

APPENDIX

SUMMARY OF CHANGE IN COMPANY CHARTER AND CODE OF CORPORATE GOVERNANCE

I. DRAFT AMENDMENT TO COMPANY CHARTER

No.	Current	Amendment	Reason
1	<p>Article 2. Name, Form, Headquarters, Branches, Representative Offices and Operating Term of the Company</p> <p>6. The Company has two legal representatives being the Chairman and one member of the Board of Directors being appointed by the Board of Directors.</p>	<p>Article 3. Legal Representatives of the Company</p> <p>Company has two legal representatives being the <i>Chairman and Director or General Director.</i></p>	Comply with Clause 2, Article 137 of the Enterprises Law 2020.
2	<p>Article 5. Chartered Capital, Shares, Founding Shareholders</p> <p>8. Foreign ownership percentage in the Company is maximum at 60%</p>	<p>Article 6. Chartered Capital, Shares, Founding Shareholders</p> <p>8. Maximum foreign ownership ratio in the Company: Comply with the Law.</p>	According to the demand of the Company
3	<p>Article 11. Rights of Shareholders</p> <p>3. A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares for six consecutive months or longer will have additional rights as following:</p> <p>a. to nominate members of Board of Directors or the Board of Supervisors in accordance with the relevant regulations in Clause 3, Article 24 and Clause 2, Article 33;</p> <p>b. to review and extract minutes' book and resolutions of the Board of Directors, mid-year and annual financial statements in the form of Vietnamese accounting system and reports of the Board of Supervisors;</p> <p>c. to request the Board of Directors to convene extraordinary</p>	<p>Article 12. Rights of Shareholders</p> <p>2. A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares will have additional rights as following:</p> <p>a) to nominate members of Board of Directors or the Board of Supervisors in accordance with the Enterprises Law and this Charter;</p> <p>b) to request the Board of Directors to convene General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprises Law;</p> <p>c) to review, lookup, extract minutes book and resolutions, decisions of the Board of Directors, half-yearly and annual financial</p>	Comply with Clause 2, Article 115 of the Enterprises Law 2020.

<p>General Meeting of Shareholders in the following cases:</p> <ul style="list-style-type: none"> – when it is necessary to consider and resolve the matters which the Board of Directors, the General Director or the Board of Supervisors violate the Charter or do not comply with resolutions of the General Meeting of Shareholders. – when there are abnormal signs of financial activity. – when the Board of Directors, the General Director or the Board of Supervisors show signals of corruption, involving in related party transactions without authorization creating potential conflicts of interest that cause damages to benefit of shareholders or the company. – the Board of Directors seriously violate rights of shareholders, obligations of the management or make decisions beyond their authorities. - the term of the Board of Directors exceeds six months but the new board has not been elected yet. <p>The request to convene General Meeting of Shareholders must be in writing, must contain full name, permanent address, nationality, number of identity card, passport or other legal personal identification of an individual shareholder; name, business code, number of the decision on establishment or number of business registration, headquarter address of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; foundations and reasons for requesting the convening of the General Meeting of Shareholders. Attached to the request must contain documents and evidence of the Board of Directors, the General Director or the Board of Supervisors, the extent of the violations or decisions beyond their authorities.</p> <p>d. do examine and receive a copy of or excerpt from the list of</p>	<p>statements, reports of the Board of Supervisors, contracts, and transactions must be passed by the Board of Directors and other documents, except documents related to trade secrets of the Company;</p> <p>d) to request the Board of Supervisors to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, address, nationality, legal personal identification of an individual shareholder, names, number of business registration or legal document numbers, head office address of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the subject to be inspected and purposes of the inspection</p> <p>đ) Propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposals must be made in writing and sent to the Company at least three working days ahead of the date of the General Meeting of Shareholders. The proposal must include details about the name of Shareholder, the number and type of shares which they are holding, and the issues proposed for the agenda;</p> <p>e) other rights as stipulated in the Law and this Charter.</p>	
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	<p>Shareholders eligible to participate and vote at the General Meeting of Shareholders.</p> <p>e. to request the Board of Supervisors to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, permanent address, nationality, citizen identification number, number of identity card, passport or other legal personal identification of an individual shareholder; name, head office address, nationality, number of the decision on establishment or number of business registration of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the subject to be inspected and purposes of the inspection;</p> <p>f. other rights as stipulated in this Charter</p>		
4	<p>Article 13. General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders comprises all the shareholders having the voting rights and it has the highest jurisdiction of the Company. The General Meeting of Shareholders must be held annually within four (04) months since the end of financial year. According to Board of Directors' suggestion, Company can extend the time to hold the General Meeting of Shareholders but not exceeding six (06) months since the end of financial year.</p>	<p>Article 14. General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders comprises all the shareholders having the voting rights and it has the highest jurisdiction of the Company. The General Meeting of Shareholders must be held annually within four (04) months since the end of financial year. The Board of Directors decides to extend the Annual General Meeting of Shareholders when necessary, but not more than 6 months since the end of financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The location of the meeting shall be determined as the place where the chairperson attends the meeting and must be held at a venue in</p>	<p>Comply with Clause 2, Article 139 of the Enterprises Law 2020.</p>

		Vietnam.	
5	<p>Article 14. Rights and tasks of the General Meeting of Shareholders</p> <p>2. Annual and Extraordinary General Meeting of Shareholders have decision-making authority by approving the Resolutions related to the following matters:</p> <p>...</p> <p>1. Decision on investment or transactions of sale of assets of the Company or its branches or on transactions of purchase of assets with a value equal to or more than twenty percent (20%) of total value of the assets of the Company and its Branches recorded in the most recent audited financial statements.</p>	<p>Article 15. Rights and obligations of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>...</p> <p>d. Decision on investment or sale of assets of with the value equal to or more than 35% of the total asset value of the Company written in the latest financial statement of the Company;</p>	Comply with Clause 2, Article 138 of the Enterprises Law 2020.
6	<p>Article 14. Rights and tasks of the General Meeting of Shareholders</p> <p>2. Annual and Extraordinary General Meeting of Shareholders have decision-making authority by approving the Resolutions related to the following matters:</p> <p>....</p> <p>o. The Company or any branch of the Company enters into contracts or transaction with those who are defined in Clause 1, Article 162 of the Enterprise Law or contracts or transactions as prescribed in Clause 4 of Article 36 of this Charter with a value of twenty percent (20%) or more of the total value of assets of the Company and the Company's branches of the Company recorded the most recent audited financial statements;</p>	<p>Article 15. Rights and obligations of the General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders discuss and ratify the following issues:</p> <p>...</p> <p>s. Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law</p>	Comply with Clause 4, Article 138 of the Decree No. 155/2020/ND-CP
7	<p>Article 15. Authorized representatives</p> <p>1. Shareholders who have the right to participate in General Meeting of Shareholders in accordance with the Law can</p>	<p>Article 16. Authorized to attend the General Meeting of Shareholders</p> <p>1. Shareholders, authorized representatives of organization</p>	Comply with Clause 2, Article 144 of the Enterprises Law 2020.

<p>participate in the meeting directly or delegate Proxy. In the case there are more than one Proxy to be appointed then it is necessary to specify number of share and number of votes of each Proxy.</p> <p>2. A document to appoint the Proxy must be made in writing in the form of Company and must have signature as following:</p> <p>a. For individuals, the authorization document must be signed by the proxy grantor and the Proxy;</p> <p>b. In case the Authorized representative for organizational shareholder is the proxy grantor, the authorization document must be signed and sealed on the organization’s behalf by the Authorized representative, the legal representative and the Proxy; and;</p> <p>c. In other cases, the authorization must bear the signatures of the legal representative of the Shareholder and of the Proxy.</p> <p>Any Proxy must submit his written authorization prior to entering the meeting room.</p> <p>3. In the case of an authorization document to appoint a Proxy signed by a lawyer on behalf of the proxy grantor, the letter of proxy for the lawyer or a certified copy (if not registered with the Company before) must be submitted along with the authorization document to appoint the Proxy. If this is not done, the appointment of the Proxy will be deemed invalid.</p> <p>4. Unless the case as stipulated in Clause 3 Article 15, Votes of the Proxy within the limits of authorization will become effective even when the Shareholder who grants the Proxy:</p> <p>a. dies or is unable to control his behavior;</p> <p>b. annuls the authorization; or;</p> <p>c. has the proxy’s rights annulled.</p> <p>However, this will not apply if the Company receives a notice</p>	<p>shareholders may directly attend the meeting or authorize one or some other individuals or organizations to attend the meeting or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Enterprises Law.</p> <p>Shareholders, authorized representatives of organization shareholders may directly attend the meeting or authorize one or some other individuals or organizations to attend the meeting or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Enterprises Law</p> <p>2. The authorization for representative individuals or organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the authorized party. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the initial authorization document of shareholder, the authorized representative of shareholder who is an organization (if it has not been registered with the Company before).</p> <p>3. The votes of the authorized person attending the meeting within the scope of authorization are still valid in one of the following cases:</p> <p>a) dies or is unable to control his behavior;</p> <p>b) annuls the authorization;</p> <p>c) has the authorized person’s rights annulled.</p> <p>However, this will not apply if the Company receives a notice about</p>	
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	about one of the issues mentioned above before the meeting or before the meeting is reconvened.	one of the issues mentioned above before the meeting or before the meeting is reconvened.	
8	<p>Article 16. Changes of rights</p> <p>1. With the approval of the General Meeting of Shareholders, special rights attached to each share category can be changed or annulled with agreements from at least 65% ordinary shareholders and people who are holding at least 65% of the voting rights of issued shares in that category.</p>	<p>Article 17. Changes of rights</p> <p>1. Special rights attached to each share category can be changed or annulled with agreements from at least 65% total number of votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares shall only be approved if the number of preferred shareholders of the same type attending the meeting is at least 75% of the total Preferred shares of that type approved or approved by preferred shareholders of the same type owning 75% or more of that type of preferred shares in case of passing a resolution in the form of written opinion.</p>	Comply with Clause 6, Article 148 of the Enterprises Law 2020.
9	<p>Article 17. General Meeting of Shareholders, agenda and announcement</p> <p>3. Notice of the General Meeting of Shareholders is sent to all shareholders, announced on the media of the Stock Exchange and posted on the website of the Company simultaneously. The notice must be sent no later than ten days prior to the date of the General Meeting of Shareholders (from the date the notice is properly sent)</p>	<p>Article 18. General Meeting of Shareholders, agenda and announcement</p> <p>3. Notice of the General Meeting of Shareholders is sent to all shareholders by a method to ensure the contact address of shareholders, announced on the media of the Stock Exchange and posted on the website of the Company simultaneously. The person who convenes the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders entitled to participate in the General Meeting of Shareholders <i>at least 21 days before the meeting</i> (from the date the notice is properly sent).</p>	Article 143 of the Enterprises Law 2020.
10	<p>Article 18. Conditions for conducting a General Meeting of Shareholders</p> <p>1. A General Meeting of Shareholders can be proceeded when the attending Shareholders own at least 51% of the total voting shares.</p>	<p>Article 19. Conditions for conducting a General Meeting of Shareholders</p> <p>1. A General Meeting of Shareholders can be proceeded when the attending Shareholders own more than 50% of the total voting shares.</p>	Comply with Clause 1, Article 145 of the Enterprises Law 2020.

11	<p>Article 20. Approving the Decisions of the General Meeting of Shareholders</p> <p>1. The approval form of the resolution of General Meeting of Shareholders:</p> <p>a. The General Meeting of Shareholders approve for the decisions under its authority by voting at the meeting or collecting written opinions.</p> <p>b. Resolutions of General Meeting of Shareholders regarding the following issues must be approved by voting at the General Meeting of Shareholders:</p> <p>i) Company’s development orientation;</p> <p>ii) Election, exemption or dismissal of members of the Board of Directors and Board of Supervisors;</p> <p>iii) Approval of annual financial reports;</p> <p>iv) Reorganization, dissolution of the company.</p> <p>2. Condition to pass through General Meeting of Shareholders’ Resolution</p> <p>a. Resolution of the General Meeting of Shareholders on following issues shall be approved if they are approved by the shareholders representing at least 65% of the total number of votes of all the attending shareholders, or at least 65% of the total number of votes approve in the form of collecting written opinions:</p> <p>i) Type of shares and total number of shares of each type;</p> <p>ii) Changing lines of business and business activities;</p> <p>iii) Changing the organizational structure of the Company;</p> <p>iv) Decision on investment or transactions of sale of assets of the Company or its branches or on transactions of purchase of assets</p>	<p>Article 21. Conditions for ratification of resolutions of the GMS</p> <p>1. The approval form of the resolution of General Meeting of Shareholders:</p> <p>a) The General Meeting of Shareholders approve for the decisions under its authority by voting at the meeting or collecting written opinions.</p> <p>b) When it is deemed necessary for the benefit of the Company or the epidemic situation, the Board of Directors has the right to consult shareholders in writing to pass resolutions of the General Meeting of Shareholders on all matters under authority of the General Meeting of Shareholders. Authority and method of collecting written opinions to pass resolutions of the General Meeting of Shareholders shall comply with Article 22 of this Charter.</p> <p>2. Resolution of the General Meeting of Shareholders on following issues shall be approved if they are approved by the shareholders representing at least 65% of the total number of votes of all the attending shareholders, except for the case specified in Clauses 3, 4 and 6, Article 148 of the Enterprises Law:</p> <p>aa) Type of shares and total number of shares of each type;</p> <p>b) Changing lines of business and business activities;</p> <p>c) Changing the organizational structure of the Company;</p> <p>d) Decision on investment or transactions of sale of assets of the Company with a value equal to or more than 35% of total value of the assets of the Company recorded in the most recent financial statements</p> <p>đ) Reorganization, dissolution of the Company.</p> <p>3. Other resolutions shall be adopted when they are approved by a</p>	<p>Comply with Article 147, 148, 148, 152 of the Enterprises Law 2020.</p>
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<p>with a value equal to or more than twenty percent (20%) of total value of the assets of the Company and its Branches recorded in the most recent audited financial statements;</p> <p>v) Reorganization, dissolution of the Company;</p> <p>vi) Modification of the company's Charter.</p> <p>b. Other resolutions (compared to point a of this Clause) shall be adopted when they are approved by a number of shareholders representing at least 51% of the total number of votes of all the attending shareholders, or at least 51% of the total number of votes approve in the form of collecting written opinions.</p> <p>c. Voting for members of the Board of Directors and the Board of Supervisors must be made by cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of members to be voted for the Board of Directors or Board of Supervisors. Shareholders have the right to use all or a portion of their total votes voting for one or more candidates. The elected members of the Board of Directors or the Supervisors shall be determined according to the number of votes from high to low, starting from the candidate with the highest number of votes until reaching the number of members prescribed in the Company's Charter. In case where two or more candidates have the same number of votes for the last member of the Board of Directors or the Board of Supervisors, they shall be re-elected or selected by electoral regulation criteria.</p> <p>d. The resolutions of the General Meeting of Shareholders must be notified to the shareholders eligible to attend the meeting within fifteen (15) days from the approval date of the resolution. If Company has a website, the resolution can be posted on the</p>	<p>number of shareholders representing more than 50% of the total number of votes of all the attending shareholders.</p> <p>4. Any Resolution of the General Meeting of Shareholders which is passed with 100% of voting shares shall be legitimate and effective even if the procedures for passing such Resolution are not conformable with regulations.</p>	
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	website		
12	<p>Article 24. Composition and term of Board of Directors members</p> <p>1..... At least one third (1/3) of Board members must be independent non-executive members. Minimum number of independent non-executive members can be rounded down.</p>	<p>Article 26. Composition and term of Board of Directors members</p> <p>3..... The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of the members of the Board of Directors are non-executive members.</p> <p>The total number of independent members of the Board of Directors must ensure the following regulations:</p> <p>(a) Have at least 01 independent member in case the company has 3 to 05 members of the Board of Directors;</p> <p>(b) Have at least 02 independent members in case the company has 6-8 members of the Board of Directors;</p> <p>(c) Have at least 03 independent members in case the company has 9 to 11 members of the Board of Directors;</p> <p>An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms</p>	<p>Comply with Clause 1, 4 Article 276 Decree No. 155/2020/ND-CP; Clause 1, Article 154 Enterprises Law</p>
13	<p>Article 24. Composition and term of Board of Directors members</p> <p>5. A member of the Board of Directors will not be retained Board membership status in the following cases:</p> <p>b. The member sends a request for resignation to the Company's headquarters;</p>	<p>Article 26. Composition and term of Board of Directors members</p> <p>4. The Board of Directors members shall no longer have the capacity as members in the case of dismissal, removal, or replacement of the General Meeting of Shareholders by Article 160 of the Enterprises Law.</p>	<p>Comply with Clause 1b, Article 160 of the Enterprises Law 2020.</p>
14	<p>Article 24. Composition and term of Board of Directors members</p> <p>6. The Board of Directors can appoint a new member to fill in a vacancy that arises unexpectedly in the Board of Directors, and the member must receive approval at the next General Meeting of Shareholders. After the approval of the General Meeting of Shareholders is issued, the appointment is seen to take effect on</p>	<p>Revoke</p>	<p>Comply with Clause 2c Article 138 of the Enterprises Law 2020</p>

	<p>the date when the member was appointed by the Board of Directors. The term of the new Board member will be from the effective date of appointment to the end of the current term of the Board of Directors. In case the new Board member is not approved by the General Meeting of Shareholders, all the decisions of the Board of Directors before the General Meeting of Shareholders, which is having the voting of this person, is still considered valid</p>		
15	<p>Article 25. Rights and obligations of the Board of Directors</p> <p>3. Rights and obligations of the Board of Directors are stipulated by the Law, this Charter and resolutions of the General Meeting of Shareholders. Particularly, the Board of Directors has the following rights and obligations:</p> <p>f. Decide on investment or transactions of sale of assets of the Company or its branches or on transactions of purchase of assets with a value less than 20% (twenty percent) of total value of the assets of the Company and its Branches recorded in the most recent audited financial statements</p>	<p>Article 27. Rights and obligations of the Board of Directors</p> <p>2. Rights and obligations of the Board of Directors are stipulated by the Law, this Charter and resolutions of the General Meeting of Shareholders. Particularly, the Board of Directors has the following rights and obligations:</p> <p>h1) Decide on investment or transactions of sale of assets of the Company with a values are from 20% to less than 35% of total value of the assets of the Company recorded in the most recent financial statements;</p>	<p>According to the demand of the Company</p>
16	<p>Article 31. Appointment, dismissal, obligation and authority of the General Director</p> <p>5. The Board of Directors can dismiss the General Director when at least two-thirds of the members of the Board issue agreed votes and appoint a new General Director to replace.</p>	<p>Article 35. Appointment, dismissal, obligation and authority of the General Director</p> <p>5. The Board of Directors can dismiss the General Director when a majority of the members of the Board of Directors who have the right to attend the meeting agree and appoint a new General Director to replace.</p>	<p>Comply with Clause 12 Article 157 of the Enterprises Law 2020</p>

No	Article 3. Objectives of the Company 1. The business lines of the company			Article 4. Objectives of the Company 1. The business lines of the company	
	Business Code	Name of business lines		Business Code	Name of business lines updated according to Decision No. 27/2018/QĐ-TTg
1	2395	Manufacture of concrete and articles of cement and plaster - Detail: Manufacturing construction structures; production of building materials (without production at the head office)..		2395	Production of concrete and products from concrete, cement and plaster - In detail: Production of construction structures; Production of construction materials (not at the head office).
2	4210	Construction of railways and roads - Detail: Construction of roads		4211	Construction of railways
3	4100 (main code)	Construction of buildings		4101 (main code)	Construction of residential buildings
				4102	Construction of non-residential buildings
4	4220	Construction of utility projects		4221	Construction of electrical works
				4222	Construction of water supply and drainage works
				4223	Construction of telecommunications and communication constructions
				4229	Construction of other utility projects
5	4290	Construction of other civil engineering projects - Detail: Construction of civil and industrial Works, urban and industrial park infrastructures - transportation and irrigation Works.		4291	Construction of hydraulic structures
				4292	Construction of mining and quarrying facilities
				4293	Construction of manufacturing facilities
6	4322	Plumping, heating and air-conditioning installation		4299	Construction of other civil engineering projects
				4322	Plumbing, heat and air-conditioning installation

Delete the following business lines:

Business Code	Name of business lines
7730	Leasing of other machinery, equipment and tangible goods not elsewhere classified - Detail: Leasing of machinery and equipment construction, building materials, spare parts, technology lines in the construction industry, manufacturing construction materials

II. DRAFT AMENDMENT TO THE CODE OF CORPORATE GOVERNANCE

No	Current	Amendment	Reason
1	<p>Article 6. General meeting of shareholders</p> <p>2. The Company is not allowed to restrict shareholders to attend the General Meeting of Shareholders, and must create conditions for shareholders to authorize representatives to attend the General Meeting of Shareholders. The authorization of a representative to participate in the General Meeting of Shareholders must comply with the following provisions:</p> <p>a. Institutional shareholder that owns at least 10% of the total number of common shares can authorize up to three (03) representatives.</p> <p>b. An individual shareholder is authorized only for one (01) representative.</p> <p>c. If the owner or shareholder of the Company is an organization that appoints many authorized representatives, it is necessary to specify the number of shares for each representative. If the owner or shareholder of the Company does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally by the number of authorized representatives.</p> <p>d. The appointment of an authorized representative must be in writing, must be notified to the Company and is only valid for the company from the time the Company receives the notice.</p> <p>e. The authorization document of an institutional shareholder must contain the following main contents:</p> <p>(i) Names, business codes, and head office addresses of owners and shareholders;</p>	<p>Article 6. General meeting of shareholders</p> <p>2. The Company is not allowed to restrict shareholders to attend the General Meeting of Shareholders, and must create conditions for shareholders to authorize representatives to attend the General Meeting of Shareholders. The authorization of a representative to participate in the General Meeting of Shareholders must comply with the following provisions:</p> <p>The authorization for representative individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the authorizing and the authorized party.</p> <p>The authorized representative to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the initial authorization document of shareholder, the authorized representative of institution shareholder (if it has not been registered with the Company before).</p>	<p>Comply <u>with</u> Clause 2, Article 144 Enterprises</p>

	<ul style="list-style-type: none"> (ii) Number of authorized representatives and proportion of shares for each authorized representative; (iii) Full name, permanent address, nationality, citizenship card number, ID card, passport or other legal personal identification of each authorized representative; (iv) Term of authorization corresponding to each authorized representative; in which the authorization start date is specified; (v) Full name and signature of the legal representative of the owner, shareholder and of the authorized representative. <p>f. The authorization document of an individual shareholder must contain the following main contents:</p> <ul style="list-style-type: none"> (i) Name, permanent address, nationality, citizen ID card number, passport number or legal personal identification of the shareholder; (ii) Full name, permanent address, nationality, citizenship card number, ID card, passport or other legal personal identification of the authorized representative; (iii) Term of authorization of the authorized representative; in which the authorization starting date is specified; <p>g. An authorized representative must meet the following standards and conditions:</p> <ul style="list-style-type: none"> (i) Having full civil act capacity; (ii) Not being prohibited from establishing and managing an enterprise; (iii) A member or shareholder that is a company whose shares hold more than 50% of charter capital by the State may not appoint spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, biological brother, sister, biological brother of the manager and of the 		
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	<p>person authorized to appoint the company manager to be the authorized representative at the Company;</p> <p>(iv) Other standards and conditions as provided in the Company Charter.</p>		
2	No regulation	<p>Article 7: Sequence and procedures for approval of the online General Meeting of Shareholders</p> <p>1. Notice to convene the meeting of the online General Meeting of Shareholders:</p> <p>The notice of invitation to the online General Meeting of Shareholders is in accordance with Article 143 of the Law on Enterprises and Article 18 of the Company Charter.</p> <p>2. Register to attend the online General Meeting of Shareholders:</p> <p>2.1 All shareholders have the right to attend and vote on issues under the mandate of the online General Meeting of Shareholders in accordance with this regulation and Regulation on organization of the online General Meeting of Shareholders (if any). Shareholders' attendance and voting are performed on software/software systems ("System") selected by the Company.-</p> <p>2.2 How to register to attend the online General Meeting of Shareholders:</p> <p>a. Shareholders attending the online General Meeting of Shareholders can access to the website of the online Company's General Meeting of Shareholders (according to the notice from time to time) and fill in the information of shareholders as registered with the Vietnam Securities Depository (VSD) including:</p> <p>- Full Name;</p>	<p>Comply with Clause Article 114 Enterprises Law, Clause 3, Article 273 Decree No. 155/2020/ND-CP and according to the demand of the Company</p>

- Phone number;
 - Ownership registration number includes: ID/ Passport/Citizen ID Number (for individual Shareholders), Business code/Transaction code of foreign investors (for institutional shareholders) and other documents required by VSD);
 - E-mail;
 - Password to attend the online General Meeting of Shareholders (attached to the Invitation).
- b. Upon successful registration, the System will send login credentials to log in the online General Meeting of Shareholders ("Login Credentials") via short message service "SMS" or Email to Shareholders. These Login Credentials are only valid until the end of the General Meeting of Shareholders.
- c. Shareholders are responsible for the keeping the Login Credentials confidential. In case shareholders lose their login information, shareholders can request the company to re-issue the login information to the phone number, email that the shareholder registered with VSD.
- d. Credential may be reissued one time and the Company does not hold responsible for (i) the Shareholder losing their Login Credentials after being re-issued at the request of the shareholder or (ii) Login Credentials are disclosed or provided to a third party out of intentional mistakes of the Company or (iii) The Company has sent shareholder Login Credentials 03 times (in case the Company receives failure notice when sending SMS/Email to Shareholders) and the Shareholders still do not receive them not out of intentional

		<p>mistakes of the Company. If the shareholder does not register their phone number/email with VSD or wwhose information filled in paragraph a mentioned above (Full name and ownership registration number) does not match the information provided by VSD is not allowed to attend the online General Meeting of Shareholders but still have the right to attend the offline General Meeting of Shareholders.</p> <p>e. In case shareholders want to register/change their new phone number, Email or the other personal information from what have been registered with VSD, they can contact the depository member where their opened the account to update information as required by VSD before the record date.</p> <p>f. The Company is not responsible for updating the information of shareholder with VSD nor for the failure of the shareholders to update with the depository member where their opened the securities account, which results in outdated information in the list of shareholders provided by VSD.</p> <p>2.3 To attend in the online General Meeting of Shareholders:</p> <p>a. Shareholders log in the System using the ID and Password sent via SMS and Email of Shareholders</p> <p>b. The system will be opened and recorded the attendance of shareholders 15 minutes before the online AGM starting or another time according to the Notice attached to the Invitation sent to Shareholders.</p> <p>c. After logging into the System, Shareholders are considered eligible to attend and vote in the online General Meeting of Shareholders with the same validity as the voting results of the offline General Meeting of Shareholders.</p>	
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d. Shareholders attending online can speak and offer suggestion during the meeting through the utilities provided by the System.

3. Conducting necessary conditions:

Comply with Article 19 Charter of the Company.

4. Voting online:

4.1 Shareholders exercise their election and voting right through the System. The Company will send the instructions in the Notice attached to the Invitation to Shareholders.

4.2 Online voting results are recorded by the System at the completion of voting for each content or at the end of voting period. Shareholders agree and take responsibility for voting results when they are logged in and registered to attend as prescribed in Clause 2.2, Article 7 of this Code.

4.3 Shareholders registered to attend the online General Meeting of Shareholders but do not vote on the System or log out of the System before closing the ballot box/stopping the vote collecting (“**End of Voting Period**”) or lose connection (due to network error or the circumstances) prior to the End of Voting Period, the System will record the Shareholders’ attendance in the meeting but will deem unvoted items as No comment/No voting on any candidates.

4.4 In case the shareholders log out of the System or lose connection then log back in/reconnected prior to the End of Voting Period, the Shareholders may continue to vote for the remaining items.

4.5 In case the online organization of the General Meeting of Shareholders lose connection (due to communication error, or network error), the Chairperson or the person appointed

		<p>by the Chairperson of the General Meeting of Shareholders will decide to suspend the meeting for remedial period that's suitable to the actual situation at the General Meeting of Shareholders.</p> <p>4.6 Once successfully logged in to the online General Meeting of Shareholders in accordance with Clause 2.3.c, Article 7 of this Regulation, Shareholders will not be able to discuss and vote in person in offline General Meeting of Shareholders even if they are physically present at the General Meeting of Shareholders. The system will only record one form of attending and voting of shareholders, either online or offline, whichever comes first.</p> <p>5. Authorization to the Board of Directors</p> <p>5.1. To make decision on organization of the hybrid General Meeting of Shareholders</p> <p>5.2. To select the system/software to support the organization of an online General Meeting of Shareholders and be entitled to amend, supplement and replace the provisions on the organization of an online General Meeting of Shareholders in this Code if deemed necessary to ensure regulatory compliance.</p>	
3	<p>Article 9. Candidacy and nomination of members of the Board of Directors</p> <p>A shareholder or group of shareholders owning common shares for at least six (06) consecutive months up to the time of making the list of shareholders attending the meeting may nominate candidates to the Board of Directors according to regulations of the Law on Enterprises and Company Charter.</p>	<p>Article 10. Candidacy and nomination of members of the Board of Directors</p> <p>A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares may nominate candidates to the Board of Directors according to regulations of the Law on Enterprises and Company Charter.</p>	Comply with Clause 2, Article 115 of the Enterprises Law 2020
4	<p>Article 11. Composition of the Board of Directors</p>	<p>Article 12. Composition of the Board of Directors</p>	Comply with Clause

	<p>1. The number of members of the Board of Directors is at least five (05) people and at most eleven (11) people. The structure of the Board of Directors should ensure a balance between the members with knowledge and experience in law, finance, business operations of the Company and taking into account gender factors.</p> <p>2. The member structure of the Board of Directors ensures the balance between the executive members and the non-executive members, of which at least one third (1/3) of the total number of the Board members must be Non-executive members.</p> <p>3. The membership structure of the Board of Directors of the Company must ensure that at least one third (1/3) of the total number of the members of the Board of Directors are independent members.</p> <p>4. In case a member loses membership in accordance with the provisions of law and the Charter of the Company such as: being dismissed, dismissed or for some reasons unable to continue to be a member of the Board of Directors, the Board of Directors can appoint another person to temporarily be a member of the Board of Directors according to the provisions of the Company Charter. The election of a new replacement member of the Board of Directors must be conducted at the nearest General Meeting of Shareholders.</p>	<p>1. The number of members of the Board of Directors is at least five (05) people and at most eleven (11) people.</p> <p>2. The structure of the Board of Directors members: The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of the members of the Board of Directors are non-executive members. The total number of independent members of the Board of Directors must ensure the following regulations:</p> <p>a. Have at least 01 independent member in case the company has 3 to 05 members of the Board of Directors;</p> <p>b. Have at least 02 independent members in case the company has 6-8 members of the Board of Directors;</p> <p>c. Have at least 03 independent members in case the company has 9 to 11 members of the Board of Directors;</p>	<p>4 Article 276 Decree No. 155/2020/ND-CP</p>
5	<p>Article 17. Committees of the Board of Directors</p> <p>1. The Board of Directors may establish committees to support the Board of Directors' operations, including Strategy committee, Investment committee, Risk committee, Remuneration and Human resource committee and other committees according to the Resolution of the Board of Directors. The Board of Directors appoints one (01) independent member of the Board of Directors to act as the Head of the Remuneration and human resource committee. The establishment of the committees must be approved by the General Meeting of Shareholders.</p>	<p>Article 18. Committees of the Board of Directors</p> <p>1. The Board of Directors is entitled to establish subcommittees to be in charge of development policy, personnel, salary and bonus, internal audit, risk management and other subcommittees depending on the Company's situation in each period. The number of members of the subcommittee decided by the Board of Directors is at least 03 people, including members of the Board of Directors and external members, specifically members are decided by the Board of Directors. The operation of the</p>	<p>According to the demand of the Company</p>

	<p>2. The Board of Directors shall detail the establishment, responsibilities of the Committees and the responsibilities of each member.</p>	<p>subcommittee must comply with the regulations of the Board of Directors. The Board of Directors decides on the regulations of organization, operation, rights and obligations of each subcommittee. The resolution of the subcommittee is effective only when the majority of members attend and vote for approval at the the sub-committee's meeting.</p> <p>The implementation of BOD/Subcommittee's decisions must comply with current law provisions and the provisions of the Company Charter.</p>	
6	<p>Article 22. Supervisor</p> <p>1. The number of Supervisor must be at least three (03) people and at most five (05) people. Supervisor may not be shareholders of the Company.</p> <p>2. A Supervisor must satisfy the criteria and conditions specified in Clause 1, Article 164 of the Law on Enterprises, the Company Charter and not fall into the following cases:</p> <ol style="list-style-type: none"> a. Working in the accounting and finance department of the Company; b. Being a member or employee of the independent audit company auditing the financial statements of the Company in the last three (03) consecutive years. <p>3. A Supervisor must be an auditor or an accountant.</p> <p>4. Head of Board of Supervisors must be a professional accountant or auditor and must work full-time at the Company.</p>	<p>Article 22. Supervisor</p> <p>1. The Board of Supervisors has 3 members. Supervisor may not be shareholders of the Company.</p> <p>2. Supervisor must satisfy the criteria and conditions specified in Clause 1, Article 169 of the Law on Enterprises, the Company Charter and not fall into the following cases:</p> <ol style="list-style-type: none"> a. Working in the accounting and finance department of the Company; b. Being a member or employee of the independent audit company auditing the financial statements of the Company in the last three (03) consecutive years. <p>3. Head of the Board of Supervisors is elected by the Board of Supervisors from among the BOS members; election, dismissal, and removal from office according to the majority rule. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise, unless otherwise specified by law.</p>	<p>Comply with Clause Article 168, 169 of the Enterprises Law 2020 and demand of the Company</p>

7	<p>Article 27. Internal Audit Board</p> <p>1. The Internal Audit Committee has the role of ensuring independence and objectivity in evaluating the internal management and control system, supporting and contributing to the creation of added value, improving the level of control. control the professional activities of the Company, specific jobs include:</p> <ul style="list-style-type: none"> - Monitoring the process of preparing financial statements; - Controlling compliance with regulations in the internal management document system of the Company; - Participate in completing the Internal Control system to ensure that the Company's management processes and risk management processes are effective and efficient. <p>2. The Internal Audit Board belongs to the Board of Supervisors of the company or under the Audit Committee of the Board of Directors in case the Company operates under the model specified at Point b, Clause 1, Article 134 of the Law on Enterprises.</p> <p>3. The Board of Directors is responsible for appointing and dismissing the Head of the Internal Audit Committee, the staff of the Internal Audit Board is based on the proposals of the Board of Supervisors.</p> <p>4. The Head of the Internal Audit Board is responsible for evaluating the performance of all members of the Internal Audit.</p>	<p>Article 27. Internal Audit</p> <p>1. Internal Audit has the role of ensuring independence and objectivity in evaluating the internal management and control system, supporting and contributing to the creation of added value, improving the level of control. control the professional activities of the Company, specific jobs include:</p> <ul style="list-style-type: none"> - Monitoring the process of preparing financial statements; - Controlling compliance with regulations in the internal management document system of the Company; - Participate in completing the Internal Control system to ensure that the Company's management processes and risk management processes are effective and efficient. <p>2. The Internal Audit belongs to the Board of Supervisors of the company.</p> <p>3. The Head of the Internal Audit is responsible for evaluating the performance of all members of the Internal Audit.</p>	According to the demand of the Company
8	<p>Article 30. Standards of Senior executives</p> <p>Senior executives must meet the criteria and conditions prescribed by law and the Charter, specifically:</p> <p>1. Standards and conditions of the General Director:</p> <ul style="list-style-type: none"> - Having full civil act capacity, are not subject to corporate management as prescribed in the Enterprise Law, not having been or being examined for penal liability; be sentenced to prison or be 	<p>Article 30. Standards of Senior executives</p> <p>Senior executives must meet the criteria and conditions prescribed by law and the Charter.</p> <p>Criteria and conditions of other senior managers are proposed by the General Director based on each professional position, expertise and must meet the conditions prescribed by law.</p>	According to the demand of the Company

	<p>deprived of the right to practice by the court in accordance with the law;</p> <ul style="list-style-type: none"> - Having experience in management and operation for at least five (05) years; - Having at least ten (10) years' experience in the construction industry. <p>2. Standards and conditions of Deputy General Director/ Managing Director:</p> <ul style="list-style-type: none"> - Having full civil act capacity, are not subject to corporate management as prescribed in the Enterprise Law, not having been or being examined for penal liability; be sentenced to prison or be deprived of the right to practice by the court in accordance with the law; - Having experience in management and operation for at least two (02) years; - Having at least seven (07) years' experience in the construction industry. <p>3. Standards and conditions of Chief Accountant:</p> <ul style="list-style-type: none"> - Having professional ethics, honesty, integrity, and a sense of law observance; - Having professional accountancy qualifications and skills from university or higher; - Having Chief Accountant certificate; - Having at least five (05) years' working experience in accounting; - Not being in the case of not being allowed to work as an accountant in accordance with the law on accounting. <p>Standards and conditions of other senior managers are proposed by the General Director based on each professional position and profession in charge and must meet the conditions prescribed by law.</p>		
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9	<p>Article 38. Transactions with shareholders, company managers and related persons of these people</p> <p>1. The Company is not allowed to provide guarantees to individual shareholders and the related persons of such shareholders are individuals.</p> <p>2. The Company is not allowed to provide guarantees for related persons of institutional shareholders, except in the following cases:</p> <ol style="list-style-type: none"> a. Companies and related entities of shareholders are companies in the same group or companies operating in groups of companies, including the parent company - subsidiary company, economic group and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors according to the provisions of the Company Charter; b. Other regulations provided by law. <p>3. Except for the transactions approved by the General Meeting of Shareholders, the Company may not perform the following transactions:</p> <ol style="list-style-type: none"> a. Granting guarantees to members of the Board of Directors, Supervisors, General Director, other managers and related individuals and organizations of these subjects, except for the Company and related organizations with respect to shareholders who are companies in the same group or companies operating in groups of companies, including parent company - subsidiary company, economic group and specialized law otherwise. b. Transactions resulting in total transaction value with a value of 20% or more of the total value of assets recorded on the most recent financial statements between the Company and one of the following subjects: 	<p>Article 37. Transactions with shareholders, company managers and related persons of these people</p> <p>1. The Company is not allowed to provide loans or guarantees to individual shareholders and the related persons of such shareholders are individuals.</p> <p>2. The Company is not allowed to provide loans or guarantees to institution shareholders and their related individuals.</p> <p>3. The Company is not allowed to provide loans or guarantees to the related persons of institution shareholders, except in the following cases:</p> <ol style="list-style-type: none"> a. The public Company and related institutions of shareholders are companies in a group or companies operating in groups of companies including the parent company - subsidiary, corporation and This transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Company Charter b. Other regulations provided by law. 	<p>Comply with Clause Article 293 Decree No. 155/2020/ND-CP</p>
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	<ul style="list-style-type: none"> - Members of the Board of Directors, Supervisors, General Director, other managers and related persons of these subjects; - Shareholders, authorized representatives of shareholders own more than 10% of the total common equity of the Company and their related persons; - Enterprises related to the subjects specified in Clause 2, Article 159 of the Law on Enterprises. <p>4. The Board of Directors approves the contracts and transactions specified at Point b, Clause 4 of this Article with a value less than 20% of the total value of assets recorded on the latest financial statement. Procedures for approving these contracts and transactions are implemented in accordance with the Regulation on operation of the Board of Directors.</p>	<p>4. Except for the transactions approved by the General Meeting of Shareholders, the Company may not perform the following transactions:</p> <ul style="list-style-type: none"> a. Granting loans or guarantees to members of the Board of Directors, members of Board of Supervisor, General Director (Director), other managers who are not shareholders and related individuals and organizations of these objects; In case of providing loans or guarantees to related organizations of the Board of Directors members, the Board of Supervisor members, General Director (Director), other managers that are companies in the same group or companies operating in groups of companies including parent company - subsidiary company, economic group, General Meeting of Shareholders or Board of Directors approved in accordance with provisions of the Charter company; b. A transaction with a value of 35% or more or a transaction resulting in the total transaction value arising within 12 months from the date of making the first transaction with a value of 35% or more of the total asset value recorded in the latest financial statements or a smaller percentage or value as prescribed in the Company Charter between the Company and one of the following subjects: 	
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| | | <ul style="list-style-type: none">- Members of the Board of Directors, members of the Board of Supervisor, General Director (Director), other managers and related persons of these subjects;- Shareholders, authorized representatives of shareholders own more than 10% of the total common shares of the company and their related individuals;- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises; <p>c. Contracts, loan transactions, sale of assets with a value of more than 10% of the total asset value recorded in the latest financial statement between the Company and shareholders owning from 51% of the total number of voting shares or their related individuals.</p> <p>5. For transactions with a value less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of Board of Supervisor, General Director, other executives are only allowed to perform when approved by the Board of Directors.</p> | |
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