulations applicable to publicly listed companies.

- Approve the plan to issue shares to increase equity capital from retained earnings; carry out tasks related to capital, finance, credit, and bank guarantees to support the Company's business operations.

- Approve certain investment initiatives, capital contributions, share purchases, asset liquidations, and asset transfers aimed at restructuring the investment portfolio and asset base and improving the efficiency of resource utilization.

- Continue to invite the Audit Committee to attend Board of Directors meetings and provide information and documents as required, thereby enhancing transparency and effectiveness in corporate governance.

**2. Regarding the activities of each member of the Board of Directors**

The members of the Board of Directors attended all meetings during their term of office and fulfilled their rights and obligations as assigned by the Board of Directors, in

accordance with the Company's Articles of Association and the Board of Directors' Operating Regulations. Details of each member's activities and meeting attendance rates are presented in the Appendix attached to this Report.

### **3. Meetings and Resolutions and Decisions of the Board of Directors**

In 2025, the Board of Directors issued 23 resolutions and decisions. Key topics included: adjusting the structure of key personnel; preparing for and organizing the Annual General Meeting of Shareholders; electing the Chairman of the Board of Directors; assigning responsibilities to Board members and the Executive Board; approving loan plans and bank guarantees; issuing shares to increase equity capital from retained earnings; selecting an auditing firm; reviewing periodic business results; approving the liquidation and transfer of assets; and certain investment matters within its authority.

We invite shareholders to review the details in the 2025 Corporate Governance Report, which the Company has published in accordance with applicable regulations.

### **4. Compensation for each member of the Board of Directors and the CEO**

We invite shareholders to review the Company's 2025 Annual Report, which has been posted on the Company's website in accordance with regulations.

## **III. SUPERVISORY ACTIVITIES OF THE BOARD OF DIRECTORS REGARDING THE EXECUTIVE MANAGEMENT TEAM**

The Board of Directors has strictly fulfilled its supervisory role and provided guidance to the Executive Board in managing business operations in accordance with the 2025 Annual General Shareholders' Meeting Resolution. The Chairman of the Board of Directors convenes regular quarterly meetings to review and evaluate the Company's overall business operations; simultaneously, the Board organizes written consultations on matters within its authority based on proposals from the CEO to ensure that management and operational decisions are addressed promptly and in accordance with the internal governance regulations.

The Executive Board, headed by the CEO, has managed the Company's business operations in compliance with applicable laws, the Articles of Association, internal governance regulations, and the business registration. Members of the Executive Board are assigned responsibilities in specific areas and collaborate with functional departments in carrying out activities related to production and business operations, finance, investment, legal affairs, human resources, and information disclosure.

### ***Some highlights of the Executive Board's management activities in 2025:***

- Regarding construction and installation activities: The Executive Board will continue to focus on implementing ongoing projects; strengthen management of project schedules, quality, occupational safety, project acceptance, final settlement, and debt collection. In the context of intense competition and low profit margins, the Board of Directors has instructed the Executive Board to select projects with secure funding sources and to strictly monitor cash flow efficiency and risks.

- Regarding bidding and business development: The Executive Board continues to identify and pursue transportation infrastructure, industrial, and civil engineering projects, as well as projects with high requirements for construction capabilities. However, the success rate in winning bids and profit margins need to be further improved to reflect VIMECO's capabilities, experience, and brand reputation.



- Regarding construction materials and equipment: The company continues to review the operational efficiency of its mixing plants, vehicles, and equipment; it has approved a plan to dispose of certain assets, machinery, and equipment that are no longer suitable in order to recover capital, reduce maintenance costs, and improve asset utilization.

- Regarding investment and financial activities: The Executive Board handles matters related to capital, credit, bank guarantees, cash flow management, and accounts receivable and payable; it also submits certain investment proposals, capital contributions, share purchases, and asset transfers to the Board of Directors for review, in accordance with the Company's authority and development needs.

- Regarding information disclosure and corporate governance: The Company prepares and discloses financial statements, management reports, annual reports, and other extraordinary and periodic disclosures in accordance with regulations applicable to publicly listed companies; and maintains coordination among the Board of Directors, the Executive Board, and the Audit Committee.

#### **IV. SOME EXISTING ISSUES**

- The 2025 operating results fell short of expectations; consolidated and parent company net income was negative, reflecting significant pressure on operational efficiency, costs, and profit margins.

- Construction and installation activities continue to be affected by price competition, fluctuations in raw material prices, and increasingly stringent requirements for project timelines and quality; for some projects, efforts must continue to accelerate project acceptance, final settlement, and debt collection.

- Efforts to identify new business opportunities should continue to be made more effective, with a greater focus on projects that have secure funding, clear payment terms, and strong risk management capabilities.

- The operation and use of certain assets, machinery, and equipment have not been fully effective; a continued review is needed to develop appropriate plans for liquidation, transfer, reassignment, or additional investment.

- Labor productivity, compliance, and the adaptability of a segment of the staff must continue to be improved to meet the requirements of more professional, streamlined, and efficient management.

#### **V. DIRECTIONS FOR THE BOARD OF DIRECTORS' ACTIVITIES IN 2026**

Based on the 2025 operating results and the 2026 market outlook, the Board of Directors has identified the key priorities as strengthening the financial foundation, enhancing governance effectiveness, managing risks, and gradually improving operational efficiency. The key tasks for 2026 are as follows:

- Direct, coordinate, and oversee the Executive Board in implementing the 2026 business plan approved by the Annual General Meeting of Shareholders; develop flexible management scenarios that prioritize efficiency, capital safety, and cash flow;

- Focus resources on the construction of ongoing projects, ensuring progress, quality, and workplace safety; accelerate project acceptance, final settlement, and debt collection, and resolve long-standing issues once and for all;



- Improve the quality of the bidding process and develop new projects based on the principle of selecting projects with secure funding, clear payment terms, and those that align with the company's construction capabilities and ensure economic efficiency;

- Continue to review and restructure the portfolio of assets, vehicles, equipment, investments, and underperforming operations; prioritize capital recovery, reduce maintenance costs, and focus resources on areas with competitive advantages;

- Strengthen financial management, cash flow management, accounts receivable and payable, cost control, and working capital management; maintain cooperative relationships with banks and financial institutions to secure funding for business operations;

- Improve internal governance systems, including delegation of authority, assignment of responsibilities, risk management, and individual accountability; accelerate digital transformation, standardize processes, and enhance labor productivity and compliance;

- Continue to strengthen communications, shareholder relations, and the timely, comprehensive, and transparent disclosure of information; protect the lawful rights and interests of shareholders, employees, and other stakeholders;

The above is the Board of Directors' Report on the 2025 operating results and the 2026 strategic direction and objectives. The Board of Directors respectfully submits this report to the General Meeting of Shareholders for review and approval.

**On behalf of the Board of Directors,  
The Chairman**

**Recipient:**

- *As per your request;*
- *Board of Directors, Board of Supervisors;*
- *Note: Office.*

**(Signed)**

**Tran Dinh Tuan**



## APPENDIX: ACTIVITIES OF BOARD MEMBERS IN 2025

### I. BOARD OF DIRECTORS MEETINGS

No.	Board Member	Position	Number of Board of Directors meetings attended	Attendance rate
1	Mr. Tran Dinh Tuan	Chairman of the Board of Directors	23/23	100%
2	Mr. Dang Van Hieu	Board Member	23/23	100%
3	Mr. Bui Van Thieng	Independent Board Member	23/23	100%
4	Mr. Nguyen Dac Truong	Board Member	16/16	100%
5	Mr. Vu Minh Hoang	Board Member	16/16	100%
6	Mr. Duong Van Mau	Chairman of the Board of Directors until March 18, 2025	7/7	100%
7	Mr. Nguyen Khac Hai	Board member until March 18, 2025	7/7	100%

*Note: Mr. Nguyen Dac Truong and Mr. Vu Minh Hoang were elected as new members of the Board of Directors on March 18, 2025; Mr. Duong Van Mau and Mr. Nguyen Khac Hai ceased to be members of the Board of Directors as of March 18, 2025.*

### II. ACTIVITIES OF EACH MEMBER OF THE BOARD OF DIRECTORS

#### 1. Mr. Tran Dinh Tuan - Chairman of the Board of Directors

- Oversee the development of the Board of Directors' agenda and operational plans; preside over Board of Directors meetings and handle matters within the Chairman's purview upon being elected to the position of Chairman of the Board of Directors;

- Direct and oversee the implementation of the Board of Directors' resolutions and decisions; solicit written input from Board members on matters requiring a decision between meetings;

- Collaborate with the Executive Board on corporate governance, the management of business operations, financial management, investment, human resources, and other critical matters of the Company;

- Perform the duties and exercise the powers assigned and delegated by the Board of Directors in accordance with the Board of Directors' Operating Regulations.

#### 2. Mr. Dang Van Hieu - Member of the Board of Directors, Chief Executive Officer

- Perform the duties of a Board member in accordance with the Company's Articles of Incorporation and the Board of Directors' Operating Regulations;

- Directly oversee and manage all of the Company's business operations in accordance with the plan approved by the General Meeting of Shareholders and the resolutions and decisions of the Board of Directors;

- Report to the Board of Directors on the status of production and business operations, financial matters, investments, accounts receivable and payable, and other significant issues arising during the course of management.

### **3. Mr. Bui Van Thieng - Independent Board Member**

- Perform the duties of an independent member of the Board of Directors in accordance with the Company's Articles of Association, the Board of Directors' Operating Regulations, and applicable laws on corporate governance for publicly traded companies;

- Provide input on matters within the Board of Directors' purview; contribute to enhancing the independence, objectivity, and transparency of the Company's governance.

### **4. Mr. Nguyen Dac Truong - Member of the Board of Directors**

- Perform the duties of a member of the Board of Directors in accordance with the Company's Articles of Incorporation and the Board of Directors' Operating Regulations, effective from the date of his/her election as a new member on March 18, 2025;

- Participate in discussions and voting on matters within the Board of Directors' purview; collaborate on the implementation of governance and management tasks as assigned.

### **5. Mr. Vu Minh Hoang - Member of the Board of Directors**

- Perform the duties of a member of the Board of Directors in accordance with the Company's Articles of Incorporation and the Board of Directors' Operating Regulations, effective from the date of his/her election as a new member on March 18, 2025;

- Participate in discussions and voting on matters within the Board of Directors' purview; collaborate on the implementation of governance and management tasks as assigned.

### **6. Mr. Duong Van Mau – Chairman of the Board of Directors until March 18, 2025**

- Perform the duties of Chairman of the Board of Directors during his tenure; oversee the preparation of materials and documents for the 2025 Annual General Meeting of Shareholders and Board of Directors meetings held during his term of office;

- Attend all Board of Directors meetings during the term of office prior to ceasing to be a member of the Board of Directors as of March 18, 2025.

### **7. Mr. Nguyen Khac Hai - Member of the Board of Directors until March 18, 2025**

- Perform the duties of a Board member during the term of office in accordance with the Company's Articles of Incorporation and the Board of Directors' Operating Regulations;

- Attend all Board of Directors meetings during the term of office prior to ceasing to be a member of the Board of Directors as of March 18, 2025.



VIMECO JOINT STOCK  
COMPANY

CÔNG TY  
CỔ PHẦN  
VIMECO

No. 246/2026/BC-BKS

SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

Hanoi, May 7, 2026

## REPORT OF THE AUDIT COMMITTEE

### To: THE 2026 ANNUAL SHAREHOLDERS' MEETING

*Pursuant to:*

- *Articles of Incorporation of VIMECO Joint Stock Company (hereinafter referred to as the “Company”),*
- *Rules of Procedure for the Company's Audit Committee,*
- *The Company's 2025 separate and consolidated financial statements were audited by the Hanoi branch of A&C Audit and Consulting Co., Ltd.*
- *Results of the Audit Committee's audit and oversight activities in 2025.*

The Audit Committee reported to the General Meeting of Shareholders on the results of its inspection and supervision of the Company's operations in 2025 as follows:

#### **I. Performance of the Audit Committee and Auditors in 2025:**

##### **1. Organizational Structure of the Audit Committee:**

The members of the Company's Audit Committee for 2025 are:

- Mr. Vu Van Manh - Chairman of the Audit Committee
- Ms. Tran Thi Kim Oanh - Auditor
- Mr. Nguyen Tien Khanh - Auditor (term expires on March 18, 2026)
- Nguyen Thi Thuy Linh - Auditor (elected on March 18, 2025)

##### **2. Performance Results of the Audit Committee and the Auditor**

In 2025, the Auditors and the Audit Committee conducted audits and monitored compliance with legal regulations, the Company's Articles of Association, and internal regulations regarding the Board of Directors' and Executive Board's management and oversight of the Company's production and business operations, specifically as follows:

- Review the performance of the Board of Directors and the Executive Board, and examine the Company's financial statements and business results for 2024; Approve the reports and proposals submitted by the Audit Committee to the 2025 Annual General Meeting of Shareholders.
- Collaborate with the Board of Directors and the company's Executive Committee in organizing the Company's 2025 Annual General Meeting of Shareholders.



- Review the legal validity and procedural requirements for the issuance of resolutions and decisions by the Board of Directors and the Executive Board to ensure compliance with applicable laws and the Company's Articles of Association.
- Assist the Company in selecting an audit firm to conduct the audit of the Company's 2025 financial statements.
- Audit the 2025 Financial Statements to assess the accuracy and reasonableness of the financial data, as well as compliance with Vietnamese corporate accounting standards and regulations, and applicable laws.
- Review and evaluate the Company's operations and provide feedback and recommendations to the Board of Directors and the Executive Committee on matters related to the Company's operations in 2025.
- Monitor the disclosure of information by listed companies;
- Perform other duties in accordance with the functions and responsibilities of the Audit Committee

Remuneration of the Audit Committee: Shareholders are advised to refer to the notes to the Company's audited 2025 Financial Statements, which are available on the Company's website.

Summary of the Audit Committee's meetings: Shareholders are invited to review the Company's 2025 Corporate Governance Report, which is available on the Company's website.

## **II. Coordination of Activities Among the Audit Committee, the Board of Directors, the Executive Committee, and Other Management Personnel**

In the course of its work, the Audit Committee received cooperation and support from the Board of Directors, the Executive Board, and the Company's management, who provided documents, records, and information to enable the Audit Committee to carry out its duties.

## **III. Results of the Oversight of the Board of Directors' Activities**

The Company's Board of Directors oversaw the successful organization of the 2025 Annual General Meeting of Shareholders to approve key Company resolutions. The Company's Annual General Meeting was conducted in compliance with applicable laws and the provisions of the Company's Articles of Association.

In 2025, the Board of Directors held meetings, issued resolutions and decisions at in-person sessions or through written consultations to guide the Executive Board in carrying out production and business operations.

In 2025, the Board of Directors discussed and decided on the following important matters:

- Approve the agenda, plan, and successfully organize the 2025 Annual General Meeting of Shareholders.
- Elect the Chairman of the Company's Board of Directors for the 2023–2028 term.

- Approval of the selection of an audit firm to review the Company's interim financial statements and audit its 2025 annual financial statements.
- Implement the issuance of shares to increase authorized capital from equity in accordance with the resolution of the 2025 Annual General Meeting of Shareholders.
- Approve loan and guarantee plans to support production and business operations.
- Approve investment plans, capital contributions, and the purchase of shares in certain entities; approve the transfer and liquidation of assets.
- Adjust the Company's key personnel structure; assign responsibilities to members of the Board of Directors and the Executive Board; review the organizational structure, functions, and responsibilities of the Company's departments and divisions.
- Approve matters related to the management of the company's business operations in accordance with the plan approved by the General Meeting of Shareholders.

The Audit Committee notes that, throughout the year, the Board of Directors actively directed, supervised, and worked with the Executive Board to implement numerous measures aimed at fulfilling the production and business plan approved by the General Shareholders' Meeting.

#### **IV. Results of the Oversight of the Executive Board's Activities**

The Company's Executive Board directly manages business operations in accordance with the functions and responsibilities set forth in the Company's Charter, and implements business plans in accordance with the resolutions of the General Meeting of Shareholders and the resolutions and decisions of the Board of Directors.

Regarding the achievement of general economic targets: The parent company's and consolidated business results for 2025 declined significantly compared to 2024 and failed to meet the targets set by the General Shareholders' Meeting, specifically:

- Parent Company: Net revenue was VND 810.2 billion, representing 70.43% of the 2025 plan and only 72.97% of the 2024 actual results; Pre-tax profit was a loss of 7.35 billion VND (the 2025 plan was a profit of 9.4 billion VND, and the 2024 actual result was a profit of 8.53 billion VND).
- Company-wide Consolidated Results: Net revenue was VND 816.98 billion, representing 70.41% of the 2025 plan and only 73.07% of the 2024 actual results; Pre-tax profit was a loss of VND 6.80 billion (the 2025 plan was a profit of VND 9.45 billion and the 2024 actual result was a profit of VND 8.55 billion).

The sharp decline in business performance was primarily due to a significant drop in construction and installation activities.

Specifically, the Company's main activities (consolidated):

- Construction and Installation Activities: This is the Company's largest business segment. Revenue in 2025 is expected to decline compared to 2024 due to the impact of project timelines, competition, and rising input costs. Specifically, consolidated revenue in 2025 was 459.6 billion VND, a decrease of 362.2 billion VND (equivalent to 56%)

compared to 2024. Gross profit from construction and installation activities reached 5.4 billion VND (a decrease of 47.3 billion VND compared to 2024).

- Construction Materials Production: The Company continues to review the operational efficiency of its plants, prioritizing projects with secured funding, clear timelines, and defined payment terms; simultaneously, it strictly controls costs related to raw materials, labor, and equipment operation to mitigate risks arising from the low profit margins in the construction industry. Revenue for 2025 is projected at VND 308.7 billion, an increase of VND 48.4 billion compared to 2024; gross profit is projected at VND 45.4 billion (an increase of VND 26 billion compared to 2024).
- The integrated services business (education, office leasing, equipment maintenance and repair, etc.) is projected to generate revenue and gross profit of VND 41.5 billion and VND 20.2 billion, respectively, in 2025, representing 119% and 155% of the 2024 figures.
- Real estate sales generated revenue of 7.2 billion VND and gross profit of 596 million VND.
- Consolidated administrative expenses for 2025 were VND 51.2 billion (equivalent to 6.3% of revenue), an increase of VND 8.4 billion compared to 2024, primarily due to the provision for doubtful accounts receivable (VND 10.4 billion).
- Financial expenses in 2025 decreased by VND 2.2 billion compared to 2024 but remained high at VND 39.9 billion (equivalent to 4.9% of revenue); net financial expenses (NFE) were VND 36.9 billion (equivalent to 4.5% of revenue).
- In 2025, the Company reported other income of 9.8 billion VND, primarily from the disposal of assets.
- Total accounts receivable and inventory at year-end decreased significantly compared to the beginning of the year (a decrease of VND 255.2 billion), but still accounted for a high proportion (66%) of Total Assets, which is one of the factors contributing to high outstanding debt (consolidated outstanding loans and finance leases at the end of 2025 were 547.3 billion VND (47% of Total Capital), a decrease of 17.8 billion VND compared to the beginning of the year), resulting in substantial financial costs and posing risks related to settlement and debt collection.

The Audit Committee acknowledges that the Executive Board has made efforts to manage the Company's business operations; however, the business results fell short of the plan and were significantly lower than the 2025 figures.

## **V. Audit of the 2025 Financial Statements**

- The Company's 2025 Separate Financial Statements and Consolidated Financial Statements were prepared in accordance with current Vietnamese accounting standards and regulations; they were audited by the Hanoi Branch of A&C Audit and Consulting Co., Ltd. (an entity approved by the State Securities Commission to audit listed companies).



- The auditor's opinion on the Company's 2025 Consolidated Financial Statements and Combined Financial Statements: The financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025, as well as the results of its operations and cash flows for the fiscal year ended on that date, in accordance with Vietnamese corporate accounting standards and Vietnamese corporate accounting regulations, and relevant legal provisions regarding the preparation and presentation of financial statements.
- The Audit Committee approved the Company's 2025 Consolidated Financial Statements and Combined Financial Statements, which were audited by the Hanoi Branch of A&C Audit and Consulting Co., Ltd.

## VI. Evaluation of the Implementation of the 2025 Annual General Meeting of Shareholders Resolution

### 1. Achieve business and production targets:

Unit: Billion VND

Target	2025 Plan	Implementation by 2025	TH/KH
<b>Company-wide consolidation</b>			
- Net revenue	1.160,28	816,98	70,41%
- Pre-tax profit	9,45	(6,80)	
- Net income	4,05	(9,65)	
<b>Parent company</b>			
- Net revenue	1.150,28	810,19	70,43%
- Pre-tax profit	9,40	(7,35)	
- Net income	4,00	(10,20)	
- Dividends	10%	The Annual General Meeting of Shareholders resolved	

### 2. Perform other tasks:

The Company has implemented the other matters approved in the Resolution of the 2025 Annual General Meeting of Shareholders as follows:

- Conduct a stock issuance to increase share capital from retained earnings (at a rate of 10%).
- Implement changes to the authorized capital, amend the business registration certificate in accordance with the results of the share issuance to increase authorized capital, and update the business registration details as required by law.
- Select an audit firm for the 2025 financial statements in accordance with the proposal approved by the 2025 Annual General Meeting of Shareholders.

- Refrain from paying salaries and remuneration to the Board of Directors and the Board of Supervisors in 2024, in accordance with the resolution of the 2025 Annual General Meeting of Shareholders.

## **VII. Recommendations:**

The Audit Committee recommends to the Board of Directors and the Company's Executive Management:

- Strengthen early warning systems and implement proactive measures to minimize the negative impact on the Company's business operations amid complex global geopolitical developments and unpredictable fluctuations in input costs (fuel, materials, labor, etc.).
- Vigorously accelerate the final inspection and settlement of projects and construction works, and collect outstanding receivables (accounts receivable, prepayments to suppliers, advances, and other receivables). Review and resolve outstanding debts.
- Review and restructure assets, equipment, investments, and underperforming operations; focus resources on areas where the Company has a competitive advantage.
- Continue to actively seek new business opportunities to fully leverage existing resources and infrastructure to improve operational efficiency.
- Continue to review and optimize the organizational structure and management system; improve management and production processes; and enhance the use of information technology and artificial intelligence; closely monitor costs, efficiency, and cash flow for each construction project, initiative, and business sector to improve operational efficiency, strengthen competitiveness, and enhance the VIMECO brand.

The above is the Audit Committee's report on the results of its inspection and oversight of the Company's operations in 2025. The Audit Committee would like to sincerely thank our shareholders, the members of the Board of Directors, the Executive Board, and all employees of the Company for their cooperation and support in enabling the Audit Committee to fulfill its duties over the past year.

Thank you very much!

**Signed, The Audit Committee  
CHAIRPERSON**

### ***Recipient:***

- 2026 Annual General Meeting of Shareholders,
- Members of the Supervisory Board,
- Save TCHC.

**(Signed)**

**Vu Van Manh**



VINACONEX JOINT STOCK CORPORATION  
VIMECO JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

No. 247/2026/TTr-BKS

Hanoi, May 7, 2026

### MEMORANDUM

**Re: Approval of the Plan for Selecting an Independent Audit Firm to Conduct the Audit of the 2026 Financial Statements**

**To: The 2026 Annual General Meeting of Shareholders**

*Pursuant to:*

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Articles of Incorporation of Vimeco Joint Stock Company (hereinafter referred to as the "Company");
- The Audit Committee's findings regarding the preparation and audit of the Company's 2025 Financial Statements.

The Audit Committee respectfully submits the following for approval by the General Meeting of Shareholders of Vimeco Joint Stock Company:

The General Meeting of Shareholders authorizes the Company's Board of Directors to select an audit firm from the List of Approved Audit Firms for Public Interest Entities in the Securities Sector for 2026 to audit the Company's 2026 Financial Statements.

Thank you very much!

**Recipient:**

- 2026 Annual General Meeting of Shareholders;
- Members of the Supervisory Board;
- Filed by the Office.

**Signed, The Audit Committee  
CHAIRPERSON**

**(Signed)**

**Vu Van Manh**



VINACONEX JOINT STOCK CORPORATION  
VIMECO JOINT STOCK COMPANY

No. 248/2026/TTr-Board of Directors

SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

Hanoi, May 7, 2026

## MEMORANDUM

**Re: Proposal for the Distribution of 2025 After-Tax Profits**

**To: THE 2026 ANNUAL SHAREHOLDERS' MEETING**

Based on the Company's 2025 Financial Statements, which have been audited by A&C Audit and Consulting Co., Ltd., and in light of the Company's actual operating conditions, and with the aim of strengthening production capacity and maximizing the use of resources, The Board of Directors of Vimeco Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the proposal for the distribution of 2025 post-tax profits:

**1. Cumulative undistributed net profit as of December 31, 2025:**

- Retained earnings as of the end of the previous period: 14,614,528,796 VND
- Net profit for 2025 (10,197,600,354) VND
- Total retained earnings (as of December 31, 2025) 4,416,928,442 VND

**2. The Board of Directors proposes not to distribute the 2025 after-tax profits.**

Thank you very much!

**Recipient:**

- As above;
- Audit Committee;
- Note: Office.

**On behalf of the Board of Directors  
CHAIRMAN**

**(Signed)**

**Tran Dinh Tuan**



VINA CONEX JOINT STOCK CORPORATION  
VIMECO JOINT STOCK COMPANY

No. 249/2026/TTr-Board of Directors

SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

Hanoi, May 7, 2026

## MEMORANDUM

**Re: Approval of the salary and compensation payment plan  
Board of Directors, Audit Committee for 2025, and 2026 Plan**

**To: The 2026 Annual General Meeting of Shareholders**

*Pursuant to Article 7 of Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 19, 2025, of the 2025 Annual General Meeting of Shareholders regarding the approval of the plan for the payment of total remuneration to the Board of Directors and salaries/remuneration to the Audit Committee for the year 2025.*

*Based on the Company's 2025 business results and 2026 business plan, the Board of Directors respectfully submits to the General Meeting of Shareholders the proposal for remuneration for the Board of Directors and the Audit Committee for 2025 and the 2026 plan as follows:*

*Based on the opinions of the members of the Board of Directors and the Audit Committee regarding the "Agreement not to receive remuneration for non-executive members of the Board of Directors and the Audit Committee in 2025."*

### **1. Final settlement of remuneration for the Board of Directors and the Audit Committee for 2025:**

TT	Title	Remuneration (January 1, 2025– December 31, 2025)
1	Board of Directors	360.000.000
2	Supervisory Board	132.000.0000
	<b>Total</b>	<b>492.000.000</b>

### **2. Remuneration Plan for Members of the Board of Directors and the Audit Committee for 2026:**

TT	Content	Fee (VND per person per month)	Notes
1	Chairman of the Board of Directors	10.000.000	
2	Board Member	5.000.000	
3	Chair of the Audit Committee	5.000.000	
4	Member of the Supervisory Board	3.000.000	



We respectfully request that the General Meeting of Shareholders review and approve this proposal.

**Recipient:**

- *As above;*
- *Save as a draft*

**Sincerely, THE BOARD OF DIRECTORS  
CHAIRMAN**

**(Signed)**

**Tran Dinh Tuan**





VINACONEX JOINT STOCK CORPORATION  
VIMECO JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

No. 250/2026/TTr-Board of Directors

Hanoi, May 7, 2026

## MEMORANDUM

**Re: Approval of Amendments and Supplements to the Articles of Association of  
Vimeco Joint Stock Company**

**To: THE 2026 ANNUAL SHAREHOLDERS' MEETING**

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementing guidelines;*
- *Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;*
- *Decree No. 155/2025/NĐ-CP dated June 16, 2025, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025;*
- *Resolution No. 01/2025/NQ-ĐHĐCĐ dated March 18, 2025, of the General Meeting of Shareholders of Vimeco Joint Stock Company;*
- *Decision No. 36/2025/QĐ-TTg, dated September 29, 2025, of the Prime Minister on the Adoption of the Vietnamese Economic Sector Classification System.*

### **1. Legal Basis for Amending and Supplementing the Company's Articles of Association**

On September 11, 2025, the Government issued Decree No. 245/2025/NĐ-CP amending and supplementing certain provisions of Decree No. 155/2020/NĐ-CP dated December 31, 2020, which details certain provisions of the Securities Law; Under Decree No. 245/2025/ND-CP, certain provisions related to corporate governance of public companies have been amended; therefore, public companies must revise their internal documents to ensure they are up-to-date and fully comply with current legal regulations.

Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated March 18, 2025, of the 2025 Annual General Meeting of Shareholders of Vimeco Joint Stock Company regarding the issuance of shares to increase share capital from equity, Vimeco Joint Stock Company has completed the increase in its authorized capital from VND 261,341,320,000 to VND 287,470,170,000.

Currently, the list of business sectors and industries specified in the Company's Articles of Association is being developed in accordance with the Vietnamese Economic Sector Classification System issued pursuant to Decision No. 27/2018/QĐ-TTg. Meanwhile, Decision No. 36/2025/QĐ-TTg has issued a new Vietnam Economic Sector Classification System, effective as of November 15, 2025, replacing Decision No. 27/2018/QĐ-TTg. Therefore, the Company needs to review, standardize, and update its

list of business sectors and activities to align with the new economic sector classification system and the Company's actual operations.

Therefore, it is necessary to review, standardize, and update the Company's list of business sectors and industries in order to:

- ✓ Ensure compliance with applicable laws and regulations;
- ✓ Integrated with the national business registration system;
- ✓ Advantages in governance, investment, bidding, and disclosure of information.

In addition, the Company needs to update its registered office address to reflect the current administrative address.

## **2. Proposals for amendments to the Company's 2026 Articles of Association**

To incorporate the changes outlined in Section 1 of the Proposal into the Company's Articles of Association, the Board of Directors respectfully submits the following matters to the Company's 2026 Annual General Meeting of Shareholders for consideration and approval:

2.1 Approve the amendment of the Corporation's Articles of Association with the following changes:

- (a) Amend Paragraph 3 of Article 2 of the Company's Articles of Association regarding the Company's principal office address as follows: Vimeco Building, Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi City;
- (b) Amend Paragraph 1 of Article 6 of the Company's Articles of Association regarding the Company's authorized capital to: 287,470,170,000 VND.
- (c) Amend Paragraph 1 of Article 4 of the Company's Articles of Association regarding the Company's business lines and activities (The details of the amendments are set forth in Appendix 01 attached to this Proposal)
- (d) Amend certain other provisions of the Company's Articles of Association to comply with Decree No. 245/2025/NĐ-CP dated September 11, 2025;

*Details of the amendments are set forth in Appendix 02 – Draft Articles of Association for 2026, attached to this Proposal.*

2.2 Approve the full text of the Company's 2026 Articles of Association (the draft 2026 Articles of Association are attached as Appendix 02 to this Proposal).

2.3 The General Director—the Company's legal representative—is hereby authorized to sign and issue the Company's 2026 Articles of Association following their approval by the General Meeting of Shareholders.

2.4 The General Meeting of Shareholders authorizes the General Director—the Company's legal representative—to, in accordance with the Company's 2026 Articles of Association following their approval by the General Meeting of Shareholders, carry out the procedures for filing, submitting documents, and liaising with the business registration authority - The Hanoi Department of Finance to update the changes approved by the General Meeting of Shareholders and to carry out other related procedures in accordance with the law.



**Documents attached to the Proposal:**

Appendix 01: List of the Company's business lines, as amended and supplemented in 2026;

Appendix 02: Draft Articles of Incorporation for 2026

Submitted to the General Meeting of Shareholders for consideration and approval

Thank you very much!

**To: - 2026 Annual General Meeting of  
Shareholders; - Members of the Board of  
Directors and the Audit Committee; - For  
record: Office**

**Sincerely, THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Tran Dinh Tuan**



## APPENDIX 01: LIST OF THE COMPANY'S BUSINESS ACTIVITIES, AS AMENDED AND SUPPLEMENTED IN 2026

### 1. Add the following business lines and activities

No.	The names of business sectors and industries have been added	Industry code	Primary business sector or industry (If the business sector or industry being added is the primary one, mark an X to select one of the sectors or industries already listed)
1.	Manufacture of glass and glass products Details: Manufacture of flat glass, architectural glass, and glass products for construction.	2310	
2.	Production of building materials from clay Details: Manufacture of refractory bricks and tiles; manufacture of refractory ceramic building materials; manufacture of fired clay floor tiles.	2392	
3.	Manufacture of cement, lime, and gypsum Details: Domestic production of clinker and hard cement, including Portland cement, aluminous cement, slag cement, and superphosphate cement; production of quicklime, slaked lime, and hydrated lime; production of calcium dolomite; production of mortar from gypsum or calcium sulfate.	2394	
4.	Manufacture of products from other non-metallic minerals not classified elsewhere Details: Manufacturing products from asphalt and similar raw materials, such as bitumen and coal slag; manufacturing crushed stone, ground stone, and other non-metallic mineral materials.	2399	
5.	Manufacturing of metal components Details: Manufacture of metal frames or structures for construction and their components; manufacture of metal components and structures.	2511	
6.	Repair and maintenance of machinery and equipment Details: Repair and maintenance of industrial machinery and equipment, construction equipment, heavy machinery, and specialized equipment.	3312	
7.	Wholesale of motor vehicles and other motorized vehicles Details: Wholesale of motor vehicles and other motorized vehicles; transportation services.	4661	
8.	Wholesale of other construction materials and installation equipment	4673	

	Details: Wholesale of building bricks, roof tiles, stone, sand, and gravel; wholesale of flat glass; wholesale of cement; wholesale of sanitary fixtures; wholesale of other construction installation equipment.		
9.	Real estate brokerage services Details: Brokerage services for the sale and lease of real estate; real estate brokerage; consulting services and facilitating connections between buyers, sellers, tenants, and landlords.	6821	
10.	Other real estate activities on a fee or contract basis Details: Real estate management on a fee-based or contract basis; management of condominiums, residential properties, and non-residential real estate; consulting services related to the sale and lease of real estate.	6829	
11.	Other professional, scientific, and technological activities not classified elsewhere Details: Other professional, scientific, and technological activities not classified elsewhere; consulting on the transfer of new technology and automation equipment.	7499	

## 2. Cease the following business activities

No.	The name of the business sector or trade has been removed from the registered list	Industry code	Notes
1.	Manufacturing of construction materials from clay. Details: Production: sand, stone, gravel, bricks and tiles, roofing glass, asphalt, and other materials used in construction	2392	
2.	Manufacture of cement, lime, and gypsum. Details: Manufacture: cement	2394	
3.	Manufacturing of construction materials from clay. Details: Production: sand, stone, gravel, bricks and tiles, roofing glass, asphalt, and other materials used in construction	2392	
4.	Manufacturing of metal components. Details: Manufacturing of materials, metal components, and steel structures	2511	
5.	Machinery and equipment repair. Details: Repair and maintenance of motorcycles, equipment, production lines, and steel structures for civil and industrial projects, as well as power lines and substations	3312	
6.	Wholesale of automobiles and other motor vehicles. Details: Transportation equipment trade	4511	
7.	Wholesale of other construction materials and installation equipment. Details: Sales of sand, stone, gravel, bricks and tiles, cement, roofing glass, asphalt, and other materials used in construction and interior and exterior decoration. Sales of precast concrete structures and ready-mix concrete	4663	

8.	Real estate consulting, brokerage, and auctions; land use right auctions. Details: Consulting and brokerage (Operated under the professional license of the company's legal representative): Management, maintenance, and operation of technical infrastructure projects, urban areas, apartment complexes, and office buildings (Excluding auction activities)	6820	
9.	Other professional, scientific, and technological activities not classified elsewhere. Details: Consulting on the transfer of new technology and automation equipment	7490	

### 3. Amend the details of the following business lines and activities

No.	Detailed amendments to the names of business sectors and occupations	Industry code	Primary business sector or industry (If the amended business sector or industry is the primary one, mark an X to select one of the sectors or industries already listed)
1.	Machining; metal treatment and coating Details: Mechanical machining; metal processing; welding, cutting, drilling, turning, grinding, planing, polishing, and metal coating.	2592	
2.	Manufacturing of other specialized machinery Details: Manufacture of other specialized machinery and equipment not classified elsewhere.	2829	
3.	Manufacture of automobiles and other motor vehicles Details: Manufacturing of automobiles, motor vehicles, and other motorized transport vehicles.	2910	
4.	Construction of water infrastructure Details: Construction of water resources projects; waterways, ports, and river structures; dams and levees; dredging of waterways.	4291	
5.	Mining construction Details: Construction of non-residential industrial and mining facilities; mining facilities, oil refineries, coal mining facilities, and ore mining facilities.	4292	
6.	Construction of processing and manufacturing facilities Details: Construction of industrial processing and manufacturing facilities (excluding residential buildings); construction material production plants; other material production facilities.	4293	
7.	Construction of other civil engineering projects Details: Construction of other civil engineering projects; construction of technical infrastructure, water supply and drainage systems, wastewater treatment facilities, power lines and substations, fire protection systems, as well as civil, industrial, transportation, postal, irrigation, hydroelectric, and flood control structures such as dikes, revetments, and dams.	4299	X
8.	Site preparation Details: Cleaning the construction site; excavation, backfilling, grading, and leveling at the construction site; foundation excavation; treatment of weak soil; site preparation.	4312	
9.	Wholesale of machinery, equipment, and other machine parts	4659	

	Details: Wholesale of machinery, equipment, production lines, industrial equipment, and other machine parts.		
10.	Road freight transport Details: General freight transport; freight transport using specialized vehicles; heavy cargo and container transport; truck rental with driver.	4933	
11.	Real estate business involving land use rights owned, held, or leased Details: Real estate business; buying, selling, leasing, and managing houses and land owned, occupied, or leased by the company; leasing office spaces and apartments.	6810	
12.	Architectural and related engineering consulting services Details: Architectural services; surveying and mapping services; geological and water resource survey services; other related technical consulting services; construction investment consulting; development and management of construction investment projects; construction surveying; supervision of construction and installation works; construction quality inspection; testing; bidding consulting.	7110	
13.	Rental of machinery, equipment, and other tangible items without an operator Details: Rental of construction and civil engineering machinery and equipment without operators; rental of equipment, production lines, and steel structures for construction projects.	7730	
14.	Other business support services not classified elsewhere Details: Other business support services not classified elsewhere; import and export of construction materials, supplies, machinery, equipment, production lines, and transportation vehicles.	8299	
15.	Early Childhood Education Details: Early childhood education for children aged three months to three years.	8511	
16.	Preschool education Details: Education for children aged three to six; preparing children for first grade.	8512	
17.	Other education not classified elsewhere Details: Foreign language instruction, conversation skills training, and other educational activities not classified elsewhere.	8559	

#### 4. The Company's list of business sectors and activities, as amended and supplemented



No.	Industry code	Program Name	Primary business activities
1	0810	Quarrying of stone, sand, gravel, and clay Details: Mining of stone, sand, gravel, and clay.	
2	2310	Manufacture of glass and glass products Details: Manufacture of flat glass, architectural glass, and glass products for construction.	
3	2392	Production of building materials from clay Details: Manufacture of refractory bricks and tiles; manufacture of refractory ceramic building materials; manufacture of fired clay floor tiles.	
4	2394	Manufacture of cement, lime, and gypsum Details: Domestic production of clinker and hard cement, including Portland cement, aluminous cement, slag cement, and superphosphate cement; production of quicklime, slaked lime, and hydrated lime; production of calcium dolomite; production of mortar from gypsum or calcium sulfate.	
5	2395	Manufacture of concrete and products made from concrete, cement, and gypsum Manufacture of ready-mix concrete and dry concrete; manufacture of precast concrete components; manufacture of products made from cement, concrete, and gypsum.	
6	2399	Manufacture of products from other non-metallic minerals not classified elsewhere Manufacturing products from asphalt and similar raw materials, such as bitumen and coal slag; manufacturing crushed stone, ground stone, and other non-metallic mineral materials.	
7	2511	Manufacturing of metal components Manufacture of metal frames or structures for construction and their components; manufacture of metal components and structures.	
8	2592	Machining; metal treatment and coating Machining; metalworking; welding, cutting, drilling, turning, grinding, planing, polishing, and metal coating.	
9	2829	Manufacturing of other specialized machinery Manufacture of other specialized machinery and equipment not classified elsewhere.	
10	2910	Manufacture of automobiles and other motor vehicles Manufacture of automobiles, motor vehicles, and other motorized transport vehicles.	
11	3312	Repair and maintenance of machinery and equipment Repair and maintenance of industrial machinery and equipment, construction equipment, heavy machinery, and specialized equipment.	
12	4291	Construction of water infrastructure Construction of water resources projects; waterways, ports, and river structures; dams and levees; dredging of waterways.	
13	4292	Mining construction Construction of industrial and mining facilities other than buildings; mining facilities, oil refineries, coal mining facilities, and ore mining facilities.	

No.	Industry code	Program Name	Primary business activities
14	4293	Construction of processing and manufacturing facilities Construction of industrial processing and manufacturing facilities (excluding residential buildings); manufacturing plants for construction materials; other material production facilities.	
15	4299	<b>Construction of other civil engineering projects</b> <b>Construction of other civil engineering projects; construction of technical infrastructure, water supply and drainage systems, wastewater treatment facilities, power lines and substations, fire protection systems, as well as civil, industrial, transportation, postal, irrigation, hydroelectric, and flood control structures such as dikes, revetments, and dams.</b>	<b>X</b>
16	4312	Site preparation Clearing the construction site; excavation, backfilling, grading, and leveling at the construction site; foundation excavation; treatment of weak soil; site preparation.	
17	4659	Wholesale of machinery, equipment, and other machine parts Wholesale of machinery, equipment, production lines, industrial equipment, and other machine parts.	
18	4661	Wholesale of motor vehicles and other motorized vehicles Wholesale of automobiles and other motor vehicles; transportation services.	
19	4673	Wholesale of other construction materials and installation equipment Wholesale of building bricks, roof tiles, stone, sand, and gravel; wholesale of flat glass; wholesale of cement; wholesale of sanitary fixtures; wholesale of other construction installation equipment.	
20	4933	Road freight transport General freight transport; freight transport using specialized vehicles; heavy-haul and container transport; truck rental with a driver.	
21	6810	Real estate business involving land use rights owned, held, or leased Real estate business; buying, selling, leasing, and managing houses and land owned, occupied, or leased by the company; leasing office spaces and apartments.	
22	6821	Real estate brokerage services Brokerage services for the sale and lease of real estate; real estate brokerage; consulting services and facilitating connections between buyers, sellers, tenants, and landlords.	
23	6829	Other real estate activities on a fee or contract basis Real estate management on a fee-based or contract basis; management of condominiums, residential properties, and non-residential real estate; consulting services related to the sale and lease of real estate.	



No.	Industry code	Program Name	Primary business activities
24	7110	Architectural and related engineering consulting services Architectural services; surveying and mapping services; geological and water resource survey services; other related technical consulting services; construction investment consulting; development and management of construction investment projects; construction surveying; supervision of construction and installation works; construction quality inspection; testing; bidding consulting.	
25	7499	Other professional, scientific, and technological activities not classified elsewhere Other professional, scientific, and technological activities not classified elsewhere; consulting on the transfer of new technology and automation equipment.	
26	7710	Motorized vehicle rental Rental of motor vehicles without a driver; rental of cars, trucks, motorcycles, and other motor vehicles.	
27	7730	Rental of machinery, equipment, and other tangible items without an operator Rental of construction and civil engineering machinery and equipment without operators; rental of equipment, production lines, and steel structures for construction projects.	
28	8299	Other business support services not classified elsewhere Other business support services not classified elsewhere; import and export of construction materials, supplies, machinery, equipment, production lines, and transportation vehicles.	
29	8511	Early Childhood Education Early childhood education for children aged three months to three years.	
30	8512	Preschool education Early childhood education for children aged three to six; preparing children for first grade.	
31	8531	Basic training Entry-level training; training in the fields of mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.	
32	8532	Vocational training Intermediate-level training; training in the fields of mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.	
33	8533	Associate Degree Programs Associate degree programs; training in mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.	

No.	Industry code	Program Name	Primary business activities
34	8559	Details: Foreign language instruction, conversation skills training, and other educational activities not classified elsewhere.	

## **APPENDIX 02: FULL TEXT OF THE 2026 COMPANY BYLAWS**

### **INTRODUCTION**

These Articles of Association were adopted pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ of the Company's General Meeting of Shareholders held on [Month] [Day], 2026.

### **CHAPTER I. DEFINITIONS OF TERMS IN THE BYLAWS**

#### **Article 1. Definition of Terms**

1. In these Bylaws, the following terms shall have the meanings set forth below:
  - a) "Authorized capital" means the total par value of shares sold or subscribed for at the time of the enterprise's establishment, as provided for in Article 6 of these Articles of Association;
  - b) "Voting capital" refers to equity capital, whereby the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c) The "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any subsequent amendments and supplements;
  - d) "The Securities Law" refers to Securities Law No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any subsequent amendments and supplements;
  - e) "Date of Incorporation" means the date on which Vimeco Joint Stock Company was first issued a Certificate of Enterprise Registration (Certificate of Business Registration or equivalent documents);
  - f) "Business manager" means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other individuals holding managerial positions appointed by the Company's Board of Directors;
  - g) "Business executives" refer to the General Director, Deputy General Director, Chief Accountant, and other executives as specified in the Company's Articles of Association;
  - h) "Non-executive Board member" means a Board member who is not the General Director, Deputy General Director, Chief Accountant, or other executive officers as defined in the Company's Articles of Association;
  - i) "Independent member of the Board of Directors" means a member as defined in paragraph 2 of Article 155 of the Enterprise Law;
  - j) "The person in charge of corporate governance" is the individual whose responsibilities and authorities are specified in Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law;
  - k) "Related party" means an individual or organization as defined in Article 4, Section 46 of the Securities Law;

- l) A "shareholder" is an individual or organization that owns at least one share of the Company;
- m) "Major shareholder" means a shareholder as defined in Clause 18 of Article 4 of the Securities Law;
- n) "Term of operation" means the period during which the Company operates, as specified in Article 2 of these Articles of Association;
- o) "Vietnam" refers to the Socialist Republic of Vietnam.
- p) "The Company" refers to Vimeco Joint Stock Company.
- q) "Vimeco" is the abbreviated name of Vimeco Joint Stock Company
- 2. In these Bylaws, references to one or more provisions or other documents include any amendments or successor documents.
- 3. The headings (chapters and sections of these Bylaws) are provided for convenience only and do not affect the meaning of these Bylaws.

## **CHAPTER II. NAME, LEGAL FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. The Company's name, legal form, principal office, branches, representative offices, and term of operation**

- 1. Company Name
  - ✦ Vietnamese Name: VIMECO JOINT STOCK COMPANY
  - ✦ English Name: VIMECO JOINT STOCK COMPANY
  - ✦ Abbreviation: VIMECO
  - ✦ Stock code: VMC
- 2. The company is a joint-stock company with legal personality in accordance with the current laws of Vietnam.
- 3. The Company's registered office:
  - ✦ Headquarters address: Vimeco Building, Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi
  - ✦ Phone: (84.24) 37848204
  - ✦ Fax: (84.24) 37848202
  - ✦ Email: email@vimeco.com
  - ✦ Website: [www.vimeco.com](http://www.vimeco.com)
- 4. The Company may establish branches and representative offices within its business area to carry out its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.
- 5. Unless the Company ceases operations early in accordance with the provisions of Section 2 of Article 55, the Company's term of operation is indefinite from the date of its establishment.

### **Article 3. The Company's Legal Representative**

1. The company has one legal representative, who is the General Director of the company.
2. The powers and duties of the legal representative as provided for in Articles 12 and 13 of the Enterprise Law.

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

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

1. The Company's business lines are:

No.	Industry code	Program Name	Primary business activities
1	0810	Quarrying of stone, sand, gravel, and clay Details: Mining of stone, sand, gravel, and clay.	
2	2310	Manufacture of glass and glass products Details: Manufacture of flat glass, architectural glass, and glass products for construction.	
3	2392	Production of building materials from clay Details: Manufacture of refractory bricks and tiles; manufacture of refractory ceramic building materials; manufacture of fired clay floor tiles.	
4	2394	Manufacture of cement, lime, and gypsum Details: Domestic production of clinker and hard cement, including Portland cement, aluminous cement, slag cement, and superphosphate cement; production of quicklime, slaked lime, and hydrated lime; production of calcium dolomite; production of mortar from gypsum or calcium sulfate.	
5	2395	Manufacture of concrete and products made from concrete, cement, and gypsum Manufacture of ready-mix concrete and dry concrete; manufacture of precast concrete components; manufacture of products made from cement, concrete, and gypsum.	
6	2399	Manufacture of products from other non-metallic minerals not classified elsewhere Manufacturing products from asphalt and similar raw materials, such as bitumen and coal slag; manufacturing crushed stone, ground stone, and other non-metallic mineral materials.	
7	2511	Manufacturing of metal components Manufacture of metal frames or structures for construction and their components; manufacture of metal components and structures.	
8	2592	Machining; metal treatment and coating Machining; metalworking; welding, cutting, drilling, turning, grinding, planing, polishing, and metal coating.	



No.	Industry code	Program Name	Primary business activities
9	2829	Manufacturing of other specialized machinery Manufacture of other specialized machinery and equipment not classified elsewhere.	
10	2910	Manufacture of automobiles and other motor vehicles Manufacture of automobiles, motor vehicles, and other motorized transport vehicles.	
11	3312	Repair and maintenance of machinery and equipment Repair and maintenance of industrial machinery and equipment, construction equipment, heavy machinery, and specialized equipment.	
12	4291	Construction of water infrastructure Construction of water resources projects; waterways, ports, and river structures; dams and levees; dredging of waterways.	
13	4292	Mining construction Construction of industrial and mining facilities other than buildings; mining facilities, oil refineries, coal mining facilities, and ore mining facilities.	
14	4293	Construction of processing and manufacturing facilities Construction of industrial processing and manufacturing facilities (excluding residential buildings); manufacturing plants for construction materials; other material production facilities.	
15	4299	<b>Construction of other civil engineering projects</b> <b>Construction of other civil engineering projects; construction of technical infrastructure, water supply and drainage systems, wastewater treatment facilities, power lines and substations, fire protection systems, as well as civil, industrial, transportation, postal, irrigation, hydroelectric, and flood control structures such as dikes, revetments, and dams.</b>	<b>X</b>
16	4312	Site preparation Clearing the construction site; excavation, backfilling, grading, and leveling at the	



No.	Industry code	Program Name	Primary business activities
		construction site; foundation excavation; treatment of weak soil; site preparation.	
17	4659	Wholesale of machinery, equipment, and other machine parts Wholesale of machinery, equipment, production lines, industrial equipment, and other machine parts.	
18	4661	Wholesale of motor vehicles and other motorized vehicles Wholesale of automobiles and other motor vehicles; transportation services.	
19	4673	Wholesale of other construction materials and installation equipment Wholesale of building bricks, roof tiles, stone, sand, and gravel; wholesale of flat glass; wholesale of cement; wholesale of sanitary fixtures; wholesale of other construction installation equipment.	
20	4933	Road freight transport General freight transport; freight transport using specialized vehicles; heavy-haul and container transport; truck rental with a driver.	
21	6810	Real estate business involving land use rights owned, held, or leased Real estate business; buying, selling, leasing, and managing houses and land owned, occupied, or leased by the company; leasing office spaces and apartments.	
22	6821	Real estate brokerage services Brokerage services for the sale and lease of real estate; real estate brokerage; consulting services and facilitating connections between buyers, sellers, tenants, and landlords.	
23	6829	Other real estate activities on a fee or contract basis Real estate management on a fee-based or contract basis; management of condominiums, residential properties, and non-residential real estate; consulting services related to the sale and lease of real estate.	
24	7110	Architectural and related engineering consulting services Architectural services; surveying and mapping services; geological and water resource survey services; other related technical consulting services; construction	

No.	Industry code	Program Name	Primary business activities
		investment consulting; development and management of construction investment projects; construction surveying; supervision of construction and installation works; construction quality inspection; testing; bidding consulting.	
25	7499	Other professional, scientific, and technological activities not classified elsewhere Other professional, scientific, and technological activities not classified elsewhere; consulting on the transfer of new technology and automation equipment.	
26	7710	Motorized vehicle rental Rental of motor vehicles without a driver; rental of cars, trucks, motorcycles, and other motor vehicles.	
27	7730	Rental of machinery, equipment, and other tangible items without an operator Rental of construction and civil engineering machinery and equipment without operators; rental of equipment, production lines, and steel structures for construction projects.	
28	8299	Other business support services not classified elsewhere Other business support services not classified elsewhere; import and export of construction materials, supplies, machinery, equipment, production lines, and transportation vehicles.	
29	8511	Early Childhood Education Early childhood education for children aged three months to three years.	
30	8512	Preschool education Early childhood education for children aged three to six; preparing children for first grade.	
31	8531	Basic training Entry-level training; training in the fields of mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.	
32	8532	Vocational training Intermediate-level training; training in the fields of mechanical engineering, equipment repair, construction, residential	

No.	Industry code	Program Name	Primary business activities
		and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.	
33	8533	Associate Degree Programs Associate degree programs; training in mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.	
34	8559	Details: Foreign language instruction, conversation skills training, and other educational activities not classified elsewhere.	

2. In the course of its operations, the Company may change its business lines in accordance with the law. Following approval by the General Meeting of Shareholders, the Company notified the business registration authority of the changes to its registration details. The business registration authority approved the addition of these changes to the Company's registration records, and they were published on the National Business Registration Portal.
3. A company must meet the necessary business requirements when engaging in business sectors or investment activities subject to conditions as prescribed by law, and must ensure that it continues to meet those requirements throughout its business operations.
4. The Company's operational objectives:

The Company was established to raise and utilize capital effectively in the development of its registered business operations, with the aim of maximizing profits, increasing returns for shareholders, creating stable employment for workers, contributing to the state budget, and fostering the Company's growth.

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

The Company is authorized to plan and conduct all business activities within the scope of its business lines as published on the National Business Registration Portal and in these Articles of Association, in accordance with applicable laws, and to take appropriate measures to achieve the Company's objectives.

### **CHAPTER IV. AUTHORIZED CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**

#### **Article 6. Authorized Capital, Shares, and Founding Shareholders**

1. The Company's authorized capital is 287,470,170,000 VND (Two hundred eighty-seven billion, four hundred seventy million, one hundred seventy thousand Vietnamese dong). The Company's total authorized capital is divided into 28,747,017 (twenty-eight million, seven hundred forty-seven thousand, one hundred seventeen) shares with a par value of 10,000 (ten thousand VND) per share.

2. The company may change its authorized capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. The Company's shares as of the date of adoption of these Bylaws consist of common shares. The rights and obligations of shareholders holding each class of shares are set forth in Articles 12 and 13 of these Bylaws.
4. The company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. The names, addresses, number of shares, and other information regarding the founding shareholders, as required by the Enterprise Law, are set forth in the attached Appendix 01. This appendix is an integral part of these Articles of Association.
6. Common shares must be offered on a priority basis to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The Board of Directors of the Company shall decide on the disposition of any shares not fully subscribed by shareholders. The Board of Directors may distribute such shares to shareholders and others on terms no less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.
7. The Company may purchase shares issued by the Company itself in the manner prescribed in these Articles of Association and applicable laws. Shares repurchased by the Company shall be classified as treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the Securities Law, relevant guidelines, and the provisions of these Articles of Association.
8. The company may issue other types of securities in accordance with the law.

#### **Article 7. Stock Certificates**

1. Shareholders of the Company may be issued stock certificates corresponding to the number and class of shares they hold.
2. A stock is a type of security that confirms the holder's legal rights and interests in a portion of the issuing entity's equity capital. A stock is issued by the Company, and a book entry or electronic record confirms ownership of one or more shares of the Company. A stock must contain all the information specified in Clause 1 of Article 121 of the Enterprise Law.
3. Within 20 (twenty) days from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 2 months (or such other period as specified in the terms of issuance) from the date of full payment for the shares as provided in the Company's share issuance plan, the holder of the shares may be issued a share certificate. Shareholders are not required to pay the Company any costs associated with printing the share certificates.
4. If a stock certificate is lost, destroyed, or damaged, the holder of such stock may request the issuance of a new stock certificate. The shareholder's request must include the following information:
  - a) Information regarding shares that have been lost, damaged, or otherwise destroyed;
  - b) We undertake to assume responsibility for any disputes arising from the issuance of new shares.



## **Section 8. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company bear the signature of the legal representative and the Company's seal.

## **Section 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise provided for in these Articles of Association or by law. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the provisions of the laws governing securities and the securities market.
2. Shares that have not been fully paid up may not be transferred and do not confer the associated rights, such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to subscribe for newly issued shares, and other rights as provided by law.

## **Section 10. Redemption of Shares**

1. If a shareholder fails to pay the full amount due for the purchase of shares by the due date, the Board of Directors shall notify such shareholder and shall have the right to require the shareholder to pay the remaining amount and to be held liable, in proportion to the total par value of the shares subscribed for, for any financial obligations of the Company arising from the failure to make full payment.
2. The aforementioned payment notice must specify the new payment deadline (at least seven (07) days from the date the notice is sent), the payment location, and must clearly state that if payment is not made as required, the unpaid shares will be revoked.
3. The Board of Directors has the right to revoke shares that have not been paid in full and on time if the requirements set forth in the aforementioned notice are not met.
4. Repurchased shares are considered shares eligible for offering as defined in Article 112, Section 3 of the Enterprise Law. The Board of Directors may, either directly or through an authorized agent, sell or reallocate such shares under the terms and conditions it deems appropriate.
5. Shareholders holding shares subject to repurchase must relinquish their shareholder status with respect to such shares; however, they remain liable, in proportion to the total par value of the shares they have subscribed to, for the Company's financial obligations arising at the time of repurchase pursuant to the Board of Directors' decision, from the date of repurchase until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment for the full value of the shares at the time of revocation.
6. A notice of redemption is sent to the holders of the shares subject to redemption prior to the redemption date. The redemption remains valid even in the event of errors or omissions in the delivery of the notice.

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

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

The Company's organizational structure for management, administration, and control is established in accordance with the provisions of Point a, Paragraph 1 of Article 137 of the Enterprise Law, and includes:

1. Annual General Meeting of Shareholders;
2. Board of Directors;
3. Audit Committee; and
4. CEO.

## **CHAPTER VI. SHAREHOLDERS AND THE SHAREHOLDERS' MEETING**

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

1. Common shareholders have the following rights:
  - a) Attend and speak at General Shareholders' Meetings and exercise voting rights in person, through a proxy, or by other means as provided for in the Company's Articles of Association and applicable laws. Each common share carries one vote;
  - b) Receive dividends at the rate determined by the General Meeting of Shareholders;
  - c) The right to subscribe to newly issued shares in proportion to the percentage of common stock held in the Company;
  - d) The freedom to transfer one's shares to others, except as provided for in Article 120, paragraph 3, and Article 127, paragraph 1, of the Enterprise Law and other relevant legal provisions;
  - e) Review, search for, and obtain extracts of information regarding names and contact addresses from the list of shareholders with voting rights; request corrections to inaccurate information regarding oneself;
  - f) Review, search for, extract, or copy the Company's Articles of Incorporation, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;
  - g) When the Company is dissolved or goes bankrupt, the shareholder is entitled to a portion of the remaining assets proportional to their ownership stake in the Company;
  - h) Require the Company to repurchase its own shares in the cases specified in Article 132 of the Enterprise Law;
  - i) Equal treatment. Each share of the same class confers upon its holder equal rights, obligations, and benefits. If the Company has classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j) Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - k) To have their lawful rights and interests protected; to request the suspension or revocation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of the Enterprise Law;
  - l) Other rights as provided by law and these Bylaws.
2. A shareholder or group of shareholders holding 5% or more of the total common shares has the following rights:
  - a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of Article 115 and Article 140 of the Enterprise Law;

- b) Review, search for, and extract copies of minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial reports; reports of the Audit Committee; contracts and transactions requiring approval by the Board of Directors; and other documents, except for those related to the Company's trade secrets and business secrets;
  - c) Request the Audit Committee to examine specific issues related to the management and operation of the Company when deemed necessary. Such requests must be made in writing and must include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for organizational 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 the ownership percentage of the total shares of the Company; the matter to be inspected and the purpose of the inspection;
  - d) Proposals for items to be included on the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than three business days prior to the opening date of the meeting. Proposals must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the item proposed for inclusion on the agenda;
  - e) Other rights as provided by law and these Bylaws.
3. A shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates to the Board of Directors and the Audit Committee. The nomination of candidates to the Board of Directors and the Audit Committee shall be conducted as follows:
- a) Common shareholders who form a group to nominate candidates for the Board of Directors and the Audit Committee must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the Audit Committee, a shareholder or group of shareholders as specified in this clause shall have the right to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors and the Audit Committee. If the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate pursuant to the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Audit Committee, and other shareholders.

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

Common shareholders have the following obligations:

- 1. Pay the full amount for the shares committed to purchase by the due date.
- 2. Capital contributed in the form of common stock may not be withdrawn from the Company in any form, except in cases where the shares are repurchased by the Company or a third party. If a shareholder withdraws part or all of the capital contributed in violation of this provision, that shareholder and any related parties within the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the shares withdrawn and any resulting damages.



3. Comply with the Company's Articles of Association and Internal Management Regulations.
4. Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Protect the information provided by the Company in accordance with the Company's Articles of Association and applicable laws; use the information provided solely to exercise and protect one's lawful rights and interests; and strictly refrain from disseminating, copying, or transmitting the information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise your voting rights through the following methods:
  - a) Attend and vote in person at the meeting;
  - b) Authorize other individuals or organizations to attend and vote at the meeting;
  - c) Participate in and vote to approve via an online conference, electronic voting, or other electronic means;
  - d) Send voting ballots to the meeting by mail, fax, or email;
  - e) Submit voting ballots by other means as provided for in the Company's Articles of Association.
7. Be personally liable for acting on behalf of the Company in any capacity to commit any of the following acts:
  - a) Violation of the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Settle outstanding debts before they pose financial risks to the Company.
8. Fulfil other obligations as required by current laws and regulations.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the Company's highest decision-making body. The General Meeting of Shareholders convenes annually once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to postpone the annual General Meeting of Shareholders if necessary, but not for more than six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene for an extraordinary session. The venue for the General Meeting of Shareholders is the location where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Articles of Association, in particular by approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, a contrary audit opinion, or a refusal to express an opinion, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved auditing firm is required to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:
  - a) The Board of Directors deems it necessary in the best interests of the Company;
  - b) The number of remaining members of the Board of Directors and the Audit Committee is less than the minimum number required by law;
  - c) At the request of a shareholder or group of shareholders as provided for in Clause 2 of Article 12 of these Bylaws; a request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of the relevant shareholders, or the request may be prepared in multiple copies and bear the signatures of the relevant shareholders;
  - d) At the request of the Audit Committee;
  - e) Other cases as provided by law and these Bylaws.
4. Call for an Extraordinary General Meeting of Shareholders
  - a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors or the Audit Committee falls below the level specified in subparagraph b of paragraph 3 of this Article, or from the date of receipt of the request specified in subparagraphs c and d of paragraph 3 of this Article;
  - b) If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph a of paragraph 4 of this Article, the Audit Committee shall, within the following 30 days, convene a General Meeting of Shareholders in lieu of the Board of Directors in accordance with the provisions of paragraph 3 of Article 140 of the Enterprise Law;
  - c) If the Audit Committee fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph b of paragraph 4 of this Article, the shareholder or group of shareholders specified in subparagraph c of paragraph 3 of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the provisions of the Enterprise Law;

In this case, a shareholder or group of shareholders convening a General Meeting of Shareholders may request the Business Registration Authority to oversee the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs associated with convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

  - d) The procedures for convening a General Meeting of Shareholders as provided for in Clause 5 of Article 140 of the Enterprise Law and in these Articles of Association.

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

1. The General Meeting of Shareholders has the following rights and obligations:
  - a) In line with the Company's development strategy;
  - b) Determine the classes of shares and the total number of shares of each class authorized for issuance; determine the annual dividend rate for each class of shares;

- c) Elect, remove, or dismiss members of the Board of Directors and members of the Audit Committee;
  - d) A decision to invest in or sell assets with a value of 35% or more of the total asset value as reported in the Company's most recent financial statements.
  - e) Resolution to amend and supplement the Company's Articles of Association;
  - f) Approve the annual financial statements;
  - g) A decision to repurchase more than 10% of the total number of shares issued of each class;
  - h) Review and address violations committed by members of the Board of Directors and members of the Audit Committee that cause harm to the Company and its shareholders;
  - i) Decision to restructure or dissolve the Company;
  - j) Determine the budget or total compensation, bonuses, and other benefits for the Board of Directors and the Audit Committee;
  - k) Approval of the Internal Governance Regulations; Regulations on the Operations of the Board of Directors and the Audit Committee;
  - l) Approve the list of approved audit firms; designate an approved audit firm to conduct an audit of the Company's operations; and remove an approved auditor when deemed necessary;
  - m) Other rights and obligations as provided by law.
2. The General Meeting of Shareholders discussed and approved the following matters:
- a) The Company's annual business plan;
  - b) The annual financial statements have been audited;
  - c) Report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Audit Committee on the Company's business results and the performance of the Board of Directors and the Chief Executive Officer;
  - e) Self-assessment report on the performance of the Audit Committee and its members;
  - f) The dividend amount per share for each class;
  - g) The number of members of the Board of Directors and the Audit Committee;
  - h) Elect, remove, or dismiss members of the Board of Directors and members of the Audit Committee;
  - i) Determine the budget or total compensation, bonuses, and other benefits for the Board of Directors and the Audit Committee;
  - j) Approve the list of approved audit firms; decide which approved audit firm will conduct an audit of the Company's operations when deemed necessary;
  - k) Amend and revise the Company's Articles of Incorporation;
  - l) The class of shares and the number of new shares issued for each class, as well as the transfer of shares by founding members within the first three years from the date of establishment;



- m) The division, separation, consolidation, merger, or conversion of the Company;
  - n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - o) A decision to invest in or sell assets with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements;
  - p) A decision to repurchase more than 10% of the total number of shares issued of each class;
  - q) The Company enters into contracts or conducts transactions with the parties specified in Clause 1 of Article 167 of the Enterprise Law, where the value of such contracts or transactions is equal to or greater than 35% of the total value of the Company's assets as recorded in its most recent financial statements;
  - r) Approval of transactions specified in Clause 4 of Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law;
  - s) Approve the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Audit Committee;
  - t) Other matters as provided by law and these Bylaws.
3. The Annual General Meeting of Shareholders discussed and approved the following matters:
    - a) The Company's annual business plan;
    - b) Annual financial statements;
    - c) Report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors;
    - d) Report of the Audit Committee on the Company's business results and the performance of the Board of Directors and the Chief Executive Officer;
    - e) Self-assessment report on the performance of the Audit Committee and the Auditor;
    - f) The dividend amount per share for each class;
    - g) Another matter within the jurisdiction.
  4. All resolutions and matters included on the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Proxy for Attendance at the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders who are organizations may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the methods specified in Section 3 of Article 144 of the Enterprise Law.
2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing using the Company's form and include the following information: the name of the authorizing shareholder, the name of the individual or organization being authorized, the number of shares being authorized, the scope of the authorization, the duration of the authorization, the signatures of the authorizing party and the authorized party, and the seal (if the authorizing party or the authorized party is an organization with a seal).

A person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In the case of a sub-delegation, the attendee must also present the original power of attorney from the shareholder or the authorized representative of a shareholder that is an organization (if it has not previously been registered with the Company).

3. A proxy vote cast by a proxy holder within the scope of the proxy remains valid in any of the following circumstances:
  - a) The principal has died, has limited legal capacity, or has lost legal capacity;
  - b) The principal has revoked the power of attorney;
  - c) The principal has revoked the agent's authority.

If the Company receives notice of any of the above events prior to the commencement of the General Meeting of Shareholders or prior to the reconvening of the meeting, the provisions of this Article shall not apply.

### **Section 17. Changes to Rights**

1. Any amendment or revocation of the special rights attached to a class of preferred shares takes effect upon approval by shareholders representing 65% or more of the total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of shareholders holding preferred shares may only be adopted if approved by preferred shareholders of the same class present at the meeting who hold 75% of the total preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in the case of a resolution adopted through a written ballot.
2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned amendment to rights is valid only if attended by at least two shareholders (or their proxies) who collectively hold at least one-third of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within the following 30 days, and all holders of such shares (regardless of the number of persons or shares) present in person or through a proxy shall be deemed to constitute the required quorum. At meetings of shareholders holding the aforementioned preferred shares, those holding such shares who are present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of these Bylaws.
4. Unless otherwise provided in the terms of the share issuance, the special rights attached to classes of shares that have preferential rights with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be affected when the Company issues additional shares of the same class.

### **Article 18. Convening of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene an annual and extraordinary general meeting of shareholders. The Board of Directors shall convene an extraordinary general meeting of shareholders in the cases specified in paragraph 3 of Article 14 of these Bylaws.
2. The person convening the General Meeting of Shareholders must perform the

following tasks:

- a) Prepare a list of shareholders eligible to attend and vote at the Company's General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no later than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.
  - b) Prepare the program and content for the conference;
  - c) Prepare materials for the conference;
  - d) Draft resolution of the General Meeting of Shareholders based on the proposed agenda for the meeting;
  - e) Determine the date and location of the convention;
  - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other tasks related to the conference.
3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by certified mail and simultaneously published on the Company's website and on the websites of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent, postage paid, or deposited in a mailbox). The agenda for the General Meeting of Shareholders and the documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders may access them, including:
- a) Meeting agenda, materials used during the meeting;
  - b) A list and detailed information of the candidates for the election of members of the Board of Directors and members of the Audit Committee (if any);
  - c) Ballot;
  - d) A draft resolution for each item on the meeting agenda.
4. A shareholder or group of shareholders as specified in Clause 2 of Article 12 of these Articles of Association has the right to propose items for inclusion on the agenda of the General Meeting of Shareholders. Such proposals must be in writing and must be submitted to the Company at least three (3) business days prior to the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, and ID card number, national identity card, passport, or other valid personal identification documents for individual shareholders; the name, business registration number, or establishment decision number, and the address of the principal office for shareholder organizations; the number and type of shares held by the shareholder; and the content of the proposal to be included in the meeting agenda.



5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in paragraph 4 of this Article if any of the following circumstances apply:
  - a) The petition was 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 does not hold at least 5% of the common shares as provided for in paragraph 2 of Article 12 of these Bylaws;
  - c) The matter raised does not fall within the scope of the General Meeting of Shareholders' authority to decide;
  - d) Other cases as provided by law and these Bylaws.
6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in paragraph 4 of this Article in the proposed agenda and agenda items for the meeting, except as provided for in paragraph 5 of this Article; the proposal shall be formally added to the agenda and agenda items if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for Convening a General Meeting of Shareholders**

1. The General Meeting of Shareholders is held when shareholders present at the meeting represent more than 50% of the total voting shares.
2. If the first meeting does not meet the requirements for convening as provided in paragraph 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date originally scheduled for the first meeting. The second General Meeting of Shareholders shall be held if shareholders present at the meeting represent 33% or more of the total voting rights.
3. If the second meeting does not meet the requirements for convening as provided in paragraph 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the attending shareholders.

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

1. Before the meeting begins, the Company must conduct the shareholder registration process and must continue the registration until all shareholders entitled to attend the meeting have registered, in accordance with the following procedure:
  - a) When registering shareholders, the Company issues a voting card to each shareholder or proxy holder with voting rights, which states the registration number, the shareholder's full name, the proxy holder's full name, and the number of votes allocated to that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. At the meeting, ballots in favor of a resolution are collected first, followed by those against the resolution; finally, the total number of votes in favor or against is counted to reach a decision. The results of the vote count are announced by the Chairperson immediately before the meeting adjourns. The General Meeting elects individuals responsible for counting votes or supervising the vote count upon the Chairperson's proposal. The number of members on the vote-counting committee is determined by the General Meeting of Shareholders based

on the Chairperson's proposal.

- b) Shareholders, their authorized representatives (whether organizations or individuals), and persons authorized to attend who arrive after the meeting has begun have the right to register immediately and, upon registration, have the right to participate in and vote at the meeting. The presiding officer is not required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters previously voted on remains unaffected.
- 2. The election of the Chairperson, Secretary, and Ballot Counting Committee is governed by the following provisions:
  - a) The Chairman of the Board of Directors presides over, or delegates another member of the Board of Directors to preside over, the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his duties, the remaining members of the Board of Directors shall elect one of their number to preside over the meeting by a majority vote. If no presiding officer can be elected, the Chair of the Audit Committee shall facilitate the General Meeting of Shareholders in electing a presiding officer from among the attendees, with the person receiving the highest number of votes serving as the presiding officer;
  - b) Except as provided in subparagraph (a) of this paragraph, the person who signs the notice convening the General Meeting of Shareholders shall preside over the meeting to elect the Chairperson of the meeting, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting;
  - c) The chairperson shall appoint one or more persons to serve as secretaries for the meeting;
  - d) The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee upon the recommendation of the Chair of the meeting.
- 3. The agenda and agenda items must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically specify the time allocated for each item on the agenda.
- 4. The chairperson of the meeting has the authority to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees.
  - a) Seating arrangements at the venue for the Annual General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at the meeting venues;
  - c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders has full authority to modify the measures described above and to implement all necessary measures. Such measures may include issuing admission passes or utilizing other alternative methods.
- 5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. The chairperson announces the voting results immediately before the meeting adjourns.
- 6. Shareholders or their proxies who arrive after the meeting has begun may still register and are entitled to vote immediately upon registration; in such cases, the validity of the matters already voted on remains unaffected.

7. The person who convenes or presides over a General Meeting of Shareholders has the following rights:
  - a) Require all meeting attendees to undergo screening or other lawful and reasonable security measures;
  - b) Request the competent authority to maintain order at the meeting; remove from the General Shareholders' Meeting any persons who fail to comply with the chairperson's direction, intentionally disrupt the meeting, obstruct the normal progress of the meeting, or fail to comply with security screening requirements.
8. The chairperson has the authority to postpone a General Meeting of Shareholders for which the maximum number of registered attendees has been reached for no more than three business days from the scheduled start date of the meeting, and may only postpone the meeting or change the venue in the following circumstances:
  - a) The meeting venue does not have enough comfortable seating for all attendees;
  - b) The communication facilities at the meeting venue do not allow attending shareholders to participate, discuss, and vote;
  - c) Some attendees disrupted the meeting and caused disturbances, posing a risk that the meeting would not proceed fairly and lawfully.
9. If the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of the provisions of paragraph 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson and preside over the meeting until its conclusion; all resolutions adopted at that meeting shall remain valid and enforceable.
10. In cases where the Company uses modern technology to hold a General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders may participate and vote via electronic voting or other electronic means in accordance with Article 144 of the Enterprise Law and Paragraph 3 of Article 273 of Decree No. 155/ND-CP dated December 31, 2020, issued by the Government, which provides detailed regulations for the implementation of certain provisions of the Securities Law.

## **Section 21. Conditions for the Adoption of a Resolution by the General Meeting of Shareholders**

1. A resolution on the following matter shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided for in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:
  - a) Class of shares and the total number of shares of each class;
  - b) Changes in industry, profession, and business sector;
  - c) Restructuring the Company's management organization;
  - d) An investment project or the sale of assets with a value of 35% or more of the total asset value as stated in the Company's most recent financial statements;
  - e) Restructuring and Dissolution of the Company.
2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting shares of all shareholders present at the meeting, except as provided for in paragraph 1 of this Article and paragraphs 3, 4, and 6 of Article 148 of the Enterprise Law.



3. The election of members of the Board of Directors and the Audit Committee is conducted in accordance with the provisions of Section 3 of Article 148 of the Enterprise Law.
4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are valid and effective even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Enterprise Law and the Company's Articles of Association.

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

The authority and procedures for obtaining written consent from shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors has the authority to seek shareholders' written consent to adopt resolutions of the General Meeting of Shareholders when it deems such action necessary in the Company's best interests, except as provided for in Article 147, Section 2 of the Enterprise Law.
2. The Board of Directors must prepare the voting ballot, the draft resolution of the General Meeting of Shareholders, and explanatory materials regarding the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the voting ballot. The requirements and procedures for submitting the voting ballot and accompanying materials shall be carried out in accordance with the provisions of Clause 3, Article 18 of these Bylaws.
3. The feedback form must include the following key information:
  - a) Company name, address of the principal office, and business registration number;
  - b) Purpose of the consultation;
  - c) Full name, contact address, nationality, and identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for corporate shareholders, or the full name, contact address, nationality, and legal identification number of the individual for the representative of a corporate shareholder; the number of shares of each class and the number of voting rights held by the shareholder;
  - d) Matters requiring consultation for the adoption of the resolution;
  - e) The voting options include "in favor," "against," and "no opinion" for each issue put to a vote;
  - f) The deadline for returning the completed feedback form to the Company;
  - g) First name, last name, and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed ballots to the Company in the following ways:
  - a) In the case of mail-in submissions: completed ballot forms must be signed by individual shareholders, or by the authorized representative or legal representative of corporate shareholders. Ballot forms returned to the Company must be enclosed in a sealed envelope, and no one is permitted to open them prior to the vote count;
  - b) If submitted by fax or email, the feedback forms sent to the Company must be kept confidential until the votes are counted;

- c) Ballots returned to the Company after the deadline specified in the ballot instructions, or that have been opened if mailed, or disclosed if sent by fax or email, are invalid. Ballots that are not returned are considered abstentions.
- 5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of the Audit Committee or a shareholder who does not hold a management position in the Company. The vote-counting minutes must include the following main contents:
  - a) Name, address of the principal office, business registration number;
  - b) Purpose and matters requiring input for the adoption of the resolution;
  - c) The number of shareholders with total voting rights who participated in the vote, including a breakdown of valid and invalid votes and the method of submitting votes, accompanied by an appendix listing the shareholders who participated in the vote;
  - d) The total number of votes in favor, against, and abstentions for each issue;
  - e) The items that were approved and their respective approval rates;
  - f) The full name and signature of the Chairman of the Board of Directors, the ballot counter, and the ballot counting supervisor.

Members of the Board of Directors, ballot counters, and ballot counting supervisors shall be jointly and severally liable for the integrity and accuracy of the ballot counting records; they shall also be jointly and severally liable for any damages arising from decisions adopted as a result of dishonest or inaccurate ballot counting.

- 6. The vote tally and resolution sent to shareholders shall be replaced by their publication on the Company's website within 24 hours of the conclusion of the vote count.
- 7. Completed ballots, vote tally sheets, adopted resolutions, and any related documents submitted with the ballots must be retained at the Company's principal office.
- 8. A resolution adopted through a written ballot of shareholders is valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same legal effect as a resolution adopted at a General Meeting of Shareholders.

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

- 1. Minutes must be taken of the General Meeting of Shareholders, and the meeting may be audio-recorded or recorded and stored in another electronic format. The minutes must be prepared in Vietnamese; they may also be prepared in a foreign language and must include the following main contents:
  - a) Name, address of the principal office, business registration number;
  - b) The time and place of the General Meeting of Shareholders;
  - c) Meeting agenda and meeting content;
  - d) The names of the presiding officer and the secretary;
  - e) A summary of the proceedings of the meeting and the remarks made at the General Shareholders' Meeting regarding each item on the agenda;
  - f) The number of shareholders and the total number of votes cast by shareholders attending the meeting, along with an appendix listing the registered shareholders and their representatives attending the meeting, along with their respective

shareholdings and number of votes;

- g) The total number of votes cast on each voting item, specifying the voting method, the total number of valid and invalid votes, and the number of votes in favor, against, and abstentions; the corresponding percentage of the total votes cast by shareholders present at the meeting;
  - h) The items that were approved and the corresponding approval vote percentages;
  - i) The full name and signature of the Chairperson and the Secretary. If the Chairperson or the Secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the information required under this section. The meeting minutes shall clearly state that the Chairperson or the Secretary refused to sign the minutes.
- 2. The minutes of the General Shareholders' Meeting must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly and severally liable for the truthfulness and accuracy of the minutes' content.
  - 3. Minutes prepared in Vietnamese and in a foreign language (if any) have equal legal validity. In the event of any discrepancy between the content of the Vietnamese-language minutes and the foreign-language minutes, the content of the Vietnamese-language minutes shall prevail.
  - 4. Resolution, Minutes of the General Meeting of Shareholders, the appendix listing registered shareholders attending the meeting along with their signatures, proxy documents for attending the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting notice must be disclosed in accordance with the legal provisions on information disclosure in the securities market and must be retained at the Company's principal office.

#### **Section 24. Request to Revoke a Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the Resolution, the Minutes of the General Meeting of Shareholders, or the Minutes of the results of the written ballot to solicit shareholder opinions, shareholders or a group of shareholders as specified in Clause 2 of Article 12 of these Articles of Association have the right to request the Court or an Arbitration Tribunal to review and annul the Resolution or a portion of the content of the General Meeting of Shareholders' Resolution in the following cases:

- 1. Any procedure or process for convening a meeting or soliciting written opinions from shareholders, or for the General Meeting of Shareholders to make decisions, that seriously violates the provisions of the Enterprise Law and these Articles of Association, except as provided for in Clause 4 of Article 21 of these Articles of Association.
- 2. The content of the resolution violates the law or these Bylaws.



## **CHAPTER VII. BOARD OF DIRECTORS**

### **Section 25. Nomination and Election of Board of Directors Members**

1. Once the candidates for the Board of Directors have been identified, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders may familiarize themselves with these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. Information regarding Board of Directors candidates that is disclosed includes:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work history;
  - d) Other management positions (including positions on the board of directors of other companies);
  - e) Interests related to the Company and its affiliates;
  - f) Other information (if any);
  - g) The Company is required to disclose information regarding the companies in which a Board of Directors candidate holds a position as a board member or other management role, as well as any interests the candidate has in the Company (if any).
2. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors, as follows:
  - a) A shareholder or group of shareholders holding between 10% and less than 20% of the Company's total common shares may nominate one (1) candidate;
  - b) A shareholder or group of shareholders holding between 20% and less than 30% of the Company's total common shares may nominate up to two (02) candidates;
  - c) A shareholder or group of shareholders holding between 30% and less than 40% of the Company's total common shares may nominate up to three (03) candidates;
  - d) A shareholder or group of shareholders holding between 40% and less than 50% of the Company's total common shares may nominate up to four (04) candidates;
  - e) A shareholder or group of shareholders holding between 50% and less than 60% of the Company's total common shares may nominate up to five (5) candidates;
  - f) A shareholder or group of shareholders holding between 60% and less than 70% of the Company's total common shares may nominate up to six (06) candidates;
  - g) A shareholder or group of shareholders holding between 70% and 80% of the Company's total common shares may nominate up to seven (7) candidates;
  - h) A shareholder or group of shareholders holding between 80% and less than 90% of the Company's total common shares may nominate up to eight (8) candidates;

- i) A shareholder or group of shareholders holding 90% or more of the Company's total common shares may nominate up to nine (09) candidates, or all candidates if the Board of Directors consists of more than nine members.
3. If the number of Board of Directors candidates approved through nominations and candidacies still does not meet the required number as stipulated in Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Board members in accordance with the law.

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

1. The Board of Directors shall consist of no fewer than three and no more than eleven members. The specific number of Board members for each term shall be determined by the General Meeting of Shareholders on a case-by-case basis.
2. The term of office for a member of the Board of Directors shall not exceed five (5) years, and such member may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Company's Board of Directors for no more than two consecutive terms. In the event that all members of the Board of Directors' terms expire simultaneously, such members shall continue to serve on the Board of Directors until new members are elected to replace them and assume their duties.
3. Composition of the Board of Directors
  - a) The number of non-executive members of the Company's Board of Directors must comply with the following requirement:
    - i) There must be at least one non-executive member if the company has a Board of Directors consisting of three to five members;
    - ii) There must be at least two non-executive members if the company has a Board of Directors consisting of six to eight members;
    - iii) There must be at least three non-executive members if the company has a Board of Directors consisting of nine to eleven members
  - b) The total number of independent members of the Board of Directors must comply with the following requirement:
    - i) There must be at least one independent member if the Company has a Board of Directors consisting of three to five members;
    - ii) There must be at least two independent members if the Company has a Board of Directors consisting of six to eight members;
    - iii) There must be at least three independent members if the Company has a Board of Directors consisting of nine to eleven members.
4. A member of the Board of Directors ceases to be a member of the Board of Directors if he or she is removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Enterprise Law.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the laws on securities and the securities market.
6. A member of the Board of Directors need not be a shareholder of the Company.

## **Article 27. Powers and Duties of the Board of Directors**

1. The Board of Directors is the Company's governing body and has full authority to act on behalf of the Company in making decisions and exercising the Company's rights and fulfilling its obligations, except for those rights and obligations that fall within the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) The Company's strategic decisions, medium-term development plans, and annual business plans;
  - b) A proposal regarding the types of shares and the total number of shares authorized for issuance for each type;
  - c) Decide to sell the unsold shares within the limit of the number of shares authorized for offering for each class; decide to raise additional capital through other means;
  - d) Determine the selling price of the Company's shares and bonds;
  - e) A decision to repurchase shares in accordance with paragraphs 1 and 2 of Article 133 of the Enterprise Law;
  - f) Decide on investment plans and investment projects within the scope of authority and limits prescribed by law;
  - g) Decide on strategies for market development, marketing, and technology;
  - h) Through purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements, except for contracts or transactions within the decision-making authority of the General Meeting of Shareholders as provided for in Point d of Paragraph 2 of Article 138, and Paragraphs 1 and 3 of Article 167 of the Enterprise Law;
  - i) Elect, remove, or dismiss the Chairman of the Board of Directors; appoint, remove, enter into contracts with, or terminate contracts with the General Director and other key managers as specified in the Company's Articles of Association; determine the salaries, compensation, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of another company, and determining the compensation and other benefits of such persons;
  - j) Oversee and direct the CEO and other managers in the day-to-day operations of the Company;
  - k) Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries, branches, and representative offices; and decide on capital contributions and the purchase of shares in other businesses;
  - l) Approve the agenda and meeting materials for the General Shareholders' Meeting, convene the General Shareholders' Meeting, or seek the General Shareholders' Meeting's approval of a resolution;
  - m) The audited annual financial report was presented to the Annual General Meeting of Shareholders;



- n) Propose the dividend payout amount; determine the timing and procedures for dividend payments (following approval by the Annual General Meeting of Shareholders) or address losses incurred during business operations;
  - o) Proposing the reorganization or dissolution of the Company; filing for the Company's bankruptcy;
  - p) Decide to issue the Rules of Procedure for the Board of Directors and the Internal Rules on Corporate Governance after they have been approved by the General Meeting of Shareholders; decide to issue the Rules on the Company's Disclosure of Information;
  - q) Business or transactional matters that the Board of Directors deems necessary to approve within the scope of its authority and responsibilities;
  - r) Other rights and obligations as provided for in the Enterprise Law, the Securities Law, other applicable laws, and the Company's Articles of Association.
3. The Board of Directors must report to the General Meeting of Shareholders on the Board's performance in accordance with Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed regulations for the implementation of certain provisions of the Securities Law.

## **Section 28. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors**

- 1. The company has the right to pay compensation and bonuses to members of the Board of Directors based on business results and performance.
- 2. Members of the Board of Directors are entitled to compensation and bonuses. Compensation is calculated based on the number of working days required to fulfill the duties of a Board member and the daily compensation rate. The Board of Directors determines the compensation for each member by consensus. The total compensation and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.
- 3. The remuneration of each member of the Board of Directors is recognized as an operating expense of the Company in accordance with corporate income tax laws, is disclosed as a separate line item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
- 4. A member of the Board of Directors who holds an executive position, or a member of the Board of Directors who serves on subcommittees of the Board or performs duties beyond the scope of the typical responsibilities of a Board member, may be paid additional compensation in the form of a lump-sum payment, salary, commission, profit share, or in any other form as determined by the Board of Directors.
- 5. Members of the Board of Directors are entitled to reimbursement for all travel, meal, and lodging expenses, as well as other reasonable expenses they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Shareholders' Meeting, the Board of Directors, or subcommittees of the Board of Directors.
- 6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not cover liability arising from violations of the law or the Company's Articles

of Association by members of the Board of Directors.

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

1. The Chairman of the Board of Directors is elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not also serve as the Chief Executive Officer.
3. The Chairman of the Board of Directors has the following rights and duties:
  - a) Develop the Board of Directors' agenda and work plan;
  - b) Prepare the agenda, content, and materials for the meeting; convene, preside over, and chair Board of Directors meetings;
  - c) Organize the adoption of resolutions and decisions by the Board of Directors;
  - d) Monitor the implementation of the Board of Directors' resolutions and decisions;
  - e) Chair of the General Shareholders' Meeting;
  - f) Other rights and obligations as provided for in the Enterprise Law and the Company's Articles of Association.
4. If the Chair of the Board of Directors submits a letter of resignation or is relieved of duty or removed from office, the Board of Directors must elect a replacement within 10 days of receiving the letter of resignation or the notice of relief from duty or removal from office.
5. If the Chairman of the Board of Directors is absent or unable to perform his or her duties, he or she must delegate authority in writing to another member to exercise the rights and fulfill the obligations of the Chairman of the Board of Directors. In the event there is no authorized representative, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation facility or a compulsory education facility, has fled their place of residence, has restricted or lost legal capacity, has difficulties in cognition or self-control, or has been prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one of their number to serve as Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) business days from the date of the conclusion of the election for that term of the Board of Directors. This meeting shall be convened by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one (01) member received the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold special meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the recommendation of the Audit Committee or an independent member of the Board of Directors;
  - b) Upon the recommendation of the General Director or at least five other managers;
  - c) There must be a proposal from at least two members of the Board of Directors;
4. The proposal referred to in paragraph 3 of this Article must be set forth in writing, specifying the purpose, the matters to be discussed, and the decisions within the Board of Directors' authority.
  5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) business days from the date of receipt of the request specified in paragraph 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors as requested, he or she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.
  6. The Chair of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the meeting no later than three (03) business days prior to the meeting date. The notice of the meeting must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The notice of the meeting must be accompanied by the documents to be used at the meeting and the voting ballots for the members.

Notices convening a meeting of the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or other methods specified in the Company's Articles of Association, and must be delivered to the contact addresses of each Board member as registered with the Company.

In the event of an emergency, a Board of Directors meeting may be convened immediately upon the approval and attendance of all (100%) Board members.

7. The Chair of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the members of the Audit Committee in the same manner as for the members of the Board of Directors.

Members of the Audit Committee are entitled to attend Board of Directors meetings; they have the right to participate in discussions but do not have voting rights.

8. A meeting of the Board of Directors may be held if at least three-quarters of the total number of members are present. If a meeting convened in accordance with this provision does not have the required quorum, it may be reconvened within seven (7) days from the date of the first scheduled meeting. In such cases, the meeting may proceed if more than half of the members of the Board of Directors are present.
9. A member of the Board of Directors is deemed to be present and voting at a meeting in the following case:
  - a) Attend and vote in person at the meeting;
  - b) Authorize another person to attend the meeting and vote in accordance with the provisions of paragraph 12 of this Article;
  - c) Participate in and vote to approve via an online conference, electronic voting, or other electronic means;
  - d) Send voting ballots to the meeting by mail, fax, or email;
  - e) Submit your ballot by other means.



10. If voting ballots are sent to the meeting by mail, they must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Voting ballots may only be opened in the presence of all meeting attendees.
11. A meeting of the Board of Directors may be held via teleconference among the members of the Board of Directors when all or some of the members are in different locations, provided that each member participating in the meeting is able to:
  - a) Listen to the other members of the Board of Directors as they speak during the meeting;
  - b) Address all other participating members simultaneously. Discussions among members may take place directly by telephone or through other means of communication, or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered to be “present” at that meeting. The location of a meeting held under these provisions is the location where the largest number of Board members are present, or the location where the Chair of the meeting is present.

Decisions adopted during the teleconference were made in accordance with proper procedures and take effect immediately upon the conclusion of the meeting; however, they must be confirmed by the signatures of all members of the Board of Directors who attended the meeting in the minutes.

12. Members must attend all Board of Directors meetings. Members may authorize another person to attend the meeting and vote if approved by a majority of the Board of Directors.
13. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the side supported by the Chairman of the Board of Directors.
14. A resolution adopted through written consent is approved based on the affirmative votes of a majority of the members of the Board of Directors with voting rights. Such a resolution is as valid and effective as a resolution adopted at a meeting.
15. The minutes of the Board of Directors meeting were prepared in accordance with the provisions of Article 158 of the Enterprise Law.

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

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of Subcommittee members, as determined by the Board of Directors, shall be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors and non-executive members of the Board of Directors shall constitute a majority of the Subcommittee, and one of these members shall be appointed as Chair of the Subcommittee by decision of the Board of Directors. The Subcommittee’s activities must comply with the Board of Directors’ regulations. Resolutions of the Subcommittee are only valid when a majority of members are present and vote in favor at a Subcommittee meeting.
2. The implementation of decisions made by the Board of Directors or by a subcommittee under the Board of Directors must comply with applicable laws and regulations, as well as the provisions of the Company’s Articles of Association and internal regulations on corporate governance.

## **Section 32. The Person Responsible for the Company's Management**

1. The Company's Board of Directors must appoint at least one person to be in charge of corporate governance to assist with corporate governance matters within the company. The person in charge of corporate governance may also serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Enterprise Law.
2. The person responsible for the Company's administration may not simultaneously work for an approved auditing firm that is currently auditing the Company's financial statements.
3. The person in charge of company administration has the following rights and responsibilities:
  - a) Advise the Board of Directors on organizing General Shareholders' Meetings in accordance with regulations and on related matters between the Company and its shareholders;
  - b) Prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders as requested by the Board of Directors or the Audit Committee;
  - c) Advise on meeting procedures;
  - d) Attend meetings;
  - e) Advise on the procedures for drafting Board of Directors resolutions in accordance with legal regulations;
  - f) Provide financial information, copies of Board of Directors meeting minutes, and other relevant information to members of the Board of Directors and members of the Audit Committee;
  - g) Oversee and report to the Board of Directors on the Company's information disclosure activities;
  - h) Serve as the point of contact for stakeholders;
  - i) Protect information in accordance with applicable laws and the Company's Articles of Association;
  - j) Other rights and obligations as provided by law and the Company's Articles of Association.

## **CHAPTER VIII. THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES**

### **Article 33. Organizational Structure**

1. The Company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the Board's supervision and guidance in the Company's day-to-day operations.
2. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, removal, or dismissal of the aforementioned positions must be approved by a resolution of the Board of Directors.

### **Section 34. Company Management**

1. The Company's executive officers include the General Director, Deputy General

Director, Chief Accountant, and other executive officers as determined by the Board of Directors.

2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may hire additional executives in numbers and according to criteria consistent with the Company's organizational structure and management regulations as established by the Board of Directors. Executives must act with due diligence to assist the Company in achieving its operational and organizational objectives.
3. Remuneration, salary, benefits, and other terms of the employment contract for the CEO shall be determined by the Board of Directors, and contracts for other executives shall be determined by the Board of Directors after consulting with the CEO.
4. The compensation of the Company's executives is included in the Company's operating expenses in accordance with corporate income tax laws, is reported as a separate item in the Company's annual financial statements, and must be disclosed to the General Meeting of Shareholders at the annual meeting.

#### **Article 35. Appointment, Removal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the Company's Chief Executive Officer; and shall enter into a contract specifying compensation, salary, and other benefits.
2. The General Director manages the Company's day-to-day operations in accordance with the law, the Company's Articles of Association, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors. If the General Director manages the Company in violation of the provisions of this section and causes damage to the Company, the General Director shall be liable under the law and must compensate the Company for such damages.
3. The term of office of the General Director shall not exceed five (5) years, and the General Director may be reappointed for an unlimited number of terms. The appointment may be terminated in accordance with the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Articles of Association.
4. The General Director has the following rights and duties:
  - a) Decide on matters related to the Company's day-to-day operations that do not fall within the Board of Directors' authority, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day operations in accordance with best management practices;
  - b) Implement the resolutions and decisions of the Board of Directors;
  - c) Implement the Company's business plan and investment proposals;
  - d) Propose a plan for the Company's organizational structure and internal management regulations;
  - e) Appoint, relieve, or remove management positions within the Company, except for positions falling under the authority of the Board of Directors;
  - f) Determine salaries and other benefits for employees of the Company, including managers appointed by the General Director;



- g) Recruitment;
  - h) Propose a plan for paying dividends or addressing operating losses;
  - i) Propose the number of executive officers the Company needs to hire for appointment or removal by the Board of Directors in accordance with internal regulations, and propose compensation, salaries, and other benefits for executive officers for the Board of Directors' decision;
  - j) On December 31 of each year, submit a detailed business plan for the upcoming fiscal year to the Board of Directors for approval, ensuring compliance with the relevant budget requirements as well as the five-year financial plan;
  - k) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as "the budgets") to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
  - l) Other rights and obligations as provided by law, these Articles of Association, the Company's internal regulations, resolutions of the Board of Directors, and employment contracts entered into with the Company.
5. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the duties and powers assigned to him or her and must report to these bodies upon request.
  6. The Company's Board of Directors may remove the Chief Executive Officer if a majority of the voting members of the Board present at the meeting approve the motion and appoint a new Chief Executive Officer to replace him or her.

## **CHAPTER IX. AUDIT COMMITTEE**

### **Article 36. Nomination and Election of Members of the Supervisory Board (Supervisors)**

1. The nomination and election of members of the Supervisory Board shall be conducted in accordance with the provisions of paragraphs 1 and 2 of Article 25 of these Bylaws.
2. If the number of candidates for the Supervisory Board, whether nominated or self-nominated, is insufficient to meet the required quota, the incumbent Supervisory Board may nominate additional candidates or organize a nomination process in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The current Audit Committee's nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Audit Committee in accordance with the law.

### **Section 37. Composition of the Audit Committee**

1. The Company's Audit Committee consists of three (03) members. The term of office for members of the Audit Committee shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions specified in Article 169 of the Enterprise Law and must not fall under any of the

following categories:

- a) Work in the company's accounting and finance department;
- b) A member or employee of the independent audit firm that audited the Company's financial statements for the three (3) preceding consecutive years.
3. A member of the Audit Committee shall be removed from office in the following cases:
  - a) No longer meets the qualifications and requirements to serve as a member of the Supervisory Board as provided in paragraph 2 of this Article;
  - b) Submitted a resignation letter, which was accepted;
  - c) Other cases as provided by law and these Bylaws.
4. A member of the Supervisory Board shall be removed from office in the following cases:
  - a) Failure to complete assigned tasks or duties;
  - b) Failure to fulfill one's rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c) Repeated violations and serious breaches of the duties of a member of the Supervisory Board as prescribed by the Enterprise Law and the Company's Articles of Association;
  - d) Other cases as determined by the General Meeting of Shareholders.

#### **Article 38. Chair of the Audit Committee**

1. The Chair of the Audit Committee is elected by the Audit Committee from among its members; elections, removals, and dismissals are decided by a majority vote. More than half of the members of the Audit Committee must be resident in Vietnam. The Chair of the Audit Committee must hold a bachelor's degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.
2. Rights and duties of the Chair of the Audit Committee:
  - a) Convene a meeting of the Audit Committee;
  - b) Require the Board of Directors, the Chief Executive Officer, and other executives to provide relevant information for reporting to the Audit Committee;
  - c) Prepare and sign the Audit Committee's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and Duties of the Audit Committee**

The Audit Committee has the rights and obligations prescribed in Article 170 of the Enterprise Law, as well as the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of audit firms authorized to audit the Company's financial statements; decide which audit firm is authorized to conduct an operational review of the Company, and remove an authorized auditor when deemed necessary.
2. Be accountable to shareholders for its oversight activities.



3. Monitor the Company's financial condition and ensure compliance with laws and regulations in the activities of members of the Board of Directors, the CEO, and other managers.
4. Ensure coordination with the Board of Directors, the CEO, and shareholders.
5. If any violation of the law or the Company's Articles of Association is discovered on the part of a member of the Board of Directors, the General Director, or other executives of the company, the Audit Committee must notify the Board of Directors in writing within 48 hours, require the person responsible to cease the violation, and take measures to remedy the consequences.
6. Draft the Rules of Procedure for the Audit Committee and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, which provides detailed regulations for the implementation of certain provisions of the Securities Law.
8. Have the right to access the Company's records and documents kept at its headquarters, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during business hours.
9. Has the right to request that the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other managers provide complete, accurate, and timely information and documents regarding the Company's management, administration, and business operations.
10. Other rights and obligations as provided by law and these Bylaws.

#### **Section 40. Meetings of the Audit Committee**

1. The Audit Committee must meet at least twice (02) a year, and a meeting is valid when two-thirds (2/3) or more of the Audit Committee members are present. The minutes of the Audit Committee meeting must be detailed and clear. The minute-taker and the Audit Committee members attending the meeting must sign the minutes. The minutes of the Audit Committee meetings must be retained to establish the responsibilities of each member of the Audit Committee.
2. The Audit Committee has the authority to request that members of the Board of Directors, the Chief Executive Officer, and representatives of the approved auditing firm attend and address any issues requiring clarification.

#### **Section 41. Salaries, fees, bonuses, and other benefits of members of the Audit Committee**

1. Members of the Audit Committee are paid salaries, fees, bonuses, and other benefits in accordance with the resolution of the General Meeting of Shareholders. The General Meeting of Shareholders determines the total amount of salaries, fees, bonuses, and other benefits, as well as the annual operating budget for the Audit Committee.
2. Members of the Audit Committee are reimbursed for reasonable expenses related to meals, lodging, travel, and the use of independent consulting services. The total amount of such compensation and expenses shall not exceed the Audit Committee's annual operating budget as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Audit Committee are included in the Company's operating expenses in accordance with corporate income tax laws, other relevant legal provisions, and must be reported as a separate line item in the Company's annual financial statements.

## **CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, THE CHIEF EXECUTIVE OFFICER, AND OTHER EXECUTIVES**

### **Section 42. Duty of Care**

Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives are responsible for performing their duties—including those in their capacity as members of the Board's subcommittees—with integrity and due care in the best interests of the Company.

### **Section 43. Duty of Good Faith and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other managers must disclose any relevant interests in accordance with the provisions of the Enterprise Law and other relevant legal documents.
2. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, other managers, and their respective affiliates may only use information obtained through their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other managers are required to notify the Board of Directors and the Audit Committee in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds 50% or more of the charter capital, and such entities or their related parties, in accordance with the provisions of the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.
4. A member of the Board of Directors may not vote on a transaction that benefits that member or a related party of that member, in accordance with the provisions of the Enterprise Law and the Company's Articles of Association.
5. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, other managers, and their respective affiliates are prohibited from using or disclosing inside information to others for the purpose of engaging in related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, other executives, and individuals or organizations related to such persons shall not be void in the following cases:
  - a) For transactions with a value of 35% or less of the total asset value reported in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Audit Committee, the CEO, and other executives have been reported to the Board of Directors and approved by the Board of Directors through

a majority vote of Board members who have no related interests;

- b) For transactions with a value exceeding 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction that is 35% or more of the total asset value recorded in the most recent financial statements, the material details of such transactions, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the CEO, and other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote by shareholders without a conflict of interest.

#### **Article 44. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives who violate their duties and obligations of good faith and due care, or who fail to fulfill their duties with diligence and professional competence, shall be liable for any damages caused by their violations.
2. The Company shall indemnify any person who has been, is, or may become a party to any claim, suit, or proceeding (including civil and administrative matters, but excluding cases in which the Company is the plaintiff) if such person has been or is a member of the Board of Directors, a member of the Audit Committee, the CEO, another executive, an employee, or an authorized representative of the Company, or if such person has acted or is acting at the Company's request in their capacity as a member of the Board of Directors, a business executive, employee, or authorized representative of the Company, provided that such person acted in good faith, with due care, and diligence in the best interests of the Company or in a manner not conflicting with the Company's interests, in compliance with the law, and there is no evidence confirming that such person breached their duties.
3. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or deemed reasonable when resolving such matters within the limits permitted by law. The company may purchase insurance for these individuals to avoid the aforementioned liability for compensation.

### **CHAPTER XI. THE RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

#### **Section 45. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect the books and records, specifically as follows:
  - a) Common shareholders have the right to review, access, and obtain extracts of information regarding their names and contact addresses from the list of shareholders with voting rights; request corrections to any inaccurate information regarding themselves; and review, access, obtain extracts of, or make copies of the Company's Articles of Association, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;
  - b) Shareholders or groups of shareholders holding 5% or more of the total common shares have the right to review, inspect, and obtain copies of the minutes and resolutions of the Board of Directors, interim and annual financial reports, reports of the Audit Committee, contracts and transactions requiring Board of Directors approval, and other documents, except for those related to the Company's trade secrets or business secrets.



2. If an authorized representative of a shareholder or a group of shareholders requests access to the books and records, they must submit a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives have the right to inspect the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their duties, provided that such information is kept confidential.
4. The Company must retain these Articles of Association and any amendments thereto, the Certificate of Business Registration, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of General Shareholders' Meetings and Board of Directors' meetings, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting records, and other documents as required by law at its principal office or at another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The Company's Articles of Incorporation must be published on the Company's website.

## **CHAPTER XII. WORKERS AND TRADE UNIONS**

### **Article 46. Employees and Labor Unions**

1. The CEO must prepare proposals for the Board of Directors to approve regarding matters related to hiring, terminating employees, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.
2. The General Director shall prepare proposals for the Board of Directors to approve matters related to the Company's relations with labor unions in accordance with best management standards, practices, and policies; the practices and policies set forth in these Articles of Association; the Company's regulations; and applicable laws.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Section 47. Distribution of Profits**

1. The General Meeting of Shareholders determines the dividend payout rate and the method of annual dividend distribution from the Company's retained earnings.
2. The company does not pay interest on dividend payments or other payments related to a class of stock.
3. The Board of Directors may propose to the General Meeting of Shareholders that dividends be paid in whole or in part in the form of shares, and the Board of Directors is responsible for implementing this decision.
4. In the event that dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments may be made directly or through banks based on the detailed bank account information provided by the shareholder. In the event that the Company has transferred funds in

accordance with the detailed bank information provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed or registered for trading on the Stock Exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors adopts a resolution or decision to set a specific date for the record date. As of that date, persons registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, as well as notices or other documents.
6. Other matters related to the distribution of profits are handled in accordance with the law.

## **CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

### **Section 48. Bank Accounts**

1. The company may open accounts at Vietnamese banks or at foreign banks authorized to operate in Vietnam.
2. Subject to prior approval from the competent authority, the Company may, when necessary, open a bank account abroad in accordance with the provisions of the law.
3. The Company processes all payments and accounting transactions through Vietnamese dong or foreign currency accounts held at banks where the Company has accounts.

### **Section 49. Fiscal Year**

The Company's fiscal year begins on the first day of January of each year and ends on the 31st day of December of each year. The first fiscal year began on the date the initial Business Registration Certificate was issued (December 6, 2002) and ended on the 31st day of December 2003.

### **Section 50. Accounting System**

1. The accounting system used by the Company is either the general corporate accounting system or a specialized accounting system approved by the competent authority.
2. The Company maintains its accounting records in Vietnamese and retains accounting records in accordance with accounting laws and regulations and other relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and account for the Company's transactions.
3. The Company uses the Vietnamese dong as its functional currency. If the Company's economic transactions are primarily conducted in a foreign currency, it may elect to use that foreign currency as its functional currency, shall be legally responsible for that choice, and must notify the competent tax authority.



## **CHAPTER XV. FINANCIAL REPORTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS**

### **Section 51. Annual, Semiannual, and Quarterly Financial Reports**

1. The company must prepare annual financial statements, which must be audited in accordance with the law. The company must disclose the audited annual financial statements in accordance with the laws governing information disclosure in the securities market and submit them to the competent state agency.
2. The annual financial statements must include all required reports, schedules, and notes in accordance with the laws and regulations on corporate accounting. The annual financial statements must present a true and fair view of the Company's operations.
3. The company must prepare and disclose audited semiannual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state agency.

### **Section 52. Annual Report**

The company must prepare and publish an annual report in accordance with the laws governing securities and the securities market.

## **CHAPTER VI. CORPORATE AUDIT**

### **Section 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements may attend General Shareholders' Meetings, is entitled to receive notices and other information related to such meetings, and may express opinions at the meetings on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII. THE TRADEMARK OF A BUSINESS**

### **Section 54. Business Seal**

1. A seal includes a seal made at a seal-making facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors determines the type, number, form, and content of the seals used by the Company, its branches, and its representative offices.
3. The Board of Directors and the General Director shall use and manage the company seal in accordance with applicable laws.

## **CHAPTER XVIII. LIQUIDATION OF THE COMPANY**

### **Section 55. Dissolution of the Company**

1. A company may be dissolved in the following cases:
  - a) In accordance with the resolutions and decisions of the General Meeting of Shareholders;
  - b) The Business Registration Certificate is revoked, unless otherwise provided by the Tax Administration Law;
  - c) Other cases as provided by law.
2. The dissolution of the Company is decided by the General Meeting of Shareholders and carried out by the Board of Directors. This dissolution decision must be reported to or approved by the competent authority (if required) in accordance with applicable regulations.

### **Section 56. Liquidation**

1. No later than six months after the decision to dissolve the Company is made, the Board of Directors must establish a three-member Liquidation Committee, consisting of two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company in priority over the Company's other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of establishment and the date operations commence. From that point onward, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the courts and administrative agencies.
3. Proceeds from the liquidation are distributed in the following order:
  - a) Liquidation costs;
  - b) Outstanding wages, severance pay, social insurance, and other employee benefits as stipulated in the collective bargaining agreement and the signed employment contract;
  - c) Tax debt;
  - d) Other liabilities of the Company;
  - e) Any remaining amount after all debts listed in items (a) through (d) above have been paid off shall be distributed to the shareholders. Preferred shares shall be paid out first.

## **CHAPTER XIX. RESOLUTION OF INTERNAL DISPUTES**

### **Article 57. Resolution of Internal Disputes**

1. In the event of a dispute or complaint arising from the Company's operations, the rights and obligations of shareholders shall be governed by the provisions of the Enterprise Law, the Company's Articles of Association, other applicable laws, or agreements between:

- a) Shareholders of the Company;
- b) Shareholders with the Board of Directors, the Audit Committee, the CEO, or other executives;

The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to submit information relevant to the dispute within 15 business days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Audit Committee to appoint an independent expert to serve as a mediator for the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or court.
3. The parties shall bear their own costs related to the negotiation and mediation proceedings. Payment of court costs shall be made in accordance with the court's ruling.

## **CHAPTER XX. AMENDMENTS AND REVISIONS TO THE BYLAWS**

### **Article 58. Articles of Incorporation**

1. Any amendments or additions to these Bylaws must be reviewed and approved by the General Meeting of Shareholders.
2. In the event that any legal provisions relating to the Company's operations are not addressed in these Articles of Association, or in the event that new legal provisions conflict with the provisions of these Articles of Association, such legal provisions shall automatically apply and govern the Company's operations.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Section 59. Effective Date**

1. These Articles of Association consist of 21 chapters and 59 articles, which were unanimously adopted by the General Meeting of Shareholders of Vimenco Joint Stock Company on [date] in Hanoi, and the full text of these Articles of Association was approved.
2. The Articles of Association are executed in ten (10) copies, all of which are equally valid and must be kept at the Company's principal office.
3. These Bylaws are the sole and official bylaws of the Company.
4. Copies or extracts of the Company's Articles of Association are valid only if signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of Board members.

***Full name and signature of the Company's legal representative./.***

## APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS

No.	Shareholder's name	Place of registration of the principal office for organizations / Place of permanent residence registration for individuals	Number of shares	Share value (VND)
01	State capital, representative:	48 Lang Ha Street, Dong Da District, Hanoi	0	0
	Phí Thái Bình	52 Yết Kiêu Street, Cửa Nam Ward, Hoàn Kiếm District, Hanoi	0	0
	Le Cong Ich	E11, Room 105, Thanh Xuan Bac Housing Complex, Thanh Xuan District, Hanoi	0	0
	Hoang Hop Thuong	No. 6, Alley 2, Tay Son Street, Dong Da District, Hanoi	0	0
	Vu Dinh Cham	Room 202, Building I3, Thanh Xuan Bac Housing Complex, Thanh Xuan District, Hanoi	0	0
02	Tran Viet Thang	113 Quán Thánh Street, Quán Thánh Ward, Ba Đình District, Hanoi	0	0
03	Truong Quang Nghia	12B Ton Duc Thang Street, Dong Da District, Hanoi	0	0





## MEMORANDUM

**Re: Approval of the policy regarding transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco Group**

**To: The 2026 Annual General Meeting of Shareholders**

Vimeco Joint Stock Company was established in 1997, and Vietnam Import-Export and Construction Joint Stock Corporation (Vinaconex) is currently its major shareholder. Vimeco Joint Stock Company works closely with Vinaconex Corporation and other member units of the Vinaconex Group in complementary or related specialized fields to participate in bidding and construct large-scale projects and works that demand high standards of quality and strict adherence to schedules.

In line with its future business strategy, Vimeco Joint Stock Company will transition from a purely construction and installation enterprise to a diversified joint stock company with three core business areas: 1) construction and installation; 2) investment; and 3) services and financial investment. Therefore, the establishment of additional member companies within the Vimeco Group is essential. Vimeco and the companies within the same group operate under a common business model and are interconnected through shareholdings, capital contributions, or other forms of affiliation.

For the reasons stated above, in order to leverage the strengths of operating under the economic group/holding company model, while ensuring seamless connectivity and coordinated operations among companies within the Vinaconex and Vimeco groups, the Company's Board of Directors respectfully submits the following proposal for approval by the 2026 Annual General Meeting of Shareholders:

1. Approval of the policy regarding future contracts and transactions between Vimeco Joint Stock Company and Vietnam Import-Export and Construction Corporation - Vinaconex and/or subsidiaries of Vietnam Import-Export and Construction Joint Stock Corporation and/or companies within the VIMECO Group (detailed list in Attachment 01) in accordance with Article 167 of the 2020 Enterprise Law, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law, and Clause 84 of Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing certain provisions of Decree No. 155/2020/ND-CP

2. The General Meeting of Shareholders authorizes the Company's Board of Directors to determine the specific terms and conditions of the contracts and transactions referred to in Section 1 above, including the amendment, supplementation, termination, or replacement of such contracts and transactions.

The Board of Directors of Vimeco Joint Stock Company hereby submits this proposal to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

**Recipient:**

- As above;
- Filed by the Office.

**Sincerely, THE BOARD OF DIRECTORS  
CHAIRMAN**

**(Signed)**

**Tran Dinh Tuan**



**APPENDIX 01 - LIST OF MEMBER UNITS  
WITHIN THE VINACONEX JOINT STOCK CORPORATION AND VIMECO  
JOINT STOCK COMPANY SYSTEM**

TT	Names of subsidiaries and affiliates	Registered capital (VND)	Notes
<b>A</b>	<b>SUBSIDIARIES AND AFFILIATES OF VIMECO</b>		
1	VIMECO International Education System Joint Stock Company	12.030.000.000	
2	Other subsidiaries of Vimeco Joint Stock Company (which will join the Vimeco Group in the future through new incorporations or through mergers and acquisitions by Vimeco)		
<b>B</b>	<b>VINACONEX GROUP</b>		
3	Vietnam Import-Export and Construction Joint Stock Corporation (VINACONEX)	6.464.683.360.000	
4	Vinaconex Construction Limited Liability Company	800.000.000.000	
5	Vinaconex Investment Limited Liability Company	1.500.000.000.000	
6	Bohemia Crystal Glass Co., Ltd., Hanoi	136.973.815.950	A subsidiary of Vinaconex Investment
7	Vinaconex Real Estate Joint Stock Company	440.000.000.000	A subsidiary of Vinaconex Investment
8	No. 1 Construction Joint Stock Company	120.000.000.000	
9	Vinaconex No. 17 Construction Joint Stock Company	15.075.836.146	
10	Vinaconex 25 Joint Stock Company	240.000.000.000	
11	Viwaco Joint Stock Company	479.999.950.000	
12	Vinaconex Dung Quat Joint Stock Company	47.980.430.000	
13	Northern Power Investment and Development Joint Stock Company 2	499.939.607.633	
14	Vinaconex Saigon Joint Stock Company	61.014.930.000	
15	Ly Thai To Education Company Limited	137.568.882.884	
16	Bach Thien Loc Joint Stock Company	500.000.000.000	
17	Vinaconex Capital One Co., Ltd.	600.000.000.000	
18	Sa Pa Clean Water BOO Joint Stock Company	58.650.000.000	
19	Vietnam Water and Environment Investment Corporation – Joint Stock Company (Viwaseen)	580.186.000.000	
20	Water Supply and Drainage Construction Investment Joint Stock Company (Waseco)	132.000.000.000	A subsidiary of Viwaseen
21	Viwaseen 3 Joint Stock Company	20.000.000.000	A subsidiary of Viwaseen
22	Viwaseen 6 Joint Stock Company	15.000.000.000	A subsidiary of Viwaseen

TT	Names of subsidiaries and affiliates	Registered capital (VND)	Notes
23	Viwaseen 11 Water Supply and Drainage Drilling and Construction Joint Stock Company	9.300.000.000	A subsidiary of Viwaseen
24	Water Industry Construction, Installation, and Equipment Manufacturing Joint Stock Company (Viwaseen 14)	10.000.000.000	A subsidiary of Viwaseen
25	No. 16 Construction Joint Stock Company	15.000.000.000	
26	Vinaconex 27 Joint Stock Company	17.792.770.000	
27	Construction Company No. 4	3.500.000.000	
28	Other subsidiaries of Vinaconex Joint Stock Corporation (which will join the Vinaconex Group in the future through new establishment or through mergers and acquisitions by Vinaconex)		
29	No. 12 Construction Joint Stock Company	116.360.000.000	
30	Cam Pha Cement Joint Stock Company	2.000.000.000.000	
31	Vietnam Urban Investment and Services Joint Stock Company	160.000.000.000	
32	Vinaconex Trade Development Joint Stock Company	147.800.000.000	
33	Hanoi-Bac Giang BOT Investment Joint Stock Company	496.322.400.000	
34	Vinaconex – Tan Loc Asphalt Concrete Co., Ltd.	30.000.000.000	
35	Vinaconex Quang Ninh Joint Stock Company	380.550.000.000	
36	Dai Viet Ductile Iron Pipe Co., Ltd.	27.804.767.765	Viwaseen's affiliate company





VINACONEX JOINT STOCK CORPORATION  
**VIMECO JOINT STOCK COMPANY**

No. 252/2026/TTr-Board of Directors

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

Hanoi, May 7, 2026

## **MEMORANDUM**

### **Re: Restructuring of the Board of Directors and the Audit Committee Company for the 2023–2028 Term**

To: 2025 Annual General Meeting of Shareholders

- Pursuant to the Enterprise Law No. 59/2020/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the relevant amendments, supplements, and implementing guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the relevant amendments, supplements, and implementing guidelines;
- Pursuant to the current Articles of Association of Vimeco Joint Stock Company.

On May 6, 2026, the Board of Directors received letters of resignation from the following individuals: Mr. Vu Minh Hoang – Member of the Board of Directors; Mr. Bui Van Thieng – Independent Member of the Board of Directors; Mr. Vu Van Manh – Chairman of the Audit Committee; and Ms. Tran Thi Kim Oanh – Member of the Audit Committee.

The resignation letters have been fully disclosed by the Company in accordance with the regulations of the Hanoi Stock Exchange.

Based on the number of members of the Board of Directors, the Audit Committee of the Company for the 2023-2028 term was approved by the 2023 Annual General Meeting of Shareholders, pursuant to which the Board of Directors for the 2023-2028 term consists of 5 members, and the Audit Committee for the 2023-2028 term consists of 3 members.

The Board of Directors respectfully submits the following matters to the General Meeting of Shareholders for consideration and approval:

1. Mr. Vu Minh Hoang is hereby relieved of his position as a member of the Board of Directors effective from the date of approval by the General Meeting of Shareholders, following his resignation.
2. To remove Mr. Bui Van Thieng from his position as an independent member of the Board of Directors effective from the date of approval by the General Meeting of Shareholders, following his resignation.
3. To remove Mr. Vu Van Manh from his positions as Chairman of the Audit Committee and member of the Audit Committee, effective upon approval by the General Meeting of Shareholders, due to his resignation.
4. Ms. Tran Thi Kim Oanh is hereby relieved of her position as a member of the Audit Committee effective from the date of approval by the General Meeting of Shareholders, following her submission of a letter of resignation.





5. Elect two additional members to the Board of Directors for the 2023–2028 term to fill the two vacant positions on the Company’s Board of Directors for the 2023–2028 term, including one independent director.

6. Elect two additional members to the Audit Committee for the 2023–2028 term to fill the two vacant positions on the Company’s Audit Committee for the 2023–2028 term.

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

Thank you very much!

**Recipient:**

- As above;
- Filed by the Office.

Sincerely, THE BOARD OF DIRECTORS  
CHAIRMAN

(Signed)

Tran Dinh Tuan





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

**RESIGNATION LETTER**  
**INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS OF VIMECO JOINT STOCK COMPANY**  
**TERM 2023–2028**

**To: - The General Meeting of Shareholders of Vimeco Joint Stock Company**  
**- Board of Directors of Vimeco Joint Stock Company**

- My name is: Bui Van Thieng
- Passport: C7289404, issued on July 5, 2019, by the Immigration Department of the Ministry of Public Security;
- Current position at Vimeco Joint Stock Company: Member of the Board of Directors of Vimeco Joint Stock Company for the 2023–2028 term

On April 6, 2023, I was elected by the 2023 Annual General Meeting of Shareholders as an Independent Member of the Board of Directors of Vimeco Joint Stock Company for the 2023–2028 term. Throughout my tenure as a member of the Board of Directors, I have always made every effort to fulfill the responsibilities entrusted to me, adhering to the rights and responsibilities of a Board member as stipulated by current laws and the Articles of Association of Vimeco Joint Stock Company.

Currently, due to work commitments, I am unable to continue serving as an independent member of the Board of Directors of Vimeco Joint Stock Company. Therefore, I am submitting this letter to respectfully request that the General Meeting of Shareholders and the Board of Directors of Vimeco Joint Stock Company approve my resignation from the position of independent member of the Company's Board of Directors for the 2023–2028 term. I respectfully request that the Board of Directors submit my resignation to the General Meeting of Shareholders for approval and carry out the relevant procedures in accordance with regulations.

I would like to express my sincere gratitude to the shareholders, the Board of Directors, and the Company's Executive Board for their support and for creating favorable conditions that have enabled me to fulfill my duties over the past period. I wish Vimeco Joint Stock Company continued success.

Best regards!

- As above;
- The Company's Board of Directors and Board of Supervisors;
- Filed by the Office.

*Hanoi, May 06, 2026*

**Applicant**

**(Signed)**

**Bui Van Thieng**



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

**RESIGNATION LETTER**  
**MEMBERS OF THE BOARD OF DIRECTORS OF VIMECO JOINT STOCK**  
**COMPANY**  
**TERM 2023–2028**

**To: - The General Meeting of Shareholders of Vimeco Joint Stock Company**  
**- Board of Directors of Vimeco Joint Stock Company**

- My name is: Vu Minh Hoang
- National ID Card: 030082007554, issued on July 22, 2022, by the Department of Public Order and Social Affairs;
- Current position at Vimeco Joint Stock Company: Member of the Board of Directors of Vimeco Joint Stock Company for the 2023–2028 term

On March 18, 2025, I was elected by the 2025 Annual General Meeting of Shareholders as a member of the Board of Directors of Vimeco Joint Stock Company for the 2023–2028 term. Throughout my tenure as a member of the Board of Directors, I have always made every effort to fulfill the responsibilities entrusted to me, adhering to the rights and responsibilities of a Board member as stipulated by current laws and the Articles of Association of Vimeco Joint Stock Company. Currently, due to work commitments, I am unable to continue fulfilling my duties as a member of the Board of Directors of Vimeco Joint Stock Company. Therefore, I am submitting this letter to respectfully request that the General Meeting of Shareholders and the Board of Directors approve my resignation from the position of Board member for the 2023-2028 term.

I respectfully request that the Board of Directors submit my resignation for approval by the Company's General Meeting of Shareholders and carry out the relevant procedures in accordance with the regulations.

I would like to express my sincere gratitude to our shareholders, the Board of Directors, and the Company's Executive Board for their support and for creating the conditions that have enabled me to carry out my duties over the past period.

Best regards!

*Hanoi, May 6, 2026*

**Applicant**

**(Signed)**

**Vu Minh Hoang**



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

**LETTER OF RESIGNATION**  
**MEMBER OF THE AUDIT COMMITTEE, CHAIR OF THE AUDIT COMMITTEE**  
**VIMECO JOINT STOCK COMPANY**

To: - The General Meeting of Shareholders of Vimeco Joint Stock Company  
- Board of Directors and Audit Committee of Vimeco Joint Stock Company

- My name is: Vu Van Manh

- ID Card Number: 030072010203, issued by the Department of Public Order and Social Affairs on August 2, 2022

- Current position at Vimeco Joint Stock Company: Chair of the Audit Committee of Vimeco Joint Stock Company for the 2023–2028 term

I was elected as a member of the Company's Audit Committee for the 2023–2028 term by the Annual General Meeting of Vimeco Joint Stock Company held on April 6, 2023, and was subsequently elected by the Company's Audit Committee to serve as Chair of the Audit Committee for the 2023–2028 term.

Due to work commitments, I am currently unable to continue serving on the Audit Committee of Vimeco Joint Stock Company. Therefore, I am submitting this letter to respectfully request that the Annual General Meeting of Shareholders, the Board of Directors, and the Audit Committee of Vimeco Joint Stock Company consider my resignation as a member of the Company's Audit Committee for the 2023–2028 term. I respectfully request that the Board of Directors submit my resignation to the Company's General Meeting of Shareholders for approval and carry out the relevant procedures in accordance with regulations.

I would like to express my sincere gratitude to the shareholders, the Board of Directors, the Board of Supervisors, and the Company's Executive Board for their support and for creating favorable conditions that have enabled me to fulfill my duties over the past period. I wish Vimeco Joint Stock Company continued success and growth.

Best regards!

**Recipient:**

- As above;
- The Company's Board of Directors and Board of Supervisors;
- Save as Company File.

**Hanoi, May 6, 2026**

**Applicant**

**(Signed)**

**Vu Van Manh**



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

**LETTER OF RESIGNATION FROM A MEMBER OF THE AUDIT COMMITTEE**

To: The 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company

My name is: Trần Thị Kim Oanh

Position at the Company: Member of the Supervisory Board of Vimeco Joint Stock Company

I was elected as a member of the Company's Audit Committee for the 2023–2028 term by the Annual General Meeting of Shareholders of Vimeco Joint Stock Company held on April 6, 2023. However, due to personal commitments, I am unable to continue serving on the Audit Committee of Vimeco Joint Stock Company. Therefore, I am submitting this request to the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company, respectfully asking that they consider my resignation from the position of Member of the Audit Committee for the 2023-2028 term.

We respectfully request that the General Meeting of Shareholders of Vimeco Joint Stock Company consider and approve this proposal.

Best regards!

**Recipient:**

- As above;
- The Company's Board of Directors and Board of Supervisors;
- Save as Company File.

**Hanoi, May 6, 2026**  
**Applicant**

**(Signed)**

**Tran Thi Kim Oanh**



No. 01/2026/BB-AGM

Hanoi, May 28, 2026

**MEETING MINUTES**  
**2026 ANNUAL SHAREHOLDERS' MEETING**  
**VIMECO JOINT STOCK COMPANY**  
-----

**Organization Name: VIMECO JOINT STOCK COMPANY**

**Headquarters: Lot E9 Pham Hung, Trung Hoa, Cau Giay, Hanoi**

**Business Registration Certificate: No. 0101338571, initially issued by the Department of Planning and Investment of Hanoi on December 6, 2002, and amended for the 17th time on September 1, 2025.**

**Stock code: VMC**

Today, at 8:00 a.m. on May 28, 2026, at the 5th-floor conference hall of the Vimeco Building, Lot E9 Pham Hung, Trung Hoa, Cau Giay, Hanoi, the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company was held to discuss the following agenda items:

**A. PART ONE – REPORT ON THE ELIGIBILITY OF SHAREHOLDERS**

The total number of shareholders summoned to attend the 2026 Annual General Meeting of Shareholders was 1,655, comprising both organizations and individuals, representing 28,747,017 voting shares, corresponding to 100% of the total voting shares of Vimeco Joint Stock Company according to the consolidated list of securities holders No. VNMEETVSDV015898/VSDVMCXX compiled by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of the Record Date of May 6, 2026.

The General Meeting heard Mr. ...., Head of the Shareholder Eligibility Verification Committee, announce the results of the verification of shareholder eligibility and the attendance of shareholder representatives as follows:

The total number of shareholders (either in person or through their proxies) attending the General Meeting was ... shareholders, representing ... votes, equivalent to ...% of the total voting rights of Vimeco Joint Stock Company.

(The Shareholder Eligibility Verification Committee will continue to update the number of registered shareholders in attendance after the General Meeting has begun.)

The General Meeting of Shareholders voted to approve the contents of the Report on the Eligibility of Shareholders Attending the Meeting by raising their voting cards and casting their votes on Ballot No. 1, with the following results:

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

*- Number of ballots issued: ..... ballots, corresponding to ... votes.*

*- Number of ballots returned: ..... ballots, corresponding to ... votes.*

- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the content of the Report on the Verification of Shareholder Eligibility with an approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders. In accordance with the provisions of the Enterprise Law and the Company's Articles of Association, the 2026 Annual General Meeting of Shareholders of Vimeco Joint Stock Company was duly convened. Shareholders (either in person or through their authorized representatives) attending the meeting have the right to vote in accordance with the number of voting shares they represent.

*(The report verifying shareholder eligibility, the list of shareholders (whether attending in person or through a proxy) who actually attended the meeting, and the number of votes they represent are attached to these Minutes.)*

## **B. PART TWO – OPENING OF THE SHAREHOLDERS' MEETING**

**1. Mr. ....- ....., on behalf of the Congress Organizing Committee, will carry out the following procedures:**

- Statement of the reasons for convening the Congress;
- Introduction of the shareholders and guests in attendance, including:
  - ✓ Representatives of the Company's functional departments and equivalent units;
  - ✓ Representatives of the Company's units and member companies;

**2. Mr. .... presented the list of the Presiding Committee, the Secretariat of the General Meeting, and the Ballot Counting Committee for approval by the General Meeting of Shareholders:**

### **2.1. Presiding Committee:**

1. .... - .....  
- Chair of the Congress
2. .... - .....
3. .... - .....

### **2.2. Secretariat:**

1. .... - .....
2. .... - .....

### 2.3. Ballot Counting Committee:

1. .... Chairperson
2. .... Member
3. .... Member
4. .... Member
5. .... Member

**3. The General Meeting of Shareholders voted to approve the list of the Presiding Committee, the Secretariat, and the Ballot Counting Committee for the 2026 Annual General Meeting of Shareholders by raising voting cards and marking Ballot No. 2, with the following results:**

#### 3.1. Approval of the Presiding Committee

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- *Number of ballots issued: ..... ballots, corresponding to ... votes.*
- *Number of ballots returned: ..... ballots, corresponding to ... votes.*
- *Number of invalid ballots: ... ballots, corresponding to ... votes.*
- *Number of valid ballots: ... ballots, corresponding to ... votes, of which:*
  - + *Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;*
  - + *Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;*
  - + *Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

Accordingly, the General Meeting approved the list of the Presiding Committee with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

#### 3.2. Approval of the Secretariat's roster

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- *Number of ballots issued: ..... ballots, corresponding to ... votes.*
- *Number of ballots returned: ..... ballots, corresponding to ... votes.*
- *Number of invalid ballots: ... ballots, corresponding to ... votes.*

- Number of valid ballots: ... ballots, corresponding to ... votes, of which:

+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the list of the Secretariat with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

### **3.3. Approve the list of members of the Ballot Counting Committee**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.

- Number of ballots returned: ..... ballots, corresponding to ... votes.

- Number of invalid ballots: ... ballots, corresponding to ... votes.

- Number of valid ballots: ... ballots, corresponding to ... votes, of which:

+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the list of members of the Ballot Counting Committee by a vote of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**4. Mr. ...., on behalf of the Congress Organizing Committee, invited the Presidium and the Congress Secretariat to take their seats.**

### **5. Conference Agenda, Conference Rules of Procedure**

The meeting heard a presentation by Mr. ...., Chair of the Ballot Counting Committee, on the Agenda for the 2026 Annual General Meeting of Shareholders and the Rules of Procedure for the 2026 Annual General Meeting of Shareholders.

The Congress voted to adopt the Congress Agenda and the Rules of Procedure for the Congress by a show of hands and by casting votes on Ballot No. 3, with the following results:

### **5.1. Adoption of the Congress Agenda**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.*
- Number of ballots returned: ..... ballots, corresponding to ... votes.*
- Number of invalid ballots: ... ballots, corresponding to ... votes.*
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:*
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;*
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;*
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

Accordingly, the General Meeting approved the Meeting Agenda with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

### **5.2. Adoption of the Rules of Procedure for the Congress**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.*
- Number of ballots returned: ..... ballots, corresponding to ... votes.*
- Number of invalid ballots: ... ballots, corresponding to ... votes.*
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:*
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;*
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;*
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

Accordingly, the General Meeting adopted the Rules of Procedure for the General Meeting with a voting ratio of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

## **C. PART THREE – MATTERS PRESENTED AT THE CONGRESS**



**1. Mr. .... addressed the Congress:**

- ✓ Report No. 243/2026/BC-TGD dated May 7, 2026, from the General Director's Office on the Company's 2025 Business Results and 2026 Plan.
- ✓ Proposal No. 244/2026/TTr-HĐQT dated May 7, 2026, from the Board of Directors regarding the approval of the audited 2025 Financial Statements.

**2. Mr. .... addressed the Congress**

- ✓ Report No. 245/2026/BC-HĐQT dated May 7, 2026, from the Board of Directors on the 2025 performance of the Board of Directors and each member of the Board of Directors, and the direction and tasks for 2026.

**3. Mr. .... addressed the Congress:**

- ✓ Report No. 246/2026/BC-BKS dated May 7, 2026, from the Audit Committee.
- ✓ Proposal No. 247/2026/TTr-BKS dated May 7, 2026, from the Audit Committee regarding the selection of an independent audit firm to review and audit the Company's 2026 Financial Statements.
- ✓ Proposal No. 248/2026/TTr-HĐQT dated May 7, 2026, from the Board of Directors regarding the Plan for the Distribution of 2025 After-Tax Profits.

**4. Mr. .... addressed the Congress:**

- ✓ Proposal No. 249/2026/TTr-HĐQT dated May 7, 2026, from the Board of Directors regarding the approval of the salary and remuneration plan for the Board of Directors and the Audit Committee for 2025 and the plan for 2026.
- ✓ Proposal No. 250/2026/TTr-HĐQT dated May 7, 2026, from the Board of Directors regarding the approval of amendments and supplements to the Articles of Association of Vimeco Joint Stock Company.
- ✓ Proposal No. 251/2026/TTr-HĐQT dated May 7, 2026, from the Board of Directors regarding the approval of the policy to conduct transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco Group.

*(The reports and proposals presented at the meeting are included in the materials for the 2026 Annual General Meeting of Shareholders, which the Company has sent to each shareholder attending the meeting and posted on the Company's website.)*

**D. PART FOUR – SHAREHOLDER DISCUSSION AT THE ANNUAL MEETING**

Following the presentation of the reports and proposals, Mr. ...., the Chair of the General Meeting, presided over the shareholders' discussion on behalf of the Presiding Committee.

.....  
.....  
.....  
.....  
.....  
.....

.....

.....

.....

.....

## E. PART FIVE - VOTING ON ISSUES AT THE CONGRESS

Mr. ....—the Chair of the General Meeting—presented the agenda items one by one for the General Meeting to vote on by raising voting cards and providing comments on Voting Form No. 4. The results for each item presented to the General Meeting of Shareholders were as follows:

### **1. Approve the 2025 Business Results and the 2026 Plan of Vimeco Joint Stock Company as set forth in Report No. 243/2026/BC-TGD dated May 7, 2026, issued by the General Director's Office.**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- *Number of ballots issued: ..... ballots, corresponding to ... votes.*
- *Number of ballots returned: ..... ballots, corresponding to ... votes.*
- *Number of invalid ballots: ... ballots, corresponding to ... votes.*
- *Number of valid ballots: ... ballots, corresponding to ... votes, of which:*
  - + *Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;*
  - + *Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;*
  - + *Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

Accordingly, the General Meeting approved Vimeco Joint Stock Company's 2025 Business Results and 2026 Plan with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

### **2. Approve the Company's audited 2025 separate and consolidated financial statements as set forth in Proposal No. 244/2026/TTr-HĐQT dated May 7, 2026, of the Board of Directors.**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- *Number of ballots issued: ..... ballots, corresponding to ... votes.*
- *Number of ballots returned: ..... ballots, corresponding to ... votes.*
- *Number of invalid ballots: ... ballots, corresponding to ... votes.*
- *Number of valid ballots: ... ballots, corresponding to ... votes, of which:*

+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the audited 2025 Financial Statements of Vimeco Joint Stock Company with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**3. Approve the 2025 performance results of the Board of Directors and each member of the Board of Directors, as well as the 2026 work plan, in accordance with Report No. 245/2026/BC-HĐQT dated May 7, 2026, issued by the Board of Directors.**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.

- Number of ballots returned: ..... ballots, corresponding to ... votes.

- Number of invalid ballots: ... ballots, corresponding to ... votes.

- Number of valid ballots: ... ballots, corresponding to ... votes, of which:

+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the 2025 performance results of the Board of Directors and each individual board member, as well as the strategic direction and tasks for 2026, with an approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**4. Approve the Report of the Company's Audit Committee No. 246/2026/BC-BKS dated May 7, 2026.**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.

- Number of ballots returned: ..... ballots, corresponding to ... votes.

- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the Audit Committee's Report with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**5. To approve the selection of an independent audit firm to review and audit the Company's 2026 Financial Statements in accordance with Proposal No. 247/2026/TTr-HĐQT dated May 7, 2026, submitted by the Audit Committee.**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.
- Number of ballots returned: ..... ballots, corresponding to ... votes.
- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the selection of an independent auditing firm to review and audit the Company's 2026 Financial Statements, with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**6. Approve the 2025 Post-Tax Profit Distribution Plan in accordance with Proposal No. 248/2026/TTr-HĐQT dated March 29, 2026, submitted by the Board of Directors.**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding*

to ..... votes.

- Number of ballots issued: ..... ballots, corresponding to ... votes.
- Number of ballots returned: ..... ballots, corresponding to ... votes.
- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the 2025 Post-Tax Profit Distribution Plan in accordance with Proposal No. ....../2026/TTr-HĐQT dated March 29, 2026, submitted by the Board of Directors, with a voting approval rate of ....% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**7. Approve the salary/remuneration plan for the Board of Directors and the Audit Committee for 2025 and the plan for 2026, as set forth in Proposal No. 249/2026/TTr-HĐQT dated May 7, 2026, submitted by the Board of Directors.**

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.
- Number of ballots returned: ..... ballots, corresponding to ... votes.
- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the compensation plan for the Board of Directors and the Audit Committee for 2025 and the plan for 2026, with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**8. To approve the amendments and supplements to the Articles of Association**



## **of Vimeco Joint Stock Company.**

*The number of shareholders (either directly or through their proxies) present at the meeting (at the time of voting on this matter) and entitled to vote on this matter is: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.*
- Number of ballots returned: ..... ballots, corresponding to ... votes.*
- Number of invalid ballots: ... ballots, corresponding to ... votes.*
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:*
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares held by shareholders present at the meeting who are entitled to vote on this matter and who cast their votes at the General Meeting of Shareholders;*
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter;*
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter and who voted at the General Meeting of Shareholders.*

Accordingly, the General Meeting approved the amendments and supplements to the Articles of Association of Vimeco Joint Stock Company in accordance with Proposal No. ..../2026/TTr-HĐQT dated May 7, 2026, with a voting approval rate of ....% of the total votes cast by shareholders in attendance who were entitled to vote on this matter and who cast their votes at the General Meeting of Shareholders.

**9. Approve the policy regarding transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco Group, in accordance with Proposal No. 250/2026/TTr-HĐQT dated May 7, 2026, issued by the Board of Directors.**

*Note: Shareholders with a conflict of interest regarding the parties to the transaction are not entitled to vote on this matter.*

*The number of shareholders (either directly or through their proxies) present at the meeting (at the time of voting on this matter) and entitled to vote on this matter is: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.*
- Number of ballots returned: ..... ballots, corresponding to ... votes.*
- Number of invalid ballots: ... ballots, corresponding to ... votes.*
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:*
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares held by shareholders present at the meeting who are entitled to vote on this matter and who cast their votes at the General Meeting of Shareholders;*
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast,*

accounting for \_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter and who voted at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the policy to conduct transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco Group, in accordance with Proposal No. .... /2026/TTr-HĐQT dated May 7, 2026, with a voting approval rate of ....% of the total votes cast by shareholders in attendance who are entitled to vote on this matter and who voted at the General Meeting of Shareholders.

## **F. SECTION SIX – ELECTION OF ADDITIONAL MEMBERS TO THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE**

### **1. To approve the election of additional members to the Company’s Board of Directors and Board of Supervisors for the 2023–2028 term**

Mr. .... – ..... – presented the following:  
**Resignation letters from members of the Board of Directors and the Audit Committee.**

Mr. .... – ..... read Board Resolution No. 251/2026/TTr-HĐQT dated May 7, 2026, regarding the reorganization of the Board of Directors and the Audit Committee, which proposes the election of two additional members to the Board of Directors and two additional members to the Audit Committee.

The General Meeting voted to approve the Board of Directors’ Proposal regarding the restructuring of the Board of Directors and the Audit Committee, electing two additional members to the Board of Directors and two additional members to the Audit Committee by a show of hands and by casting votes on Item 1 of Ballot No. 5, with the following results:

*The number of shareholders (either directly or through their proxies) present at the meeting (at the time of voting on this matter) and entitled to vote on this matter is: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.

- Number of ballots returned: ..... ballots, corresponding to ... votes.

- Number of invalid ballots: ... ballots, corresponding to ... votes.

- Number of valid ballots: ... ballots, corresponding to ... votes, of which:

+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares held by shareholders present at the meeting who are entitled to vote on this matter and who cast their votes at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter and who voted at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the removal of the following members of the Board of Directors: ..... and the following members of the Audit Committee: ....., and elected ..... additional members to the Board of Directors and ..... additional members to the Audit Committee.

## **2. Approve the Regulations on the Election of Additional Members to the Company's Board of Directors and Audit Committee for the 2023–2028 Term**

..... – Head of the Ballot Counting Committee and member of the Organizing Committee – presented the Regulations on the Election of Additional Members to the Company's Board of Directors and Audit Committee for the 2023–2028 term

The General Meeting voted to approve the Regulations on the Election of Additional Members to the Company's Board of Directors and Audit Committee for the 2023–2028 term by a show of voting cards and by casting votes on Item 2 of Ballot No. 5, with the following results:

*The number of shareholders (either directly or through their proxies) present at the meeting (at the time of voting on this matter) and entitled to vote on this matter is: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.
- Number of ballots returned: ..... ballots, corresponding to ... votes.
- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:

+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares held by shareholders present at the meeting who are entitled to vote on this matter and who cast their votes at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter and who voted at the General Meeting of Shareholders.

Accordingly, the General Meeting adopted the Regulations on the Election of Additional Members to the Company's Board of Directors and Audit Committee for the 2023–2028 term, with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

## **3. Approve the Election Committee Roster**

Mr. .... – presented the list of the Election Committee, which includes:

1. ....;
2. ....;
3. ....;

The Congress voted to approve the list of the Election Committee by a show of voting cards and provided feedback via Item 2 of Ballot No. 5, with the following results:

*The number of shareholders (either directly or through their proxies) present at the meeting (at the time of voting on this matter) and entitled to vote on this matter is: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.
- Number of ballots returned: ..... ballots, corresponding to ... votes.
- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares held by shareholders present at the meeting who are entitled to vote on this matter and who cast their votes at the General Meeting of Shareholders;
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter;
  - + Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present at the meeting who are entitled to vote on this matter and who voted at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the list of the Election Committee, comprising the members named above, with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

**4. Conduct the nomination/candidacy procedures for members of the Board of Directors and the Audit Committee, and approve the list of candidates for the election of additional members to the Board of Directors and the Audit Committee for the 2023–2028 term**

**Mr. .... seeks the General Meeting's opinion on the nomination and election of candidates and presents the Shareholder Nomination Form for candidate .....**

Apart from the nomination document submitted by ....., no shareholder or shareholder representative has nominated any candidates for the Board of Directors or the Audit Committee.

**4.1. Approve the list of candidates for the election of additional members of the Board of Directors for the 2023–2028 term**

**The list of candidates for the by-election of Board of Directors members for the 2023–2028 term includes:**

1. Mr. ....
2. Mrs. ....

3. Mr. ....

The General Meeting voted to approve the list of candidates for the election of additional members to the Company's Board of Directors for the 2023–2028 term by raising voting cards and casting votes on Item 1 of Ballot No. 6, with the following results:

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.

- Number of ballots returned: ..... ballots, corresponding to ... votes.

- Number of invalid ballots: ... ballots, corresponding to ... votes.

- Number of valid ballots: ... ballots, corresponding to ... votes, of which:

+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the list of candidates for election to the Company's Board of Directors for the 2023–2028 term, with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

#### **4.2. Approve the list of candidates for the by-election of members of the Audit Committee for the 2023–2028 term**

**The list of candidates for the by-election of members of the Supervisory Board for the 2023–2028 term includes:**

1. Mr. ....

2. Mr. ....

3. Mrs. ....

The General Meeting voted to approve the list of candidates for election to the Company's Audit Committee for the 2023–2028 term by a show of voting cards and by casting votes in Section 2 of Ballot No. 6, with the following results:

*The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.*

- Number of ballots issued: ..... ballots, corresponding to ... votes.

- Number of ballots returned: ..... ballots, corresponding to ... votes.

- Number of invalid ballots: ... ballots, corresponding to ... votes.

- Number of valid ballots: ... ballots, corresponding to ... votes, of which:



+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;

+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;

+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

Accordingly, the General Meeting approved the list of candidates for election to the Company's Audit Committee for the 2023–2028 term, with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.

## **5. Election of members of the Board of Directors and the Audit Committee for the 2023–2028 term**

**Mr. ....—Chair of the Election Committee—guided the shareholders through the election process.**

The General Meeting elected members of the Board of Directors and the Audit Committee by secret ballot.

## **6. Announcement of the Election Vote Count Report**

### **6.1 Regarding the results of the election to fill vacancies on the Company's Board of Directors for the 2023–2028 term**

**Mr. ....—Chair of the Election Committee—announced to the General Meeting the minutes of the vote count for the election of additional members of the Board of Directors for the 2023–2028 term. The election results are as follows:**

*The number of shareholders (either directly or through their proxies) participating in the election is: ..... shareholders; corresponding to ..... votes for the election of the Board of Directors.*

*- Number of ballots issued: ..... ballots, corresponding to ... ballots for the election of the Board of Directors.*

*- Number of ballots returned: ..... ballots, corresponding to ... votes for the election of the Board of Directors.*

*- Number of invalid ballots: ... ballots, corresponding to ... votes cast for the Board of Directors.*

*- Number of valid ballots: ... ballots, corresponding to ... .. ballots cast for the election of the Board of Directors*

**The results of the vote to elect additional members of the Board of Directors are as follows (listed in descending order of votes received):**

No.	Candidate's full name	Number of votes cast for the election of the Board of Directors
1.		...
2.		...
3.		...

**Based on the election results, the following individuals have been elected to the Company's Board of Directors for the 2023–2028 term (listed in descending order of the number of votes received):**

1. Mr./Ms. ....
2. Mr./Ms. ....
3. Mr./Ms. ....

Accordingly, effective May 28, 2026, the Company's Board of Directors for the 2023–2028 term consists of the following individuals:

1. Mr./Ms. ....
2. Mr./Ms. ....
3. Mr./Ms. ....

## **6.2. Regarding the results of the election to fill vacancies on the Company's Audit Committee for the 2023–2028 term**

**Mr. ....—Chair of the Election Committee—announced to the Congress the minutes of the vote count for the election of additional members of the Supervisory Board for the 2023–2028 term. The election results are as follows:**

The number of shareholders (either directly or through their proxies) who participated in the election was: ..... shareholders; corresponding to ..... votes cast for the Board of Supervisors.

- Number of ballots issued: ..... ballots, corresponding to ... ballots for the election of the Board of Supervisors.
- Number of ballots returned: ..... ballots, corresponding to ... ballots cast for the Election Committee.
- Number of invalid ballots: ... ballots, corresponding to ... ballots cast for the Election Committee.
- Number of valid ballots: ... ballots, corresponding to ... .. ballots cast for the election of the Board of Supervisors

**The results of the vote for members of the Supervisory Board are as follows (listed in descending order of votes received):**

No.	Candidate's full name	Number of votes cast for the election of the Board of Supervisors
1.		...
2.		...
3.		...

**Based on the election results, the following individuals have been elected as members of the Company's Audit Committee for the 2023–2028 term (listed in descending order of the number of votes received):**

1. Mr./Ms. ....
2. Mr./Ms. ....
3. Mr./Ms. ....

**Accordingly, effective May 28, 2026, the Company's Audit Committee for the 2023–2028 term consists of the following individuals:**

1. Mr./Ms. ....
2. Mr./Ms. ....
3. Mr./Ms. ....

## **G. SECTION SEVEN – ADOPTION OF RESOLUTIONS AND THE CONGRESS MINUTES**

**..... - on behalf of the Congress Secretariat, to present the Minutes and Resolutions of the Congress.**

The Congress voted to approve the Minutes and the Congress Resolution by a show of hands and by marking Ballot No. 7, with the following voting results:

### **1. Approval of the Meeting Minutes**

The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.

- Number of ballots issued: ..... ballots, corresponding to ... votes.
- Number of ballots returned: ..... ballots, corresponding to ... votes.
- Number of invalid ballots: ... ballots, corresponding to ... votes.
- Number of valid ballots: ... ballots, corresponding to ... votes, of which:
  - + Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;
  - + Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at

*the General Meeting of Shareholders;*

*+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

*Accordingly, the General Meeting approved the Minutes of the General Meeting with a voting ratio of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

## **2. Adopt the Congress Resolution**

The number of shareholders (either in person or through their proxies) present at the meeting (at the time of voting on this matter) was: ..... shareholders; corresponding to ..... votes.

*- Number of ballots issued: ..... ballots, corresponding to ... votes.*

*- Number of ballots returned: ..... ballots, corresponding to ... votes.*

*- Number of invalid ballots: ... ballots, corresponding to ... votes.*

*- Number of valid ballots: ... ballots, corresponding to ... votes, of which:*

*+ Number of votes in favor: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ voting shares, representing ...% of the total voting shares of shareholders present and voting at the General Meeting of Shareholders;*

*+ Number of votes against: \_\_\_\_\_ votes, representing \_\_\_\_\_ votes cast, accounting for \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders;*

*+ Number of abstentions: \_\_\_\_\_ votes, corresponding to \_\_\_\_\_ votes cast, representing \_\_\_\_\_% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

*Accordingly, the General Meeting adopted the General Meeting Resolution with a voting approval rate of ...% of the total votes cast by shareholders present and voting at the General Meeting of Shareholders.*

## **H. PART EIGHT – PROCEDURES FOR CLOSING THE CONGRESS**

1. The matters agreed upon and approved by the General Meeting of Shareholders at the meeting are set forth in the Company's 2026 Annual General Meeting of Shareholders Resolution.

2. This report was prepared at ... o'clock and ... minutes on the same day and was produced in five copies, all of which are equally valid.

**CONGRESS SECRETARY**

**On behalf of the Board of  
Directors  
CHAIR OF THE CONFERENCE**

.....

.....

.....

**Recipient:**

- *The Company's shareholders (on the Company's website);*
- *Members of the Board of Directors, the Executive Board, and the Audit Committee;*
- *Public Relations Department (for public disclosure);*
- *File: VP.*



No. 01/2026/NQ-ĐHĐCĐ

Hanoi, May 28, 2026

**DRAFT**

## RESOLUTION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIMECO JOINT STOCK COMPANY

### ANNUAL SHAREHOLDERS' MEETING

- Pursuant to the Enterprise Law No. 59/2020/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the relevant amendments, supplements, and implementing guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the relevant implementing regulations;
- Pursuant to the current Articles of Association of Vimeco Joint Stock Company;
- Pursuant to the Minutes of Meeting No. 01/2026/BB-ĐHĐCĐ dated May 28, 2026, of the Company's 2026 Annual General Meeting of Shareholders;

### RESOLUTION

**Article 1.** Approve the Company's 2025 Business Results and 2026 Plan as set forth in Report No. 243/2026/BC-TGD dated May 7, 2026, issued by the Company's Executive Board.

**Article 2.** To approve the Company's audited 2025 Financial Statements as submitted in Proposal No. 244/2026/TTr-HĐQT dated May 7, 2026, by the Company's Board of Directors.

**Article 3.** To approve the 2025 Activity Report of the Board of Directors and each member of the Board of Directors, as well as the 2026 work plan and objectives as set forth in Report No. 245/2026/BC-HĐQT dated May 7, 2026, issued by the Company's Board of Directors.

**Article 4.** Approval of Report No. 246/2026/BC-BKS dated May 7, 2026, of the Company's Audit Committee.

**Article 5.** To approve the selection of an independent audit firm to review and audit the Company's 2026 Financial Statements in accordance with Proposal No. 247/2026/TTr-BKS dated May 7, 2026, issued by the Company's Audit Committee.

**Article 6.** Approve the plan for the distribution of 2025 after-tax profits in accordance with Proposal No. 248/2026/TTr-HĐQT dated May 7, 2026, submitted by the Company's Board of Directors.

**Article 7.** Approve the salary and remuneration plan for the Board of Directors and the Audit Committee for 2025 and the 2026 Plan in accordance with Proposal

No. 249/2026/TTr-HĐQT dated May 7, 2026, submitted by the Company's Board of Directors.

**Article 8.** To approve the amendments and supplements to the Articles of Association of Vimeco Joint Stock Company in accordance with Proposal No. 250/2026/TTr-HĐQT dated May 7, 2026, submitted by the Company's Board of Directors.

**Article 9.** Approve the policy for conducting transactions with Vinaconex Joint Stock Corporation and/or its subsidiaries within the Vinaconex Group, and/or companies within the Vimeco Group, in accordance with Proposal No. 251/2026/TTr-HĐQT dated May 7, 2026, issued by the Company's Board of Directors.

**Article 10.** Approve the removal of the following members of the Board of Directors due to their resignation: Mr. Vu Minh Hoang and Mr. Bui Van Thieng; Approve the results of the election of additional members to the Company's Board of Directors for the 2023–2028 term, comprising the following individuals (listed in descending order of the number of votes received):

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

**Article 11.** Approve the removal of members of the Audit Committee following their resignation: Mr. Vu Van Manh and Ms. Tran Thi Kim Oanh; Approve the results of the election to fill vacancies on the Company's Audit Committee for the 2023–2028 term, comprising the following individuals (listed in descending order of the number of votes received):

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

**Article 12. Implementing Provisions**

This resolution takes effect on May 28, 2026.

The General Meeting of Shareholders has authorized the Board of Directors, the Executive Board, and the Audit Committee of the Company to organize and implement the matters approved at the Meeting, ensuring the interests of the Company and its shareholders, in accordance with the Company's Articles of Association and applicable laws and regulations.

**Recipient:**

- *Shareholders;*
- *Board of Directors, Board of Supervisors;*
- *File: VP.*

**On behalf of the Board of Directors  
CHAIR OF THE CONFERENCE**

.....

**2026 ANNUAL SHAREHOLDERS' MEETING**  
**VIMECO JOINT STOCK COMPANY**  
*Hanoi, May 28, 2026*

---

**SPEAKER REGISTRATION FORM**

Shareholder's full name: -----

Shareholder ID: -----

Number of shares held and/or represented: -----

Content of the speaking request:

1. -----

-----

-----

2. -----

-----

-----

3. -----

-----

-----

4. -----

-----

-----

5. -----

-----

-----