

CÔNG TY CỔ PHẦN SCI  
SCI JOINT STOCK COMPANY

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

Số: 24./2026/SCI-CBTT  
No.: 24./2026/SCI-CBTT

Hà Nội, ngày 30 tháng 03 năm 2026  
Hanoi, March 30, 2026

**CÔNG BỐ THÔNG TIN**  
**INFORMATION DISCLOSURE**

**Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch Chứng khoán Hà Nội/ Sở  
Giao dịch Chứng khoán thành phố Hồ Chí Minh**  
**To: Vietnam Exchange/ Hanoi Stock Exchange/ Hochiminh Stock Exchange**

1. Tên tổ chức/*Name of organization*: Công ty cổ phần SCI / *SCI Joint Stock Company*  
- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: S99  
- Địa chỉ/*Address*: Tầng 3 tháp C, tòa nhà Golden Palace, đường Mỹ Trì, phường Mỹ Trì, phường Từ Liêm, Tp Hà Nội / *3<sup>rd</sup> Floor Tower C, Golden Palace Building, Me Tri Road, Tu Liem Ward, Hanoi City.*  
- Điện thoại liên hệ/*Tel*: (+84-24) 3768 4495  
- E-mail: [sci@scigroup.vn](mailto:sci@scigroup.vn)
2. Nội dung thông tin công bố/*Contents of disclosure*:  
- Công ty cổ phần SCI công bố thông tin: Tài liệu họp Đại hội đồng cổ đông thường niên năm 2026 cụ thể như sau:  
- *SCI Joint Stock Company announces the disclosure of information regarding the Annual General Meeting of Shareholders 2026 documents. Details are as follows:*  
- Các tài liệu họp Đại hội cổ đông thường niên năm 2026 được đăng tải và cập nhật thường xuyên tại mục “Quan hệ cổ đông” - “Thông tin công bố” chi tiết tại đường dẫn:  
<https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo>  
*This documents for the 2026 Annual General Meeting of Shareholders have been posted and are regularly update in the “Shareholder relations” – “Disclosure information” section, available at: <https://scigroup.vn/en/quan-he-co-dong#information-disclosure>*
3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 30/03/2026 tại đường dẫn: <https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo>  
*This information was published on the company’s website on 30/03/2026 (date), as in the link : <https://scigroup.vn/en/quan-he-co-dong#information-disclosure>*

Chúng tôi xin 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 các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**Tài liệu đính kèm/Attached  
documents:**

Tài liệu liên quan đến nội dung  
thông tin công bố/ *Documents  
on disclosed information.*

**Đại diện tổ chức**  
**Organization representative**  
Người Ủy Quyền CBTT  
*/ Person authorized to disclose information*



*Phan Dương Mạnh*

**SCI**

**SCI JOINT STOCK COMPANY**

**2026 ANNUAL GENERAL MEETING  
MATERIALS**

**April 4, 2026**

Stock Code: S99

Hanoi, March 30, 2026

## INVITATION

### 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### To: VALUED SHAREHOLDERS OF SCI JOINT STOCK COMPANY

The Board of Directors of SCI Joint Stock Company (the “Company”) respectfully announces and invites our Valued Shareholders to attend the 2026 Annual General Meeting of Shareholders (“AGM”), with the following details:

- 1. Time:** Commencing at 09:30 AM, Monday, April 20, 2026.
- 2. Format:** The AGM will be conducted via a virtual platform with electronic voting (e-voting) at: <https://ezgsm.fpts.com.vn>
- 3. Venue for Participation:** Shareholders or their authorized proxies may attend the meeting virtually from any location by logging into the online AGM system and casting electronic votes at: <https://ezgsm.fpts.com.vn>.
- 4. Executive Venue (Meeting Control Center):** 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City.
- 5. Participants:** Members of the Board of Directors, the Audit Committee, the Board of Management, key executive officers, and Shareholders of the Company as per the list of shareholders finalized by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the record date of **March 18, 2026**.
- 6. Procedures for Attendance and Voting:** Shareholders shall access the link <https://ezgsm.fpts.com.vn> to attend and vote on the agenda items using the unique login credentials provided individually to each shareholder along with the Convocation Notice.

*Note: Shareholders are advised to change their login password upon the first access for security purposes. Detailed instructions on attendance and voting procedures are available in the "Guidance for Virtual AGM Attendance" and related documents on the Company's website at: <https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo>*

- 7. Proxy Authorization:** Should a Shareholder wish to authorize a proxy to attend the meeting, please execute a written Power of Attorney (POA) in accordance with civil law, use the template provided on the Company's website, or perform online authorization at <https://ezgsm.fpts.com.vn>. The valid physical copy of the POA must be submitted to SCI Joint Stock Company via the methods specified in Section 9 of this notice no later than **5:00 PM on April 17, 2026**.



**8. Meeting Agenda and Related Documents:** The agenda and all relevant AGM materials are disclosed on the Company's website at: <https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo>.

**9. Discussion Questions and Support Contact:** Shareholders may submit questions for discussion at the AGM via <https://ezgsm.fpts.com.vn> or contact the Company directly:

- **Attn:** Mr. Nguyen Anh Cuong – Head of Administration & HR Department
- **Address:** 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City.
- **Telephone:** 0966950880 | **Email:** [cuongna@scigroup.vn](mailto:cuongna@scigroup.vn)

**Important Notes:**

- *Shareholders who do not receive this Convocation Notice due to unforeseen circumstances still retain their full right to attend the AGM. In such cases, please contact the Company for assistance and to obtain login credentials.*
- *Shareholders are requested to submit the Power of Attorney in a timely manner to facilitate the Company's registration of authorized proxies on the virtual system.*

**Respectfully yours,**

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



## LIST OF DOCUMENTS FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS



No.	CONTENT
1	Agenda of the Annual General Meeting of Shareholders.
2	Report of the General Director on the Company's 2025 business performance and 2026 operational plan.
	Report of the board of directors on the 2025 operations and 2026 operational plan
	Report of the audit committee on the 2025 operations and 2026 operational plan
3	<b>Content 01:</b> Proposal No. 01/2026/TTr-SCI-BOD for Approval of the General Director's report on 2025 business performance and the 2026 business plan.
	<b>Content 02:</b> Proposal No. 02/2026/TTr-SCI-BOD for Approval of the Board of Directors' report on 2025 activities and the 2026 activity plan.
	<b>Content 03:</b> Proposal No. 03/2026/TTr-SCI-BOD for Approval of the Audit Committee's report on 2025 activities and the 2026 activity plan.
	<b>Content 04:</b> Proposal No. 04/2026/TTr-SCI-BOD for Approval of the audited separate and consolidated financial statements for 2025.
	<b>Content 05:</b> Proposal No. 05/2026/TTr-SCI-BOD for Approval of the profit allocation plan for 2025.
	<b>Content 06:</b> Proposal No. 06/2026/TTr-SCI-BOD for approval of the Board of Directors' remuneration for 2025 and the estimated remuneration for 2026.
	<b>Content 07:</b> Proposal No. 07/2026/TTr-SCI-BOD for approval of the dismissal of a member of the Board of Directors.
	<b>Content 08:</b> Proposal No. 08/2026/TTr-SCI-BOD for approval of the amendments and supplements to the Company's Charter.
	<b>Content 09:</b> Proposal No. 09/2026/TTr-SCI-BOD on the approval for Mr. Nguyen Cong Hung, an existing shareholder of SCI Joint Stock Company, to acquire voting shares without conducting public tender offer procedures.
	<b>Content 10:</b> Proposal No. 10/2026/TTr-SCI-BOD on the Approval of the Plan for Additional Public Share Offering
	<b>Content 11:</b> Proposal No. 11/2026/TTr-SCI-BOD on the Approval of the Share Issuance Plan under the Employee Stock Ownership Plan (ESOP) for 2026
	<b>Content 12:</b> Proposal No. 12/2026/TTr-SCI-BOD Approval of the plan for the divestment of the entire shareholding in SCI E&C Joint Stock Company.

No.	CONTENT
	<b>Content 13:</b> Proposal No. 13/2026/TTr-SCI-BOD for Approval of certain matters within the authority of the General Meeting of Shareholders
4	Draft Minutes and Resolutions of the 2026 Annual General Meeting of Shareholders.
5	Regulations of the Meeting and Other Forms.
6	Voting Instructions for the 2026 Annual General Meeting of Shareholders.

Hanoi, April ....., 2026.

**DRAFT**

**REPORT OF THE GENERAL DIRECTOR  
ON THE COMPANY'S 2025 BUSINESS PERFORMANCE  
AND 2026 OPERATIONAL PLAN**

**To: THE GENERAL MEETING OF SHAREHOLDERS OF SCI JSC.**

Pursuant to Resolution No. 01/2025/NQ-SCI-DHĐCĐ dated April 10, 2025, issued by the 2024 Annual General Meeting of Shareholders, the Board of Management of SCI Joint Stock Company respectfully reports to the 2026 Annual General Meeting of Shareholders on the 2025 production and business performance and the 2026 business plan of SCI Joint Stock Company as follows:

**PART 1. 2025 PRODUCTION AND BUSINESS PERFORMANCE**

**I. Key Indicators**

**a. Consolidated (SCI Group)**

No.	Indicator	Unit	2025 Plan	2025 Actual	% Achieved
1	Total production and business value	VND million	1,960,000	1,131,300	57,72
2	Total investment value	VND million	620,455	516,170	83,19
3	Consolidated revenue	VND million	2,024,000	1,520,300	75,11
4	Consolidated profit before tax	VND million	133,500	136,500	102,25

**b. Parent Company (Standalone)**

No.	Indicator	Unit	2025 Plan	2025 Actual	% Achieved
1	Total production and business value	VND million	1,205,000	672,100	55.78
2	Total investment value	VND million	520,455	477,300	91.71
3	Consolidated revenue	VND million	1,293,000	919,900	71.14
4	Consolidated profit before tax	VND million	43,670	61,300	140.37

**II. Details of 2025 Production and Business Performance**

**II.1. Major Construction and Installation Activities**

**1. EPC General Contractor Contract for Nam Sam 3 Hydropower Project**

- Achieved the Commercial Operation Date (COD) for the entire project.

## **2. EPC General Contractor Contract for Nam Mo 2 Hydropower Project**

- Main dam: 100% completed.
- Headrace tunnel: 100% completed.
- Powerhouse: 92% completed.
- Hydromechanical and hoisting equipment: 99% completed.
- Electromechanical equipment installation: 15% completed.
- Overall project: 92% completed.

## **3. EPC General Contractor Contract for Nam Sam 3A Hydropower Project**

- RCC Main dam: 9% completed.
- Powerhouse: 17% completed.
- Hydromechanical equipment: 5% completed.
- Overall project: 13% completed.

## **4. EPC General Contractor Contract for Nam Mo 1 Hydropower Project**

- Currently mobilizing construction equipment and implementing auxiliary works.

## **II.2. Investment Project Implementation Status**

### **1. Nam Khian 1, Nam Khian 2, and Nam Khian 3 Hydropower Project Cluster**

#### **a. Project Information:**

- Location: Xieng Khouang Province, Laos.
- Capacity: 85 MW (Nam Khian 1 – 25 MW, Nam Khian 2 – 35 MW, Nam Khian 3 – 25 MW).

#### **b. Investment Execution:**

- Assigned SCI Energy Co., Ltd., through SCI Viet Lao Joint Stock Company, to develop the aforementioned projects. Currently executing investment legal procedures in accordance with the Project Development Agreement (PDA) and the in-principle approval for power purchase.

### **2. Nam Lan 1, Nam Lan 2, and Lower Nam Neun Hydropower Project Cluster**

#### **a. Project Information:**

- Location: Xieng Khouang Province, Laos.
- Capacity: 80 MW (Nam Lan 1 – 20 MW, Nam Lan 2 – 10 MW, Lower Nam Neun – 50 MW).

#### **b. Investment Execution:**

- Assigned SCI Energy Co., Ltd., through SCI Viet Lao Joint Stock Company, to develop the aforementioned projects. Currently negotiating the Project Development Agreement (PDA), the in-principle approval for power purchase, and other related legal procedures.

### **3. SCI Huong Viet Wind Power Plant Project**

#### **a. Project Information:**

- Location: Quang Tri Province.
- Capacity: 26MB

#### **b. Investment Execution:**

- SCI Quang Tri Joint Stock Company was granted investor approval to implement the project in December 2025.
- Currently conducting surveys, preparing the Feasibility Study (FS) report, and undertaking investment preparation works.

#### **4. SCI Tan Thanh Wind Power Plant Project**

##### **a. Project Information:**

- Location: Quang Tri Province.
- Capacity: 30 MW

##### **b. Investment Execution:**

- SCI Quang Tri Joint Stock Company was granted investor approval to implement the project in December 2025.
- Currently conducting surveys, preparing the Feasibility Study (FS) report, and undertaking investment preparation works.

### **II.3. Investment Research and Market Expansion Works**

#### **- For domestic projects:**

- + Closely monitor the implementation of the Power Development Plan VIII (PDP8) to seek investment opportunities and/or act as general contractors for energy projects.
- + Continue conducting surveys/wind measurements, and researching the development of potential wind power project zones.

#### **- For overseas projects:**

- + Perform marketing activities to provide project development consulting services; act as an EPC general contractor for hydropower and wind power projects in the Lao market.
- + Seek and research opportunities for investment and joint investment in hydropower projects in Laos, especially those adjacent to the projects currently being invested by SCI.

### **II.4. Consulting and Design Works**

- Completed the Basic Design for Nam Sam 3A and Nam Mo 1.
- Executed the Construction Drawing Design for Nam Mo 2, Nam Sam 3A, and Nam Mo 1 projects (Lao PDR) to meet the Investors' project implementation schedules.
- Completed surveying and preparing the Feasibility Study (FS) report for the hydropower project cluster in Laos: Nam Khian 1, 2, 3; Nam Lan 1, 2; Lower Nam Neun, and submitted for approval.
- Performed consulting works for Lao government agencies (Department of Energy Business - DEB and Department of Energy Management - DESM) for the Nam Phak hydropower project, fulfilling work requirements.
- Executed construction supervision for Nam Mo 2, Nam Sam 3A, and Nam Mo 1 hydropower projects, fulfilling work requirements.
- Completed survey works and achieved 80% completion of the Construction Drawing Design for the Huong Phung 1 Wind Power Plant project.

### **II.5. Industrial Production**

- Ca Nan 1 & 2 Hydropower Plant Cluster achieved VND 142 billion in revenue (109% of the plan).

- Nam Lum 1 & 2, Nam Xe Hydropower Plant Cluster achieved VND 208.7 billion in revenue (91% of the plan).
- Huong Linh 8 Wind Power Plant achieved VND 117.5 billion in revenue (98% of the plan).

### III. Evaluation of Executive Management Performance

#### III.1. Governance and Executive Management

- Approved SCI Energy Co., Ltd. to contribute capital to establish SCI Viet Lao Joint Stock Company, and approved the transfer of the following projects from SCI Energy to SCI Viet Lao for management and investment execution: Nam Khian 1, 2, 3 hydropower cluster; Nam Lan 1, 2 hydropower; Lower Nam Neun hydropower; Nam Lan 3 hydropower; and the 220kV transmission line project connecting Nam Khian 1, 2, 3; Nam Lan 1, 2; Lower Nam Neun from Laos to Vietnam.
- Approved the transfer of the SCI Huong Viet and SCI Tan Thanh wind power plant projects to SCI Quang Tri Joint Stock Company for management and investment execution.
- Gradually rolled out software applications in governance and executive management to enhance productivity, enable real-time task control, and minimize costs.
- Conducted periodic training and testing to elevate the professional skills of the power plant operation and management team.

#### III.2. Specialized Professional Domains

- **Investment Management:** Executed legal procedures and focused on resolving bottlenecks with relevant domestic and foreign authorities in project implementation and operation.
- **Design Management:** Coordinated closely with relevant stakeholders in the appraisal, agreement, and approval of designs.
- **Technical Management:** Maintained timely control of technological designs for imported equipment. Strictly managed construction progress plans, issuing early warnings and timely solutions.
- **Health, Safety, and Environment (HSE):** Paid special attention to and emphasized occupational safety, sanitation, and the environment. Enhanced dissemination and strictly monitored the compliance of HSE regulations at investment projects and EPC contracts.
- **Industrial Production (IP):** Strictly controlled operation and industrial production activities, promptly collaborated to resolve bottlenecks, and maintained stable plant operations.
- **Financial Management:** Intensified engagements with domestic and international credit institutions to effectively increase funding sources, fulfilling capital needs for investment activities. Balanced and arranged capital to meet financial requirements for all production and business operations of the Company.
- **Acceptance, Settlement, and Debt Recovery:** Placed special emphasis on the acceptance, final settlement, and receivables collection for project items, concentrating resources to accelerate the progress of capital recovery and debt collection.

## PART 2. 2026 PRODUCTION AND BUSINESS PLAN

### I. OBJECTIVES AND 2026 PRODUCTION & BUSINESS PLAN

#### I.1. Key Indicators

No. 1	Indicator Total production and business value	Unit VND million	2026 Plan	
			Consolidated	Company
2	Total investment value	VND million	2,001,700	558,700
3	Revenue	VND million	588,445	588,445
4	Profit before tax	VND million	1,867,000	811,800
5	Dividend payout ratio	%	337,330	228,810
No.	Indicator	Unit	5%	5%

#### I.2. Construction and Installation

##### 1. EPC General Contractor Contract for Nam Mo 2 Hydropower Project

- Civil works: 100% completion.
- Electromechanical works: Expected to achieve COD in Q3/2026.

##### 2. EPC General Contractor Contract for Nam Sam 3A Hydropower Project

- RCC Main Dam: 66% completion.
- Powerhouse: 31% completion.
- Hydromechanical equipment: 36% completion.
- Expected to achieve COD in Q4/2028.

##### 3. EPC General Contractor Contract for Nam Mo 1 Hydropower Project

- Auxiliary works, site camps: 70% completion.
- Main dam, spillway: Complete foundation excavation.
- Tunnel alignment: Complete 25% of excavation works.
- Powerhouse: 9% completion.
- Expected to achieve COD in Q4/2029.

#### I.3. Industrial Production at Operational Projects

- Maintain stable production at power plants. The detailed 2026 plan for the plants is presented in the table below:

No.	Project	Capacity (MW)	Revenue (VND billion)
A	Hydropower Plants	69	347,00
I	Ca Nan 1 & 2 Hydropower Plants	23	130,00
1	Ca Nan 2	16	90,73
2	Ca Nan 1	7	39,27

<b>II</b>	<b>Nam Lum 1 &amp; 2, Nam Xe Hydropower Plants</b>	<b>46</b>	<b>217,00</b>
1	Nam Lum 1	8	35,50
2	Nam Lum 2	18	79,50
3	Nam Xe	20	102,00
<b>B</b>	<b>Wind Power Plants</b>	<b>20</b>	<b>120,00</b>
1	Huong Linh 8 Wind Power Plant	20	120,00

#### **I.4. Project Investment**

##### **1. SCI Huong Viet Wind Power Plant Project (26 MW)**

- Complete investment preparation works (FS, Technical Design, Site Clearance) in Q2/2026.
- Complete construction and put the project into operation: Q1/2027.

##### **2. SCI Tan Thanh Wind Power Plant Project (30 MW)**

- Complete investment preparation works (FS, Technical Design, Site Clearance) in Q2/2026.
- Complete construction and put the project into operation: Q1/2027.

##### **3. Development of Wind Power Projects in Vietnam**

- Continue conducting surveys/wind measurements and research the development of potential wind power project zones.
- Closely monitor the implementation of PDP8 regarding SCI's wind power projects currently under investment promotion to promptly execute subsequent steps: inclusion in the master plan/implementation plan, in-principle investment approval, investor selection, and project deployment.

##### **4. Development of Investment Projects in Laos**

- Regarding Nam Khian 1, 2, 3 Hydropower Cluster and Nam Lan 1, 2 & Lower Nam Neun Hydropower Cluster:
- Finalize and sign the Project Development Agreement (PDA) for the Nam Lan 1, 2, and Lower Nam Neun hydropower cluster.
- Execute investment legal procedures in accordance with the PDA: Surveying, final feasibility study report, technical design, EIA, development of site clearance plan, negotiation of relevant taxes/fees, and negotiation of the Concession Agreement (CA).
- Complete legal procedures related to grid connection and power purchase in Vietnam.

##### **I.5. Consulting and Design Works**

- Provide Construction Drawing Designs for Nam Mo 2, Nam Sam 3A, and Nam Mo 1 projects (Lao PDR) meeting the Investors' implementation schedules.
- Formulate and secure approval for the technical designs of 6 projects (Nam Lan 1, Nam Lan 2, Lower Nam Neun, Nam Khian 1, Nam Khian 2, Nam Khian 3) in Q2 and Q3 of 2026.

- Continue seeking and marketing to sign and execute consulting contracts in the wind and hydropower sectors, as well as undertaking surveying and design tasks when the Company is awarded EPC contracts.

## **II. Key Solutions to Fulfill the 2026 Plan**

### **II.1. Governance and Executive Management**

- Continue to exploit and maximize the effectiveness of IT applications to boost productivity, ensure timely task control, and minimize costs.
- Strengthen internal communication; promote the brand, especially to foreign partners and international markets.
- Recruit additional competent and experienced personnel, particularly in the electromechanical field within power plants, to ensure timely human resource provision for production activities.

### **II.2. Bidding and Market Expansion**

- Maintain and expand domestic and Lao PDR markets in the Company's operational sectors.
- Continue seeking small and medium-sized hydropower projects and wind power projects for investment and construction research.

### **II.3. Project Implementation and Management**

- Establish schedules and progress targets for each project; regularly update and propose solutions to ensure the achievement of goals, while enhancing unified control and management across all levels.
- Enhance the capacity of the project management team, focusing on: Planning, scheduling; design; construction supervision; with a special emphasis on risk management across all projects.
- Strictly supervise the execution of electromechanical equipment supply contracts. Effectively manage the issuance, agreement, and approval of designs.
- Ensure consistent operations and management of power plants that have commenced generation to achieve optimal efficiency.

### **II.4. Technical, Economic, and Financial Management**

- Frequently update and analyze actual progress to implement timely solutions ensuring target schedules.
- **For Industrial Production:** Build strategic relationships with subcontractors/suppliers to support and synergize mutual development. Formulate detailed and accurate procurement plans based on baseline plans and construction schedules for each Project/Item to facilitate smooth procurement and avoid passivity. Continue expanding the supplier list, further promoting direct purchases from original manufacturers to help minimize input costs (especially for imported materials and equipment).
- Ensure close coordination between consultants and construction units to promptly resolve design bottlenecks during project implementation.
- Manage contracts scientifically and strictly, from the negotiation phase to contract closure. Pay special attention to capital recovery and the final settlement of remaining items at ongoing and completed construction sites.
- **Finance & Credit Operations:**

- + Develop financial plans and cash flow plans to ensure appropriate capital utilization and financial security for the Company. Guarantee efficient capital usage plans that yield high profitability.
- + Closely monitor the construction progress to recover capital and collect receivables, reducing capital pressure while securing continuous funding for production and business activities.
- + Secure funding for investment projects, especially those currently under deployment.
- + In 2026, continue increasing engagements with domestic and international credit institutions to effectively mobilize capital sources, meeting the financial requirements for the Company's investment activities efficiently.

## II.5. Risk Management

- Continuously improve the quality of risk management in production and business operations, implementing appropriate solutions that are both feasible and standardized across the entire Company.
- Regularly update newly promulgated legal documents in Vietnam and Laos to promptly inform the Company and its affiliated units. As the Company is expanding investments and developing markets in Laos, legal consulting support across all operational aspects of the units is essential to strictly comply with prevailing regulations, mitigate risks, ensure safety, and enhance the efficiency of the Company's production, business, and investment activities.

The above constitutes the report on the 2025 production and business performance and the 2026 production and business plan. We respectfully submit this full report to the General Meeting of Shareholders for consideration and approval.

**Sincerely thank you.**



**Nguyen Van Phuc**



Hanoi, April ....., 2026.

**DRAFT**

**REPORT OF THE BOARD OF DIRECTORS  
ON THE 2025 OPERATIONS AND 2026 OPERATIONAL PLAN  
To: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (BOD) of SCI Joint Stock Company respectfully submits to the General Meeting of Shareholders this report encompassing the following contents:

1. The BOD's evaluation of the Company's operations;
2. The BOD's evaluation of the Board of Management's and the Audit Committee's operations;
3. Main activities of the BOD in 2025;
4. Operational orientations of the BOD. Specifically as follows:

**1. The BOD's evaluation of operational aspects**

In 2025, the overall economic situation was adversely impacted by prolonged geopolitical conflicts, notably the consequences of the Russia-Ukraine War and instability in the Middle East.

Particularly, the macroeconomic landscape for the renewable energy sector in Vietnam and Laos remains unfavorable due to numerous policy bottlenecks. Notably, power tariffs are not yet sufficiently attractive to investors, leading to slower-than-planned project implementation. This is an unfavorable period for enterprises operating primarily in the energy sector like SCI.

This significantly affected SCI's production and business plan in the past year. For the fiscal year 2025, SCI Joint Stock Company achieved a total production and business value of VND 1,131 billion; Revenue reached VND 1,520 billion, accounting for 75% of the annual target; Consolidated profit before tax stood at VND 136 billion (achieving 102% of the annual target). *(Details are presented in the General Director's report).*

Nevertheless, SCI Group has proactively adapted and gradually advanced in the right strategic direction, achieving several highlights in 2025 as follows:

- **Construction sector:** Ensured the progress and quality of the works the Company participated in, and enhanced competitiveness in bidding:
  - The construction of the Nam Mo 2 (120 MW) and Nam Sam 3A (45 MW) hydropower projects was vigorously executed to ensure project schedules.
  - Domestically, the Company participated in bidding and won the contracts for: Tri An Hydropower Plant Extension, Huong Phung 1 Wind Power Plant, and Doc Da Trang Industrial Park. All three projects are being implemented on schedule.

- **Construction consulting sector:** Remained fully proactive in consulting works for hydropower and wind power projects invested by the Company, as well as projects undertaken under the EPC contract model.
- **Project investment sector:** Actively sought investment opportunities for wind and hydropower projects domestically and internationally.
  - Obtained investor approval to implement the SCI Huong Viet Wind Power Plant (26 MW) and SCI Tan Thanh Wind Power Plant (30 MW) projects, and is currently executing investment deployment procedures. For other wind power projects/research zones, SCI continues to complete investment promotion procedures for the SCI Tan Thanh Wind Power Project Phase 2 (12 MW), SCI Ba Tang 1 (25 MW), and other potential projects.
  - **In Laos:** Continued to execute the contents signed in the Development Agreement for the project cluster with a capacity scale of 85 MW: Nam Khian 1 – 25 MW, Nam Khian 2 – 35 MW, Nam Khian 3 – 25 MW in Xieng Khouang province. Currently negotiating the Project Development Agreement for the 80 MW cluster: Nam Lan 1 (20 MW), Nam Lan 2 (10 MW), Lower Nam Neun (50 MW) in Xieng Khouang province. Concurrently, implementing procedures to apply for the in-principle approval for power purchase and other related legal procedures.

## 2. Main activities of the BOD in 2025 Supervision of the Board of Management's operations:

The BOD highly appreciates the efforts of the Board of Management, yielding commendable results, especially in profitability, amidst numerous difficulties and unpredictable fluctuations. The BOD's strategic decisions were decisively and firmly implemented by the Board of Management. The results achieved across all production and business sectors have maintained the right development trajectory, consolidating trust among partners, clients, and shareholders.

The Audit Committee successfully performed its duties in accordance with the regulations and its 2025 operational plan, providing timely advice and counsel to the BOD in corporate governance. *(For details, please refer to the Independent Report of the Audit Committee).*

In 2025, the BOD approved numerous crucial matters related to production and business operations as well as the consolidation of the operational apparatus of subsidiary companies. All meetings were fully attended by BOD members. The BOD approved several key resolutions as follows:

- Selected and approved the independent audit firm for the 2025 financial statements;
- Approved SCI Energy Co., Ltd. to contribute capital to establish SCI Viet Lao Joint Stock Company, and approved the transfer of the following projects from SCI Energy to SCI Viet Lao for management and investment execution: Nam Khian 1, 2, 3 hydropower cluster; Nam Lan 1, 2 hydropower; Lower Nam Neun hydropower; Nam Lan 3 hydropower; and the 220kV transmission line project connecting Nam Khian 1, 2, 3; Nam Lan 1, 2; Lower Nam Neun from Laos to Vietnam.



- Approved the transfer of the SCI Huong Viet and SCI Tan Thanh wind power plant projects to SCI Quang Tri Joint Stock Company for management and investment execution.
- Implemented the detailed plan for the share issuance to pay dividends pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders.
- Approved and supervised the implementation of project investment activities and production & business operations of the Company.
- Passed other critical decisions.

During the corporate governance process, BOD members fully attended meetings in accordance with their functions and duties, and engaged in clear and specific discussions. Voting to pass BOD resolutions achieved high unanimous consensus; resolutions were promulgated promptly and implemented effectively in alignment with the Company's actual conditions.

*(The BOD's resolutions are listed in the 2025 Corporate Governance Report, disclosed in accordance with regulations, and published on the Company's Website).*

### **3. Operational Orientations of the BOD**

Investment and Consulting are the two core operational pillars in the Company's business model, focusing primarily on Energy and Infrastructure. "Safety – Efficiency – Sustainable Development" is the overarching and consistent objective throughout SCI Group's operations.

In the coming time, the Company will proactively and actively seek investment and consulting opportunities in renewable energy, environment, and infrastructure; gradually reduce and terminate construction and installation operations at SCI Parent Company, and divest from the subsidiary SCI E&C.

- **Consulting activities:** Strongly promote team quality enhancement, apply new technologies and supporting software to further elevate consulting quality, and upgrade the SCI PMC brand to consistently ensure progress, quality, and optimal solutions for projects and works.
- **Investment activities:**
  - Research and promote investment in hydropower, wind power, and solar power projects in Vietnam and Laos;
  - Research and seek investment opportunities in the field of resort tourism combined with tourism services and real estate.
  - The implementation of investment projects will be executed as follows: SCI directly promotes, researches, and develops projects; upon completion, it transfers them to SCI Energy Company for direct management, and/or SCI Energy assigns them to a subsidiary in the project area for direct investment. If the project is in Laos, a local project company will be established to execute the project; the BOD shall decide on the establishment of/capital contribution to the subsidiary at an appropriate time and report to the General Meeting of Shareholders within its competence at the nearest meeting.

In parallel with executing the production, business, communication, and brand development plans, the BOD continues to focus on human resource management, information technology investment, enhancing legal risk management and internal controls, and continuously providing close direction to the Executive Board regarding environmental protection, occupational safety, and corporate social responsibility (CSR). With existing advantages, solidarity, a high-quality and experienced workforce, and the accompanying trust of shareholders, the Company is gradually perfecting itself further to solidify its position domestically and regionally.

We respectfully submit this full report to the General Meeting of Shareholders for consideration and approval.

**Sincerely thank you.**

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS**



**Nguyen Cong Hung**



**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street,, Tu Liem Ward, Hanoi City

Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

Hanoi, April 20<sup>th</sup>, 2026.**REPORT OF THE AUDIT COMMITTEE  
ON 2025 OPERATIONS AND 2026 OPERATIONAL PLAN****I. LIST OF MEMBERS AND REMUNERATION OF THE AUDIT COMMITTEE IN 2025**

In 2025, the Audit Committee (AC) operated with the following members:

1. Mr. Hoang Trong Minh – Chairman of the AC, Independent Member of the BOD
2. Mr. Kim Manh Ha – Independent Member of the BOD
3. Mr. Ngo Vu An – Non-executive Member of the BOD
4. Mr. Nguyen Anh Huy - Non-executive Member of the BOD

The Board of Directors (BOD) of SCI JSC consists of 2 out of 6 independent members (accounting for 33% of the total BOD members), complying with the Law on Enterprises No. 59/2020/QH14 issued on June 17, 2020, and conforming to Clause 4, Article 276 of Decree No. 155/2020/ND-CP guiding the Law on Securities.

The remuneration, operational expenses, and other benefits of the AC and each AC member strictly comply with the Law on Enterprises and the Company's Internal Regulations, specifically as follows:

Full Name	Remuneration in 2025 (VND)
Mr. Hoang Trong Minh	96,000,000
Mr. Kim Manh Ha	96,000,000
Mr. Ngo Vu An (*)	32,000,000
Mr. Nguyen Anh Huy (**)	40,000,000

(\*) The 2025 Annual General Meeting of Shareholders (AGM) approved the resignation of Mr. Ngo Vu An as a member of the BOD and the Audit Committee, effective from April 10, 2025.

(\*\*) Mr. Nguyen Anh Huy has submitted his resignation effective September 15, 2025.

**II. ACTIVITIES OF THE AUDIT COMMITTEE IN 2025**

In 2025, the AC held 04 regular meetings with an attendance rate of 100%. The AC issued conclusions and recommendations on the following matters:



- Monitored compliance with applicable laws, the Company's Charter, and Corporate Governance Regulations; including tax compliance, compulsory insurance, and other financial obligations.
- Assessed compliance with the Company's internal policies and procedures; evaluated the adequacy and effectiveness of the internal control system in preventing, detecting, and mitigating risks.
- Reviewed and evaluated the quarterly, semi-annual, and annual financial statements of the Company and its subsidiaries.
- Collaborated with the independent audit firm to clarify key audit matters and risks detected during audits to recommend timely remediation plans.
- Evaluated the attainment of the Company's business objectives.
- Recommended corrective measures for internal control deficiencies and enhanced corporate governance practices.
- Reviewed the 2025 Annual Report before submitting it to the BOD for approval and disclosure.

### **III. RESULTS OF INSPECTION AND EVALUATION OF KEY ACTIVITIES**

#### **1. Evaluation of Internal Control and Risk Management System**

The Company's internal control system, comprising regulations, policies, and procedures, is developed in accordance with legal provisions to ensure the effective mitigation of risks.

The Company established and disseminated an Internal Regulatory Framework (including principles, policies, and organizational structure) to all employees for thorough implementation.

This framework serves as a vital tool for Senior Management to control daily operational activities. The AC highly values the system's performance in risk prevention and detection.

#### **2. Supervision of Financial Statements and Financial Position**

The AC reviewed the 2025 financial statements and concurred with the Independent Auditor's opinions, noting that:

- The maintenance of accounting records and the preparation of books complied with Vietnamese Accounting Standards (VAS) and relevant legal regulations.
- The Financial Statements were prepared and presented to give a true and fair view of the Company's financial position; no material misstatements were detected.
- Key financial indicators regarding debt, liquidity, and asset efficiency met regulatory requirements and accounting standards.
- Related-party transactions were strictly monitored and fully disclosed; no anomalies were detected.

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- Recommendations from the Independent Auditor were addressed and implemented by the Board of Management (BOM).

### 3. Supervision of Related-Party Transactions

All transactions were approved by the BOD in compliance with the Law on Enterprises and Law on Securities. For material transactions, the BOD held extraordinary meetings to pass specific Resolutions and ensured information disclosure as required by law. In 2025, the BOD approved in-principle guidelines for transactions with Related Parties; all transactions were executed in writing and properly disclosed.

### 4. Supervision of the Board of Directors and Board of Management

The BOD's activities were strictly aligned with the Resolutions of the AGM and complied with the Company's Charter and Corporate Governance Regulations. The BOD successfully steered the Company's strategic development. Simultaneously, the Board of Management (BOM) effectively implemented the Resolutions of the AGM/BOD and performed its duties in accordance with the law.

### 5. Operational Coordination

The AC received timely guidance from the BOD and was provided with adequate resources and information by the BOM and subsidiaries within SCI Group. This enabled the AC to successfully accomplish its goals according to the 2025 Operational Plan.

## IV. OPERATIONAL ORIENTATIONS FOR 2026

3. Maintain a high standard of accountability in exercising duties and achieving the AC's goals in compliance with the Operating Regulation and Corporate Governance standards.
4. Strengthen supervision over the BOM's implementation of AGM Resolutions, BOD Decisions, and internal management procedures.
5. Conduct periodic audits according to the 2026 Audit Plan and perform ad-hoc audits as requested by the BOD.
6. Regularly monitor the operations of subsidiaries and make recommendations to optimize corporate governance and risk management procedures.

ON BEHALF OF THE AUDIT COMMITTEE  
CHAIRMAN



Hoang Trong Minh





## AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Time:** 9:30 a.m. on Monday, April 20, 2026

**Location:** The 2026 Annual General Meeting of Shareholders will be held in a virtual format with electronic voting. Shareholders or their authorized proxies may attend the virtual Meeting from any location with an Internet connection. The main venue for the Chairperson, the Presidium, and the Organizing Committee (the operating location): 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem, Hanoi.

TT	Timeline	Content
<b>I</b>	<b>Procedures for conducting the Meeting</b>	
1	07h45' - 09h30	Instructions for shareholders on attending the virtual Meeting and electronic voting
<b>II</b>	<b>Contents of the Meeting</b>	
2	09h30 - 10h00'	<ul style="list-style-type: none"> <li>- Report on Shareholder Eligibility Verification; Opening of the Meeting.</li> <li>- Introduction and approval of the Presidium, Chairperson, and Vote Counting Committee.</li> <li>- Approval of the Meeting Agenda and Working Regulations of the Meeting.</li> </ul>
3	10h00' - 10h45'	Report by the General Director on 2025 business performance and the 2026 business plan. Report of the Board of Directors on 2025 activities and the 2026 plan. Report of the Audit Committee on 2025 activities and the 2026 plan. Content 01: Proposal No. 01/2026/TTr-SCI-BOD for Approval of the General Director's report on 2025 business performance and the 2026 business plan. Content 02: Proposal No. 02/2026/TTr-SCI-BOD for Approval of the Board of Directors' report on 2025 activities and the 2026 plan. Content 03: Proposal No. 03/2026/TTr-SCI-BOD for Approval of the Audit Committee's report on 2025 activities and the 2026 plan. Content 04: Proposal No. 04/2026/TTr-SCI-BOD for Approval of the audited separate and consolidated financial statements for 2025. Content 05: Proposal No. 05/2026/TTr-SCI-BOD for Approval of the 2025 profit allocation plan. Content 06: Proposal No. 06/2026/TTr-SCI-BOD for Approval of the Board of Directors' remuneration for 2025 and the estimated remuneration for 2026. Content 07: Proposal No. 07/2026/TTr-SCI-BOD for Approval of the dismissal of a member of the Board of Directors.

<b>TT</b>	<b>Timeline</b>	<b>Content</b>
		Content 08: Proposal No. 08/2026/TTr-SCI-BOD for Approval of the amendments and supplements to the Company's Charter.
		Content 09: Proposal No. 09/2026/TTr-SCI-BOD on the approval for Mr. Nguyen Cong Hung, an existing shareholder of SCI Joint Stock Company, to acquire voting shares without conducting public tender offer procedures.
		Proposal No. 10/2026/TTr-SCI-BOD on approving the plan for a public offering of additional shares to existing shareholders.
		Proposal No. 11/2026/TTr-SCI-BOD on the issuance of bonus shares to employees under the Employee Stock Ownership Plan (ESOP).
		Proposal No. 12/2026/TTr-SCI-BOD on the plan to divest SCI Joint Stock Company's entire stake in SCI E&C Joint Stock Company.
		Content 13: Proposal No. 13/2026/TTr-SCI-BOD for Approval of certain matters within the authority of the General Meeting of Shareholders
4	10h45'-11h05'	Discussion on Reports and Proposals. Voting on the contents of the Meeting.
5	11h05'-11h15'	Tea break.
6	11h15'-11h25'	Report on the voting results for the Proposals of the Meeting.
7	11h25-11h40	Approval of the Meeting Minutes and Resolutions. Closing of the Meeting.

No: 01/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL  
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Approval of the General Director's Report on 2025 Business  
Results and the 2026 Business Plan*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*

The Board of Directors (BOD) hereby submits the General Director's Report on the 2025 business results and the 2026 business plan to the 2026 Annual General Meeting of Shareholders (AGM) for consideration and approval.

*(Detailed information is provided in the report attached hereto).*

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS**

**CHAIRMAN**



**Nguyen Cong Hung**



**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City

Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No: 02/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026

**DRAFT PROPOSAL  
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Approval of the Board of Directors' Report on 2025 Operations and the 2026 Plan.*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*

The Board of Directors ("BOD") of SCI Joint Stock Company respectfully submits the BOD's report on 2025 activities and the 2026 plan to the 2026 Annual General Meeting of Shareholders for consideration and approval."

*(Detailed information is provided in the report attached hereto).*

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City

Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No: 03/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL**  
**FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
*Subject: Approval of the Audit Committee's Report on 2025 Activities and  
the 2026 Plan*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*

The Board of Directors ("BOD") of SCI Joint Stock Company respectfully submits the Audit Committee's report on 2025 activities and the 2026 plan to the 2026 Annual General Meeting of Shareholders for consideration and approval.

*(Detailed information is provided in the report attached hereto).*

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City

Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No. 04/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL  
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Approval of the 2025 Audited Separate and Consolidated Financial Statements.*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*
- *The Company's Separate and Consolidated Financial Statements for the fiscal year 2025 have been audited by the Branch of Moore AISC Auditing and Informatics Services Company Limited.*

The Board of Directors of SCI Joint Stock Company respectfully submits these audited Separate and Consolidated Financial Statements to the General Meeting of Shareholders for consideration and approval.

The aforementioned reports have been disclosed in compliance with applicable regulations and are available in full on the website of SCI Joint Stock Company at the following address:

<https://scigroup.vn/en/quan-he-co-dong#financial-report>

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**

**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City  
Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No. 05/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL  
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Approval of the 2025 Profit Distribution Plan*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;
- The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;
- The Charter of SCI Joint Stock Company.
- Based on the 2025 business performance and the audited financial statements for the same year.

The Board of Directors (“BOD”) of SCI Joint Stock Company respectfully submits the profit distribution plan to the General Meeting of Shareholders as follows:

No.	Content	Ratio	Value (VND)
1	<b>Profit before tax</b>		<b>61.307.776.558</b>
2	Corporate income tax (CIT) payable		12.299.778.563
3	<b>Profit after tax (3)=(1)-(2)</b>		<b>49.007.997.995</b>
4	Deductions form profit after tax		0
5	<b>Appropriation of profit (5)=(3)-(4)</b>		<b>49.007.997.995</b>
6	Appropriation to corporate funds		0
-	Investment and development fund		0
-	Welfare fund	0%	0
-	Bonus fund	0%	0
7	<b>Remaining profit of 2025 after funds appropriation</b>		<b>49.007.997.995</b>
8	Undistributed profit form Prior years		184.830.129.217
9	<b>Total undistributed profit (9)=(7)+(8)</b>		<b>233.838.127.212</b>
10	Dividend payout in 2025 as shares	0%	0
11	Issuing bonus shares under an employee stock	0,6%	6.300.000.000

	option program.		
12	<b>Undistributed profit carried forward to the following year: (12)=(9)-(10)-(11) (*)</b>		<b>227.538.127.212</b>

(\*) The remaining profit shall be retained to ensure capital for the Company's business operations and investment activities.

The Board of Directors respectfully submits **the accumulation of the 2025 Profit After Tax into the Company's Equity** to the General Meeting of Shareholders for **consideration and approval**. This is aimed at enhancing **the Company's** financial capacity to implement approved projects and participate in new projects in 2026.

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

**Receive:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**





No. 06/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup> 2026.

**DRAFT PROPOSAL  
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Approval of the 2025 Board of Directors' Remuneration and the  
2026 Remuneration Budget.*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*
- *The 2025 business results, the 2025 audited financial statements, and the 2026 business plan*

The Board of Directors (“BOD”) respectfully submits the total BOD remuneration for 2025 and the proposed remuneration budget for 2026 to the 2026 Annual General Meeting of Shareholders for consideration and approval as follows:

**Actual remuneration for the Board of Directors in 2025**

No.	Title	People x months	Remuneration (VND/month)	Amount of remuneration for the whole year (VND)
	<b>Board of Directors</b>			<b>928.000.000</b>
1	Chairman	1 x 12	40,000,000	480.000.000
2	Member of the Board of Directors	4 x 12	8,000,000	384.000.000
3	Member of the Board of Directors	1 x 8	8,000,000	64.000.000

**Proposed remuneration budget for the Board of Directors in 2026**

No.	Title	People x months	Remuneration (VND/month)	Amount of remuneration for the whole year (VND)
	<b>Board of Directors</b>			<b>864.000.000</b>
1	Chairman	1 x 12	40,000,000	480.000.000
3	Member of the Board of Directors	4 x 12	8,000,000	480.000.000

The Board of Directors (“BOD”) respectfully submits the total BOD remuneration for 2025 and the proposed remuneration budget for 2026 to the 2026 Annual General Meeting of Shareholders for consideration and approval as follows:

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

**Receive:**

- As To;
- Retained at BOD.

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**

No: 07/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL**  
**FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Dismissal of a member of the Board of Directors*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*
- *The 2025 business results, the 2025 audited financial statements, and the 2026 business plan*
- *The Resignation Letter from Mr. Nguyen Anh Huy for the position of Member of the Board of Directors, dated September 14, 2025.*

The Board of Directors (“BOD”) respectfully submits the dismissal of a BOD member to the 2026 Annual General Meeting of Shareholders for consideration and approval as follows:

**1. Information on the Personnel to be Dismissed**

- Full Name: Mr. Nguyen Anh Huy
- Title: Member of the Board of Directors
- Term: 2023 – 2027

**2. Reason for Dismissal**

The Company has received a Resignation Letter from Mr. Nguyen Anh Huy citing personal reasons.

Based on the aforementioned resignation letter, and to ensure that the dismissal is conducted in compliance with the law and the Company’s Charter, the Board of Directors respectfully submits the dismissal of Mr. Nguyen Anh Huy from the BOD to the General Meeting of Shareholders for approval.

**3. Effective Date**

Effective from the date of approval by the General Meeting of Shareholders.

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



**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



No: 08/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL**  
**FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
*Subject: Amendments and Supplements to the Company Charter*

-----  
**To: THE GENERAL MEETING OF SHAREHOLDERS**  
**OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Internal Regulations on Corporate Governance and the Operational Regulations of the Board of Directors.*
- *The Charter of SCI Joint Stock Company.*

The Board of Directors (“BOD”) hereby respectfully submits the proposed amendments and supplements to the Company Charter to the General Meeting of Shareholders for consideration and approval as follows:

In accordance with the provisions of the Law on Enterprises and the Law on Securities, the BOD submits the amendments and supplements to certain articles of the Company Charter to the General Meeting of Shareholders for consideration.

Detailed information regarding the amendments and supplements is presented in the Appendix attached hereto. The amended and supplemented provisions of the Charter shall take effect immediately upon approval by the General Meeting of Shareholders.

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE**  
**BOARD OF DIRECTORS**  
**CHAIRMAN**



**Nguyen Cong Hung**

**SUMMARY OF PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE  
CHARTER OF SCI JOINT STOCK COMPANY**

*(Attached to Proposal No. 08/2026/PROP-SCI-BOD dated April 20, 2026)*

<b>No</b>	<b>Article/Clause</b>	<b>Current Provision</b>	<b>Proposed Amendment/Supplement</b>	<b>Legal Basis</b>
1	Article 2, Clause 2	Address: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street,, Me Tri Ward, Nam Tu Liem Distric, Hanoi City, Vietnam	Address: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street,, Tu Liem Ward, Hanoi City, Vietnam	Due to changes in administrative boundaries effective July 1, 2025.
2	Article 26, Clause 1	The Board of Directors shall consist of six (6) members. The term of the Board of Directors shall be five (5) years. The term of office of a member of the Board of Directors shall not exceed five (5) years; such members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors for no more than two (2) consecutive terms.	The Board of Directors shall consist of five (5) members. The term of the Board of Directors shall be five (5) years. The term of office of a member of the Board of Directors shall not exceed five (5) years; such members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors for no more than two (2) consecutive terms.	



**SCI**

**SCI Joint Stock Company**

3rd floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City.

Tel: (+84-24) 3768 4495 Email: sci@scigroup.vn Website: www.scigroup.vn



**DRAFT**

**REGULATIONS**  
**SCI Joint Stock Company**

**Hanoi, April 2026**

## INTRODUCTION

### CHAPTER I. DEFINITION OF TERMS IN THE STATUTES

#### Điều 1. Explanation of terms:

1. In these Regulations, the following terms are understood as follows:
  - a. "*Charter capital*" is the total par value of shares contributed by all shareholders as stipulated in Article 6 of these Charters;
  - b. "*Capital with voting rights*" It is equity capital, whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;
  - c. "*Enterprise Law*" This means that the Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. "*Securities Law*" refers to Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. "*Vietnam*" refers to the Socialist Republic of Vietnam;
  - f. "*Establishment date*" is the date on which the Company was first granted its Business Registration Certificate (Business License).
  - g. "*Business executives*" refers to the General Director, Deputy General Director, Chief Accountant, and other executives in the Company approved by the Board of Directors;
  - h. "*Business Manager*" These are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the company's charter;
  - i. "*Related parties*" are individuals or organizations as defined in Clause 46, Article 4 of the Securities Law;
  - j. "*Shareholder*" is an individual or organization that owns at least one share of the Company;
  - k. "*Founding shareholder*" is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint-stock company;
  - l. "*Major shareholder*" refers to a shareholder as defined in Clause 18, Article 41 of the Securities Law;
  - m. "*Operating period*" refers to the Company's operating period as stipulated in Article 2 of these Charters and any extension period (if any) approved by resolution of the Company's General Meeting of Shareholders;
  - n. "*Stock Exchange*" refers to the Vietnam Stock Exchange and its subsidiaries.
2. In these Statutes, references to one or more other regulations or documents, including amendments or replacements, are prohibited.

3. The headings (chapters, articles of these Statutes) are used for convenience in understanding the content and do not affect the content of these Statutes.

## **CHAPTER II . NAME, FORM, HEADQUARTERS, BRANCHES, AND REPRESENTATIVE OFFICES AND THE COMPANY'S OPERATING PERIOD**

### **Điều 2. Name, form, registered office, branches, representative offices, and duration of operation of the Company**

1. Company Name

Vietnamese name : **SCI Joint Stock Company**

English name : **SCI Joint Stock Company**

Trade name : **SCI**

Company logo:



The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

2. The company's registered office is:

Address: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City, Vietnam.

- Phone : (+84-24) 3768 4495

- Fax : (+84-24) 3768 4490

- E-mail : [sci@scigroup.vn](mailto:sci@scigroup.vn)

- Website : [www.scigroup.vn](http://www.scigroup.vn)

3. The company may establish branches or representative offices in its business area to achieve its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.
4. Unless the Company ceases operations prematurely in accordance with Clause 2 of Article 54 or extends its operations in accordance with Article 55 of these Charters, its operating period begins from the date of establishment and is indefinite.

### **Điều 3. The legal representative of the company**

1. The company is managed by a Board of Directors and is run by a CEO.
2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as plaintiff, defendant, or party with related rights and obligations before arbitration panels, courts, and competent state agencies, and has other rights and obligations as stipulated by law and this Charter.
3. The company has two (2) legal representatives: the Chairman of the Board of Directors and the General Director. Depending on the practical operational requirements of each period, the company may have additional legal representatives.

The specific number of legal representatives will be decided by the General Meeting of Shareholders.

4. The powers and obligations of each legal representative are as follows:
  - a. The first legal representative is the Chairman of the Board of Directors: He/She decides on the signing and implementation of contracts, agreements, and documents within his/her authority after approval by the General Meeting of Shareholders as stipulated in Article 15 or by the Board of Directors as stipulated in Article 27 of this Charter, and represents the Company before State agencies, other organizations and individuals on all matters related to the Company's activities in the following areas: finance and accounting.
  - b. The second legal representative is the General Director: He/She decides on the signing and implementation of contracts, agreements, and documents within his/her authority or after approval by the General Meeting of Shareholders as stipulated in Article 15 or by the Board of Directors as stipulated in Article 27 of this Charter, and represents the Company before State agencies, other organizations and individuals on all matters related to the Company's activities in the fields of investment, business, personnel, labor, and other remaining matters.
5. Depending on the Company's actual operations, the General Meeting of Shareholders decides or authorizes... The Board of Directors shall determine the detailed authority and duties of each legal representative in accordance with Clause 4 of this Article.
6. Each legal representative of the Company is personally liable to the Company , the General Meeting of Shareholders , the Board of Directors , and to the law for matters within their scope of authority as stipulated in Article 13 of the 2020 Enterprise Law ; this Charter ; and the Decisions of the General Meeting of Shareholders and the Board of Directors as specified in Clause 5 of this Article.
7. All legal representatives shall be jointly and severally liable for damages caused to the Company in accordance with civil law and other relevant laws , except where the Articles of Association and legal regulations provide otherwise, and the legal representatives of the Company are not solely responsible . They shall be held individually liable for their violations and any damages caused to the Company and other related individuals and organizations .
8. The company must ensure that at least one legal representative resides in Vietnam. If one of the two legal representatives as stipulated in Clause 3 of Article 3 is absent or unable to perform their duties, the absent legal representative shall delegate authority to another person. In writing, the remaining legal representative or other business manager shall exercise their rights, obligations, and duties. Within the scope of the task assignment document of the Board of Directors as stated in Clause 5 of this Article, corresponding to the period of absence or inability to perform the task . The authorization document must include the full name, number, date of issue, and place of issue of the citizen identification card or passport of the authorizing legal

representative ; the full name, number, date of issue, and place of issue of the citizen identification card or passport of the authorized person ; the content of the authorization; the start and end times of the authorization; the signature of the authorizing legal representative ; and the signature of the authorized person . In this case, the authorizing legal representative... They remain accountable to the General Meeting of Shareholders, the Board of Directors, and to the law for matters within their legally defined authority and this Charter.

the authorized representative is absent after the expiration of the authorization period as stipulated in Clause 8 of this Article , the authorized person shall continue to exercise the rights and obligations of the legal representative : (i) until the legal representative of the Company returns to work at the Company or (ii) until the Board of Directors decides to appoint another person as the legal representative of the enterprise. The written decision of the Board of Directors in this case shall have the highest legal validity in determining the authority and responsibility of the legal representatives.

9. In the event that all legal representatives as stipulated in Clause 3 of Article 3 are absent from Vietnam for more than 30 (thirty) days without reporting to the Board of Directors to authorize another person to exercise the rights and obligations of the Company's legal representatives, or die, go missing, are under criminal investigation, are detained, are serving a prison sentence, are undergoing administrative measures at a compulsory rehabilitation center or compulsory education center, are limited or have lost their civil capacity, have difficulties in understanding or controlling their behavior, are prohibited by the Court from holding office, practicing a profession or doing a certain job, the Board of Directors shall appoint another person to act as the Company's legal representative.

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

#### **Điều 4. Company's operational objectives**

##### **1. Company's business areas:**

<b>TT</b>	<b>Occupation</b>	<b>Industry code</b>
1	Wholesale of other building materials and installation equipment. Details: Business in construction materials: Bricks, tiles, stones, sand and gravel, cement, roofing sheets, wood for construction and other consumer use;	4663
2	Installation of industrial machinery and equipment	3320
3	Install other building systems Details: - Installation of other equipment systems not related to electricity, irrigation systems, heating and air conditioning systems, or industrial machinery in the construction and civil engineering industry; - Installation of professional equipment systems in the	4329

	construction and civil engineering industry such as: + Elevators, escalators, + Various types of automatic doors, + Lighting systems, + Dust extraction systems, + Sound systems, + Equipment systems for entertainment and recreation.	
4	Completion of construction work	4330
5	Other specialized construction activities Details: + Building foundations, including pile driving, + Moisture testing and water testing, + Damp-proofing buildings, + Burying foundation pillars, + Dismantling non-self-produced steel parts, + Steel bending, + Bricklaying and stone setting, + Roofing buildings, + Erecting scaffolding and site preparation work by dismantling or demolishing structures, excluding the rental of scaffolding and site preparation equipment, + Dismantling chimneys and industrial boilers, + Work requiring specialized skills such as climbing and the use of related equipment, e.g., working at high levels on tall structures. - Subsurface work; - Construction of outdoor swimming pools; - Steam cleaning, sandblasting and similar activities for building exteriors; - Hiring of manned cranes.	4390
6	Real estate business, land use rights belonging to the owner, user or lessee. Details: Investment in construction and business of residential and office rental properties; Investment in construction of hydroelectric power plants, management and operation of hydroelectric power plants, and electricity sales;	6810
7	Office headquarters operations Details: Hydroelectric power plant operation management	7010
8	Motor vehicle rental	7710
9	Installation of water supply and drainage systems, heating and air conditioning systems.	4322
10	Rental of machinery, equipment and other tangible goods without operators. Details: Construction machinery and equipment rental	7730
11	Electricity transmission and distribution Details: Electricity for sale	3512
12	Building a house to live in.	4101
13	Building houses not to live in.	4102
14	Railway construction	4211
15	Road construction	4212
16	Construction of power plants	4221
17	Construction of water supply and drainage systems.	4222

18	Construction of telecommunications and communication infrastructure.	4223
19	Construction of other public works	4229
20	Construction of other civil engineering works Details: We undertake construction contracts for civil and industrial projects, hydroelectric power plants, post offices, irrigation works, road transport projects of all levels, airports, seaports, bridges and culverts, urban and industrial park infrastructure projects, power lines and substations, foundation leveling, weak soil treatment, water supply and drainage construction projects, fabrication and installation of process and pressure pipelines, and installation of HVAC systems.	<b>4299 (Main)</b>

## 2. Company's operational objectives:

To conduct profitable business, preserve and grow investment capital in the Company and other businesses; maximize profits, develop production and business activities, bring optimal benefits to investors, contribute to the State budget through taxes from production and business activities, and at the same time create jobs and generate income for workers.

Maximize the overall operational efficiency of the entire company.

Diversifying business sectors, expanding domestic and international markets, and enhancing the company's competitiveness are aimed at building and developing the company into a strong economic entity.

## Điều 5. The scope of business and operations of the Company

1. The Company is permitted to plan and conduct all business activities in accordance with the Company's published business lines on the National Business Registration Portal and this Charter, in compliance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.

## CHAPTER IV . CHARTER CAPITAL AND SHARES

### Điều 6. Registered capital, shares

1. The company's charter capital is VND 1,040,889,920,000 ( *One trillion forty billion eight hundred eighty-nine million nine hundred twenty thousand dong* ) .
2. The total charter capital of the Company is divided into 104,088,992 shares ( *One hundred and four million eighty-eight thousand nine hundred and ninety-two shares* ) with a par value of 10,000 (ten thousand) VND/share.
3. The company may adjust its charter capital (increase or decrease) with the approval of the General Meeting of Shareholders in accordance with these Articles of Association and the provisions of the law.
4. The Company's shares on the date of adoption of these Charters include common shares and preferred shares (if any). The rights and obligations of shareholders holding shares are stipulated in Articles 12 and 13 of these Charters.

5. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
6. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed for by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders, except in the case of shares sold through an auction on the stock exchange.
7. The Company may repurchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law. Shares repurchased by the Company are treasury stock, and the Board of Directors may offer them for sale in manner consistent with the provisions of these Articles of Association, the Securities Law, and related guiding documents.
8. The company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the law.
9. The registered capital is used for the following business activities:
  - a) Purchasing fixed assets, machinery, and equipment to expand the company's operations;
  - b) Developing technical and professional skills;
  - c) Buying stocks, bonds, contributing capital, joint ventures;
  - d) Necessary reserves of movable and immovable property;
  - e) Conduct business in the sectors registered in the Business Registration Certificate.
  - f) The company does not distribute its charter capital to shareholders in any form (except in cases where the General Meeting of Shareholders decides otherwise in accordance with the provisions of the law).

#### **Điều 7. Stock certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.
2. Shares are a type of security that confirms the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law .
3. Within 30 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company (or another period as stipulated in the issuance terms) and from the date of full payment for the shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the Company any printing costs for the share certificate.

4. In the event that a share certificate is damaged, altered, lost, stolen, or destroyed, the holder may request a new share certificate provided they offer proof of ownership and pay all related costs to the Company.

#### **Điều 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company (excluding offer letters, provisional certificates and similar documents) must bear the seal and signature of the Company's legal representative.

#### **Điều 9. Share transfer**

##### **1. For sale**

The Board of Directors shall decide on the timing, method, and price of the offering of shares among those authorized for public offering. The offering price of shares shall not be lower than the market price at the time of the offering or the book value of the shares at the most recent time, except in the following cases:

- a) The initial public offering (IPO) offered shares to individuals who were not founding shareholders;
- b) Shares are offered to all shareholders in proportion to their existing shareholdings in the Company;
- c) Shares are offered to brokers or underwriters. In this case, the specific discount or discount rate must be approved by the General Meeting of Shareholders.
- d) After the shares are sold, the Company issues share certificates to the buyers. The shareholder information is fully recorded in the share certificate and in the Company's shareholder register, serving as proof of that shareholder's ownership of shares in the Company.

##### **2. Transfer**

All shares are freely transferable unless otherwise stipulated in these Articles of Association and the law. Shares listed and traded on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market. The transferor retains the rights and obligations of a shareholder in the Company until the transferee is registered in the Company's shareholder register. The conditions, methods, and procedures for offering shares to the public are also carried out in accordance with the provisions of the law on securities and the securities market.

Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

##### **3. Inherit**

- a) If a shareholder who is an individual dies, their heir, according to their will or by law, becomes a shareholder of the company.
- b) In the event that a shareholder who is an individual dies without heirs, or the heirs refuse to accept the inheritance, or are disinherited, those shares will be handled

according to the provisions of civil law .

**Điều 10. Share redemption , share repurchase, and payment terms for handling purchased shares.**

1. Share repurchase:
  - a) In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full, as stipulated.
  - b) The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be reclaimed.
  - c) The Board of Directors has the right to reclaim shares that have not been fully and promptly paid for if the requirements in the aforementioned notice are not met.
  - d) Recalled shares are considered shares entitled to be offered for sale. The Board of Directors may directly or authorize the sale, redistribution, or disposition of the recalled shares to the original owners or other parties under conditions and in a manner that the Board of Directors deems appropriate.
  - e) Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but must still pay all related amounts plus interest at a rate (not exceeding 13% per year) at the time of repurchase as determined by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.
  - f) The recall notice is sent to the holders of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.
2. Share buyback
  - a) Repurchase of shares at the request of shareholders.
    - Shareholders who vote against a decision on the reorganization of the Company or a change in the rights and obligations of shareholders have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within ten (10) working days from the date the General Meeting of Shareholders approves the decision on the matters stipulated in this clause.
    - The company must repurchase shares at the request of the shareholder as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principle within ninety (90) days from the date of receipt of the request. If no

agreement is reached on the price, the shareholder may sell the shares to another person or the parties may request a professional valuation organization to appraise the shares. The company shall introduce at least three professional valuation organizations for the shareholder to choose from, and that choice shall be final.

b) The company decided to repurchase the shares.

The company has the right to repurchase no more than 30% of the total number of common shares sold, or a portion or all of the dividend-preferred shares sold, subject to the following regulations:

- The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each class offered in each twelve (12) months. Otherwise, the repurchase of shares shall be decided by the General Meeting of Shareholders;
- The Board of Directors determines the share repurchase price. For common shares, the repurchase price must not exceed the market price at the time of repurchase. For other types of shares and unless otherwise agreed upon by related shareholders, the repurchase price must not be lower than the market price.
- The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company. In this case, the Company's decision to repurchase shares must be notified in a manner that ensures all shareholders are notified within thirty (30) days from the date the decision is made. The notification must include the name and registered office of the Company, the total number and type of shares to be repurchased, the repurchase price or the principle of repurchase pricing, the payment procedure and timeframe, and the procedure and timeframe for shareholders to offer their shares to the Company;
- Shareholders who agree to resell their shares must submit their share offering by secure means to the Company within thirty (30) days from the date of notification. The offering must include the full name, permanent address, ID card number, passport or other legally valid personal identification of the individual shareholder; the name, head office address, establishment decision number or business registration number of the organizational shareholder; the number of shares owned and the number of shares offered; the method of payment; and the signature of the shareholder or the legal representative of the shareholder. The Company will only repurchase shares offered within the aforementioned period.

3. Terms and conditions for payment and handling of repurchased shares.

The company is only entitled to pay for the repurchased shares to shareholders as stipulated in Clause 2 of this Article if, immediately after paying for all repurchased shares, the company still ensures that it can fully settle all debts and other financial obligations.

- a) Shares repurchased in accordance with Clause 2 of this Article shall be considered as acquired shares and shall be included in the number of shares authorized for offering. The Company must register a reduction in its charter capital corresponding to the total par value of the repurchased shares within 10 (ten) days from the date of completion of the share repurchase payment , unless otherwise

stipulated by securities law.

- b) Share certificates confirming ownership of repurchased shares must be destroyed immediately after full payment for the corresponding shares has been made. The Chairman of the Board and the Director shall be jointly liable for any damages caused to the Company by failure to destroy or delayed destruction of the shares.
- c) After paying for all repurchased shares, if the total value of assets recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within fifteen (15) days from the date of payment for all repurchased shares.

## **CHAPTER V. ORGANIZATIONAL STRUCTURE AND GOVERNANCE OF THE COMPANY**

### **Điều 11. Company organizational structure and governance**

The company's organizational and management structure includes:

1. General Meeting of Shareholders;
2. The Board of Directors and the Audit Committee report to the Board of Directors;
3. General Director.

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

### **Điều 12. Shareholder rights**

1. Shareholders are the owners of the company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the company's debts and other financial obligations to the extent of their capital contribution.
2. Holders of common stock have the following rights:
  - a. Shareholders are entitled to attend and speak at General Meetings of Shareholders and exercise their voting rights directly at the General Meeting of Shareholders or through an authorized representative or by attending in other forms as stipulated in these Charters and relevant laws. Each common share has one voting right;
  - b. Receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. The shares are freely transferable and fully paid for in accordance with the provisions of this Charter and applicable law;
  - d. They are given priority to purchase newly offered shares in proportion to the percentage of common shares they own;
  - e. Review, search, and extract information related to shareholders in the List of Shareholders Eligible to Attend the General Meeting of Shareholders and request corrections to inaccurate information;
  - f. Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. In the event of company dissolution or bankruptcy, the shareholder is entitled to receive a portion of the remaining assets corresponding to their shareholding ratio

in the Company after the Company has paid all debts (including obligations to the state, taxes, and fees) and paid other shareholders holding various types of shares in the Company as stipulated by law;

- h. Request the company to repurchase their shares in the cases stipulated in Article 132 of the Enterprise Law;
  - i. Other rights as stipulated in these Statutes and the law.
3. Shareholders or groups of shareholders owning 5% or more of the common shares have the following rights:
- a. The Board of Directors is requested to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law.
  - b. Other rights as stipulated by law and these Statutes.
4. Shareholders or groups of shareholders holding 10% or more of the total number of common shares.
- a. Nominate candidates for the Board of Directors in accordance with the provisions of Clause 2, Article 25 of these Charters;
  - b. Verify and obtain a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
  - c. Other rights as stipulated by law and these Statutes.

#### **Điều 13. Shareholders' obligations**

Shareholders have the following obligations:

- 1. Comply with the Company's Charter and internal regulations; abide by the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
- 2. Attend the General Shareholders' Meeting and exercise your voting rights through the following methods:
  - a. Attend and vote in person at the meeting;
  - b. Authorize someone else to attend and vote at the meeting;
  - c. Participate and vote via online meetings, electronic voting, or other electronic means;
  - d. Submit your ballot to the meeting via mail, fax, or email.
  - e. Authorize a member of the Company's Board of Directors to represent him/her at the Shareholders' General Meeting.
- 3. Payment for the registered shares must be made as per regulations.
- 4. Provide your accurate address when registering to purchase shares.
- 5. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that

shareholder and any related parties in 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 withdrawn shares and any resulting damages.

6. Individuals shall be held personally liable for any of the following acts committed in the name of the Company:
  - 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. Pay off debts that are not yet due to mitigate potential financial risks for the Company.
7. Fulfill other obligations as stipulated in this Charter and applicable laws.

#### **Điều 14. General Shareholders' Meeting**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the financial year. Unless otherwise stipulated in the Company Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Shareholders' Meeting is determined by where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the annual financial statements and the budget for the following fiscal year. If the audited financial statements of the Company contain significant exceptions, the Company may invite a representative from the independent auditing firm to attend the Annual General Meeting of Shareholders to explain the relevant contents.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. When the number of Board of Directors members The remaining number of members is less than the minimum number required by law;
  - c. Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; a written request to convene a General Meeting of Shareholders may be made. The request to convene a General Meeting of Shareholders must clearly state the reason and purpose of the meeting, be signed by all relevant shareholders, or the request may be made in multiple copies, each copy bearing the signature of at least one relevant shareholder;

- d. Other cases as stipulated by law and the company's charter.
4. Convening an Extraordinary General Meeting of Shareholders
- a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of Board of Directors members and independent Board of Directors members remaining as stipulated in point c, clause 3, Article 14 or upon receiving the request stipulated in point d, clause 3, Article 14 of the Company Charter;
  - b. In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders making the request as prescribed in point c, clause 3 of this Article has the right to replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 4, Article 140 of the Enterprise Law.  

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - c. The procedure for organizing a General Meeting of Shareholders is regulated by Clause 5, Article 140 of the Enterprise Law.

**Điều 15. Rights and responsibilities of the General Meeting of Shareholders**

- 1. The Annual General Meeting of Shareholders has the right to discuss and approve the following matters:
  - a. The annual financial statements have been audited.
  - b. Report of the Board of Directors;
  - c. Report of the Audit Committee;
  - d. The company's short-term and long-term development plans;
  - e. The company's annual business plan;
  - f. Dividend rates for each type of share;
  - g. Other matters fall within the jurisdiction;
- 2. Annual and extraordinary general meetings of shareholders shall make decisions by direct voting at the general meeting or in writing on the following matters:
  - a. Through annual financial reports;
  - b. The annual dividend payment for each class of shares shall comply with the Enterprise Law and the rights associated with that class of shares. This dividend

shall not exceed the amount proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;

- c. Number of members of the Board of Directors;
  - d. Choose an independent auditing firm;
  - e. Electing, dismissing, removing, and replacing members of the Board of Directors;
  - f. Total remuneration of Board members and Board Remuneration Report;
  - g. Supplementing and amending the Company's Articles of Association;
  - h. The types of shares and the number of new shares to be issued for each type of share;
  - i. Dividing, separating, merging, consolidating, or transforming the Company;
  - j. Reorganize and dissolve (liquidate) the company and appoint a liquidator;
  - k. Investigate and address violations by the Board of Directors that cause damage to the Company and shareholders;
  - l. Decisions to invest in or sell assets with a value of **35%** or more of the total asset value of the Company as recorded in the most recent audited financial statement ;
  - m. The decision to repurchase more than **10%** of the total issued shares of each class;
  - n. The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than **35%** of the total value of the company's assets as recorded in the most recent financial statement;
  - o. Other matters as prescribed by law and these Statutes.
3. Shareholders are not allowed to vote in the following cases:
- a. Through contracts as stipulated in Clause 2 of this Article, when that shareholder or a person related to that shareholder is a party to the contract;
  - b. The repurchase of shares from that shareholder or a person related to that shareholder is prohibited, except when the repurchase is carried out proportionally to the ownership of all shareholders, or when the repurchase is conducted through order matching on the stock exchange or a public tender offer as prescribed by law.
4. All resolutions and matters on the agenda must be discussed and voted on at the Shareholders' General Meeting.

#### **Điều 16. Authorized representatives**

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law .
2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing

shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. In cases where a lawyer signs a letter appointing a representative on behalf of the authorized person, the appointment is only considered valid if the letter appointing the representative is presented along with the power of attorney for the lawyer (if it has not been previously registered with the Company).
4. Except as provided in Clause 3 of this Article, the vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:
  - a. The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
  - b. The authorizing party has revoked the designation of authorization;
  - c. The grantor has revoked the authority of the grantee.

This clause does not apply if the Company receives notice of any of the above events before the opening of the Shareholders' General Meeting or before the meeting is reconvened.

#### **Điều 17. Change permissions**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders holding at least 65% of the total voting rights of shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who own at least 75% of the total preferred shares of that class, or by preferred shareholders of the same class who own at least 75% of the total preferred shares of that class in the case of a resolution adopted by written ballot .
2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be held again within thirty (30) days thereafter, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of

shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings is carried out in accordance with the provisions of Articles 19 and 20 of these Regulations.
4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets remain unchanged when the Company issues additional shares of the same class.

**Điều 18. Convening, agenda, and notice of the General Meeting of Shareholders.**

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.
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 General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
  - b. Prepare the program and content for the congress;
  - c. Prepare documents for the conference;
  - d. Draft resolution of the General Shareholders' Meeting according to the agenda of the meeting;
  - e. Determine the time and location for holding the congress;
  - 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 congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders entitled to attend the meeting, and simultaneously published on the media outlets of the State Securities Commission, the stock exchange where the Company's shares are listed, and on the Company's website . The notice of the General Meeting of Shareholders must be sent no later than 21 (twenty-one) days before the opening date of the General Meeting of Shareholders by a method that ensures delivery to the shareholders' contact addresses. The notice of the meeting, the agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting of Shareholders, and draft resolutions shall be

posted on the Company's website . The notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda, documents to be used in the meeting;
  - b. List and details of candidates in case of election of Board of Directors members;
  - c. Voting slip;
  - d. Draft resolutions for each item on the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the shareholder's full name, permanent address, nationality, Citizen Identity Card number, Citizen Identification Card, Passport or other legally valid personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the content of the proposal to be included in the agenda.
5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:
- a. Petitions were submitted late, or were incomplete or contained incorrect information;
  - b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 3, Article 12 of these Charters;
  - c. The matter raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.
  - d. Other cases as prescribed by law and these Regulations.
6. In cases where the General Meeting of Shareholders is held simultaneously in multiple locations, the location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting.

#### **Điều 19. Conditions for holding a Shareholders' General Meeting**

1. The General Meeting of Shareholders is held when the number of shareholders in attendance represents more than **50%** of the total voting rights of the Company.
2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total voting rights.

3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders present.
4. Upon the Chairman's recommendation, the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting invitation notice, as stipulated in Clause 2, Article 18 of these Charters.

**Điều 20. Procedures for conducting meetings and voting at the General Shareholders' Meeting.**

1. Before the meeting commences, the Company must conduct shareholder registration and continue this registration process until all shareholders entitled to attend the meeting have registered.
2. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. During the general meeting, voting cards for the resolution are collected first, followed by voting cards for the resolution. Finally, the total number of votes in favor or against is counted to determine the decision. The total number of votes in favor, against, blank, or invalid for each issue is announced by the Chairman immediately after the vote on that issue. The General Meeting elects those responsible for counting or supervising the vote count, as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.
3. Shareholders or their authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.
4. The Chairman of the Board of Directors presides over meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the highest-ranking member of the Board of Directors shall preside over the meeting, allowing the General Meeting of Shareholders to elect a presiding officer from among those present, with the candidate receiving the highest number of votes becoming the presiding officer.  
In other cases, the person who signs the minutes convening the General Meeting of Shareholders presides over the meeting, elects the chairman of the meeting, and the person with the highest number of votes is appointed as the chairman.

5. The agenda and content of the meeting must be approved by the General Shareholders' Meeting at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda .
6. The chairperson of the meeting may conduct the necessary activities to conduct the Shareholders' General Meeting in a valid, orderly manner, according to the approved agenda, and reflecting the wishes of the majority of attending delegates.
7. The Chairperson has the right to postpone the General Meeting of Shareholders, once the required number of registered attendees has been reached, to a later time or location determined by the Chairperson, without needing to consult the General Meeting of Shareholders, in the following cases:
  - a) The meeting venue does not have enough convenient seating for all attendees;
  - b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;
  - c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

The maximum postponement period shall not exceed 3 working days from the scheduled date of the Shareholders' General Meeting.

8. The person convening the General Meeting of Shareholders has the right to require shareholders or their authorized representatives attending the meeting to undergo inspections or other lawful and reasonable security measures. If a shareholder or authorized representative fails to comply with the aforementioned inspection or security measures, the person convening the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel that shareholder or representative from the meeting .
9. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:
  - a. Arrangement of seating at the Shareholders' General Meeting venue;
  - b. Ensure the safety of everyone present at the meeting venues;
  - c. Facilitate shareholders' attendance (or continued attendance) at the general meeting.

The person convening the General Meeting of Shareholders has the full right to change the aforementioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

10. In the event that the General Meeting of Shareholders applies the above-mentioned measures, the person convening the General Meeting of Shareholders, when determining the meeting location, may:
  - a. The announcement states that the congress will be held at the location specified in the announcement, and the congress chairman will be present there (the main venue of the congress);

- b. Arrangements shall be made so that shareholders or their authorized representatives who are unable to attend the meeting under these Articles, or those who wish to participate from a location other than the main meeting venue, may simultaneously attend the meeting;

The announcement regarding the organization of the congress does not need to detail the organizational measures as stipulated in this Article.

11. Under these Articles of Association (unless circumstances require otherwise), all shareholders shall be deemed to be participating in the meeting at the main meeting place.
12. Every year, the Company holds a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders is not held in the form of written voting.
13. The company utilizes modern technology to organize its Annual General Meeting of Shareholders. The relevant matters are stipulated in the company's internal regulations on corporate governance. In this case, the company is responsible for ensuring that shareholders can attend and vote through online meetings, electronic voting, or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

**Điều 21. Through a resolution of the General Meeting of Shareholders**

1. The General Meeting of Shareholders approves all matters within its authority by direct voting at the meeting or by obtaining shareholder opinions in writing.
2. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:
  - a) Type of shares and total number of shares of each type;
  - b) Changes in occupation and business sector;
  - c) Changes to the company's organizational and management structure;
  - d) An investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's Articles of Association stipulate a different percentage or value;
  - e) Reorganize or dissolve the company;
3. Resolutions on other matters, except as provided in Clause 2 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law, are adopted when the number of shareholders owning more than 50% of the total voting rights of all shareholders attending and voting at the meeting approve them.
4. The election of Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected;

and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. If two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the Company's election regulations.

5. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for passing the resolution were not followed as prescribed.
6. In the event that a shareholder or group of shareholders requests a court or arbitration tribunal to annul a resolution of the General Meeting of Shareholders as stipulated in Article 24 of these Charters, that resolution shall remain in effect until the court or arbitration tribunal's decision to annul it takes effect, except in cases where interim injunctive measures are applied by a competent authority. If a resolution of the General Meeting of Shareholders is annulled by a court or arbitration tribunal, the person who convened the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 (sixty) days in accordance with the procedures stipulated in the Enterprise Law and these Charters.

**Điều 22. Authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting, and must send them at least ten ( 10 ) days before the deadline for receiving ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The survey form must include the following key information:
  - a. Name, registered office address, business registration number;
  - b. Purpose of soliciting feedback;
  - c. The full name, permanent address, nationality, Citizen ID card number, National ID card number, Passport number, or other legally valid personal identification of

the individual shareholder; the name, business registration number or establishment decision number, and head office address of the organizational shareholder; or the full name, permanent address, nationality, Citizen ID card number, National ID card number, Passport number, or other legally valid personal identification of the authorized representative of the organizational shareholder; the number of shares of each class and the number of voting rights of the shareholder .

- d. The issue requires consultation before a decision can be made.
  - e. The voting options include "agree," "disagree," and "no opinion" for each issue being considered.
  - f. The deadline for submitting the feedback form to the company has been set.
  - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
4. The completed opinion poll form must be signed by the individual shareholder, or the legal representative of the shareholder (organization or individual), or the authorized legal representative of the organization.
  5. Feedback forms can be sent to the Company through the following methods:
    - a) By mail: Opinion forms sent to the Company must be enclosed in a sealed envelope and no one is allowed to open them before the votes are counted;
    - b) Sending by fax or email: Opinion forms sent to the Company via fax or email must be kept confidential until the vote count.

Opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions, or published before the vote count in the case of fax or email submissions, are invalid. Unreturned ballots are considered non-voting ballots.

6. The Board of Directors shall count the votes and prepare a vote counting report in the presence of shareholders who are not executives of the Company. The vote counting report must include the following key information:
  - a. Name, registered office address, business registration number;
  - b. The purpose and issues requiring consultation before the resolution can be passed;
  - c. The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with 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 issues have been resolved;
  - f. The full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, and the vote supervisor and vote counter.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly

liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

7. The vote count minutes must be sent to shareholders within fifteen (15) days from the date of the end of the vote count or posted on the Company's website within twenty-four (24) hours from the time of the end of the vote count.
8. The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms must all be kept at the Company's head office.
9. A resolution is adopted by written shareholder consultation if it is approved by shareholders holding more than **50%** of the total voting rights of all eligible shareholders, and it has the same validity as a resolution adopted at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in English, and must include the following main contents:
  - a. Name, registered office address, business registration number;
  - b. Time and location of the Shareholders' General Meeting;
  - c. Meeting agenda and content;
  - d. The names of the chairperson and secretary;
  - e. Summarize the proceedings and statements made at the Shareholders' General Meeting on each item on the agenda;
  - f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
  - g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.
  - h. The issues were approved and the corresponding percentage of votes were cast in favor;
  - i. The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign .
2. The minutes of the Shareholders' General Meeting must be prepared and approved before the meeting concludes.

3. The meeting chair and secretary, or any other person who signs the meeting minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.
4. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese version shall prevail.
5. Minutes of the General Shareholders' Meeting must be sent to all shareholders within 15 days of the meeting's conclusion; sending the vote count minutes may be replaced by posting them on the company's website.
6. Minutes of the General Meeting of Shareholders, appendix listing registered shareholders with shareholder signatures, proxies for attending the meeting, and related documents must be kept at the Company's head office.

**Điều 24. Request to annul the decision of the General Shareholders' Meeting.**

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the results of the written shareholder vote count, the members of the Board of Directors, the General Director, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to request the Court or Arbitration to review and annul the decision of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening meetings or obtaining shareholder opinions in writing and making decisions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Enterprise Law and these Charters, except as provided in Clause 4, Article 21 of these Charters.
2. The resolution's content violates the law or these regulations.

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

**Điều 25. Nomination and candidacy for Board of Directors members.**

1. In cases where candidates have been identified in advance, information relating to the Board of Directors candidates shall be included in the General Meeting of Shareholders' Meeting documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as members of the Board of Directors. Information relating to Board of Directors candidates that is disclosed shall include at least the following contents:
  - a. Full name, date of birth (day, month, year);
  - b. Educational level;
  - c. Professional qualifications;

- d. Work experience;
  - e. Companies where the candidate currently holds positions as a member of the Board of Directors and other management roles;
  - f. A report evaluating the candidate's contributions to the Company, in the event that the candidate is currently a member of the Company's Board of Directors;
  - g. Benefits related to the Company;
  - h. The full name of the shareholder(s) who nominated the candidate;
2. Shareholders holding voting shares have the right to pool their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding 10% of the total voting shares may nominate one (01) candidate; over 10% to under 30% may nominate a maximum of two (02) candidates; from 30% to under 40% may nominate a maximum of three (03) candidates; from 40% to under 50% may nominate a maximum of four (04) candidates; from 50% to under 60% may nominate a maximum of five (05) candidates; from 60% to under 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and over 80% may nominate a maximum of eight (08) candidates.
  3. If the number of candidates nominated and elected to the Board of Directors is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal regulations on corporate governance. The procedure for the incumbent Board of Directors to nominate candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nominations in accordance with the law.

**Điều 26. Composition and term of office of the Board of Directors members**

1. The number of members of the Board of Directors is 05. (Five) people. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors is not more than five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.
2. The structure of the Board of Directors is as follows: The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent members of the Board of Directors is determined by rounding down.
3. A member of the Board of Directors is no longer eligible to be a member of the Board of Directors in the following cases:

- a. Not eligible to be a member of the Board of Directors according to the provisions of the Enterprise Law or prohibited by law from being a member of the Board of Directors;
  - b. There is a resignation letter;
  - c. A person suffering from a mental disorder and another member of the Board of Directors possessing professional evidence demonstrating that the person is no longer capable of acting;
  - d. Not attending Board of Directors meetings for six (06) consecutive months, except in case of force majeure;
  - e. According to the decision of the General Meeting of Shareholders.
  - f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;
  - g. Other cases as prescribed by law and these Regulations.
4. The appointment of Board of Directors members must be disclosed in accordance with the regulations of the Law on Securities and the Securities Market.
  5. Members of the Board of Directors do not necessarily have to be shareholders of the Company.
  6. Standards and conditions for independent members of the Board of Directors:
    - a. Not currently employed by the company or its subsidiaries; not previously employed by the company or its subsidiaries for at least three consecutive years prior to the application.
    - b. Not a person receiving a salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
    - c. Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; or who is a manager of the company or its subsidiary;
    - d. Not a person who directly or indirectly owns at least 1 % of the total voting shares of the company;
    - e. Not someone who has served as a member of the company's Board of Directors or Supervisory Board for at least the previous five consecutive years.
  7. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the eligibility requirements as stipulated in Clause 6 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the eligibility requirements. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the eligibility requirements at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent

member of the Board of Directors within 6 months from the date of receiving notification from the relevant independent member of the Board of Directors.

**Điều 27. Powers and responsibilities of the Board of Directors**

1. The Company's business operations and activities are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, internal regulations, and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a) The company's strategic decisions, medium-term development plans, and annual business plans;
  - b) Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
  - c) Appointing and dismissing, signing contracts with, and terminating contracts with the General Director and other executives, and determining their salaries;
  - d) Supervise and direct the General Director and other executives;
  - e) To resolve the Company's claims against its business executives, as well as to decide on the Company's representatives to handle legal proceedings related to those executives;
  - f) Decisions regarding the company's organizational structure, the establishment of subsidiaries, branches, representative offices, and capital contributions or share purchases in other businesses;
  - g) Propose the reorganization or dissolution of the Company;
  - h) The decision on internal regulations regarding corporate governance, after being approved by the General Meeting of Shareholders, aims to protect shareholders.
  - i) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;
  - j) Propose the annual dividend rate; decide on the timing and procedures for dividend payment;
  - k) Propose the types of shares to be issued and the total number of shares to be issued for each type;
  - l) Proposal for the issuance of convertible bonds and bonds with warrants;
  - m) Determining the offering price of shares and bonds in cases where authorized by the General Meeting of Shareholders;
  - n) Present the audited annual financial statements and corporate governance report to the General Meeting of Shareholders;

- o) Report to the General Shareholders' Meeting regarding the Board of Directors' appointment of the General Director;
  - p) Other rights and obligations as stipulated by law and the Company's Articles of Association.
3. The following matters require approval from the Board of Directors:
- a. Establish branches or representative offices of the Company;
  - b. Establish subsidiaries of the Company;
  - c. Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and except for cases stipulated in Clause 2, Article 138 of the Enterprise Law which require approval by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts;
  - d. Appointing and dismissing persons authorized by the Company to act as the Company's commercial representatives and legal counsel;
  - e. The Company's borrowing and its fulfillment of mortgages, guarantees, collateral, and claims;
  - f. Investments not included in the business plan or investments exceeding 10% of the annual business plan and budget;
  - g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
  - h. The valuation of non-monetary assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
  - i. The repurchase or redemption shall not exceed 10% of the total number of shares of each class offered for sale within twelve (12) months;
  - j. Deciding on the price to buy or repurchase shares of the Company;
  - k. Business matters or transactions decided by the Board require approval within the scope of its authority and responsibility.
4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically the Board's oversight of the General Director and other executives during the fiscal year. If the Board of Directors fails to submit this report to the General Meeting of Shareholders, the Company's annual financial statements will be deemed invalid and not approved by the Board of Directors.
5. Unless otherwise provided by law and the Articles of Association, the Board of Directors may authorize subordinate staff and other executives to act on behalf of the Company.

**Điều 28. Remuneration, salaries, and other benefits of Board of Directors members**

- 1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The

total amount of remuneration for the Board of Directors is determined by the General Meeting of Shareholders. This remuneration is distributed among the members of the Board of Directors according to an agreement within the Board of Directors, or equally if no agreement is reached.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, associates, and other companies in which the Board member represents a capital contribution, must be disclosed in detail in the Company's annual report. The remuneration of Board members must be presented as a separate item in the Company's annual financial statements .
3. Board members holding executive positions, or Board members working in subcommittees of the Board, or performing other duties which the Board deems outside the ordinary scope of a Board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, profit sharing, or other forms as determined by the Board.
4. Board members are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

#### **Điều 29. Chairman of the Board**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors is responsible for preparing the agenda and documents, convening and presiding over meetings of the Board of Directors; presiding over the General Meeting of Shareholders; and also has other rights and obligations as stipulated in the Enterprise Law and these Charters.
3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal/removal notice .
5. In the absence of the Chairman of the Board of Directors, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Charter. If the Chairman of the Board of Directors is unable to perform his/her duties for any reason, the Board of Directors may appoint one of its members to

perform the duties of the Chairman of the Board of Directors by a simple majority vote.

**Điều 30. Board of Directors meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall elect by majority to choose one of them to convene the meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least three (03) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but must hold at least one (01) meeting every quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a justifiable reason, when one of the following parties submits a written request stating the purpose of the meeting and the issues to be discussed:
  - a. General Director or at least five (05) other executives;
  - b. Independent member of the Board of Directors.
  - c. At least two (02) members of the Board of Directors;
  - d. Other cases (if any).
4. The Chairman of the Board of Directors must convene a meeting within seven (07) working days from the date of receiving the request mentioned in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; those who proposed the meeting mentioned in Clause 3 of this Article have the right to convene a meeting of the Board of Directors.
5. If an independent auditing firm requests an audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. Board of Directors meetings are held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.
7. The notice of the Board of Directors meeting must be sent to the members of the Board of Directors at least three (03) working days before the meeting date. A member of the Board of Directors may refuse the notice of the meeting in writing;

this refusal may be changed or revoked in writing by that member of the Board of Directors. The notice of the Board of Directors meeting must be in writing in Vietnamese and must fully inform the time, place of the meeting, agenda, content of the issues to be discussed , along with necessary documents on the issues to be discussed and voted on at the meeting and the voting ballot of the members.

meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the address of each Board member registered with the Company.

8. Board meetings are conducted when at least three-quarters (3/4) of the total number of Board members are present, either in person or through a representative (authorized person) if approved by a majority of the Board members.

If the required number of members is not present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members are present.

9. Board meetings may be held as online conferences among members of the Board when all or some members are located in different places, provided that each participating member is able to:
  - a. Listen to each of the other Board members who are participating in the meeting speak;
  - b. Address all other attendees simultaneously.

Discussions among members may take place in person by telephone or by other means of communication, or a combination of all these methods. A Board member participating in such a meeting is considered to be "present" at that meeting. The meeting location, as stipulated in this regulation, is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formally organized and conducted telephone meeting take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

10. Members of the Board of Directors may send voting ballots to the meeting via mail, fax, or email. In the case of sending voting ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots may only be opened in the presence of all attendees.
11. Voting.
  - a. Except as provided in point b of clause 11 of this Article, each member of the Board of Directors or authorized person as provided in clause 8 of this Article who is present in person at the Board of Directors meeting has one (01) vote;
  - b. members are not permitted to vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict

with, the interests of the Company. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;

- c. According to point d, clause 11, Article 30, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the chairman's decision shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;
  - d. A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 4, Article 37 of these Charters shall be deemed to have a substantial interest in that contract.
12. A Board member who directly or indirectly benefits from a contract or transaction already concluded, or slated for conclusion, with the Company, and who is aware of their own interest, is responsible for disclosing the nature and content of that interest at the first Board meeting discussing the conclusion of such contract or transaction. If a Board member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that Board member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.
  13. The Board of Directors makes decisions and passes resolutions based on a majority vote of the Board members present at the meeting. In the event of a tie vote, the vote of the Chairman of the Board of Directors shall be the deciding vote.
  14. Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the Board of Directors members with voting rights. These resolutions have the same effect and validity as resolutions adopted at the meeting.
  15. The Chairman of the Board of Directors is responsible for forwarding the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work performed at the meeting, unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person recording the minutes.

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

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, and internal auditing. The number of members of each subcommittee is determined by the Board of Directors; each subcommittee shall have at least one member of the Board of Directors ; the activities of the subcommittees must comply with the regulations of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of individuals holding membership status in subcommittees of the Board of Directors must comply with applicable laws and regulations and the provisions of the company's charter. Internal regulations on company governance.

**Điều 32. The person in charge of corporate governance.**

1. The company's board of directors must appoint at least one person in charge of corporate governance to support the effective conduct of corporate governance . The person in charge of corporate governance may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law .
2. The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the company's financial statements;
3. The Board of Directors may dismiss the Chief Corporate Officer when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may appoint an Assistant Chief Corporate Officer from time to time.
4. The person in charge of corporate governance has the following rights and responsibilities:
  - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
  - b. Prepare for Board of Directors meetings and General Shareholders' Meetings as requested by the Board of Directors;
  - c. Providing advice on meeting procedures;
  - d. Attend meetings;
  - e. Providing advice on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
  - f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;
  - g. Monitor and report to the Board of Directors on the company's information disclosure activities (if any).
  - h. Information security is ensured in accordance with the law and the company's charter.
  - i. Other rights and obligations as stipulated by law and the Company's Articles of Association;

**CHAPTER VIII . THE CHIEF EXECUTIVE OFFICE AND OTHER  
EXECUTIVES**

**Điều 33. Organizational structure**

The Company's management system must ensure that the management team is accountable to the Board of Directors and subject to the supervision and direction

of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors . The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution of the Board of Directors.

**Điều 34. Company Executive**

1. The company's management team includes the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. The salary, remuneration, benefits, and other terms of employment contracts for the CEO are determined by the Board of Directors, and contracts for other executives are determined by the Board of Directors after consultation with the CEO.

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

1. The Board of Directors appoints one or more members of the Board of Directors as the General Director; and signs a contract specifying the remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and included in the Company's Annual Report.
2. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the company's charter.
3. The General Director has the following rights and responsibilities:
  - a. In accordance with the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan have been approved by the Board of Directors and the General Meeting of Shareholders;
  - b. Making decisions on matters that do not require a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing and managing the Company's daily production and business operations in accordance with best management practices;
  - c. Proposing to the Board of Directors a plan for the company's organizational structure and internal management regulations;

- d. Propose measures to improve the company's operations and management;
  - e. Propose the number and type of business executives that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with internal regulations, and propose remuneration, salaries, and other benefits for business executives for the Board of Directors to decide;
  - f. Consult with the Board of Directors to determine the number of employees, their appointments, dismissals, salaries, allowances, benefits, and other terms related to their employment contracts;
  - g. On November 30th of each year, submit to the Board of Directors for approval the detailed business plan for the following fiscal year, based on meeting the requirements of the relevant budget as well as the annual financial plan;
  - h. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations;
  - i. Other rights and obligations as stipulated by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and employment contracts signed with the Company.
4. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and responsibilities, and must report to these levels when requested.
  5. The Board of Directors may dismiss the CEO when a majority of the Board members present at the meeting approve and appoint a new CEO to replace him.

## **CHAPTER IX . AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Điều 36. Nomination and candidacy for members of the Audit Committee.**

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

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

1. The audit committee shall have two or more members. The chairman of the audit committee must be an independent member of the Board of Directors. The other members of the audit committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the company's operations, and must not fall into any of the following categories:

- a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an auditing firm approved to audit the company's financial statements for the three consecutive years preceding the audit.
3. The Chairperson of the Audit Committee must possess a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

**Điều 38. Rights and obligations of the Audit Committee**

The audit committee has the rights and obligations as stipulated in Article 161 of the Enterprise Law , the company's charter, and the following rights and obligations:

1. To have access to documents related to the Company's operations, to communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other management personnel to gather information for the Audit Committee's activities.
2. They have the right to request that a representative from an approved auditing firm attend and answer questions related to the audited financial statements at meetings of the Audit Committee.
3. Utilize external legal, accounting, or other consulting services as needed.
4. Develop and submit to the Board of Directors policies for risk detection and management; propose to the Board of Directors solutions for handling risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director, or other managers are not fully fulfilling their responsibilities as stipulated in the Enterprise Law and the company's charter.
6. Develop the operating regulations for the Audit Committee and submit them to the Board of Directors for approval.

**Điều 39. Audit Committee Meeting**

1. The audit committee must meet at least twice a year. Meeting minutes must be detailed, clear, and fully preserved. The person recording the minutes and all members of the audit committee attending the meeting must sign the meeting minutes.
2. The Audit Committee makes decisions by voting at meetings, by written consultation, or by other means as stipulated in the company's charter or the Audit Committee's operating regulations. Each member of the Audit Committee has one vote. Unless the company's charter or the Audit Committee's operating regulations stipulate a higher percentage, a decision of the Audit Committee is adopted if it is approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Audit Committee.

**Điều 40. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders.**

1. Independent members of the Board of Directors on the Audit Committee are responsible for reporting on their activities at the Annual General Meeting of Shareholders.

2. The report on the activities of independent Board members in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:
  - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as stipulated in the Enterprise Law and [Company Charter];
  - b) Summarize the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;
  - c) Results of monitoring the Company's financial statements, operational performance, and financial situation;
  - d) Assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors, General Director, other executives of the enterprise, and related parties of those entities; transactions between the Company and companies in which members of the Board of Directors, General Director, or other executives of the enterprise are founding members or managers of the enterprise during the three years immediately preceding the transaction;
  - d) Results of the assessment of the Company's internal control and risk management systems;
  - e) Results of monitoring the Board of Directors, the General Director, and other executives of the enterprise;
  - g) Results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director, and the shareholders;
  - h) Other contents.

## **CHAPTER X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS CEO AND OTHER EXECUTIVES**

### **Điều 41. Careful responsibility**

Members of the Board of Directors, the General Manager, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

### **Điều 42. The responsibility to be honest and avoid conflicts of interest.**

1. Members of the Board of Directors, the General Director, and other executives must disclose their relevant interests as stipulated in Article 159 of the Enterprise Law and other relevant legal regulations. other.
2. Members of the Board of Directors, the General Director, and other executives are not permitted to use business opportunities that could benefit the Company for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, the CEO, and other executives have the following obligations:
  - a) Notify the Board of Directors of all potential conflicts of interest with the Company's interests that they may obtain through other economic entities, transactions, or individuals.
  - b) Notify the Board of Directors of transactions between the Company, its subsidiaries, and businesses in which the Company holds more than 50% control of the charter capital, with that member or with related parties of that member as prescribed by law.
  - c) Notify the Board of Directors of the name, business registration number, registered office address, and business lines of enterprises in which the related parties of the aforementioned individuals jointly or individually own more than 10% of the charter capital and which have transactions with the Company.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, the General Director, other executives, and individuals or organizations related to the aforementioned members, or legal entities in which these individuals have financial interests, except in cases where the public company and the organization related to such member are companies within the same group or companies operating as a group of companies, including parent-subsidary companies, economic conglomerates, and specialized laws provide otherwise.
5. Contracts or transactions between the Company and any of the following parties: members of the Board of Directors, the General Director, other managers and their related parties; shareholders owning fifty-one percent (51%) and their related parties; shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the Company's total common stock and their related parties; and enterprises related to the parties specified in Clause 2, Article 164 of the Enterprise Law shall only be valid if approved by the respective authorities as follows:
  - a. The General Meeting of Shareholders approves contracts, loan transactions, lending transactions, and asset sales with a value exceeding ten percent (10%) of the total value of the Company's assets as recorded in the most recent Financial Statement;
  - b. The General Meeting of Shareholders approves transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's Financial Statements;
  - c. The Board of Directors approves transactions that are less than thirty-five percent (35%) of the total asset value recorded in the Company's Financial Statements;

**Điều 43. Liability for damages and compensation**

1. Members of the Board of Directors, the General Manager, and other executives who violate their duties and responsibilities of integrity and diligence, and fail to

perform their duties with conscientiousness and professional competence, shall be held liable for damages caused by their misconduct.

2. The Company shall indemnify persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such persons have been or are members of the Board of Directors, other executives, employees, or authorized representatives of the Company, or if such persons have acted or are acting at the request of the Company as members of the Board of Directors, other executives, employees, or authorized representatives of the Company, provided that such persons have acted in good faith, with due diligence, and not against the best interests of the Company, in compliance with the law, and there is no evidence to confirm that such persons have violated their responsibilities.
3. When performing functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in claims, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:
  - a. Acted honestly, carefully, and diligently in the best interests of the Company and in no way conflicting with those interests;
  - b. Complying with the law and without evidence confirming failure to fulfill its responsibilities.
4. Compensation costs include incidental expenses (including attorney fees), judgment costs, fines, and payments actually incurred or considered reasonable in resolving these cases within the framework of the law. The company may purchase insurance for these individuals to avoid such compensation liabilities.

## **CHAPTER XI. RIGHT TO INSPECT COMPANY RECORDS AND ACCOUNTING**

### **Điều 44. The right to investigate books and records.**

1. Shareholders or groups of shareholders mentioned in Clause 2, Article 25 of these Charters have the right, directly or through an authorized representative, to submit a written request to examine the list of shareholders, the minutes of the General Meeting of Shareholders, and to obtain copies or extracts of such documents during working hours and at the Company's head office. The request for examination by an authorized representative of the shareholder must be accompanied by the power of attorney from the shareholder that the representative is acting on or a notarized copy of such power of attorney.
2. Members of the Board of Directors, the General Manager, and other executives have the right to inspect the Company's shareholder register, shareholder list, and other Company books and records for purposes related to their positions, provided that such information is kept confidential.

3. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
4. The company's charter must be published on the company's website.

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

### **Điều 45. Workers and trade unions**

1. The CEO must develop a plan for the Board of Directors to approve matters relating to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.
2. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

## **CHAPTER XII I. PROFIT DISTRIBUTION**

### **Điều 46. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of dividend payment annually from the Company's retained earnings.
2. The company does not pay interest on dividend payments or payments related to a particular stock.
3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.
4. In the event that dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository Center.
5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

6. Other matters related to profit distribution are handled in accordance with the law.

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

### **Điều 47. Bank account**

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the provisions of the law.
3. The company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the company has opened accounts.

### **Điều 48. Fiscal year**

fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year.

### **Điều 49. Accounting system**

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), a corporate accounting system, or other specific accounting systems issued by competent authorities and approved by the Ministry of Finance.
2. The company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.
3. The company uses Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

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

### **Điều 50. Annual, six-month, and quarterly financial reports**

1. Companies that prepare and submit financial statements must comply with the regulations of the competent tax authorities and business registration authorities in effect for each period.
2. Annual financial statements must include a statement of income reflecting, in a true and objective manner, the Company's profit/loss for the financial year; a statement of financial performance reflecting, in a true and objective manner, the Company's operating position up to the date of the report; a statement of cash flows; and notes to the financial statements.
3. The company must prepare audited six-month reports and quarterly financial statements in accordance with regulations and submit them to the relevant tax

authorities and the business registration authority as prescribed by the Enterprise Law.

4. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly financial statements during business hours at the Company's head office, provided they pay a reasonable fee for the copying service.

#### **Điều 51. Annual Report**

The company may prepare and publish an Annual Report in accordance with the provisions of the Law on Securities and the Securities Market .

### **CHAPTER XV I. COMPANY AUDIT**

#### **Điều 52. Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.
2. The independent auditing firm shall examine, verify, prepare an audit report and submit that report to the Board of Directors within two (02) months from the end of the financial year.
3. A copy of the audit report is attached to the Company's annual financial statements.
4. Independent auditors conducting the audit of the Company are permitted to attend Shareholders' General Meetings and are entitled to receive notices and other information related to the Shareholders' General Meeting that shareholders are entitled to receive, and to express their opinions at the meeting on matters related to the audit of the Company's financial statements.

### **CHAPTER XVI I. THE SEAL**

#### **Điều 53. Stamp**

1. The Board of Directors decided to approve the official seal of the Company, and the seal was engraved in accordance with the law and the Company's Articles of Association.
2. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

### **CHAPTER XVII I. TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Điều 54. Cease operations**

1. A company may be dissolved in the following circumstances:
  - a. The company's operating period has ended, including any extensions that may have been granted;

- b. Dissolved before the scheduled date by decision of the General Meeting of Shareholders;
  - c. The business registration certificate has been revoked.
  - d. Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

**Điều 55. Extend the operation**

- 1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating term so that shareholders can vote on the extension of the Company's operating term as proposed by the Board of Directors.
- 2. The operating period will be extended if 65% or more of the total votes of the shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders approve it.

**Điều 56. Liquidation**

- 1. At least six (06) months before the end of the Company's operating term or after the decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company before other debts of the Company.
- 2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, 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. The proceeds from the liquidation will be paid out in the following order:
  - a. Payment costs reason;
  - b. Wage arrears, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts. conclude;
  - c. Tax debt;
  - d. Other debts of the company company;
  - e. The remaining amount after all debts from items (a) to (d) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.

## **CHAPTER IX . RESOLVING INTERNAL DISPUTES**

### **Điều 57. Internal dispute resolution**

1. In the event of disputes or claims arising from the Company's operations, the rights and obligations of shareholders shall be governed by the Enterprise Law, other legal provisions, the Company's Charter, and the regulations between:
  - a. Shareholders and the Company;
  - b. Shareholders, along with the Board of Directors, the CEO, or other executives;The parties involved shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant information within 15 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board, either party may request the Business Registration Authority where the Company is headquartered to appoint an independent expert to act as a mediator in the dispute resolution process.
2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, a party may bring the dispute to Economic Arbitration or Economic Court.
3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

## **CHAPTER XX . SUPPLEMENTS AND AMENDMENTS TO THE STATUTES**

### **Điều 58. Supplementing and amending the Charter**

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.
2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

## **CHAPTER XX I. EFFECTIVE DATE**

### **Điều 59. Effective date**

1. This charter comprises 21 chapters and 59 articles, amended, supplemented, and unanimously adopted in accordance with Resolution 01/2026/NQ-SCI-ĐHĐCĐ of the Annual General Meeting of Shareholders of SCI Joint Stock Company on April 20, 2026.
2. The charter is made in five (05) copies, all of which are of equal value and are kept at the Company's headquarters.
3. These bylaws are the sole and official document of the Company;
4. Copies or extracts of the company's Articles of Association are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.
5. The regulations are effective from the 20th. April 2026.

**LEGAL REPRESENTATIVE OF THE COMPANY**  
**GENERAL DIRECTOR**

No: 09/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL**  
**FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Approval for Mr. Nguyen Cong Hung, an existing shareholder of SCI Joint Stock Company, to acquire voting shares without conducting public tender offer procedures.*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*
- *The written request from Mr. Nguyen Cong Hung dated March 25, 2026, regarding the proposal to the General Meeting of Shareholders for the approval of his acquisition of voting shares without conducting public tender offer procedures for the Company's shares (Ticker symbol: S99);*

Under Point b, Clause 2, Article 35 of the Law on Securities No. 54/2019/QH14: "Organizations, individuals, and related parties as defined in points a, b, c, d, e, and g, clause 46, Article 4 of this Law, who intend to purchase voting shares or outstanding closed-end fund certificates leading to a direct or indirect ownership of 35% or more of the total outstanding voting shares, shall be exempt from public tender offer procedures if approved by the General Meeting of Shareholders. In such cases, the General Meeting of Shareholders must clearly identify the transferors and the transferees;"

The Board of Directors ("BOD") of SCI Joint Stock Company respectfully submits the proposal regarding the acquisition of voting shares by Mr. Nguyen Cong Hung (an existing shareholder) which leads to an ownership reaching or exceeding the threshold specified in Point b, Clause 2, Article 35 of the Law on Securities without conducting a public tender offer to the General Meeting of Shareholders for consideration and approval, with details as follows:

- . 1. Number of shares held by Mr. Nguyen Cong Hung and related parties prior to the transfer:**



No	Shareholder Name	Shareholder ID / Registration No.	Position / Relationship with the Intended Transferee	Current Shareholding	% of Outstanding Shares
1	Nguyen Cong Hung	045078001497	Chairman	22.649.047	21,76%
2	Hoang Le Hang	045180001479	Woman	18.193	0,02%
3	Nguyen Thi Thu Huong	045183000476	Younger Sister	10.860.771	10,43%
4	Nguyen Cong Hoa	045080000650	Younger Brother	2.733.592	2,63%
<b>Total:</b>				<b>23.489.947</b>	<b>34,84%</b>

## 2. Expected Transferee (Acquirer):

No	Transferee Name	Expected Additional Shares to be Purchased	% of Outstanding Shares	Ownership Percentage Post-Transaction
1	Nguyen Cong Hung	3.300.000	3,17%	24,93%
<b>Total:</b>		<b>3.300.000</b>	<b>3,17%</b>	<b>24,93%</b>

## 3. Transferor(s):

No	Shareholder Name	Shareholder ID / Registration No.	Current Shareholding	Proportion
1	Nguyen Duc Minh	045098000746	3.399.300	3,27%
<b>Total:</b>			<b>3.399.300</b>	<b>3,27%</b>

## 4. Share Acquisition Plan:

- Number of shares held by Mr. Nguyen Cong Hung and related parties upon completion of the transfer: Expected ownership of 38.01% of the Company's total outstanding voting shares.
- Execution Timeline: The acquisition of S99 shares without a public tender offer shall be conducted from the effective date of the Resolution of the General Meeting of Shareholders until Mr. Nguyen Cong Hung completes the acquisition to reach the aforementioned percentage.
- Acquisition Method: Via agreement/put-through transactions in accordance with legal regulations.

In the event that the Company conducts a share offering or issuance to increase its charter capital, the ownership percentage of Mr. Nguyen Cong Hung and his related parties shall be calculated based on the new charter capital following the completion of such offering or issuance.

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**





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

**WRITTEN PROPOSAL**

- To: - The Board of Directors of SCI Joint Stock Company.  
- The Organizing Committee of the General Meeting of Shareholders of SCI Joint Stock Company.

**Pursuant to:**

- Law on Enterprises No. 59/2020/QH14 and its amending and supplementing documents and implementation guidelines;
- Law on Securities No. 54/2019/QH14 and its amending and supplementing documents and implementation guidelines;
- Decree No. 155/2020/ND-CP of the Government and its amending and supplementing documents and implementation guidelines;
- The Charter on Organization and Operation of SCI Joint Stock Company.

**I am: Nguyen Cong Hung**

- Nationality: Vietnamese
- ID Card (CCCD) No.: 045078001497 Date of issue: April 03, 2022 Place of issue: Police Department for Administrative Management of Social Order
- Permanent address: P1012, CT3B, Van Quan Urban Area, Yen Phuc, Phuc La, Ha Dong, Hanoi
- Telephone: 0988757588
- Shareholder code: 045078001497
- Number of shares owned: 22,649,047 shares, Ownership ratio: 21.76%

*In which:*

- o *Ordinary shares: 22,649,047 shares*
- o *Preferred shares: 0 shares*

By this document, I hereby propose to the Board of Directors and the Organizing Committee of the General Meeting of Shareholders of SCI Joint Stock Company to supplement the following content to the agenda of the 2026 Annual General Meeting of Shareholders (AGM), scheduled to be held on April 20, 2026:

- **Reason for proposal:** Pursuant to Point b, Clause 2, Article 35 of the Law on Securities No. 54/2020/QH14: Organizations, individuals, and related persons as defined in points a, b, c, d, e, and g, Clause 46, Article 4 of this Law, who intend to purchase outstanding voting shares or closed-end fund certificates resulting in a direct or indirect ownership of 35% or more of the outstanding voting shares, and such purchase is approved by the General Meeting of Shareholders, shall be exempted from the mandatory public tender offer.
- **Proposed content:** To approve the transaction where an existing shareholder of SCI Joint Stock Company, Mr. Nguyễn Công Hùng, receives the transfer of voting shares

without being required to perform public tender offer procedures for the Company's shares.

Transferring party: Mr. Nguyễn Đức Minh, Shareholder ID No.: 045098000746.

Expected number of shares to be transferred: 3,300,000 shares.

I respectfully request the Board of Directors and the Organizing Committee of the General Meeting of Shareholders of SCI Joint Stock Company to include the above-mentioned proposal in the meeting agenda to be held on April 20, 2026, for the General Meeting of Shareholders to consider and decide.

**Sincerely yours!**

Hanoi, March 25, 2026

**Proposer**

A handwritten signature in black ink, appearing to be 'H.C.H.', written over a large, stylized, sweeping underline that extends to the right.

**Nguyen Cong Hung**

**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street,, Tu Liem Ward, Hanoi City

Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No: 10/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL**  
**FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
*Subject: Approval of the Plan for Additional Public Share Offering*

**To: THE GENERAL MEETING OF SHAREHOLDERS**  
**OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*

The Board of Directors (BOD) hereby submits to the General Meeting of Shareholders (GMS) for consideration and approval the plan for an additional public share offering in 2026 as follows:

**1. Approval of the cancellation of the 2025 share offering plan**

Approve the discontinuance of the additional public share offering to existing shareholders as previously proposed in Proposal No. 08/2025/TTr-SCI-HĐQT and approved by the 2025 Annual General Meeting of Shareholders under Resolution No. 01/2025/NQ-SCI-ĐHĐCĐ dated April 10, 2025.

**2. Plan for additional public share offering to increase Charter Capital in 2026**

Name of Share:	Shares of SCI Joint Stock Company
Stock Code:	S99
Type of share:	Ordinary share
Par value:	VND 10,000 per share
Charter capital before the offering:	VND 1,040,889,920,000
Total outstanding shares before the offering:	104,088,992 shares
Number of shares to be offered:	An expected 52,044,496 shares
Offering ratio:	50%



Right exercise ratio:	2:1 (Each shareholder owning 02 shares at the record date shall be entitled to 02 purchase rights, and every 02 purchase rights will entitle the holder to buy 01 new share).
Offering price:	VND 10,000 per share
Purpose of proceeds utilization:	To contribute capital to SCI Energy Ltd., Co (a single-member Ltd 100% owned by SCI JSC) to invest in the Huong Viet Wind Power Plant Project and Tan Thanh Wind Power Plant Project through SCI Quang Tri JSC (a subsidiary of SCI Energy Ltd.,Co).
Expected total shares post-offering:	156,133,488 shares
Expected charter capital post-offering:	VND 1,561,334,880,000

*(Detailed Share Issuance Plan for Charter Capital Increase attached)*

**3. The GMS hereby authorizes the BOD to:**

- Select the appropriate timing for the offering based on the Company's needs and compliance with legal regulations.
- Determine the detailed contents of the offering plan; amend, supplement, or adjust the plan when necessary as requested by competent authorities or based on the Company's actual situation to ensure a successful issuance and protect the interests of shareholders and the Company.
- Adjust the offering ratio and right exercise ratio to ensure the total shares offered do not exceed the approved quantity.
- Decide on the plan to ensure the offering complies with regulations on the maximum Foreign Ownership Limit (FOL) of the Company.
- Select underwriters, negotiate, and sign underwriting agreements and related documents (if necessary).
- Select the record date for right exercise and other relevant milestones.
- Handle fractional shares and shares that are not registered for purchase or remain unpaid by investors.
- Decide on the specific use of proceeds and proactively adjust the capital allocation, disbursement schedule, and purposes in accordance with the Company's actual situation.
- Amend the Company's Charter (provisions regarding charter capital and total shares) and relevant articles based on actual issuance results.
- Perform procedures for amending the Enterprise Registration Certificate (ERC) after the offering.

- Complete necessary procedures for registering and listing all additional shares at the Vietnam Securities Depository and Clearing Corporation (VSDC) and the relevant Stock Exchange in accordance with the law.
- The BOD may delegate the General Director to execute specific tasks as mentioned above.

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**

**SHARE OFFERING PLAN FOR CHARTER CAPITAL INCREASE**  
(Attached to Proposal No: 10/2026/TTr-SCI-HDQT of the Board of Directors dated  
April 20, 2026)

**I. PUBLIC SHARE OFFERING PLAN**

1.1.	Number of shares to be offered	52.044.496 shares.
1.2.	Estimated ratio of additional shares to be offered to the total outstanding shares:	50,00%
1.3.	Offering price:	VND 10,000 (ten thousand) / share.
1.4.	Total expected capital to be mobilized:	VND 520,444,960,000.
1.5.	Offering target:	Existing shareholders whose names are in the list of shareholders on the final registration date to exercise purchase rights for shares offered to existing shareholders provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
1.6.	Offering method:	Offering to existing shareholders according to the rights exercise method.
1.7.	Rights exercise ratio:	2:1 (On the final registration date to finalize the list of shareholders for exercising purchase rights, a shareholder owning 02 shares will have 02 purchase rights; for every 02 purchase rights, the shareholder will be entitled to buy 01 additional share).
1.8.	Expected implementation time	After the offering plan is approved by the General Meeting of Shareholders (GMS) and the State Securities Commission (SSC) issues the Certificate of Registration for Public Offering
1.9.	Transfer of purchase rights:	Existing shareholders named in the list on the final registration date to exercise purchase rights for additional shares are entitled to transfer their purchase rights to others within the prescribed period and may only transfer them once (the transferee is not permitted to transfer to a third

		party). The transferor and transferee shall mutually agree on the transfer price and payment, and are responsible for fulfilling obligations in accordance with regulations related to the transfer.
1.10	Plan for handling fractional shares and shares not registered for purchase, unpaid shares, and arising fractional shares:	<p>The number of shares offered to each existing shareholder according to the exercise ratio will be rounded down to the nearest unit. The total number of fractional shares arising from rounding down to the nearest unit and the number of shares not registered for purchase or unpaid by investors in this offering (if any) are assigned and authorized by the GMS to the Board of Directors (BOD) to decide on selling to other targets (including the Company's shareholders who wish to increase their shareholding) in accordance with the law, provided that the offering conditions and the rights and obligations of investors are not more favorable than those offered to existing shareholders (including an offering price not lower than VND 10,000/share).</p> <p>The criteria and list of investors eligible to purchase these remaining shares shall be decided by the BOD as authorized by the GMS.</p> <p>Example: On the final registration date, shareholder A owns 567 shares, corresponding to 567 purchase rights. In this case, shareholder A will be entitled to buy additional shares as follows: <math>(567:2) \times 1 = 283.5</math> shares, rounded down to 283 shares.</p> <p>In the event that the share distribution period expires as prescribed by law (including extensions, if any) and the shares have not been fully distributed, the remaining undistributed shares shall be canceled, and the BOD shall decide to conclude the offering.</p>
1.11	Restrictions on transfer:	- The number of shares purchased by existing shareholders and transferees of purchase rights from existing shareholders within the period prescribed in the public offering notice to existing

		<p>shareholders (including extensions, if any) are not subject to transfer restrictions.</p> <ul style="list-style-type: none"> <li>- Fractional shares arising during the exercise of rights that are redistributed by the BOD to other targets shall not be subject to transfer restrictions in accordance with Clause 4, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020.</li> <li>- Shares not registered for purchase or unpaid by investors that are redistributed by the BOD to other targets shall be subject to a 01-year transfer restriction from the date of completion of the offering in accordance with Clause 2, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020.</li> <li>- The number of shares purchased by the underwriting organization under the underwriting commitment (if any) shall not be subject to transfer restrictions.</li> </ul>
1.12	Plan to ensure the share offering meets the maximum foreign ownership limit at the Company:	The GMS authorizes the BOD to develop and approve a plan to ensure that the share issuance meets the maximum foreign ownership limit regulations at the Company.
1.13	Minimum success rate of the offering:	Not applicable for the case of additional share offerings to existing shareholders according to the rights exercise ratio.

## II. PLAN FOR USE OF PROCEEDS FROM THE OFFERING

### 1. Expected amount of proceeds from the offering:

Offering Target	Offering Quantity (shares)	Offering Price (VND/share)	Expected Proceeds (VND)
Offering to existing shareholders	52,044,496	10,000	520,444,960,000

### 2. Capital use plan:

Purpose of Capital Use	Amount (VND)	Implementation Progress
Capital contribution to SCI Energy Co., Ltd (a single-member limited liability company 100% owned by SCI Joint Stock Company) to invest in the Huong Viet Wind Power Project and Tan Thanh Wind Power Project through SCI Quang Tri Joint Stock Company (a subsidiary of SCI Energy Co., Ltd)	520,444,960,000	After the conclusion of the offering and according to the notice from SCI Quang Tri Joint Stock Company regarding capital contribution to increase charter capital, expected in 2026.

- Basic information about these projects is as follows:
  - ❖ **Huong Viet Wind Power Project:**
    - + Expected capacity: 26 MW
    - + Location: Huong Phung Commune, Huong Hoa District, Quang Tri Province (now Huong Phung Commune, Quang Tri Province)
    - + Total expected investment value: VND 1,018,517,000,000
    - + Expected implementation time: Quarter II, III, IV/2026
  - ❖ **Tan Thanh Wind Power Project:**
    - + Expected capacity: 30 MW
    - + Location: Huc Commune, Ba Tang Commune, and Huong Loc Commune, Huong Hoa District, Quang Tri Province (now Khe Sanh Town, A Doi Commune, and Tan Lap Commune, Quang Tri Province)
    - + Total expected investment value: VND 1,262,524,000,000
    - + Expected implementation time: Quarter II, III, IV/2026
- The detailed plan for capital use is authorized by the GMS for the Company's BOD to decide.
- In the event that other more feasible investment opportunities arise, the GMS authorizes the BOD to proactively adjust/change the purpose of using proceeds from the offering and report to the GMS at the nearest meeting after the change (if any).
- 3. Plan for handling in case the offering does not collect the expected amount:**  
In the event that the offering does not collect the full expected amount, the GMS authorizes the BOD to proactively decide on a plan to mobilize the remaining shortfall through appropriate forms, including but not limited to bank loans and other legal capital sources, based on ensuring operational efficiency and the Company's interests.

**III. APPROVAL OF ADJUSTING REGISTERED SECURITIES QUANTITY AT THE VIETNAM SECURITIES DEPOSITORY AND CLEARING CORPORATION AND CHANGING LISTING REGISTRATION**

The GMS authorizes the BOD to proactively implement and complete relevant procedures immediately after the conclusion of the offering, including adjusting the registered securities quantity at the Vietnam Securities Depository and Clearing Corporation and registering the change of listing for all shares offered according to the aforementioned plan at the Stock Exchange where the Company's shares are listed.

**IV. ORGANIZATION OF IMPLEMENTATION**

The GMS authorizes the BOD to proactively implement the share offering procedures to increase charter capital at an appropriate time depending on market conditions and the Company's business activities, ensuring shareholder interests, the success of the issuance, and compliance with the law and the Company's Charter./.

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



No: 11/2026/TTr-SCI-BOD

Hanoi, April 20, 2026

**DRAFT REPORT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

*Subject: Approval of the plan to issue shares under the employee stock option program in the Company in 2026*

**To : The General Meeting of Shareholders of the Joint Stock Company  
SCI.**

**Base:**

- Law on Enterprises No. 59/2020/QH14 and its amending and supplementary documents guiding its implementation ;
- Law on Securities No. 54/2019/QH14 and its amending and supplementary documents guiding its implementation;
- Government Decree No. 155/2020/ND-CP dated December 31, 2020 and its amending and supplementary documents guiding its implementation;
- The resolution of the 2025 Annual General Meeting of Shareholders approved the policy of issuing bonus shares under an employee stock option program;
- Charter of Organization and Operation of SCI Joint Stock Company.

The Board of Directors of SCI Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders in 2026 the Plan for issuing shares under the employee stock option program in 2026 (“ESOP”), with the following specific contents:

**I. Proposed plan for issuing shares under the employee stock option program in the Company in 2026:**

Publisher:	SCI Joint Stock Company
Stock name:	SCI Joint Stock Company shares
Stock ticker symbol:	S99
Type of stock:	Common stock
Par value of shares:	10,000 (Ten thousand) VND/share
Registered capital before issuance:	1,040,889,920,000 VND
Total number of shares Release :	104,088,992 shares
Number of outstanding shares :	104,088,992 shares



Number of treasury shares:	0 shares
Release method :	Issuing bonus shares to employees from after-tax profits.
Number of shares expected to be issued :	630,000 share
Total value of issuance at par value:	6,300,000,000 VND
Issue rate :	The ratio of issued shares to the total number of outstanding shares is 0.6%.
Sources of funds for issuing bonus shares to employees:	The funds for the share issuance will be sourced from after-tax profits based on the audited separate financial statements for 2025.
Target audience :	Individuals appointed to the position of Board Member or Management Officer must meet the following criteria for participation in the ESOP program, and have made outstanding contributions and achievements to the business operations of the Company and its subsidiaries in 2025.
Eligibility criteria for workers participating in the program :	<p>Employees of the Company who are eligible to participate in the ESOP Program include:</p> <ol style="list-style-type: none"> <li>1. The manager must meet the following conditions: <ol style="list-style-type: none"> <li>a. For SCI Joint Stock Company: This applies to management personnel who are members of the Board of Directors, members of the General Management Board, and Chief Accountant.</li> <li>b. For Subsidiaries: This applies to management personnel who are members of the Board of Directors and Executive Board of SCI E&amp;C Joint Stock Company.</li> <li>c . Currently employed and receiving salary and/or remuneration at the Company as of December 31, 2025, and still employed at the time the State Securities Commission announces receipt of the complete ESOP share issuance report of the Company.</li> <li>d . Making practical contributions to the business performance of the Company and its subsidiaries in 2025 ;</li> <li>e. Has significant potential for growth and the ability to contribute to the Company's future development;</li> <li>e . As a domestic investor;</li> </ol> </li> </ol>

	<p>2. Managers and employees who do not fall under the following categories:</p> <p>a. Employees who have submitted a resignation/termination/resignation request or unilaterally terminated their employment contract will not be eligible to participate in the ESOP program, regardless of whether the official date of resignation/resignation occurs before or after the date the State Securities Commission announces receipt of all required documents for the ESOP issuance report.</p> <p>b. Employees who are subject to disciplinary action or are awaiting disciplinary action/review during the implementation of the ESOP program;</p> <p>c. Taking unpaid leave or leave without remuneration for a period of 6 months or more from the date of issuance of the ESOP Regulations;</p> <p>d. Currently on temporary suspension of employment contract, or absent from work without reason;</p> <p>e. Being a foreign national (to ensure that the issuance of ESOP shares complies with the regulation on the maximum foreign ownership ratio in the Company, which is 0%).</p>
--	--

Number of shares distributed to each employee :

The principle for determining the number of shares to be distributed to employees is as follows:

$$\begin{array}{rcl}
 \text{The number of shares} & & \text{Total number of ESOP shares} \\
 \text{each employee is} & & \text{issued} \\
 \text{allocated.} & = & \frac{\text{Total number of ESOP shares issued}}{\text{Total job title coefficient}} \times \text{Corresponding job title coefficient}
 \end{array}$$

In there:

No.	Job title group	Coefficient
1	Chairman of the Board of Directors of the Parent Company	1
2	Chairman of the Board of Directors of the subsidiary company	0.8
3	Board Member	0.35
4	General Director/Director	0.7
5	Deputy General Director/Deputy Director	0.65
6	Chief Accountant	0.6

List of workers participating in the program	We respectfully request that the General Meeting of Shareholders authorize the Board of Directors to decide on the list of employees participating in the program, including adjusting the list of employees participating in the ESOP program and the number of shares distributed to each employee (if deemed necessary), ensuring that the criteria approved by the General Meeting of Shareholders are met.
Handling of unsold shares:	For any remaining shares not distributed due to employees leaving the company during the distribution period, voluntarily declining participation, or no longer meeting eligibility requirements, the Board of Directors will decide to continue distributing them to other employees in accordance with the regulations on ESOP share issuance .
Procedures for handling cases where employees no longer meet the eligibility requirements to hold bonus shares under the employee stock option program.	The recall of ESOP shares will be carried out in accordance with the Regulations on the Issuance of ESOP Shares, and we respectfully request the General Meeting of Shareholders to authorize the Board of Directors to make this decision.
Restrictions related to transfers :	<p>The issued shares are subject to a minimum transfer restriction of one year from the date the issuance ends, except in cases where the shares are repurchased under the regulations for issuing shares as part of an employee stock option program.</p> <p>Shares that were subject to transfer restrictions but were repurchased by the company under the regulations for issuing shares under the employee stock option program are no longer subject to transfer restrictions; the company is permitted to sell the repurchased shares according to the guidance of the Minister of Finance.</p>
Ensure compliance with regulations regarding foreign ownership ratios :	The General Meeting of Shareholders authorized the Board of Directors to approve a plan to ensure that the share issuance complies with the regulations on the maximum foreign ownership ratio in the Company.

Estimated completion time :	After the ESOP issuance plan is approved by the General Shareholders' Meeting and the State Securities Commission announces receipt of all necessary issuance documents, it is expected to take place in Q2, Q3, and Q4 of 2026 .
Adjusting information on the number of registered securities and registering changes to the listing.	The adjustment of the number of securities registered at the Vietnam Securities Depository and Clearing Corporation and the registration for supplementary listing on the stock exchange for all newly issued shares will be carried out immediately after the issuance is completed in accordance with legal regulations.
Amendments to the regulations:	Amend the provisions relating to charter capital, shares, and stocks in the Company's Articles of Organization and Operation, updated to reflect the charter capital after the completion of the share issuance.

## **II. Authorization and delegation to the board of directors**

The General Meeting of Shareholders (GMS) hereby empowers and delegates to the Board of Directors (BOD) full authority to execute and complete all necessary procedures regarding the Employee Stock Ownership Plan (ESOP) of the Company, including but not limited to the following duties:

1. Formulate and promulgate detailed Regulations on ESOP Issuance to facilitate the effective implementation of the Plan;
2. Establish the issuance plan and determine the appropriate timing and duration for the issuance to meet the Company's capital requirements while ensuring strict compliance with applicable laws;
3. Approve and/or adjust the list of eligible employees participating in the program; establish criteria and principles for determining the number of shares allocated to each individual (where deemed necessary);
4. Approve and implement measures to ensure that the share issuance complies with all prevailing regulations on foreign ownership limits (FOL);
5. Adjust the issuance ratio accordingly to ensure that the total number of issued shares does not exceed the maximum volume approved by the GMS under this Plan (the actual issuance ratio shall be determined based on the number of outstanding shares at the time of execution and the actual number of shares to be issued);
6. Decide on amendments, supplements, and the finalization of the ESOP Issuance Plan as approved by the GMS (including decisions on matters not explicitly detailed in this proposal). The BOD is authorized to develop, revise, and provide clarifications on all issuance-related documentation as required by regulatory

authorities to ensure the Plan is implemented effectively, in alignment with the Company's operations, the Charter, relevant laws, and the best interests of shareholders;

7. Complete all post-offering procedures, including updating security registration information with the Vietnam Securities Depository and Clearing Corporation (VSDC) and executing the additional listing registration for all newly issued shares at the Stock Exchange where the Company's shares are listed;
8. Execute procedures to amend the Enterprise Registration Certificate (ERC) to reflect the updated charter capital with competent state authorities; perform necessary amendments and supplements to the Company's Charter regarding provisions on charter capital and shares upon completion of the issuance;
9. Decide on all other matters relevant to the implementation of the Company's ESOP as contemplated and proposed above.

We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

**Recipient :**

- *As per the request ;*
- *Board of Directors*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**





**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street., Tu Liem Ward, Hanoi City

Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No: 12/2026/TTr-SCI-BOD

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL**  
**FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
*Subject: Approval of the plan for the divestment of the entire shareholding in SCI E&C Joint Stock Company*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*

Currently, SCI Joint Stock Company holds 23,326,183 shares, equivalent to a 55.54% ownership interest in SCI E&C Joint Stock Company.

To optimize business operations, focus on the Company's core investment sector of energy projects, and reallocate financial resources for upcoming projects, the Board of Directors of SCI Joint Stock Company respectfully submits to the General Meeting of Shareholders the plan to divest the entire shareholding in SCI E&C Joint Stock Company, with the following details:

1. **Target Entity:** SCI E&C Joint Stock Company.
2. **Stock ticker:** SCI
3. **Number of shares for divestment:** 23,326,183 shares, equivalent to an ownership ratio of 55.54%.
4. **Original investment cost:** VND 9,063/share.
5. **Expected selling price:** The official selling price will be decided by the Board of Directors based on the valuation results of an independent valuation company, but it will not be lower than the par value.
6. **Post-divestment ownership ratio:** 0.00% (0 shares).
7. **Transaction method:** Put-through or Order-matching on the stock exchange.
8. **Purpose of divestment:** To concentrate resources on the Company's core business of energy project investment and to augment capital for other profitable investments.
9. **Expected divestment timeline:** Quarter II,III/2026.



**The General Meeting of Shareholders hereby authorizes the Board of Directors to:**

- Decide on the detailed divestment plan, implement and handle all matters arising during the divestment process in accordance with applicable laws (including but not limited to: selecting advisory firms, determining the divestment timing, finalizing the selling price, and signing all necessary transfer agreements/contracts).

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

**Recipients:**

- *As To;*
- *Retained at BOD.*

**FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Cong Hung**



No: 13/2026/TTr-SCI-BOD

 Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT PROPOSAL  
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Approval of certain matters within the authority of the General Meeting of Shareholders*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
OF SCI JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*

The Board of Directors (BOD) of SCI Joint Stock Company hereby respectfully submits for the approval of the 2026 Annual General Meeting of Shareholders (AGM) the following matters within the AGM's authority:

**1. Selection of Independent Audit Firms for the 2026 Fiscal Year**

The BOD submits for the AGM's approval a list of five (05) independent audit firms approved by the State Securities Commission to conduct the semi-annual review and the annual audit of the 2026 Financial Statements:

- AASC Auditing Firm Company Limited.
- MOORE AISC Auditing and Informatics Services Company Limited – Branch.
- A&C Auditing and Consulting Company Limited.
- UHY Auditing and Consulting Company Limited (UHY).
- BDO Audit Company Limited (BDO).

The AGM is requested to authorize the BOD to select one (01) out of the five (05) aforementioned audit firms to perform the audit services.

**2. Authorization for Other Audit Engagements**

The BOD submits for the AGM's approval the authorization for the BOD to select independent audit firms to audit other corporate activities as required by business operations. Specifically: The BOD is authorized to select independent audit firms from the list of audit organizations approved by the State Securities Commission in accordance with the Law on Securities and the Law on Independent Audit.

**3. Managerial Flexibility and Operational Efficiency**

To ensure flexibility and timeliness in governance and to meet production and business requirements, the BOD submits for the AGM's approval:



- The use of assets, project-based investments, work-in-progress (WIP) costs, and accounts receivable as collateral or mortgages for investment capital loans.
- Capital contribution, establishment of new entities, or acquisition of shares in companies to exercise control, merge, or convert them into subsidiaries or associates; opening representative offices or expanding the scale of operations; and divesting or restructuring investments in subsidiaries, associates, and other investments to enhance capital efficiency for the Company's sustainable development goals.
- Implementation of matters approved by the AGM in Proposal No. 12/2024/TTr-SCI-HDQT dated April 29, 2024: The Consortium comprising SCI JSC, SCI Consulting JSC, and SCI E&C JSC has executed a consortium agreement and EPC contracts for the Nam Mo 1 and Nam Sam 3A hydropower projects in the Lao PDR. To ensure project progress, the BOD requests the AGM to delegate authority to the BOD to negotiate, finalize, and execute adjustments/amendments to economic contracts and related agreements with the Investor and consortium members, ensuring compliance with the law, the Charter, and the Company's best interests. All implementations will be reported at the nearest AGM session.

#### 4. Projects in the Lao PDR

SCI Joint Stock Company is currently negotiating with the Investor to execute contracts for several projects in Laos. The BOD submits for the AGM's approval:

- **4.1. Project 1 (Lao PDR):** Approximate capacity of 45 MW; estimated contract value: USD 60 million – USD 65 million. Key contract terms are as per **Appendix 1** attached.
- **4.2. Project 2:** Other potential projects to be implemented using similar methods. Key contract terms are as per **Appendix 1** attached.
- **4.3. Authorization:** Authorize the BOD to determine detailed terms and execute economic contracts/related agreements with the Investor and SCI Consulting JSC (if applicable), including modifying initial contract terms to promptly capitalize on opportunities and meet the Investor's requirements, while ensuring the Company's best interests.

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

#### Recipients:

- *As To;*
- *Retained at BOD.*

FOR AND BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN



Nguyen Cong Hung

**APPENDIX 1**  
**KEY CONTRACT TERMS FOR PROJECT 1 AND PROJECT 2**

1. **Scope of Work:** Survey, design, procurement, construction, installation, testing, commissioning, and defect rectification (if any).
2. **Location and Schedule:**
  - Location: The Lao People's Democratic Republic.
  - Schedule: Compliance with the construction plan agreed upon with the Investor.
3. **Contract Value and Payment:**
  - Estimated Value: USD 60,000,000 – USD 65,000,000.
  - Advance Payment: 10% of the Contract Value (split into 2 installments of 5% each), to be recouped from interim payments.
  - Payment: Monthly progress payments up to 95% of the certified value. The remaining 5% is paid upon final handover.
  - Currency: USD and LAK.
4. **Contract Guarantees:** Advance Payment Bond, Performance Bond, and Warranty Bond.
5. **Liquidated Damages for Delay:** In case of failure to meet the COD (Commercial Operation Date), the Contractor shall pay liquidated damages equivalent to the Investor's lost revenue, capped at 8% of the Contract Value.
6. **Contract Bonus:** A bonus of 20% of the revenue generated from an early COD, capped at 8% of the Contract Value, payable after the Investor receives payment from EVN.
7. **Minimum Performance Requirements:**
  - Guaranteed Installed Capacity and Minimum Energy Output as specified in the technical design.
  - Compliance with Lao Electricity Power Technical Standards (LEPTS) 2018 and international safety guidelines.
  - **Performance Damages:** If the plant fails to meet the required capacity/output after rectification, the Contractor shall compensate the Investor for the revenue shortfall over the concession period.



*Hanoi, April 20, 2026.*



**MEETING MINUTES  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026  
SCI JOINT STOCK COMPANY**

**A. Company Name, Date, Venue, and Participants of the General Meeting::**

**1. Company Name:** SCI Joint Stock Company (“Company” or “SCI”)

Head Office: 3rd Floor Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City, Vietnam.

Registration Number: 0500574676.

**2. Time:** 09:30 AM, April 20, 2026

**3. Venue:**

- The 2026 Annual General Meeting of Shareholders (“AGM”) will be conducted in an online meeting format with electronic voting. Therefore, shareholders and authorized representatives may attend the online AGM from any location of their choice, where they can log in and participate in the meeting and voting process in accordance with the Company's instructions.
- The designated meeting venue for the Chairman, Presidium, and Organizing Committee will be the Meeting Room of SCI Joint Stock Company, 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi.

**4. Participants:**

- Shareholders listed in the record of eligible attendees as of March 18, 2026, per the Vietnam Securities Depository and Clearing Corporation (VSDC).
- The Board of Directors of SCI Joint Stock Company.
- The Audit Committee.
- The Executive Boards

**B. Agenda of the General Meeting:**

**I. Opening Ceremony and Verification of Shareholder Eligibility**

1. Mr. Nguyen Anh Cuong, on behalf of the Organizing Committee, declares the reasons for the meeting and introduces the attending delegates.
2. Mr....., on behalf of the Shareholder Eligibility Verification Committee, presents the verification report, as follows:

As of 09:30 AM, April 20, 2026, a total of ... shareholders and authorized representatives are present, representing ... shares, accounting for ...% of the total voting shares of SCI Joint Stock Company.

Based on the Enterprise Law and the Company's Charter, the 2026 Annual General Meeting of Shareholders is deemed valid and legally qualified to proceed.

## II. Introduction and Approval of the Presidium, Secretarial Team, Votes Counting Committee, Meeting Agenda, and Regulations

1. On behalf of the Organizing Committee, Mr. Nguyen Anh Cuong introduces the Presidium of the AGM, comprising

- Mr. Nguyen Cong Hung                      - Chairman of the Board of Directors – Chairperson of the AGM
- Mr .....    - Presidium member
- Mr. ....    - Presidium member

2. The Votes Counting Committee consists of the following members:

- Mr. ....    - Head of the Votes Counting Committee
- Mr. ....    - Member
- Mr. ....    - Member

3. Mr. .... on behalf of the Organizing Committee, presents the Agenda of the General Meeting and the Meeting Regulations (as attached to these Minutes).

Voting Results on Approval of the Presidium, Votes Counting Committee, Meeting Agenda, and Meeting Regulations. Voting was conducted electronically, and the results are as follows:

- Total number of votes issued: ..... votes, corresponding to ..... shares accounting for 100.0000% of the shares attending the Meeting.
- Total number of votes collected: .... votes, corresponding to ..... shares accounting for .....% of the shares attending the Meeting.
- Total number of votes not collected: ... votes, corresponding to ..... shares accounting for .....% of the shares attending the Meeting.

No.	Resolution	Number of Votes and Corresponding Percentage of Total Voting Shares Attended and Voted				
		Valid	Invalid	Approved	Disapproved	Valid
1	List of Presidium Members					
2	List of Votes Counting Committee Members					

No.	Resolution	Number of Votes and Corresponding Percentage of Total Voting Shares Attended and Voted				
		Valid	Invalid	Approved	Disapproved	Valid
3	Agenda of the 2026 AGM					
4	Regulations on Organization and Conduct of the 2026 AGM					

Mr. Nguyễn Công Hùng – Chairman of AGM, appointed the Secretariat Committee, consisting of two members:

- Mr. (Ms) ..... - Head of Secretariat
- Mr. (Ms) ..... - Member

### III. Presentation of Reports

1. **Mr. Nguyễn Văn Phúc** – Member of the Board of Directors (BOD) – General Director presents report on the business performance in 2025 and the business plan for 2026.
2. **Mr. Nguyễn Công Hùng** – Chairman of the BOD presents the Board of Directors' report on activities in 2025 and the activity plan for 2026.
3. **Mr. ....** – Member of the BOD – Member of the Audit Committee presents the Audit Committee's report on activities in 2025 and the plan for 2026.

### IV. Presentation of Proposals to the General Meeting:

Mr. Phan Dương Mạnh – Chief Accountant presents the contents of the proposals submitted for approval at the General Meeting of Shareholders (GMS), including:

- **Content 01:** Proposal No. 01/2026/TTr-SCI-HĐQT on Approval of the 2025 business performance report and the 2026 business plan.
- **Content 02:** Proposal No. 02/2026/TTr-SCI-HĐQT on Approval of the 2025 activity report and the 2026 activity plan of the Board of Directors.
- **Content 03:** Proposal No. 03/2026/TTr-SCI-HĐQT on Approval of the 2025 activity report and the 2026 activity plan of the Audit Committee.

- **Content 04:** Proposal No. 04/2026/TTr-SCI-HĐQT for Approval of the 2025 audited separate and consolidated financial statements,
- **Content 05:** Proposal No. 05/2025/TTr-SCI-BOD for approval of the profit allocation plan for 2025.
- **Content 06:** Proposal No. 06/2025/TTr-SCI-BOD for approval of the Board of Directors' remuneration for 2025 and the estimated remuneration for 2026.
- **Content 07:** Proposal No. 07/2026/TTr-SCI-BOD for approval of the dismissal of a member of the Board of Directors..
- **Content 08:** Proposal No. 08/2026/TTr-SCI-BOD for approval of the amendments and supplements to the Company's Charter.
- **Content 09:** Proposal No. 09/2026/TTr-SCI-BOD on the approval for Mr. Nguyen Cong Hung, an existing shareholder of SCI Joint Stock Company, to acquire voting shares without conducting public tender offer procedures.
- **Content 10:** Proposal No. 10/2026/TTr-SCI-BOD on the Approval of the Plan for Additional Public Share Offering.

**Content 11:** Proposal No. 11/2026/TTr-SCI-BOD on the Approval of the Share Issuance Plan under the Employee Stock Ownership Plan (ESOP) for 2026

**Content 12:** Proposal No. 12/2026/TTr-SCI-BOD Approval of the plan for the divestment of the entire shareholding in SCI E&C Joint Stock Company.

**Content 13:** Proposal No. 13/2026/TTr-SCI-BOD for Approval of certain matters within the authority of the General Meeting of Shareholders.

**V. The General Meeting proceeded with discussions and feedback on the reports and proposals presented**

**VI. Voting Results on Reports and Proposals:**

**The voting results for the Reports and Proposals are as follows**

- Total votes issued: ... votes, corresponding to ... shares, representing .....% of the shares participating in the Meeting.
- Total votes collected: ... votes, corresponding to ... shares, representing ...% of the shares participating in the Meeting.
- Total votes not collected: ... votes, corresponding to ... shares, representing ...% of the shares participating in the Meeting.

Based on the Reports, Proposals, and discussion feedback, the General Meeting proceeded to vote (via electronic voting) and approved the following items:

No.	Resolution	Number of Votes and Corresponding Percentage of Total Voting Shares Attended and Voted				
		Valid	Invalid	Approved	Disapproved	Valid
1	<b>Proposal No. 01:</b> Approval of the business performance for 2025 and the 2026 business plan.					
2	<b>Proposal No. 02:</b> Approval of the 2025 activity report and the 2026 activity plan of the Board of Directors.					
3	<b>Proposal No. 03:</b> Approval of the 2025 activity report and the 2026 activity plan of the Audit Committee					
4	<b>Proposal No. 04:</b> Approval of the 2025 audited separate and consolidated financial statements,					
5	<b>Proposal No. 05:</b> Approval of Profit allocation plan for 2025					
6	<b>Proposal No. 06:</b> approval of the Board of Directors' remuneration for 2025 and the estimated remuneration for 2026.					
7	<b>Proposal No. 07:</b> approval of the dismissal of a member of the Board of Directors.					

No.	Resolution	Number of Votes and Corresponding Percentage of Total Voting Shares Attended and Voted				
		Valid	Invalid	Approved	Disapproved	Valid
8	<b>Proposal No. 08:</b> approval of the amendments and supplements to the Company's Charter.					
9	<b>Proposal No. 09:</b> approval for Mr. Nguyen Cong Hung, an existing shareholder of SCI Joint Stock Company, to acquire voting shares without conducting public tender offer procedures.					
10	<b>Proposal No. 10:</b> Approval of the Plan for Additional Public Share Offering.					
11	<b>Proposal No. 11:</b> Approval of the Share Issuance Plan under the Employee Stock Ownership Plan (ESOP) for 2026					
12	<b>Proposal No. 12:</b> Approval of the plan for the divestment of the entire shareholding in SCI E&C Joint Stock Company.					
	<b>Proposal No. 13:</b> Approval of certain matters within the authority of the General Meeting of Shareholders					

**VIII. Approval of the Draft Minutes and Resolution of the 2026 Annual General Meeting of Shareholders:**

1. Mr. ...., Head of the Secretariat, presented to the General Meeting the content of the Draft Minutes of the 2026 Annual General Meeting of Shareholders and the Draft Resolution of the 2026 Annual General Meeting of Shareholders of SCI Joint Stock Company.
2. The General Meeting proceeded to vote electronically on the content of the Minutes and the Resolution.

The voting results are as follows:

- Total votes issued: .....votes, corresponding to ..... shares, representing .....% of the shares participating in the Meeting.
- Total votes collected: ..... votes, corresponding to .....shares, representing .....% of the shares participating in the Meeting.
- Total votes not collected: .....votes, corresponding to .....shares, representing .....% of the shares participating in the Meeting.

No.	Resolution	Number of Votes and Corresponding Percentage of Total Voting Shares Attended and Voted				
		Valid	Invalid	Approved	Disapproved	Valid
1	Minutes of the Meeting					
2	Meeting Resolution.					

**IX. Declaration of The End of the General Meeting**

Mr. Nguyễn Công Hùng declared the end of the 2026 Annual General Meeting of Shareholders of SCI Joint Stock Company at .....AM on April 20, 2026.

**ON BEHAFT OF  
SECRETARITAT**

**CHAIRMAN OF THE MEETING**

.....

**Nguyễn Công Hùng**

**SCI JOINT STOCK COMPANY**

3rd Floor, Tower C, Golden Palace Building, Me Tri Street., Tu Liem Ward, Hanoi City  
Tel: (+84-24) 3768 4495 | Email: sci@scigroup.vn | Website: www.scigroup.vn

No: 01/2026/NQ-SCI-AGM

Hanoi, April 20<sup>th</sup>, 2026.

**DRAFT**

**RESOLUTION****ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026****Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Law on Securities No. 54/2019/QH14 and guiding documents for its implementation, as amended and supplemented from time to time;*
- *The Charter of SCI Joint Stock Company.*
- *Minutes of the Annual General Meeting of Shareholders of SCI Joint Stock Company, April 20, 2026.*

**RESOLUTION**

**Article 01:** Approval of the Presidium, the Vote Counting Committee, the Meeting Agenda, and the Meeting Regulations.

**Article 02:** Approval of the CEO's Report on 2025 business performance and the 2026 business plan, as per Proposal No. 01/2026/TTr-SCI-HĐQT.

**Article 03:** Approval of the Board of Directors' Report on 2025 operations and the 2026 operational plan, as per Proposal No. 02/2026/TTr-SCI-HĐQT.

**Article 04:** Approval of the Audit Committee's Report on 2025 activities and the 2026 plan, as per Proposal No. 03/2026/TTr-SCI-HĐQT.

**Article 05:** Approval of the Audited Separate Financial Statements and Audited Consolidated Financial Statements for the fiscal year 2025, as per Proposal No. 04/2026/TTr-SCI-HĐQT.

**Article 06:** Approval of the 2025 profit distribution plan, as per Proposal No. 05/2026/TTr-SCI-HĐQT.

**Article 07:** Approval of the remuneration for the Board of Directors in 2025 and the remuneration budget for the Board of Directors in 2026, as per Proposal No. 06/2026/TTr-SCI-HĐQT.

**Article 08:** Approval of the dismissal of member(s) of the Board of Directors, as per Proposal No. 07/2026/TTr-SCI-HĐQT.

**Article 09:** Approval of the amendments and supplements to the Company's Charter, as per Proposal No. 08/2026/TTr-SCI-HĐQT.

**Article 10:** Approval for an existing shareholder of SCI Joint Stock Company, Mr. Nguyen Cong Hung, to acquire voting shares without being required to perform public tender offer procedures, as per Proposal No. 09/2026/TTr-SCI-HĐQT.

**Article 11:** Approval of the plan for a public offering of additional shares to existing shareholders, as per Proposal No. 10/2026/TTr-SCI-HĐQT.

**Article 12:** Approval of the 2026 Employee Stock Ownership Plan (ESOP) issuance, as per Proposal No. 11/2026/TTr-SCI-HĐQT.

**Article 13:** Approval of the plan to transfer the entire capital contribution of SCI Joint Stock Company at SCI E&C Joint Stock Company, as per Proposal No. 12/2026/TTr-SCI-HĐQT.

**Article 14:** Approval of other matters within the authority of the General Meeting of Shareholders, as per Proposal No. 13/2026/TTr-SCI-HĐQT.

**Article 15:** This Resolution shall take effect from the date of signing. All shareholders, the Board of Directors, the Board of Management, and relevant departments are responsible for the execution of this Resolution.

**Recipients:**

- *As To;*

-

- *Retained at BOD.*

**FOR AND ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS**

**CHAIRPERSON**

**Nguyen Cong Hung**


**DRAFT**

## REGULATIONS ON THE ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS CONDUCTED IN THE FORM OF A VIRTUAL MEETING

### Objectives of the Regulations:

- *To ensure the principles of transparency, fairness, and democracy;*
- *To conduct the General Meeting of Shareholders in accordance with the meeting agenda, the Charter of Organization and Operation of SCI Joint Stock Company, and the provisions of applicable laws.*

### CHAPTER I. GENERAL PROVISIONS

#### Article 1. Applicable Subjects

All shareholders and authorized representatives of shareholders who are eligible to attend, as well as guests of the 2026 Annual General Meeting of Shareholders of SCI Joint Stock Company, must comply with the provisions of these Regulations, the Charter of Organization and Operation of SCI Joint Stock Company, and applicable laws.

#### 2. Scope of Application

These Regulations apply to the organization of the 2026 Annual General Meeting of Shareholders of SCI Joint Stock Company, which will be conducted online, and stipulate the method of voting via electronic ballots by shareholders at the online General Meeting of Shareholders.

#### Article 3. Definitions

In these Regulations, the following terms are construed as follows:

**1. Shareholder:** A person who owns at least one share of SCI Joint Stock Company, whose name is on the list of shareholders entitled to attend the General Meeting of Shareholders as of March 18, 2026, provided by the Vietnam Securities Depository and Clearing Corporation, or a person who is duly authorized in writing by a shareholder and issued a login account by the Company to register to attend the online General Meeting of Shareholders and vote electronically..

**2. Online General Meeting:** A form of organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders in different locations to attend the meeting, discuss, and vote on the issues of the meeting.

**3. Venue of the Online General Meeting:** Includes the main venue and other venues. The main venue is where the Presidium attends and chairs the meeting, and other venues are where shareholders log into the EzGSM system using the login accounts provided by the Company to attend the online General Meeting.

**4. Electronic Voting:** The process by which shareholders vote and elect through the EzGSM system as stipulated in these Regulations.

**5. Electronic Means:** Devices or systems operating based on electrical, electronic, digital, magnetic, wireless, optical, electromagnetic, or similar technology.

**6. Online General Meeting Registration:** The process by which shareholders use login information to access the system and register to attend the online General Meeting in accordance with these Regulations and the Company's guidelines.

**7. Login Information:** Includes a Username and Password exclusively provided by the Company to each shareholder in the meeting invitation. Shareholders are responsible for maintaining the confidentiality of the login information and other identifying factors to ensure that only the shareholder has the right to use the login information to attend and vote on the System.

**8. Session:** The time from when a shareholder successfully logs into the System until: (i) the shareholder logs out of the System; (ii) the shareholder logs in on another device; (iii) the online General Meeting concludes; or (iv) the shareholder forces the System to close.

**9. System:** The collective technical infrastructure for organizing and operating the online General Meeting and electronic voting.

**10. System Opening Time:** The time at which shareholders can start accessing, reading documents, registering to attend the online General Meeting, and voting on the issues to be voted on at the Meeting. The System will close access according to the announcement of the Chairperson or the Meeting Organizing Committee.

## CHAPTER II. CONTENT OF THE REGULATION

### Article 4. Conditions and Procedures for Conducting the Online General Meeting

1. The Board of Directors is responsible for convening the General Meeting of Shareholders in the form of an online meeting in accordance with the Charter of Organization and Operation of SCI Joint Stock Company and applicable laws.

2. Shareholders registered to attend the meeting as prescribed in these Regulations shall serve as the basis for determining the attendance ratio to proceed with organizing the online General Meeting.

3. The General Meeting of Shareholders shall be conducted when shareholders representing more than 50% of the total voting shares are present. At the time of the opening of the Meeting, the number of shareholders is determined by the definition in Article 3.

If the quorum is not met within 30 minutes from the scheduled start time of the Meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within 30 days from the intended date of the first meeting.

4. The system for organizing the online General Meeting and electronic voting must meet the following conditions:

- Be securely and stably maintained, ready to meet the connection and attendance requirements of shareholders.

- The main venue must ensure the conditions of sound, lighting, transmission lines, power sources, electronic means, and other equipment as required by the nature of the online meeting.

- Ensure information security, maintain the confidentiality of login accounts to the System. All information received and provided on the System must ensure information security principles and comply with the provisions of the Law on Cybersecurity.

- The electronic data of the online General Meeting program must be recorded, stored, and used in accordance with applicable regulations.-

#### **Article 5. Conditions for Attending the Meeting**

Shareholders whose names appear on the list as of March 18, 2026, provided by the Vietnam Securities Depository and Clearing Corporation, have the right to attend the General Meeting of Shareholders. Shareholders may attend the meeting online, vote electronically, or authorize representatives to attend and vote on their behalf. If a shareholder is an organization holding at least 5% of the total voting shares and has more than one authorized representative attending the General Meeting, the specific number of shares and votes for each representative must be determined.

#### **Article 6. Guests at the Main Venue of the Online General Meeting**

Guests include individuals holding management positions of SCI Joint Stock Company, representatives of state management agencies, and representatives of the audit firm.

#### **Article 7. Rights and Obligations of Shareholders**

- To attend the online General Meeting and vote on all issues of the Meeting according to the Charter of Organization and Operation of SCI Joint Stock Company, these Regulations, and the guidelines on the website: <http://www.scigroup.vn>.

- To have the right to express opinions and discuss at the Meeting as stipulated in Article 15 of these Regulations.

- To comply with the chairing board's direction, not causing disorder or disturbance during the Meeting.

- To register accurate mobile phone numbers, contact addresses, and email addresses to receive invitations and/or instructions for registering to attend the online General Meeting and electronic voting. Shareholders are fully responsible for the accuracy of the registered information. In case of needing adjustments or guidance, shareholders should contact the Organizing Committee at the phone number provided in the Invitation/Notification letter.

- Shareholders must prepare and use appropriate online meeting devices with internet connectivity to ensure they can follow the proceedings of the online General Meeting.

- All electronic voting results of shareholders are considered as their final decision. Voting results via electronic methods have the same legal validity as voting at a physical meeting.

- To use the login information provided by the Company to access, attend, and vote electronically on all voting contents of the Meeting. Shareholders are responsible and cannot complain if they leave the system for any reason or allow others to use their login information to access the System during the Meeting from the time the System opens for registration, discussion, and voting until it closes.

- To maintain the confidentiality of their login information to ensure only shareholders have the right to attend and vote electronically on the System. The Company will provide maximum support to ensure shareholders can attend and vote at the General Meeting but is not responsible for issues arising from shareholders losing their login information. In case of authorizing attendance, shareholders and authorized representatives are responsible for the authorization and electronic voting results according to the provided login information.

- If shareholders who have registered to attend the online General Meeting are unable to continuously attend until the end of the program, they may vote on the matters requiring consultation before logging out of the System.

#### **Article 8. The Organizing Committee of the Meeting**

1. The Organizing Committee of the meeting is an entity established by the Board of Directors. The number and composition of the Organizing Committee are determined by the Board of Directors.

2. The responsibilities of the Organizing Committee are as follows:

a. To carry out the tasks specified in these Regulations.

b. To provide guidance and serve as the primary point of contact for shareholders regarding registration for the online General Meeting and electronic voting.

c. To prepare the electronic means and physical facilities required to organize the online General Meeting and electronic voting.

d. To perform other tasks as directed by the Board of Directors.

#### **Article 9. The Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee is a supporting body for the Organizing Committee. It consists of 03 members, including 01 Head and 02 members.

2. The responsibilities of the Shareholder Eligibility Verification Committee are:

a. To verify the eligibility of shareholders registered to attend the online General Meeting according to legal regulations, the Charter of Organization and Operation of the Company, and these Regulations.

b. To report to the online General Meeting on the shareholder attendance ratio.

3. Verification method: The Shareholder Eligibility Verification Committee uses the login information from shareholders' accounts as the basis to determine the number of shareholders attending the online General Meeting.

#### **Article 10. The Presidium**

1. The Presidium consists of 03 members, with the Chairman of the Board of Directors acting as the meeting's Chairperson.

2. The duties of the Presidium:

- To conduct the online General Meeting in accordance with these Regulations and the content of the program approved by the General Meeting of Shareholders;

- The Chairperson works on the principle of democratic centralism and makes decisions by majority;

- To guide the General Meeting in discussing and voting on the issues in the agenda of the Meeting and related matters throughout the General Meeting.

3. Rights of the Presidium:

- The Presidium has the right to perform tasks deemed necessary to properly and orderly conduct the online General Meeting according to the approved program and reflect the wishes of the majority of the shareholders attending the meeting;

- The Presidium's decisions on procedural issues or events arising outside the program of the online General Meeting are final and binding.

**Article 11. The Secretariat**

The Chairperson appoints one or more persons as the Secretariat of the meeting. The Secretariat performs the following tasks:

a. Compile the opinions of shareholders during the online General Meeting and submit them to the Presidium.

b. Fully and faithfully record the entire proceedings of the online General Meeting and the issues approved or noted by the shareholders at the Meeting.

c. Draft the Minutes and Resolutions for the General Meeting to approve before the conclusion of the meeting.

d. Perform other tasks as assigned by the Chairperson.

**Article 12. Vote Counting Committee**

The Chairperson introduces the members of the Vote-Counting Committee for approval by the General Meeting. The Vote-Counting Committee has the following rights and obligations:

1. To guide shareholders on voting and election procedures at the online General Meeting.

2. To conduct the vote counting for resolutions and elections.

3. To prepare and announce the Vote Counting Minutes and election results before the General Meeting of Shareholders.

**Article 13. Registration for Attending the Online General Meeting of Shareholders (Check-in)**

1. Each shareholder on the list of shareholders eligible to attend the 2026 General Meeting of Shareholders of the Company will be provided with a unique username and password to access the online General Meeting of Shareholders and vote electronically. Shareholders, upon receiving the invitation letter with login information and other identifying details, are responsible for keeping their information secure to ensure that only they can participate and vote on the System. They must prepare the necessary equipment and internet connections to access and use the online General Meeting software according to the Company's instructions. SCI Joint Stock Company will provide maximum support to ensure shareholders can attend and vote at the General Meeting of Shareholders according to the common program but is not responsible for any issues arising from lost login information or access errors caused by the shareholder's device or internet connection.

2. Shareholders must provide their personal information and address to the Company as required. To protect shareholders' personal information, the Company may request shareholders to resubmit their personal details, at a minimum including: ID number, mobile phone number, email address, and contact address. The Company may send login information, including username and password, to shareholders via email or other methods based on the shareholder's registered details.

3. SCI Joint Stock Company recommends: upon receiving the login information, including at least the username and password, shareholders should access the System to change the login password to ensure information security.

4. Shareholders are considered to have attended the General Meeting of Shareholders online only when they have successfully registered their participation on the System.

5. Shareholders who register to attend the online General Meeting after the meeting has started are still allowed to register and will have the right to vote after completing the registration. The Chairperson is not obligated to pause the meeting, and the validity of votes cast before their registration will not be affected.

6. Shareholders can authorize others to attend in accordance with the Company's Charter. In this case, if the authorized representative is not a shareholder of the Company, after receiving written authorization from the shareholder and valid confirmation from the authorized person, the Company will provide a username and password for the authorized representative to act on behalf of the shareholder to perform the rights and obligations as specified in the authorization. SCI Joint Stock Company will provide login information to the authorized representative via email or other methods based on the shareholder's registration details. The shareholder is fully responsible for the authorization information sent to the Company.

7. Shareholders may revoke the authorization but must send an official document to request the revocation of the authorization to the Company before the meeting begins. The revocation of authorization will not be valid if the authorized representative has already confirmed attendance at the online General Meeting and cast votes on any issues in the meeting's agenda.

#### **Article 14. Voting on Issues at the General Meeting**

##### ***1. Voting Time***

a. Shareholders have the right to vote from the moment the voting system is activated until the voting period ends as announced by the Chairperson of the meeting. If a shareholder has voted but wants to change their opinion, they must do so before the voting period ends. The final vote recorded by the system before the voting period ends will be considered valid and counted in the vote tally.

b. Before the voting period ends, shareholders will only see the result of their own vote. After the voting period ends, shareholders will be informed of the overall voting result for each issue, as announced by the Chairperson or the Vote Counting Committee.

##### ***2. Voting Method***

a. Shareholders use the login information provided by the company in the invitation letter to access the website: <https://ezgsm.fpts.com.vn>, following the instructions available on the website: <http://www.scigroup.vn> to cast their votes.

b. Shareholders will choose one of the three options: "Agree," "Disagree," or "No Opinion" for each item and then click the "Vote" button to save and submit their vote to the system. Before the voting period ends, shareholders can change their vote by selecting another option and clicking the "Change Vote" button to confirm their final vote.

Depending on the meeting agenda and developments, voting on agenda items may occur in multiple rounds. Shareholders attending the online meeting must adhere to the voting time for each round, as announced by the Chairperson and notified by the electronic voting system. Shareholders must vote on all issues within each round of voting. Invalid votes include those where no option is selected. The electronic voting system will alert shareholders if their vote is invalid, and shareholders must correct their votes and submit them again. Invalid votes will not be counted, and the shareholder will be considered as participating but not voting on those issues (vote not recorded).

c. A shareholder is eligible to vote if they have registered to attend the online General Meeting by the time voting starts. The number of eligible voting shareholders will be used to determine the voting ratio for each shareholder.

d. During the meeting, the Chairperson must announce the closing time for voting on the system, so shareholders can exercise their voting rights. If shareholders experience any technical issues while voting, they can contact the hotline number provided by the General Meeting Organizing Committee for assistance in completing the vote. Once the system closes the voting for any agenda item, shareholders can no longer make any changes to their vote. The vote result recorded in the system under the shareholder's login information will be final and cannot be disputed or contested.

e. If the meeting agenda is supplemented with items proposed by shareholders or shareholder groups that have been approved by the General Meeting, shareholders will vote on these additional items. If a shareholder does not vote on the new items, they will be considered as not voting on those issues.

f. Shareholders can change their votes or election results multiple times but cannot cancel or delete a vote once it has been cast in the system

### ***3. Voting Regulations***

- a. Each share owned or represented corresponds to one voting unit;
- b. Resolutions on the following matters are approved if supported by shareholders representing at least 65% of the total votes of all shareholders present and voting at the meeting, except in cases specified in Clause 3, 4, and 6 of Article 148 of the Enterprise Law:

- Type of shares and the total number of shares of each type;
- Changes to the company's business sectors and fields;
- Changes to the organizational structure of the company's management;

- Investment projects or sales of assets valued at 35% or more of the total asset value as stated in the company's most recent financial report
- Resolutions on other matters, except for those specified in Clause b and Clause 3, 4, and 6 of Article 148 of the Enterprise Law, are approved if supported by shareholders representing more than 50% of the total votes of all shareholders present and voting at the meeting.
- c. The election of members of the Board of Directors and the Supervisory Board must be carried out using a cumulative voting method, in accordance with the provisions of the Enterprise Law and the election regulations approved by the General Meeting of Shareholders.

#### **4. Voting Method and Results**

- a. The Vote Counting Committee, as approved by the General Meeting of Shareholders, is responsible for checking the results of the electronic voting and compiling the vote tally.
- b. The electronic voting system records the number of ballots issued, the number of ballots received, the number of invalid ballots, and the percentage of votes based on the total number of votes of all shareholders present and voting at the meeting.
- c. All received votes recorded by the electronic voting system are considered valid votes.
- d. Each delegate's vote is recorded by the system, including the number of votes in favor, against, and abstaining.
- e. The voting results will be announced by the Chairperson or the Vote Counting Committee immediately during the online meeting.

#### **Article 15. Discussion at the Online General Meeting**

- 1. Discussions are only allowed during the specified time and within the scope of the issues presented in the agenda of the General Shareholders' Meeting.
- 2. Shareholders shall discuss according to the Chairman's guidance throughout the online meeting.
- 3. Shareholders may participate in the discussion at the online meeting by submitting their opinions through the direct connection methods provided by the company on the company's website. The Secretariat is responsible for collecting shareholders' opinions and submitting them to the Chairman, and also for recording the shareholders' name, shareholder code (if any), and the content of their question.
- 4. In case of time limitations during the meeting, questions that are not answered directly during the meeting will be responded to by the company in an appropriate manner afterward.

#### **Article 16. Minutes and Resolutions of the General Shareholders' Meeting**

All matters discussed at the online General Shareholders' Meeting must be recorded in the meeting minutes by the Secretariat. The resolutions of the meeting must be read and approved before the meeting is concluded.

### **CHAPTER III. ENFORCEMENT EFFECTIVENESS**

#### **Article 17. Enforcement Effectiveness**

The working regulations of the 2026 Annual General Meeting of Shareholders of SCI Joint Stock Company conducted in the form of an online meeting and electronic voting consist of 17 Articles and are effective from the time approved by the General Meeting of Shareholders.

*Hanoi, April 20, 2026*

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



**Nguyen Cong Hung**

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Date,..... 2026



LETTER OF AUTHORIZATION  
REGARDING THE PARTICIPATION TO THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS  
SCI JOINT STOCK COMPANY

To: Board of Directors of SCI Joint Stock Company

**1. Shareholder information:**

Full name of Shareholder:.....

ID card/Passport/Business registration number: .....

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

Phone number: .....

Owned shares:.....shares. In words .....

Legal representative (for organizations):.....

ID card/Passport/Business registration number: .....

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

**2. Information of the authorized party:**

2.1. Personal Name: .....

ID card/Passport/Business registration number: .....

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

Phone number: .....

Address: .....

**OR**

2.2. Authorize one (01) of the members of the Board of Directors of SCI Joint Stock Company (the Board of Directors) as follows:

(please select: X hoặc ✓ in the box below)

- Mr. Nguyễn Công Hùng - Chairman of the Board of Directors
- Mr. Nguyễn Văn Phúc - Member of the Board of Directors
- Mr. Đoàn Thế Anh - Member of the Board of Directors
- Mr. Kim Mạnh Hà - Member of the Board of Directors
- Mr. Hoàng Trọng Minh - Member of the Board of Directors

**3. Authorization Contents:**

*Authorized Shares:* ..... shares. In words:.....

*Scope of Authorization:* Attend the 2026 Annual General Meeting of Shareholders of SCI Joint Stock Company and exercise all rights and obligations of the shareholder at the General Meeting related to the authorized shares.

The authorized party is only permitted to perform tasks within the scope of authorization and cannot reauthorize a third party.

We fully take responsibility for this authorization and commit to strictly complying with the current legal regulations, the Charter of Organization and Operations of SCI Joint Stock Company, and all regulations related to the organization and conduct of the meeting at the General Meeting.

This authorization is effective from the date of signing until the conclusion of the 2026 Annual General Meeting of Shareholders.

**SHAREHOLDERS/ AUTHORIZED PARTIES**

*((Sign and clearly write your full name, seal if any))*

**AUTHORIZED PARTY**

*((Sign and clearly write your full name, seal if any))*