
No.: 41/CBTT.PVCL.25

Soc Trang, March 27th 2025

INFORMATION DISCLOSURE

To: - *The State Securities Commission of Vietnam (SSC);*
- *Ho Chi Minh Stock Exchange (HOSE);*

- **Name of Company:** Cuu Long Petro Urban Development and Investment Corporation
- **Stock Symbol:** CCL
- **Address of headoffice:** No.02, Lot KTM 06, Street 6, 5A Urban Area, Ward 4, Soc Trang City, Soc Trang province;
- **Tel:** (0299) 3627999 **Fax:** (0299) 3627888 **Email:** pvcl@dothi5a.com
- **Person disclosing information:** Mrs Tran Thi Ngoc Hue - Person authorized to disclose information.

Type of information disclosed: periodic abnormal 24hour request

Content of published information:

Cuu Long Petro Urban Development and Investment Corporation would like to announce the draft documents in the 2025 Annual General Meeting of Shareholders;

Attached documents:

- The draft documents in the 2025 Annual General Meeting of Shareholders the 2025

This information has been published on the Company's website: <http://pvcl.com.vn>

I commit that the information published above is true and take full responsibility before the law for the content of the information published.

Recipients:

- As regards;
- BOD; Audit Committee; CEO
- Archived: Secretary of BOD

Organization representative
Person authorized to disclose information

Sign, write full name and seal



Trần Thị Ngọc Huệ

CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT CORPORATION

Address: No. 02, Lot KTM 06, Road No. 6, Urban Area 5A, Ward 4, Soc Trang City

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DOCUMENT

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Time: 8:00 a.m., Saturday - April 26th, 2025

Location: Conference hall of Cuu Long Petro Urban Development and Investment Corporation





LIST OF DOCUMENTS ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Status	CONTENT	Note
	A./ REPORT DOCUMENTS	
1.	Congress Program	<i>Close the document</i>
2.	Working regulations at the Congress	
3.	Regulations on voting rules	
4.	Board of Directors' report on 2024 activities & 2025 orientation	
5.	Report of the Executive Board on business performance in 2024 and plan for 2025.	
6.	Report of the independent member of the Board of Directors in the Audit Committee on activities, supervision in 2024 and plan for 2025.	
7.	Submission 01: Report on the approval of the audited 2024 Financial Statements & 2024 Profit Distribution Plan and 2025 Plan.	
8.	Submission 02: Report on approval of selection of audit unit for financial statements in 2025.	
9.	Submission 03: Report on approval of the Board of Directors' remuneration payment report for 2024 and the remuneration payment plan for 2025.	
10.	Submission 04: Report on approving transactions between the Company and related parties of insiders and related parties of insiders in 2025.	
11.	Submission 05: Report on approval of the issuance of the Board of Directors' Operating Regulations and approval of the additional content to amend the Charter of Cuu Long Petro Urban Development and Investment Corporation.	
12.	Draft Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders	
	B/. VOTING DOCUMENTS	
	01 vote ballot (pink): use general vote to pass the following issues: 1. Approval of the working composition at the Congress: Presidium, Secretariat, Vote Counting Committee; 2. Approve the Congress Agenda, Working Regulations, and Voting Rules at the 2025 Annual General Meeting of Shareholders; 3. Through Reports: <i>3.1 Report of the Board of Directors on the results of operations in 2024 and the direction of operations in 2025;</i> <i>3.2 Report of the Company's Board of Directors on business performance in 2024 and plan for 2025;</i> <i>3.3 Report of the independent member of the Board of Directors in the Audit Committee on the results of operations and supervision in 2024 and the plan for 2025;</i>	<i>Voting ballot</i>



	4. Approve the content of the Draft Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.	
	05 Voting cards (white):	
1.	<i>Voting card No. 01:</i> vote to approve Submission 01 on the Audited Financial Report for 2024 & Profit Distribution Plan for 2024 and Plan for 2025.	
2.	<i>Voting card No. 02:</i> vote to approve Submission 02 on selecting an auditor for the 2025 financial statements;	
3.	<i>Voting card No. 03:</i> vote to approve Submission 03 on reporting on remuneration payment to the Board of Directors in 2024 and remuneration payment plan in 2025.	
4.	<i>Voting card No. 04:</i> vote to approve Report 04 on transactions between the Company and related parties of insiders and related parties of insiders in 2025	
5.	<i>Voting card No. 05:</i> vote to approve Report 05 on the promulgation of the Board of Directors' operating regulations and approve the content of the amendment to the Charter of Cuu Long Petro Urban Development and Investment Corporation.	
	01 vote Ask a question at the 2025 Annual General Meeting of Shareholders Used for shareholders to ask questions to the Board of Directors.	

CONGRESS ORGANIZING COMMITTEE



PROGRAMME

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

- **Time:** 8:00 a.m. – 11:00 a.m.; Saturday – April 26, 2025
- **Venue:** Conference Hall of Cuu Long Petro Urban Development and Investment Corporation
No. 02, Lot KTM 06, Road No. 6, Urban Area 5A, Ward 4, Soc Trang City, Soc Trang Province
- **Programme:**

Time	CONTENT
	A. OPENING PROCEDURES
07:30 - 07:50	- Welcome delegates & shareholders; - Check the qualifications of shareholders/authorized persons attending the meeting and distribute documents.
07:50 - 08:00	- Art performance, Organizational stability; Flag salute opening ceremony - Audit Committee: Report on the results of the audit of shareholders' qualifications to attend the 2025 Annual General Meeting of Shareholders ⇒ Qualified to hold the 2025 Annual General Meeting of Shareholders.
08:00 - 08:30	- The Organizing Committee introduces the delegates attending the 2025 Annual General Meeting of Shareholders; - The congress organizing committee introduces the working members of the congress to the General Meeting of Shareholders: + Approve the composition of the Presidium and the Congress Chairman; + Approving the composition of the Vote Counting Committee of the 2025 General Meeting of Shareholders; + Approve the composition of the Secretariat of the 2025 National Assembly meeting; <i>=> Shareholders vote to approve by voting ballot (pink)</i> - The chairman of the congress delivered the opening speech at the 2025 Annual General Meeting of Shareholders.
08:30 - 08:55	- Approval of the Program; Working regulations at the 2025 Annual General Meeting of Shareholders and voting rules <i>=> Shareholders vote to approve by voting ballot (pink)</i>
09:00 - 11:00	B. APPROVAL OF ACTIVITY REPORTS AND SHAREHOLDERS' DISCUSSION AND VOTING DOCUMENTS
I	Through the Board of Directors' Report, the Executive Board's Report & the Independent Board Member's Report in the Audit Committee:
	1. Approval of the Board of Directors' Operational Report for 2024 & Orientation for 2025 <i>=> Shareholders discuss and vote to approve by Voting ballot (pink)</i>
	2. Approval of the Executive Board's Report on 2024 Business Performance Results and 2025 Plan <i>=> Shareholders discuss and vote to approve by Voting ballot (pink)</i>
	3. Approval of the Report of the independent member of the Board of Directors in the Audit Committee on the results of operations, supervision in 2024 and the plan for 2025 <i>=> Shareholders discuss and vote to approve by Voting ballot (pink)</i>
	Delegates take a 15-minute break and have a Tea Break.



II	Approval of the contents of the Reports before the 2025 Annual General Meeting of Shareholders:
1	Submission 01: Report on Approval of Audited Financial Statements for 2024 + Profit Distribution Plan for 2024 and Plan for 2025. <i>Shareholders discuss and vote by Voting card number 01</i>
2	Submission 02: Proposal to approve the selection of the 2025 Financial Statement Audit Unit <i>Shareholders discuss and vote by Voting card number 02</i>
3	Submission 03: Report on approval of the Board of Directors' remuneration payment report for 2024 and the remuneration payment plan for 2025 . <i>Shareholders discuss and vote by Voting card number 03</i>
4	Submission 04: Report on approval of transactions between the Company and related parties of insiders and related parties of insiders in 2025 <i>Shareholders discuss and vote by Voting card number 04</i>
5	Submission 05: Report on the approval of the issuance of the Board of Directors' Operating Regulations and approval of the supplementary and amended contents of the Charter of Cuu Long Petro Urban Development and Investment corporation. <i>Shareholders discuss and vote by Voting card number 05</i>
6	The Annual General Meeting of Shareholders unanimously authorized the Board of Directors to implement the contents presented before the meeting and unanimously approved by the 2025 Annual General Meeting of Shareholders. <i>=> Shareholders vote to approve by voting ballot (pink)</i>
7	- The Secretariat approved the Minutes of the 2025 Annual General Meeting of Shareholders; - The Presidium approved the Resolution of the 2025 Annual General Meeting of Shareholders; <i>=> Shareholders vote to approve by voting ballot (pink)</i>
8	- The Secretariat approved the Minutes of the 2025 Annual General Meeting of Shareholders (<i>continued</i>)
9	- Chairman of the Board of Directors delivered a closing speech at the 2025 Annual General Meeting of Shareholders Closing ceremony of the congress.

CONGRESS ORGANIZING COMMITTEE



WORKING REGULATIONS
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT
CORPORATION

Respectfully submit to: Annual General Meeting of Shareholders 2025
Cuu Long Petro Urban Development and Investment Corporation.

I. Target :

The 2025 Annual General Meeting of Shareholders of Cuu Long Petro Urban Development and Investment Corporation is held on the principles of openness, fairness and democracy to:

- ❖ *Approval of the Board of Directors' Report on 2024 activities and 2025 orientation;*
- ❖ *Approval of the Executive Board's Report on the summary of production and business activities in 2024 and the Plan for 2025;*
- ❖ *Approval of the Report of the independent member of the Board of Directors in the Audit Committee on activities and supervision in 2024 and the Plan for 2025;*
- ❖ *Through Report 01 about Audited financial statements for 2024 & Profit distribution plan for 2024 and plan for 2025;*
- ❖ *Approval of Submission 02 on selecting the Auditing Unit for the 2025 Financial Statements;*
- ❖ *Through Report 03 Report on remuneration payment to the Board of Directors in 2024 and Payment plan for 2025;*
- ❖ *Approval of Report 04 on approving transactions between the Company and related parties of insiders and related parties of insiders in 2025;*
- ❖ *Approval of Submission 05 on the promulgation of the Board of Directors' Operating Regulations and approval of the supplementary content to amend the Charter of Cuu Long Petro Urban Development and Investment Corporation.*

Shareholders can register to attend or authorize to attend the 2025 Annual General Meeting of Shareholders or register to exercise voting rights on the contents at the General Meeting in the following ways:

1. Direct attendance: Shareholders register to attend directly at the location of the General Meeting or can authorize a Shareholder Representative to attend and exercise voting rights at the General Meeting ;

2. Online participation: Shareholders who register to attend online via the meeting room link of the congress will be sent the link and password to join the meeting room by the Organizing Committee during the congress and shareholders will exercise their voting rights on the meeting contents by answering the vote via the Voting Form link provided by the Organizing Committee to shareholders.

*** Regulations for shareholders' authorized persons:**

- The authorized person does not necessarily have to be a shareholder of the Company.
- The authorized person is authorized to exercise the rights within the scope of authorization by the shareholder in accordance with the law, the Company's Charter



and this regulation.

- The authorized person may not re-authorize to a third party.
- Authorization must be made in writing (*according to the form attached to the invitation to the 2025 Annual General Meeting of Shareholders of the company*).
- (i) If the Shareholder is an individual, the Power of Attorney must be signed by that Shareholder;
- (ii) If the shareholder is an organization, the Power of Attorney must be signed by the legal representative of that organization and stamped.

II. Order of the Congress:

- When attending the General Meeting, shareholders or representatives must wear formal attire and must sit in the correct position arranged by the Organizing Committee.
- Do not smoke during meetings and set your mobile phone to silent mode to avoid disturbing other shareholders during the meeting.

III. Voting to pass the documents of the Congress:

1. Voting principles :

- All issues in the General Meeting's agenda are voted on publicly by Voting Form according to the number of shares owned by shareholders and/or Representatives.
- Each shareholder/representative is given a Voting Card stating the Shareholder Code, the number of shares entitled to vote and bearing the Company's seal.

2. How to vote :

Shareholders/representatives vote on each issue by raising their voting cards in the order: agree, disagree, no opinion or vote on the electronic portal for shareholders who do not attend in person..

IV. Speaking at the Congress:

- **Principles of expressing opinions:** Shareholders/representatives attending the General Meeting who want to express their opinions must register the content using the Questionnaire prepared by the Organizing Committee in the document folder and send it to the Organizing Committee of the General Meeting to request the Presidium of the General Meeting to answer.

- **How to speak and discuss:** When speaking, it must be concise, focused on the content and consistent with the agenda approved by the General Meeting. The Chairman will arrange for shareholders/representatives to speak in the order of registration of the questionnaire sent to the Organizing Committee and at the same time fully answer shareholders' questions.

V. Responsibilities of the Presidium:

- Conduct the Congress in accordance with the program and regulations approved by the Congress.
- Guide the Congress to discuss and vote on issues on the agenda and related issues throughout the Congress.
- Resolve issues that arise during the Congress.

VI. Responsibilities of the Congress Secretariat:

- Responsible for fully and honestly recording the content of the General Meeting and issues approved by shareholders or still noted by the General Meeting.
- Prepare minutes of the Congress and Resolutions on issues passed by the Congress.

VII. Responsibilities of the Congress Ballot Counting Committee:



- Responsible for counting, determining and announcing the voting results of shareholders/representatives on issues approved at the General Meeting and the electronic voting results on the company's website and notifying the results to the Secretariat for updating during the meeting.
- Review and report to the Congress any violations of voting rules or complaints about voting results.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- *General Meeting of Shareholders;*
- *BOD, Audit Committee, BOM;*
- *Archived: secretaries.*



Nguyen Trieu Dong



REGULATIONS ON VOTING FORMALITIES
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT
CORPORATION

- Pursuant to the Enterprise Law No. 59/2020/QH14 effective from January 1st, 2021;
- Pursuant to the Charter of Cuu Long Petro Urban Development and Investment Corporation

Approving the voting regulations at the Annual General Meeting of Shareholders of Cuu Long Petro Urban Development and Investment Corporation in 2025 as follows:

Article 1: General principles

- Voting to approve the proposals is conducted publicly and directly under the direction of the Congress Chairman and only voting ballots issued by the Congress Organizing Committee may be used.
- Resolutions and Decisions of the General Meeting are only valid when the number of shareholders owning and representing ownership **is over 50%**. Total number of voting shares of all shareholders attending the meeting approved.
- In case of approving amendments or supplements to the Company Charter; reorganization or dissolution of the Company; investment or sale of assets with the value specified in **Clause 3, Article 21** of the Company Charter, it must be approved by shareholders representing **at least 65%** of the total number of voting shares of all shareholders attending the meeting.

Article 2: Voting rules

1. For shareholders participating in the online meeting room, the Organizing Committee provides the link and votes via the Form:

The voting results of shareholders participating in the online meeting room via the link provided by the Organizing Committee and voting via the Form will be compiled by the IT department of the Organizing Committee and sent to the Vote Counting Committee and counted in the total number of shares participating in the voting of the 2025 Annual General Meeting of Shareholders along with the number of shareholders attending in person.

2. For shareholders attending and voting directly at the General Meeting:

- When registering to attend the General Meeting, the Company will provide each shareholder or authorized person with 01 pair of meeting documents including **the General Meeting Report; 01 pink Voting Ballot, 05 White voting card and Questionnaire.**

+ When shareholders vote on general issues of the meeting ; The contents of the Reports of the Board of Directors, the Executive Board, and the Audit Committee will be voted on on **the Voting Ballot** and implemented by raising the ballot. Voting form for each content of the request for opinion;

+ When Shareholders vote on the General Meeting's Proposals , they will vote by raising **the Voting Card** and simultaneously signing each Card. Each Voting Card contains the name of the shareholder or shareholder representative and the total number of voting shares of that shareholder and is transferred to the Vote Counting Committee to count the voting percentage right at the meeting, specifically:



- ❖ The content on **Voting Card No.01** is to vote to approve **Submission No.01** on the Company's audited Financial Report for 2024 and the Profit Distribution Plan for 2024 and the Plan for 2025;
 - ❖ Content on **Voting Card No.02** is to vote to pass **Submission No.02** on selecting the Auditing Unit for the 2025 Financial Statements;
 - ❖ The content on **Voting Card No.03** is to vote to approve **Submission No.03** on Report on remuneration payment to the Board of Directors in 2024 and Remuneration payment plan in 2025;
 - ❖ The content on **Voting Card No.04** is voting for **Submission No.04** on the approval of transactions between the Company and related parties of insiders and related parties of insiders in 2025 .
 - ❖ The content on **Voting Card No. 05** is the vote on **Submission No. 05** on approving the promulgation of the Board of Directors' Operating Regulations and approving the content of supplementing and amending the Charter of Cuu Long Petro Urban Development and Investment Corporation.
- After the Congress has finished voting on each issue, the Ballot Counting Committee will collect **the Voting Cards** to count the votes and announce the voting results right at the Congress. The Head of the Ballot Counting Committee is responsible for announcing the voting results before the Congress.
 - In case of any questions regarding the results or voting contents, the meeting chairman is responsible for reviewing and deciding immediately at the meeting.
 - When the Congress ends, the Ballot Counting Committee will collect **the Voting Ballots** to summarize the voting results into the Minutes and Resolution of the Congress for the Secretariat to approve.

Article 3: Regulations on Invalid Voting Cards

- Voting cards containing one of the following elements are invalid:
 - + The card is not issued by the Organizing Committee according to the prescribed form;
 - + The card does not fill in 1 of the selection boxes (agree, disagree or other opinion) or fills in 2 or more boxes for a voting content;
 - + Erased, deleted, corrected or written, drawn additional symbols to fill in the boxes according to regulations;
 - + Torn cards do not have intact boxes to fill in or do not have enough information to serve the control and counting of votes.

These principles and rules for voting and counting take effect immediately after being approved. Congress approved. Respectfully submit to congress for vote./.

Soc Trang, April 26th, 2025
VOTE COUNTING COMMITTEE
PREFECT

Recipients:

- *General Meeting of Shareholders;*
- *BOD, Audit Committee, BOM;*
- *Archived: secretaries.*



No: 01/BC.HĐQT.PVCL.25

Soc Trang, April 26th, 2025

REPORT
ACTIVITIES OF THE BOARD OF DIRECTORS
(Year 2024)

Respectfully submit to: Annual General Meeting of Shareholders 2025
Cuu Long Petro Urban Development and Investment Corporation.

The Board of Directors of Cuu Long Petro Urban Development and Investment Corporation would like to report to the General Meeting of Shareholders on the Board of Directors' performance in 2024 and the operating direction in 2025 as follows:

I. Activities of the General Meeting of Shareholders

Information on meetings and Resolutions/Decisions of the 2024 General Meeting of Shareholders (including Resolutions of the General Meeting of Shareholders adopted in the form of written opinions):

Status	Resolution Number /Decision	Day	Content
1.	01/NQ.ĐHĐCĐ/PVCL.24	April 26 th , 2024	Resolution of the 2024 Annual General Meeting of Shareholders.
2.	01/BB.ĐHĐCĐ/PVCL.24	April 26 th , 2024	Minutes of the 2024 Annual General Meeting of Shareholders.

II. Board of Directors Activities:

1. Information about Board of Directors members :

a. Board of Directors (BOD):

Status	Board Member	Position	Date of starting/cease being a member of the Board of Directors/Independent Board of Directors	
			Date of appointment	Dismissal Date
1.	Nguyen Trieu Dong	Chairman of the Board	April 18 th , 2022	
2.	Duong The Nghiem	Member of Board of Directors and General Director	April 18 th , 2022	
3.	Truong Truc Linh	Board Member	April 18 th , 2022	
4.	Le Phuoc Sang	Independent Board Member	April 18 th , 2022	



5.	Pham Tan Khoa	Independent Board Member	April 18 th , 2022	
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b. Subcommittees under the Board of Directors :

The Company's current organizational model is applied according to Point b, Clause 1, Article 137 of the Enterprise Law 2020 with the Audit Committee under the Board of Directors, with 02 main members being independent members of the Board of Directors taking on the role of the Audit Committee.

The current Audit Committee members include 02 people:

S TT	Member of the Audit Committee	Position	Take charge
1	Le Phuoc Sang	Independent Board Member	Chairman of the Audit Committee
2	Pham Tan Khoa	Independent Board Member	Member of the Audit Committee

2. Board of Directors Meetings:

Status	Board Member /	Number of Board of Directors meetings attended	Proportion attend meeting	Reason for not attending the meeting
1.	Nguyen Trieu Dong	11/11	100%	
2.	Duong The Nghiem	11/11	100%	
3.	Truong Truc Linh	11/11	100%	
4.	Le Phuoc Sang	11/11	100%	
5.	Pham Tan Khoa	11/11	100%	

In 2024, the Board of Directors of Cuu Long Petro Urban Development and Investment Corporation convened 11 meetings and unanimously approved the following specific contents:

- February 2nd, 2024: The Board of Directors agreed on the Resolution to convene the 2024 Annual General Meeting of Shareholders to be held on April 26th, 2024;
- May 8th, 2024: The Board of Directors agreed on the Decision to reappoint Ms. Bui Thi Kim Ngan as Chief Accountant of Cuu Long Petro Urban Development and Investment Corporation for a 5-year term from 2024 - 2029;
- June 14, 2024: The Board of Directors agreed on the Resolution on selecting an audit unit for the interim financial statements ending on June 30th, 2024 and the annual financial statements ending on December 31st, 2024;
- June 17th, 2024: The Board of Directors agreed on the Decision to terminate the Labor Contract of Mr. Nguyen Song Gianh and dismiss him from the position of Vice General Management from June 17th, 2024;
- June 28th, 2024: The Board of Directors unanimously approved the Resolution to promulgate the Company's Management and Operation Regulations and to supplement the



Company's Board of Directors from July 1st, 2024. At the same time, 02 Decisions were issued:

1. Decision of the Board of Directors on promulgating the regulations on management and operation of Cuu Long Petro Urban Development and Investment Corporation, effective from July 1st, 2024.
 2. Decision of the Board of Directors on appointing Ms. Nguyen Kim Hong Dao to the position of Vice General Management of Cuu Long Petro Urban Development and Investment Corporation from July 1st, 2024.
- July 19th, 2024: The Board of Directors unanimously approved the transaction contract to purchase 6 townhouses with 1 ground floor and 2 upper floors in O-LK78 block between PVCL company and Mr. Dang Van Ut Anh. – Vice General Management of the Company.
 - October 1st, 2024: The Board of Directors agreed on the Resolution on the record date for 2023 cash dividend payment.
 - December 5th, 2024: The Board of Directors approved the policy of transferring the land use rights of the GD-02 education area to FPT Education Company Limited to invest in an inter-level school.
 - December 5th, 2024: The Board of Directors unanimously approved the investment implementation plan for the construction of the Sports and Physical Training Area Project - 01 at the 5A Urban Area Project.

3. Supervisory activities of the Board of Directors over the Board of General Directors:

The Board of Directors regularly supervises the implementation of tasks assigned by the Board of Directors to the Board of Directors, directs and orients the development of the company. Closely inspects the activities of the Board of Directors in the following tasks:

+ Direct and operate production and business activities, striving to achieve the 2024 plan targets with The results are as follows:

Target	Plan year 2024 (VND)	Perform year 2024 (VND)	Implementation rate compared to plan
1. Total Revenue	360,000,000,000	306.854.287.888	85.24%
2. Total profit before tax	75,000,000,000	53,508,726,270	71.34%
3. Corporate income tax expense	15,000,000,000	11,144,200,705	74.29%
4. Profit after tax	60,000,000,000	42,364,525,565	70.61%
5. Profit after tax/Revenue ratio	16.67%	13.81%	

+ The Executive Board successfully organized the 2024 Annual General Meeting of Shareholders on April 26th, 2024 in accordance with the spirit of the Resolution passed by the Board of Directors.



Executive Board has restructured the company's management organization from July 1st 2024 in accordance with Resolution No. 05/NQ.HĐQT.PVCL.24 of the Board of Directors meeting on June 28th, 2024.

+ Regarding business implementation, marketing and other activities at the Project :

- From January 30th, 2024 to February 9th, 2024: The Executive Board successfully organized the 2024 Lunar New Year Spring Flower Fair of Soc Trang city, attracting many customers to trade flowers from other provinces and cities; Cultural festivals of the province such as lion and dragon dance performances, especially for the first time, the City Committee chose urban area 5A as the place to shoot fireworks on New Year's Eve to welcome the New Year of Soc Trang city in the past 2 years.

- In 2024 , PVCL Company planned to achieve revenue of 360 billion VND. PVCL has achieved total revenue of 306.85 billion VND , compared to the plan of 360 billion VND, achieved 85.24% of the plan.

- Showroom design exploitation, parking lots and other service areas. During the year, it attracted partners to open 2 more badminton and table tennis competition areas to serve the recreational sports needs of the community in the 5A urban area project.

- Preparing to build a Sports Center at Sports Land - 01 to invest in a new sport model of underwater golf and other recreational activities ...

- Signed a contract with FPT Education Company Limited to build FPT Inter-level School in Soc Trang with 3 levels of education from primary to high school.

+ Regarding construction and business activities :

- Product business deployment Mainly 1-ground-floor, 1-floor townhouses LK42, LK43, LK44; 1 - ground-floor, 2 - floor townhouses LK78, LK79, LK80 and villa land.

- New construction of 1-ground-floor, 1-floor townhouses O-LK57, O-LK58 on Road No. 2, 1-ground-floor, 1-floor townhouses O-LK46 on Road No.D16; 1-ground-floor, 1-mezzanine townhouses O-LK72, O-LK73 on route number 6 and route number 8;

- In 2024, focus on completing the construction of technical infrastructure at Sub-projects 2 and 3 of the 5A Urban Area Project such as the construction of Nhan Luc Canal Embankment, CXCv-19 Park, 5A Market Internal Road, Sidewalks, Fire Protection System at the showroom...

4. Activities of the Audit Committee under the Board of Directors:

4.1. Supervisory activities of the Audit Committee towards the Board of Directors:

- Based on the content of the Board of Directors submitted to the 2024 Annual General Meeting of Shareholders, the Audit Committee with 02 members who are independent members of the Board of Directors has played a good supervisory role in 2024 .

- The Audit Committee has promoted its role and performed its functions and duties well according to the Working Regulations of the Audit Committee and participated in and closely supervised all meetings of the Board of Directors. Advised the Board of Directors in selecting an independent audit consulting service for the company's financial statements.

The meetings of the Audit Committee are to review and approve the figures of the company's financial statements. The above reports comply with Vietnamese accounting standards and accounting regimes and follow the guidance of Circular 200/2014/TT-BTC



of the Ministry of Finance issued on December 22nd, 2014 on guiding the Enterprise Accounting Regime. And the contents related to the supervision activities of the Board of Directors and the Board of General Directors of the company in implementing the Resolution of the 2024 General Meeting of Shareholders.

- **Regarding the Board of Directors' personnel:** The Board of Directors for the 2022 - 2027 term has a total of 05 members, including 02 independent members. Of which, Mr. Nguyen Trieu Dong - re-elected as Chairman of the Board of Directors; Mr. Duong The Nghiem - Member of the Board of Directors holds the position of General Director of the company; Mr. Truong Truc Linh - Independent Member of the Board of Directors; Mr. Le Phuoc Sang - Independent Member of the Board of Directors and Chairman of the Audit Committee and Mr. Pham Tan Khoa - Independent Member of the Board of Directors and Member of the Audit Committee;

- All members of the Board of Directors perform their duties with a high sense of responsibility, have strategic vision, and make timely decisions in the best interests of the Company and Shareholders.

- **Board of Directors' remuneration in 2024:**

In 2024, the Company paid remuneration to members of the Board of Directors and the Audit Committee, specifically as follows:

1. Board of Directors:

Time	Board of Directors	2024 remuneration(VND)
a. Board of Directors		
Salary from 01/01/2024 – 12/31/2024	01 Chairman + 04 Members	1,080,000,000
Bonus 2024	01 Chairman + 04 Members	90,000,000
Total Board Remuneration		1,170,000,000
b. Other members of the Board of Directors (<i>Secretary, Authorized person to disclose information</i>)		
Salary from 01/01/2024 – 12/31/2024	01 staff	120,000,000
Bonus 2024	01 staff	10,000,000
Total other TV remuneration		130,000,000
Total remuneration of Board of Directors + other members		1,300,000,000



The total amount of remuneration paid by the Company to the members of the Board of Directors is 1,170,000,000 VND and to other members under the Board of Directors is 130,000,000. The total remuneration paid in 2024 to the Board of Directors and its members is **1,300,000,000 VND** (*One billion three hundred million VND*).

2. Audit Committee Remuneration:

Time	Audit Committee	2024 remuneration(VND)
Salary from 01/01/2024 – 12/31/2024	02 Members	264,000,000
Bonus 2024	02 Members	22,000,000
Total		286,000,000

The total amount of remuneration paid by the Company to the members of the Audit Committee in 2024 is **286,000,000 VND** (*Two hundred and eighty-six million VND*).

4.2. Supervisory activities of the Audit Committee towards the Executive Board:

- In 2024, the Audit Committee found that the Company's Board of Directors proactively and actively implemented the production and business plan despite the difficult economic situation, especially in the real estate business sector, with the following results:

+ PVCL Company has planned to achieve revenue of 360 billion VND. PVCL has completed total revenue of 306.85 billion VND , compared to the plan of 360 billion dong, achieved 85.24 % of the plan

+ Profit after tax in 2024 is 42.36 billion VND, achieving 70.61% of the plan. The Audit Committee found that the Executive Board also closely followed the Resolutions of the Board of Directors and the Resolutions of the General Meeting of Shareholders.

- Executive Board remuneration in 2024:

The total amount of remuneration paid by the Company to the Board of Directors in 2024 is VND **1,082,651,500** (*One billion, eighty-two million, six hundred and fifty-one thousand, five hundred Dong*), specifically as follows:

Time	Board of Directors	2024 remuneration(VND)
Salary from 01/01/2024 – 12/31/2024	03 Board of Directors members + 01 Chief Accountant	944,651,500
Bonus 2024	03 Board of Directors members + 01 Chief Accountant	88,000,000
Total		1,082,651,500

4.3. Coordination of activities between the Audit Committee and the activities of the Board of Directors, the Executive Board and other management staff:

In 2024, the Audit Committee will closely coordinate with the Board of Directors and the Board of Management to control all production and business activities as well as disclose information in accordance with regulations on information disclosure activities of listed



companies on the stock market. In addition to regular tasks as prescribed, the Audit Committee will also perform tasks as required by the Executive Board when internal control is required.

5. Resolutions/Decisions of the Board of Directors (2024 Report):

Status	Resolution Number/ Decision	Day	Content of Resolution/Decision	Proportion through
1.	01/BB-HĐQT/PVCL.24	February 02 nd , 2024	Minutes of the Board of Directors meeting on convening the 2024 Annual General Meeting of Shareholders	100%
2.	01/NQ.HĐQT.PVCL.24	February 02 nd , 2024	Resolution of the Board of Directors on convening the 2024 Annual General Meeting of Shareholders	100%
3.	02/BB.HĐQT.PVCL.24	May 08 th , 2024	Minutes of the Board of Directors meeting on reappointment of Chief Accountant of Cuu Long Petro Urban Development and Investment Corporation for Ms. Bui Thi Kim Ngan, term 2024 - 2029	100%
4.	02/QĐ.HĐQT.PVCL.24	May 08 th , 2024	Decision of the Board of Directors on reappointment of Ms. Bui Thi Kim Ngan to the position of Chief Accountant for the 2024 - 2029 term	100%
5.	03/BB-HĐQT.PVCL.24	June 14 th , 2024	Minutes of the Board of Directors meeting on selecting an auditing unit to review the interim financial statements ending June 30, 2024 and the 2024 financial statements	100%
6.	03/NQ- HĐQT.PVCL.24	June 14 th , 2024	Resolution of the Board of Directors on selecting an audit unit for the interim financial statements ending on June 30, 2024 and the annual financial statements ending on December 31, 2024	100%



7.	04/BB-HĐQT.PVCL.24	June 17 th , 2024	Minutes of the Board of Directors meeting on termination of Mr. Nguyen Song Gianh's labor contract and dismissal from the position of Vice General Management from June 17, 2024.	100%
8.	04/QĐ.HĐQT.PVCL.24	June 17 th , 2024	Decision of the Board of Directors on terminating the labor contract of Mr. Nguyen Song Gianh and dismissing him from the position of Vice General Management from June 17, 2024.	100%
9.	05/BB.HĐQT.PVCL.24	June 28 th , 2024	Minutes of the Board of Directors meeting on promulgating the Company's management and operation regulations and adding 01 member to the Board of Directors from July 1, 2024	100%
10.	05/NQ-HĐQT.PVCL.24	June 28 th , 2024	Resolution of the Board of Directors on promulgating the Company's management and operation regulations and adding 01 person to the Company's Board of Directors from July 1, 2024	100%
11.	06/QĐ.HĐQT.PVCL.24	June 28 th , 2024	Decision of the Board of Directors on promulgating the management regulations of Cuu Long Petro Urban Development and Investment Corporation.	100%
12.	07/QĐ.HĐQT.PVCL.24	June 28 th , 2024	Decision of the Board of Directors on appointing Ms. Nguyen Kim Hong Dao to the position of Vice General Management of the company from July 1, 2024.	100%
13.	08/QĐ.HĐQT.PVCL.24	June 28 th , 2024	Board of Directors' decision on assigning tasks to the	100%



			Company's Board of Directors.	
14.	09/BB-HĐQT/PVCL.24	September 17 th , 2024	Minutes of the Board of Directors regarding the approval of the contract for the purchase of 6 townhouses with 1 ground floor and 2 upper floors in the O-LK78 building block between PVCL company and Mr. Dang Van Ut Anh - Vice General Management of the company.	100%
15.	09/ NQ - HĐQT/PVCL.24	September 17 th , 2024	Resolution of the Board of Directors on approving the contract for purchasing 6 townhouses with 1 ground floor and 2 upper floors in the O-LK78 building block between PVCL company and Mr. Dang Van Ut Anh - Vice General Management of the company	100%
16.	10/BB-HĐQT/PVCL.24	October 1 st , 2024	Minutes of the Board of Directors on the agreement on the record date for 2023 cash dividend payment.	100%
17.	10/NQ-HĐQT/PVCL.24	October 1 st , 2024	Resolution of the Board of Directors on Agreeing on the record date for 2023 cash dividend payment.	100%
18.	10/BB-HĐQT/PVCL.24	November 20 th , 2024	Minutes of the Board of Directors on agreeing to extend the date of payment of 2023 cash dividend .	100%
19.	11/NQ.HĐQT.PVCL.24	November 20 th , 2024	Resolution of the Board of Directors on agreeing to extend the date of payment of 2023 cash dividends.	100%
20.	11/BB-HĐQT/PVCL.24	December 05 th ,2024	Minutes of the Board of Directors on the agreement on the policy of transferring the land use rights of the GD-02 education area to FPT Education Company Limited	100%



			to invest in an inter-level school and approving the investment plan to build the Sports and Physical Training Area - TTTD-01 in Urban Area 5A.	
21.	12/NQ- HĐQT/PVCL.24	December 05 th , 2024	Resolution of the Board of Directors on the policy of transferring the land use rights of the GD-02 education area to FPT Education Company Limited to invest in an inter-level school.	100%
22.	13/NQ- HĐQT/PVCL.24	December 05 th , 2024	Resolution of the Board of Directors on approving the investment plan to build Sports and Physical Training Area -01 in Urban Area 5A	100%

6. Corporate governance training :

In 2024, the corporate governance training courses attended by members of the Board of Directors, Audit Committee, Board of Management, Secretary of the Board of Directors and Chief Accountant were in accordance with the regulations on corporate governance as follows:

+ Workshop "For a new and effective General Meeting of Shareholders" organized by the State Securities Commission in coordination with the Vietnam Institute of Directors (VIOD) attended online by the Secretary of the Board of Directors;

+ Annual Conference of VCCI Vietnam, Mekong Delta Branch in 2024 with the theme "*Vietnam's Economy in 2023 - Identifying challenges and development prospects from the perspective of the impact of the 2024 Land Law*" attended by the Board of Directors in Can Tho;

+ Workshop on Sharing international experiences in applying IFRS and updates of the International Accounting Standards Board (IASB) organized online by the Association of Chartered Certified Accountants (ACCA) and the Vietnam National Chief Accountants Club (VCCA).

+ Workshop "Business Mergers and Acquisitions, perspectives from finance, accounting and tax" organized by the Vietnam Chief Accountants Club (VCCA) in collaboration with Grant Thornton and Sunshine Group;

+ Conference on "Issues in compliance with securities laws and securities market regulations of public companies and listed companies; errors in preparing and presenting financial statements of public companies and listed companies" organized by the State Securities Commission in coordination with VAPA;

+ Conference "Strengthening Corporate Governance Capacity for Listed Enterprises" is part of the Corporate Governance and Stock Market Upgrading program series organized online by the State Securities Commission;



III. Plans and orientations of the Board of Directors in 2025:

1. 2025 plan requirements:

Based on the 2024 business results and the current economic and real estate market situation, the Board of Directors has set out the 2025 business production direction for the Executive Board with specific targets:

Target	Plan 2025
Total Revenue	360,000,000,000
Profit after tax	50,000,000,000
Profit after tax/Revenue ratio	13%

2. The Board of Directors directs the direction and implementation solutions for the Executive Board:

In 2025, to achieve the set plan goals, the Board of Directors requires the Executive Board to focus on the following areas:

❖ About finance and business:

- Focus financial resources to facilitate investment work to complete 100% of technical infrastructure to ensure sales conditions meet current regulations of the 2024 Real Estate Business Law;
- Develop business plans, assess market demand to find investment partners for social infrastructure projects and other utilities of the Mekong Centre urban area project specifically:
 - + Speed up the progress of completing the transfer of educational land GD02 and the investment in the Inter-level School for FPT Education Company Limited;
 - + Deploying investment in construction of sports area - 01 to put into operation in 2025.
 - + Find partners to continue investing in social infrastructure projects such as KTM-01, KTM-02, C-TM01, C-TM07, medical land YT-01 and other services in the project.
- Proactively seek medium and long-term capital sources to serve the Company's business operations;
- Develop online business through affiliate platforms and establish more affiliate sales groups to find customers from many other locations.
- Market development for other areas such as construction materials business; Service provision activities and other activities.

❖ Investment and construction work:

- Focus human resources to complete the construction of technical infrastructure according to business requirements in 2025 and continue to invest in internal utility works of urban area 5A;
- Build new products suitable for the market segment and current financial capacity of some middle-class customers such as ground-floor houses;
- Regarding investment: strategic planning, actively seeking other real estate projects to maintain sustainable development for the company;



❖ **Administration:**

- Improve management capacity and perfect the Company's management and operation apparatus. Supplement high-quality human resources in the fields of business and finance for the Company in the coming time;
- Adjust policies, regimes and other benefits for employees in the company to link the responsibilities, obligations and benefits of departments to production and business tasks;
- Strengthen supervision of the implementation of the company's operational management regulations and monthly production and business plans to adjust the company's operational management regulations to ensure the completion of set targets.

Above is the full content of the Board of Directors' report on the 2024 operating results and the 2025 operating direction. Dear Sir/Madam Annual General Meeting of Shareholders 2025.

Best regards!

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- CCL General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.



Nguyen Trieu Dong



No: 02/BC.PVCL.25

Soc Trang, April 26th, 2025

SUMMARY REPORT
PRODUCTION AND BUSINESS PERFORMANCE IN 2024
AND 2025 OPERATION PLAN

Respectfully submit to: Annual General Meeting of Shareholders 2025
Cuu Long Petro Urban Development and Investment Corporation.

In 2024, the real estate market in Soc Trang faced many difficulties, plus the 2023 Real Estate Business Law, effective from August 1st, 2024, requiring 100% completion of technical infrastructure and social infrastructure, greatly affecting the implementation of the company's business plan and procedures for transferring documents to customers.

The Board of Directors of PVCL Company reported on the difficulties and results that PVCL Company achieved in 2024 and proposed a plan for 2025 as follows:

1. Production and business results in 2024:

- Implementation status compared to the 2024 plan:

Target	Plan year 2024 (billion VND)	Perform year 2024 (billion VND)	Performance ratio compared to plan
1. Total Revenue	360	306.85	85.24%
2. Total profit before tax	75	53.51	71.35%
3. Corporate income tax expense	15	11.14	74.27%
4. Profit after corporate income tax	60	42.36	70.61%
5. Profit after tax/Revenue ratio	16.67%	13.80%	82.83%

- Regarding the results of implementing the targets in 2024 compared to 2023:

Target	2023 (billion VND)	2024 (billion VND)	Implementation rate compared to 2023
1. Sales and service revenue	327.04	306.85	93.83%
2. Total accounting profit before tax	70.96	53.51	75.40%
3. Corporate income tax expense	13.27	11.14	83.95%
4. Profit after corporate income tax	57.69	42.36	73.43%



Analysis of results of completion of targets compared to plan:

In 2024, the economy will be greatly affected, and the real estate sector will be the most severely affected. In addition, PVCL continues to face many challenges such as the stock market continuously declining, real estate freezing, slow liquidity, especially the 2023 Real Estate Business Law, Housing Law, Land Law taking effect from August 1st, 2024... that is one of the reasons why PVCL cannot achieve revenue as planned.

PVCL Company set a revenue plan of 360 billion VND. As a result, in 2024, PVCL completed a total revenue of 306.85 billion VND compared to the plan of 360 billion VND, reaching 85.24% of the plan.

- + Real estate and construction business activities achieved revenue of 212.21 billion VND compared to the 2024 plan of 295 billion VND, reaching 71.94%;
- + Operating revenue from construction materials business reached 89.86 billion VND compared to the 2024 plan of 60 billion VND, reaching 149.77%;
- + Revenue from other service activities reached 4.79 billion VND compared to the plan of 5 billion VND, reaching 98.80%.

2. Organization and personnel

2.1. Board of Directors:

Status	Board Member	Position	Date of commencement/cease as independent BOD member/BOD member	
			Date of appointment	Dismissal Date
1.	Mr. Nguyen Trieu Dong	Chairman of the Board	April 18 th , 2022	
2.	Mr. Duong The Nghiem	Board of Directors, General Director	April 18 th , 2022	
3.	Mr. Truong Truc Linh	Board of Directors	April 18 th , 2022	
4.	Mr. Le Phuoc Sang	Independent Board Member	April 18 th , 2022	
5.	Mr. Pham Tan Khoa	Independent Board Member	April 18 th , 2022	

The current Board of Directors consists of 05 members for the 2022 - 2027 term, of which the independent members are Mr. Le Phuoc Sang and Mr. Pham Tan Khoa, members of the Audit Committee.

Regarding the current support personnel for the Board of Directors, there are the positions of Board Secretary, Person in charge of Corporate Governance, etc.



2.2. Audit Committee:

Pursuant to the content of the Enterprise Law 2020 and Decree 155/2020/ND-CP, the Audit Committee currently consists of 02 independent members of the Board of Directors:

STT	Full name	Position	Start date is TV UBKT	Note
1	Mr. Le Phuoc Sang	CHAIRMAN Audit Committee	April 18, 2022	
2	Mr. Pham Tan Khoa	Member Audit Committee	April 18, 2022	

2.3. Board of Directors and Chief Accountant:

STT	Full Name	Position	Start date is Executive Board TV	Note
1	Duong The Nghiem	General Director	01/07/2020	
2	Nguyen Kim Hong Dao	Vice General Management	01/07/2024	
3	Dang Van Ut Anh	Vice General Management	01/07/2020	
4	Bui Thi Kim Ngan	Chief Accountant	April 1, 2014	Reappointed May 2024

From July 1st, 2024, 01 Vice General Director, Mr. Nguyen Song Gianh, was dismissed and 01 new Vice General Director, Ms. Nguyen Kim Hong Dao, was appointed.

2.4. Number of staff:

▣ Labor structure:

Total number of employees as of December 31st, 2024 is 72 people, including 12 female employees.

Year	2020	2021	2022	2023	2024
Number of staff (people)	73	75	79	75	72

▣ Professional qualifications:

Professional qualifications	Quantity	Proportion
Master	01	1.39%
University	21	29.17%
College, secondary school	07	9.72%



Vocational trained workers	8	11.11%
General labor	25	34.72%
Contract	10	13.89%
Total	72	100%

3. Investment situation, project implementation situation

3.1. External investment and exploitation work at urban area project 5A :

In 2024, PVCL will only focus on building technical infrastructure in Sub-projects 2 & 3. In 2024, although real estate business activities will face many difficulties due to the general market situation, PVCL will still attract many other activities such as Trade Fair events, Ocomboc Festival, Spring Flower Market 2024, New Year's Eve fireworks event in Soc Trang City and call for investors in FPT Education school and investment in sports facilities....

3.2 In terms of construction: In 2024, the following items were completed:

- **Regarding investment in internal utility works:** continue to build Nhan Luc Canal embankment; leveling the ground, surface water and wastewater drainage; emergency exits; sidewalks; roads on the North bank

- Regarding infrastructure construction of Urban Area Project 5A:

No.	Project	Unit	Perform year 2024	Cumulative progressive	Note
1.	Increase land	m ³	0	24,524	
2.	Sand filling pump	m ³	2,822	98,708	
3.	Surface drainage installation	m	192	30. 959	
4.	Installing a sewer drain	m	265	13. 575	
5.	New pavement tiles	m ²	5,046	77,420	
6.	Re-tile the sidewalk	m ²	0	2,269	
7.	Renovate the fire escape	m ²	0	1,949	
8.	Rebuild the escape route	m ²	0	105	
9.	Planting trees in parks	tree	70	4,653	
10.	Planting trees on the sidewalk	tree	207	1,380	
11.	Planting trees	tree	566	566	
12.	Park grass	m ²	5,669	22,421	
13.	Road construction (0x4 stone)	m ²	1,508	34,812	



14.	Asphalt construction	m ²	8,224	28.101	
15.	Construction of outer curb	M	690	2,688	
16.	Surface drainage manhole	piece	9	174	
17.	Sewage manhole	piece	15	98	
18.	Construction of Nhan Luc canal embankment	m	731	2,636	
19.	Discharge door	piece	0	17	

- On construction of buildings and houses:

Construction work in 2024 is as follows:

No.	Type of project	Previously Built (unit)	Built in 2024 (unit)	Cumulative construction to 12/31/2024 (units)	Note
(1)	(2)	(3)	(4)	(5)=(3+4)	(6)
1	Ground floor house	359	0	359	
2	1 ground floor 1 floor house	471	0	471	
3	1 ground floor 2 floor house	232	0	232	
4	Semi-detached house	50	4	54	
5	Single family house	14	1	15	
6	Self-built house (1 ground floor 1 floor)	179	6	185	
7	1 ground floor resettlement house	175	4	179	
8	Resettlement house 1 ground floor 1 floor	33	3	36	
	Total	1,513	18	1,531	

+ Construction supervision & execution:

- Construction supervision of housing projects: O-LK42; O-LK43; O-LK44; O-LK79; O-LK80; O-LK57; O-LK58;

- Supervise maintenance work of customer houses at O-LK42, O-LK43, O-LK44;

- Measure and hand over land to households for self-construction, hand over site to construction units;

- Setting up boundary stakes to exploit commercial land lots with land use rights transferred to households for self-construction;

- Regularly inspect and maintain houses that have been built but have not been occupied by customers to ensure urban aesthetics.

+ Public works - commercial - technical infrastructure care:

- Supervision of projects: Nhan Luc Canal embankment project, CVCX-21

- Technical infrastructure: Land leveling, surface drainage, wastewater; manholes; escape alleys, sidewalks, and roads on the North bank. Speeding up the completion of



the remaining technical infrastructure of sub-project 2-3, constructing curbs, sidewalks, and road surface No. 5, D15, N25. Constructing the drainage system of Road No. 5, N25.

- Completed dirty water sewers O-LK82, O-LK57, O-LK58, GD-02
- Completed mechanical and material warehouse at O-LK-51 area, road number 5.
- Completed construction of Green Park 21, Road No. 2.
- Check the compliance with construction regulations of customers in the project and construction contractors;
- Maintain cleaning, weeding, and spraying weeds in green parks in the area, squares, landscapes, and on roads in the urban area. Regularly water, fertilize, and care for ornamental plants. Plant and nurture new tree seedlings.

+ Technical design work - budget preparation:

- Complete design drawings and estimates for O-LK46 project
- Complete basic design drawings and necessary documents to support the Accounting Department
- Designing of buildings O-LK63, O-LK64, O-LK65, O-LK66 is underway.

3.3 Business results of products at Urban Area Project 5A in 2024

No.	Product	Previously Sold	Sold in year 2024	Cumulative sales until 31/12/2024
		(base/foundation)	(base/foundation)	(base)
\`1)	\`2)	\`3)	\`4)	(5)=(3)+(4)
1	Ground floor house	342	-	342
2	1 ground floor 1 floor house	500	3	503
3	1 ground floor 2 floors house	218	28	246
4	BT House	30	-	30
5	BT Background	204	-	204
6	Isolated BT foundation	90	2	92
7	Resettlement land	315	-	315
8	Adjacent Background	768	-	768
9	Investment project background...	1	-	1
	Total	2,468	33	2,501



❖ Separate business results for real estate sector in the year 2024 is **205.24** billion VND, reaching **72.01%** of the 2024 plan for the real estate business sector of **285** billion VND; compared to the previous 3 consecutive years:

+ Achieved **81.12%** compared to the implementation results in 2023 (253 billion dong);

+ Achieved **68.41%** compared to the implementation results in 2022 (300 billion dong);

+ Achieved **31.97%** compared to the results achieved in 2021 (642 billion dong);

In 2024 , there was 01 adjustment in land and housing prices :

- In the past year, the selling price did not fluctuate much, due to the influence of the general real estate situation in the country. However, there was only 1 adjustment to increase the selling price of houses in November 2024, increasing 120 million VND/1 product according to Appendix 2 of the DKRS basket.

- Payment policy is adjusted to be more relaxed than previous policies to stimulate product consumption during the difficult period of the real estate market. Quick payment discount policy when customers pay 70 - 90% in advance.

- To stimulate customer demand during difficult times, the management board also issued many promotional policies in business such as giving away a package of home finishing materials worth 60 million VND, a policy to support interest-free deferred loans, a program to buy a new home and receive an immediate gift of 80 million VND...

3.4. Regarding the dossier for granting resettlement and commercial housing ownership certificates

Results of preparing documents for granting house/land ownership certificates in 2024 51 records were received. As of December 31st, 2024, 2,407 products/2,501 products sold have been granted ownership certificates.

Details as follows:

No.	Product	Number of Houses/Lots sold	Certificate of ownership issued until 12/31/2023	Title granted in 2024	Cumulative issued title deeds up to 12/31/2024	Achieved rate	The remaining number has not been granted ownership certificate.
1	Ground floor house	342	342	-	342	100.0%	-
2	1 ground floor 1 floor house	503	419	20	439	87.3%	64
3	1 ground floor 2 floor house	246	217	29	246	100.0%	-



4	Villa House	30	30	-	30	100.0%	-
5	Villa Background	204	203	-	203	99.5%	1
6	Single Villa Foundation	92	78	2	80	87.0%	12
7	Resettlement land	315	308	-	308	97.8%	7
8	Commercial property	768	758	-	758	98.7%	10
9	Investment project background...	1	1	-	1	100.0%	-
	Total	2,501	2,356	51	2,407	96.2%	94

4. Shareholder structure, changes in owner's capital

a) Shares:

- Total shares:	59,581,418 shares
- Type of outstanding shares:	common stock
Number of freely transferable shares:	59,581,418 shares
- Treasury stocks:	0 shares

b) Shareholder structure:

The shareholder structure of Cuu Long Petro Urban Development and Investment Corporation is summarized by the group of shareholders closed as of March 13, 2025 as follows:

Ingredient	Number of shares owned	Value (VND)	% charter capital	Number of shareholders	Shareholder structure	
					Individual	Organization
1. Domestic	58.396.910	583.969.100.000	98,01%	5.494	5.481	13
Major shareholders (holding 5% or more of voting shares)	14.428.234	144.282.340.000	24,22%	2	2	0
Shareholders holding from 1% to less than 5% of voting shares	10.527.417	105.274.170.000	17,67%	8	8	0
Shareholders holding less than 1% of voting shares	33.441.259	334.412.590.000	56,13%	5.484	5.471	13
2. Foreign	1.184.508	11.845.080.000	1,99%	47	38	9
Major shareholders (holding 5% or more of voting shares)	0	0	0	0	0	0



Shareholders holding from 1% to less than 5% of voting shares	0	0	0	0	0	0
Shareholders holding less than 1% of voting shares	1.184.508	11.845.080.000	1,99%	47	38	9
3. Total	59.581.418	595.814.180.000	100,00%	5.541	5.519	22

c) **List of major shareholders**, holding more than 5% of share capital as of March 13rd, 2025:

STT	Shareholder name	ID card number	Address	Share own	Charter capital ratio (%)
1	Nguyen Trieu Dong	094060004341	Area 5A, Ward 4, Soc Trang	10,662,400	17.90%
2	Duong The Nghiem	094059007776	Area 5A, Ward 4, Soc Trang	3,765,834	6.32%
	Add:			14,428,234	24.22%

d) **Treasury stock transactions:** *Are not.*

6. Report on the company's environmental and social impacts

6.1. Management of raw materials:

Total amount of raw materials used for the company's main construction during the year:

STT	Raw materials	Unit	2023	2024	Note
1	Sand filling	m ³	5,938	10,515	
2	Construction sand	m ³	5,573	3,026	
3	Stone 0x4	m ³	979	4,250	
4	Stone 1x2	m ³	1,574	3,979	
5	Cement	bag	104,845	133,455	
6	Iron	kg	598,511	557,428	
7	Brick tube 9	pill	1,778,385	557,428	
8	Brick card 9	pill	441,165	420,500	
9	Fresh concrete	m ³	2,668	5.251	

6.2. Energy consumption:

Direct and indirect energy consumption .

TT	Energy consume	Unit	2023	2024	Note
1	FO oil	liter	14,580	12,480	
2	Gasoline	liter	6.910	6,985	
3	Electricity	kWh	387,443	382,480	

6.3. Water consumption:



Water supply and water usage of business activities during the year: Mainly using water supplied by the water plant for construction purposes, usage in 2024 is 1,940 m³ an increase compared to usage in 2023 with 1,680 m³.

6.4. Compliance with environmental protection laws:

- a) Number of times fined for non-compliance with environmental laws and regulations: *None*
- b) Total amount of fines imposed for non-compliance with environmental laws and regulations: *None*.

6.5. Employee related policies

a) Number of employees, average salary for employees.

Number of employees: 72 employees.

- Average salary: Employee income includes salary, productivity bonus, business bonus, holiday bonus, year-end bonus equivalent to the previous year.

Year	2020	2021	2022	2023	2024
Average income/employee (VND/month)	7,000,000	7,000,000	7,500,000	7,500,000	7,500,000

b) Labor policy to ensure the health, safety and welfare of workers.

In 2024, although the construction industry faced many difficulties, the Company tried to maintain stable jobs for employees and fully implemented policies to care for employees in the company, promptly resolved policies, encouraged, visited, and subsidized union members and employees when necessary.

+ About salary and bonus policy: The company ensures that salaries and allowances are not lower than the minimum wage prescribed by the state, ensuring the lives of employees, always ensuring jobs for employees, creating conditions for employees to develop their full potential to have higher salaries. At the end of the year, the company paid a 13th month salary bonus equal to 1 month's salary of employees.

+ About subsidy policy:

- Hardship allowance depending on the level;
- Severance pay according to law.

+ Other policies: Employees are fully entitled to the benefits stipulated in the Labor Code and the current Social Insurance Regulations, including sickness, maternity, work accident, occupational disease, retirement, and death benefits. 100% of employees, after being recruited and completing the probationary period as prescribed by the Company, are signed labor contracts and fully participate in social insurance and health insurance.

In 2024, the Executive Committee of the Trade Union took care of 34 visits to the union members, including: organizing collective birthday parties in the month for union members with 15 visits, giving gifts to children on the occasion of Mid-Autumn Festival, organizing meetings of female union members on March 8th and October 20th; giving gifts for Lunar New Year, supporting workers in difficulty in the company.



In addition, the Executive Board of the grassroots trade union also advised the company's Board of Directors to take care of Tet gifts in the form of necessities prepared for Tet and 13th month salary bonus and Tet bonus for company employees.

c) Employee training activities:

In 2024, in addition to registering to improve the management level of the Board of Directors, the Company also creates conditions for employees to receive professional training such as:

+ Environmental protection training conference organized by the Department of Natural Resources and Environment of Soc Trang province;

+ Training and dialogue conference on social insurance and labor code organized by Vietnam Federation of Commerce and Industry in Soc Trang province;

+ Scientific Workshop on Sustainable Business, secrets to improve productivity, quality and effective production management in the 4.0 era organized by the Department of Science and Technology of Soc Trang province;

+ Send 09 leaders and employees to attend the certificate training course: "Real Estate Brokerage Practice" organized by IFA Institute.

6.6. Reports relating to responsibility towards local communities.

PVCL operates in the field of construction and real estate investment, so green environmental criteria are one of the important evaluation factors of the company. Right from the beginning of the exploitation of the 5A Urban Area project, the Board of Directors set the goal of building a modern urban area with green space and friendly to the environment.

5A Urban Area Project has been evaluated by the community as the most beautiful urban area in Soc Trang with a green tree system and a clean environment here. During the investment and construction process, the Board of Directors always aims to protect natural resources and recycle excess materials in production.

Every year, based on the business plan of the Company's General Director, the Union Executive Board launches emulation movements such as: *“Good worker” emulation movement; Launching the emulation movement “Good at public work, good at housework” among female employees; launching the company to practice a civilized lifestyle and corporate cultural environment with movements “All people protect national security”.*

Launched 100% of employees and affiliated units to register to respond to the emulation movement **“Green - clean - beautiful, ensuring occupational safety and hygiene”**. The Company's Executive Board and the Company's grassroots Trade Union also registered to compete in the movement with the City Labor Federation, regularly developing and implementing occupational safety and hygiene plans; implementing standards, procedures, regulations, and safe working measures; coordinating with the Director of Project Management Board 5A and Directors of construction units to well organize typical activities such as: *“Month of action on occupational safety and hygiene”*; activities *“Responding to the Month of action for the environment and*



World Environment Day”; launching and organizing the movement *“Promoting initiatives and projects to improve working conditions”*; Building a safety culture in the workplace and launching the *“5S emulation movement (Sort, Arrange, Clean, Standardize, Sustain) in occupational safety and health work”*...

In particular, PVCL is determined to invest in the construction and improvement of the water environment of Nhan Luc canal. It is considered the green lung of the 5A Urban Area project.

Regarding responsibility to the community: to ensure security and order in the residential area, the company boldly invested in a 24/7 security camera system and integrated it into the citywide camera surveillance gate. In addition, the security force ensures security, patrols and guards to maintain security as well as protect the company's assets, construction works and the community, which has greatly supported the local security force. The company also equipped the project with additional fire prevention and fighting equipment to ensure the safety of the community.

In 2024, PVCL also actively participated in social and charitable activities such as contributing to the **“Fund for the Poor”** launched by the People's Committee of Ward 4 and the People's Committee of Soc Trang City; supporting the city's decoration and fireworks costs, participating in jam making activities to give to disadvantaged families on the occasion of Lunar New Year in Soc Trang City.

PART 2

2025 OPERATION PLAN

Based on the 2024 production and business results and the difficult situation of the economy in the coming time. Based on the 2025 operating direction set by the Board of Directors. The Company's Executive Board has reviewed the general economic development situation, as well as fully utilized and exploited the existing resources of the unit to establish specific production and business plan targets for 2025 as follows:

I. Business plan 2025:

Unit: VND

Target	Plan 2025	Implementation 2024
1. Sales and service revenue	360,000,000,000	306.854.287.888
2. Profit after corporate income tax	50,000,000,000	42,364,525,565
3. Charter capital	595,814,180,000	595,814,180,000

II. Solutions to implement the 2025 plan:

To achieve the 2025 plan goals set by the Board of Directors, the Executive Board will focus on the main areas of real estate business, construction, building materials business and other services.

Specific solutions are as follows:

❖ About finance and business:



- Consolidate business strategies and plans; develop sales policies and sales channels through e-commerce platforms and forms of cooperation with agencies and businesses, build a sales consulting team from local sales staff...
- Assess market needs to design new products that are suitable for current trends and customer needs;
- Build the value and brand of the project by attracting cultural events of the province and city to organize at the project to build the image of Urban Area 5A such as the annual Spring Flower Market, Spring Festival Activities, Quarterly Trade Fair or on festival occasions.
- Promote the exploitation of premises leasing services and find partners to lease or transfer commercial service areas KTM-01, KTM-02, C-TM01, C-TM07, Medical land YT-01 and other services in the project, specifically:
 - + *Promote investment in the comprehensive sports and entertainment complex (TTTTD-01) to put into operation in 2025.*
 - + *Complete the procedure for transferring educational land to FPT Education Company Limited.*
 - + *Rebuild investment attraction policy for commercial service zones KTM-01, KTM-02, C-TM01, C-TM07, YT-01.*
- Proactively seek medium and long-term capital sources from the domestic capital market to serve the Company's business operations, increasing revenue and profits for the Company.
- Linking many banks to finance loans for home buyers with flexible payment support policies.
- Implement and find all measures to increase labor productivity to effectively implement the 2025 production and business plan in the fields of real estate, construction materials and services.
- ❖ **Investment and construction work:**
 - Focus on completing the technical infrastructure of the Project to ensure compliance with real estate business conditions according to current regulations.
 - Regarding social infrastructure and other entertainment facilities to attract customers to the urban area such as implementing the construction of sports area - sports - gymnasium - 01; working with partner FPT to speed up the construction progress of inter-level schools at the educational land GD-02 to put into operation in 2025.
 - On building new products:
 - + *Deploying the construction of new 1-ground-floor-1-mezzanine houses O-LK72, O-LK73 and business implementation with support policies of Vietnam Development Bank;*
 - + *Deploying the construction of new 1-ground-floor-2-storey and 1-ground-floor-1-storey houses in LK84 and LK86 ; ground-floor houses O- LK46.*
 - + *Design and build new products O-LK63, O-LK64, O-LK65, O-LK66.*
- ❖ **Administration:**
 - Pay attention to improving the management capacity of the Company's management and operations.



- Recruit and appoint high quality personnel with appropriate professional qualifications to implement the Company's new project development plans.
- Further enhance the sense of responsibility of departments and individuals for assigned functions and tasks.
- Adjust the regimes and policies on salary, bonuses and other benefits for all employees and workers in the company to link the responsibilities, obligations and benefits of departments to production and business tasks.
- Strengthen monitoring of monthly and quarterly plan implementation as a basis for urging departments to achieve set production and business plan targets.
- Focus financial and human resources to complete the technical infrastructure in 2025.
- It is expected to prepare a Proposal to adjust the local planning of the project to remove the uncleared area in Sub-project 3 to complete 100% of the technical infrastructure;

Hopefully, in 2025, with the attention of provincial leaders on removing difficulties for businesses, the initiative of the Executive Board in finding partners to exploit social infrastructure projects and new product business plans... will be good conditions for PVCL's business activities.

Above is the report on the results of production and business activities in 2024 and some key indicators and directions for production and business tasks in 2025 presented to the Congress.

Thank you very much!

Recipients:

- CCL General Meeting of Shareholders;
- BOD, Audit Committee, General Director;
- Archived: secretaries.

GENERAL DIRECTOR

Duong The Nghiem



No.: 01/ UBKT.PVCL.25

Soc Trang , April 26th , 2025

**ACTIVITY REPORT OF INDEPENDENT MEMBERS OF THE
BOARD OF DIRECTORS
ON THE AUDIT COMMITTEE IN 2024**

**Respectfully submit to: Annual General Meeting of Shareholders 2025
Cuu Long Petro Urban Development and Investment Corporation.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020, effective from January 1st, 2021;
- Based on the duties and powers of the Audit Committee under the Board of Directors as stipulated in the Charter of Cuu Long Petro Urban Development and Investment Corporation.
- Based on the business performance and separate financial statements in 2024 of Cuu Long Petro Urban Development and Investment Corporation.

The Audit Committee of Cuu Long Petro Urban Development and Investment Corporation respectfully reports to the 2025 Annual General Meeting of Shareholders on the performance of the independent members of the Board of Directors in the Audit Committee in 2024 and the 2025 Plan as follows:

I. AUDIT COMMITTEE ACTIVITIES:

1. About human resources structure:

- The Company applies Point b, Clause 1, Article 137 of the Enterprise Law 2020 with the current organizational model being the Audit Committee under the Board of Directors.
- The Audit Committee for the term (2022 - 2027) was elected on April 18th, 2022 with 02 members. The appointed members all complied with the provisions of the Enterprise Law 2020 on the condition of being a member of the Audit Committee, which must be an independent member of the Board of Directors.
- The current Audit Committee members include 02 members as follows:

No.	Member of the Audit Committee	Board of Directors Position	Responsible for the Audit Committee
1	Le Phuoc Sang	Independent Board Member	Chairman of the Audit Committee
2	Pham Tan Khoa	Independent Board Member	Member of the Audit Committee

2. On operating principles: Independence, objectivity, honesty and confidentiality.

3. About main tasks:

- Monitor the integrity of financial statements;
- Recommend to the Board of Directors the selection of independent auditing units to submit to the Annual General Meeting of Shareholders for approval; and



monitor and evaluate the independence and objectivity of the auditing unit during the performance of its work.

- Review the company's internal control system and risk management processes;
- Review related party transactions and make recommendations on transactions that require approval by the Board of Directors or General Meeting of Shareholders;
- Supervision is to ensure that the company complies with legal regulations, regulatory requirements and other internal regulations of the company.

4. Audit Committee performance in 2024:

- In 2024, the Audit Committee has promoted its role well and fully performed its functions and tasks according to the Audit Committee's Operating Regulations.
- The Audit Committee held regular and extraordinary meetings to report on the monitoring of activities, with the participation of the following members:

No.	Member Audit Committee	Position	Start date is member Audit Committee	Number of meetings of the Audit Committee	Meeting attendance rate	Reason absent from meeting
1	Le Phuoc Sang	Chairman of the Audit Committee	April 18 th , 2022	2/2	100%	
2	Pham Tan Khoa	Member of the Audit Committee	April 18 th , 2022	2/2	100%	

- The meeting members discussed and agreed with the voting results of 100% approval on the issues in the meetings, specifically as follows:
 - + Approve the work plan of the Audit Committee in 2024.
 - + Through the company's quarterly, semi-annual and annual financial reports.
 - + Through the Company's internal control procedures.
 - + In addition, members of the Audit Committee also fully participated in meetings of the Board of Directors, promptly reported on the activities and related recommendations of the Audit Committee.
 - + Propose advice to the Board of Directors on establishing strategic orientation, business goals, risk management policies and solutions to handle risks arising in the company's operations.

5. Report on remuneration, operating expenses and other benefits of the Audit Committee :

The total amount of remuneration paid by the Company to the Audit Committee in 2024 is VND **286,000,000** (*Two hundred and eighty-six million VND*).

Time	Audit Committee	2024 remuneration(VND)
Salary from 01/01/2024 – 12/31/2024	02 Members	264,000,000
Tet bonus 2024	02 Members	22,000,000
Total		286,000,000



6. Results of inspection and supervision of some key activities:

6.1. Results of the company's financial report audit.

- Results of monitoring the preparation of financial statements:

current Vietnamese accounting standards and the Vietnamese accounting regime as guided in Circular 200/2014/TT-BTC issued by the Ministry of Finance on December 22nd, 2014.

- Results of the inspection of the Company's financial situation and operations:

+ About financial situation:

PVCL Company's financial situation as of December 31st, 2024 is healthy, with no bad debts or overdue debts. In 2024, PVCL Company complied with reporting and accounting regimes in accordance with current regulations, accounting data honestly and reasonably reflected the Company's financial situation.

+ About business results:

* Some key targets achieved in 2024 compared to 2023 are shown as follows:

Target	2024	2023	Rate vs. 2023
1. Total sales and service revenue	306.854.287.888	327.040.438.502	93.83%
2. Cost of goods sold	195.861.470.319	196.408.505.503	99.72%
3. Profit from business activities	56,575,577,615	70,942,058,788	79.75%
4. Total profit before tax	53,508,726,270	70,965,038,788	75.40%
5. Profit after tax	42,364,525,565	57,697,557,914	73.43%

* Some key targets achieved in 2024 compared to the 2024 plan are shown as follows:

Target	Plan 2024 (VND)	Implementation in 2024 (VND)	Performance ratio compared to plan
1. Total sales and service revenue	360,000,000,000	306.854.287.888	85.24%
2. Profit after tax	60,000,000,000	42,364,525,565	70.61%

Through the assessment of actual business performance in 2024, the Audit Committee found that:

-> Regarding performance results compared to the plan: PVCL did not achieve both revenue and profit targets compared to the 2024 plan, specifically only achieving 85.24% of revenue and 70.61% of after-tax profit targets.

-> Regarding the performance results this year compared to last year: although there was no growth, PVCL achieved positive results during the general difficult period of the real estate industry last year. Specifically, in 2024, revenue reached 93.83% compared to revenue achieved in 2023 and profit after tax achieved was 73.43% compared to profit after tax in 2023.

6.2. Results of monitoring independent audit services:

- In 2024, Southern Accounting & Auditing Financial Consulting Services Company Limited (AASCS) conducted the audits of the Company's semi-annual and annual financial statements. AASCS is an independent auditing unit approved by the State Securities



Commission to audit financial statements for companies listed on the Vietnamese stock exchange.

- Scope, content, method and time of audit: has been performed by the audit unit in accordance with the signed contract agreement No. 228/HDKT/TC/2024/AACS dated June 14th, 2024 in an objective manner; complied with legal regulations on independence and completed audit reports on time.

6.3. Assessment results of the Company's internal control and risk management system:

- The company has issued and strictly implemented internal control and risk management procedures in accordance with legal regulations .

- The Company's management document system has been built in accordance with the principles of compliance with legal regulations, requirements and management principles of the Company; has been communicated to all employees for understanding and implementation.

- Activities taking place throughout the Company are controlled at all levels according to regulations, policies or requirements of the leadership.

6.4. Assessment report on related transactions:

Report on the assessment of transactions between the company and members of the Board of Directors, General Director and related persons of insiders; transactions between the company and companies in which members of the Board of Directors, General Director in the last 3 years before the transaction time:

Regarding the company's loans to an organization related to an insider who is the Chairman of the Board of Directors - Ut Xi Aquatic Products Processing Corporation, which arose in the past, the Audit Committee reminded the Board of Directors to comply with the recovery in accordance with the law. The results of the audited 2024 financial statements, the reported data up to December 31th, 2024, show that the company has recovered 100% of these loans in accordance with the commitment and regulations.

Insider transactions such as product purchases by employees of the Board of Directors are fully disclosed.

The Audit Committee found that the Company complied with the regulations on the authority of the General Meeting of Shareholders and the Board of Directors to approve transactions; monitored and explained transactions with insiders and related parties of insiders with the Company. These transactions were disclosed in accordance with the provisions of law .

II./ REPORT OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE:

1. Performance of Independent Members in the Board of Directors in 2024:

- In 2024 , the independent members of the Board of Directors in the Audit Committee will have full access to information on the decisions of the Board of Directors and will be able to fully attend important meetings of the Board of Directors.

- Review and approve the Company's business situation reports, quarterly financial reports, management assessment reports of the Board of Directors, and documents of the 2024 Annual General Meeting of Shareholders.

- Inspect and supervise the implementation and execution of the Resolution of the 2024 Annual General Meeting of Shareholders for the Board of Directors and the Board of General Directors of the Company.



- Based on operations in 2024, no violations of the provisions stated in the Company's Charter have been detected and no requests from Shareholders have been received requiring an extraordinary inspection decision on the Company's investment and business activities.

2. Performance evaluation for the Board of Directors:

- About the board of directors:

+ The total number of members of the Board of Directors for the term (2022-2027) is 05 members, of which 02 are independent members who are members of the Audit Committee under the Board of Directors.

+ All members of the Board of Directors perform their duties with a high sense of responsibility, have strategic vision, and make timely decisions in the best interests of the Company and Shareholders.

- Monitoring results for the Board of Directors:

+ Every quarter, the Board of Directors holds meetings to evaluate and update the business and financial situation; from there, discuss and evaluate fully in the spirit of openness, fairness, transparency and carefulness to provide the best orientations, solutions and decisions, in line with the Company's development strategy.

+ The meetings of the Board of Directors were convened and implemented in accordance with the procedural regulations stated in the Company Charter; the contents of the Board of Directors meetings were reported, exchanged, discussed and voted on in accordance with the provisions of the Law and within the authority of the Board of Directors. The contents voted on by collecting written opinions were carried out in accordance with the procedures.

+ The Board of Directors has set out strategic directions for production and business development; appropriate medium- and long-term investment and development plans; fully implemented the goals and tasks according to the Resolution of the 2024 Annual General Meeting of Shareholders.

+ Board members properly perform their roles and responsibilities, fully attend meetings and vote to contribute to building and developing the Company's activities and development orientation.

+ The Board of Directors regularly supervises and directs the General Director and other business executives to properly perform assigned tasks; approves issues within its authority and reports to the General Meeting of Shareholders in accordance with the duties and powers of the Board of Directors as stipulated in the Company Charter.

3. Performance evaluation of the Board of Directors:

- Regarding the Board of Directors:

+ The total number of members of the Board of Directors as of December 31th, 2024 is 03 members, including 01 General Director and 02 Vice General Directors.

+ In 2024, there will be a change in personnel in the Board of Directors, specifically: from July 1st, 2024, 01 Vice General Director, Mr. Nguyen Song Gianh, was dismissed due to resignation and a new Vice General Director, Ms. Nguyen Kim Hong Dao, was appointed.

- Results of monitoring the activities of the Board of Directors:

+ Every month, the Executive Board regularly holds meetings to discuss the production and business situation and, based on timely instructions from the Board of Directors, decides on production and business plans suitable to reality.



+ The General Director has seriously implemented the Resolutions and Business Plans approved by the General Meeting of Shareholders or the Board of Directors and properly performed the duties and powers of the General Director as stipulated in the Company Charter.

+ In management and operation activities, there have been no cases of members of the Board of Directors and other business executives being dishonest or having conflicts of interest with the Company; nor have there been any records from management agencies or authorities of any material violations or errors.

4. Coordination of activities between the Audit Committee and the activities of the Board of Directors, the General Director and other management staff :

- During its operation, the Audit Committee has coordinated well and closely with the Board of Directors and the General Director of the Company to control all production and business activities of the Company.

- The Audit Committee is not interfered with in the performance of its duties and is given access to documents related to the Company's operations. It is allowed to discuss with other members of the Board of Directors, members of the Board of General Directors, Chief Accountant and other managers... to collect information for the Audit Committee's operations. Any issues arising are discussed and resolved promptly.

III. AUDIT COMMITTEE'S ACTIVITY PLAN IN 2025

- Promote the sense of responsibility to continue to fully perform the obligations and complete the objectives of the Audit Committee in accordance with the Audit Committee's Operating Regulations; complete other tasks assigned by the Board of Directors in accordance with the provisions of law, the Charter, and the Company's internal governance regulations.

- Strengthen supervision of the implementation of legal regulations, company charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors and internal governance regulations of the company; inspect and supervise the implementation results of goals and plans.

- Conduct quarterly, semi-annual and annual financial statement audits as prescribed; coordinate with the Board of Directors, the Board of Management and other units within the company to improve and enhance the company's internal control activities.

- Regularly inspect and monitor the activities of units within the company and make recommendations to improve the company's governance and risk management processes.

- Perform other tasks as prescribed in the Operating Regulations of the Company's Audit Committee.

Above is the content of the 2024 operational report of the Independent Member of the Board of Directors in the Audit Committee of Cuu Long Petro Urban Development and Investment Corporation and the 2025 operational plan . Respectfully submitted to the 2025 Annual General Meeting of Shareholders for consideration.

ON BEHALF OF AUDIT COMMITTEE

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.

Chairman

Le Phuoc Sang



No: 01/TTr.HĐQT.PVCL.25

Soc Trang, April 26th, 2025

SUBMISSION 01

On the approval of the audited Financial Statements for 2024, & Profit distribution in 2024 and plan for 2025

Respectfully submit to: Annual General Meeting of Shareholders 2025 Cuu Long Petro Urban Development and Investment Corporation

- Pursuant to the Enterprise Law No. 59/2020/QH14 effective from January 1st, 2021;
- Pursuant to the Charter of Operation of Cuu Long Petro Urban Development and Investment Corporation;
- Based on the Financial Statements of Cuu Long Petro Urban Development and Investment Corporation audited by Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS)

I. Through audited financial statements for 2024:

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2024 financial statements of Cuu Long Petro Urban Development and Investment Corporation, audited by Southern Accounting and Auditing Financial Consulting Services Company Limited (AASCS) under No. 118/BCKT/TC/2025/AASCS with the Auditor's opinion: "The financial statements have honestly and reasonably reflected, in all material aspects, the financial situation of Cuu Long Petroleum Urban Development and Investment Company as of December 31st, 2024, as well as the business results and cash flows for the financial period ending on the same day, in accordance with Vietnamese accounting standards and accounting regimes for enterprises and legal regulations related to the preparation and presentation of financial statements".

The 2024 financial report of Cuu Long Petro Urban Development and Investment Corporation has been disclosed according to regulations and posted on the Company's website: www.pvcl.com.vn.

II. Plan for distributing profit after tax in 2024:

Based on the audited financial report for 2024, the Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders for approval of the 2024 profit distribution plan as follows:

ITEM	AMOUNT (VND)
Total profit after corporate income tax according to the 2024 business performance report	42,364,525,565
Total fund provisions in 2024	8,472,905,112
- Provision for investment and development fund	4,236,452,556
- Provision for reward and welfare fund	4,236,452,556
Remaining after-tax profit after setting aside funds in 2024	33,891,620,453
Undistributed profit after tax of previous years	16,432,175,104
Total accumulated profit after tax remaining to pay dividends	50,323,795,557
- Charter capital as of April 26 th , 2025	595,814,180,000



- Dividend payment / Charter capital rate 0%	0
Profit remaining after distribution of funds and payment of dividends	50,323,795,557

In 2025, due to the requirement to concentrate all resources and finances to complete 100% of the technical infrastructure of the 5A urban area project as required by state management agencies in accordance with the approved planning and this is also a mandatory condition for real estate business according to regulations from August 1st, 2024.

⇒ Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders that the company will not pay dividends in 2024 to invest 100% of technical infrastructure to complete on schedule.

The accumulated amount of undistributed profit in 2024 of VND **50,323,795,557** will be added to the undistributed profit after tax in 2025.

III. Plan for distribution of after-tax profits in 2025:

ITEM	PLAN
- Provision for investment and development fund	10%/profit after tax
- Bonus fund provision	5%/profit after tax
- Welfare fund provision	5%/profit after tax
- Expected dividend payout ratio in 2025 is 10%	10% / charter capital

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval of the content of the presentation./.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.



NGUYEN TRIEU DONG



No: 02/TTr.HĐQT.PVCL.25

Soc Trang, April 26th, 2025

SUBMISSION 02

On selecting an independent auditing firm Conduct financial statement audit in 2025

**Respectfully submit to: Annual General Meeting of Shareholders 2025
Cuu Long Petro Urban Development and Investment Corporation.**

- Pursuant to the Enterprise Law No. 59/2020/QH14 effective from January 1st, 2021;
- Pursuant to the Charter of Cuu Long Petro Urban Development and Investment Corporation.

In order to audit the Company's 2025 Financial Statements in accordance with legal regulations and the Company's Charter, to enhance professionalism and transparency in governance and management, the Audit Committee proposes that the Board of Directors submit to the 2025 Annual General Meeting of Shareholders for consideration and approval of the selection of an independent auditing unit to audit the Company's 2025 Financial Statements with the following contents:

I. CRITERIA FOR SELECTING INDEPENDENT AUDITING UNIT:

1. Is a company legally operating in Vietnam and approved by the State Securities Commission to audit listed companies;
2. Have experience in auditing public companies in Vietnam;
3. Reputable for audit quality;
4. Auditing team is highly qualified and experienced, honest, competent and ethical;
5. There are reasonable audit fees, appropriate to the audit quality and scope.

II. INDEPENDENT AUDITING UNIT PROPOSES SELECTION:

Based on the above selection criteria and considering the capacity of auditing companies approved by the State Securities Commission (SSC) to audit in 2025, the Audit Committee proposes to the General Meeting of Shareholders the following contents:

2.1. Agree to approve the list of independent auditing units selected to audit the Company's semi-annual financial statements and 2025 financial statements, including the following 3 units:

1. Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS)

Address: No. 29, Vo Thi Sau, Ward Da Kao, District 1, Ho Chi Minh City.

2. Ernst & Young Vietnam Co., Ltd.

Address: No. 2 Hai Trieu, Ben Nghe, District 1, Ho Chi Minh City.

3. A&C Auditing and Consulting Company Limited (A&C)

Address: No. 02 Truong Son, Ward 02, Tan Binh District, Ho Chi Minh City.



2.2 Agreed to authorize the Board of Directors of Cuu Long Petro Urban Development and Investment Corporation to represent the Shareholders' Meeting to select 01 of 03 auditing companies in Section 2.1 of this Proposal to audit the semi-annual audited financial statements and the 2025 audited financial statements.

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and unanimous approval and authorization to the Board of Directors to implement.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.



Nguyen Trieu Dong



No: 03/TTr.HĐQT.PVCL.25

Soc Trang, April 26th, 2025

SUBMISSION 03

Report on remuneration and operating expenses of the Board of Directors and positions under the Board of Directors in 2024 and plan for 2025

Respectfully submit to: Annual General Meeting of Shareholders 2025 **Cuu Long Petro Urban Development and Investment Corporation**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17th, 2020, effective from January 1st, 2021;
- Pursuant to the Charter of Cuu Long Petro Urban Development and Investment Corporation.

The Board of Directors of Cuu Long Petro Urban Development and Investment Corporation would like to report to the 2025 Annual General Meeting of Shareholders on the expenses for paying remuneration to the Board of Directors and other positions under the Board of Directors in 2024 and propose a plan for paying remuneration and operating expenses to the Board of Directors and other positions under the Board of Directors in 2025 as follows:

I. Report on remuneration paid to the Board of Directors and positions under the Board of Directors in 2024:

In 2024, the Company paid remuneration to members of the Board of Directors and the Audit Committee, specifically as follows:

1. Board of Directors:

Time	Board of Directors	2024 remuneration(VND)
Salary from 01/01/2024 – 12/31/2024	01 Chairman + 04 Members	1,080,000,000
Tet bonus 2024	01 Chairman + 04 Members	90,000,000
Total		1,170,000,000

2. Audit Committee + Secretary of the Board of Directors:

Time	Audit Committee + Secretary	2024 remuneration(VND)
Salary from 01/01/2024 – 12/31/2024	03 Members	384,000,000
Tet bonus 2024	03 Members	32,000,000
Total		416,000,000

The total amount of remuneration paid by the Company to members of the Board of Directors, Audit Committee, and Secretary of the Board of Directors in 2024 is VND **1,586,000,000** (One billion five hundred and eighty-six million VND).



II. Plan for payment of remuneration, bonuses and operating expenses in 2025 for the Board of Directors and positions under the Company's Board of Directors:

In 2025, the Company proposes that the remuneration plan and specific expenses for each member of the Board of Directors and positions under the Board of Directors remain the same as in 2024 as follows:

1. Expected Board of Directors remuneration in 2025:

No.	Title	Quantity	Time to enjoy remuneration	Salary/month/person	Total remuneration/month	Total remuneration/year
1	Chairman of the Board	1	12 months	30,000,000	30,000,000	360,000,000
2	Board Member	4	12 months	15,000,000	60,000,000	720,000,000
	Total				90,000,000	1,080,000,000

2. Remuneration of the Audit Committee and other members of the Board of Directors:

No.	Title	Quantity	Time to enjoy remuneration	Salary/month/person	Total remuneration/month	Total remuneration/year
1	Chairman of the Audit Committee	1	12 months	12,000,000	12,000,000	144,000,000
2	Audit Committee Member	1	12 months	10,000,000	10,000,000	120,000,000
3	Secretary of the Board of Directors; Person in charge of information disclosure;	1	12 months	10,000,000	10,000,000	120,000,000
	Total				32,000,000	384,000,000

Thus, the expected monthly remuneration to be paid to the Board of Directors and members under the Board of Directors is **122,000,000 VND**, the total expected remuneration to be paid to the Board of Directors and members under the Board of Directors in 2024 is **1,464,000,000 VND. copper** .

3. The expected bonus fund for 2025 of the Board of Directors and members under the Board of Directors of the company in 2025 is as follows:



Year-end bonus for members of the Board of Directors and members under the Board of Directors in 2025, the bonus level will be considered based on business performance at the end of the year, not exceeding 0.5% of profit after tax.

=> The Board of Directors requests a vote and authorizes the Board of Directors to implement the reward report to the annual General Meeting of Shareholders.

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval by the General Meeting .

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.



NGUYEN TRIEU DONG



No: 04/TTr.HĐQT.PVCL.25

Soc Trang, April 26th, 2025

SUBMISSION 04

On the approval of transactions between the Company and related parties of insiders and related persons of insiders in 2025

**Respectfully submit to: Annual General Meeting of Shareholders 2025
Cuu Long Petro Urban Development and Investment Corporation.**

Base :

- Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Decree No. 71/2017/ND-CP dated June 6th, 2017 of the Government providing guidance on corporate governance applicable to public companies;
- Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- Charter of Cuu Long Petro Urban Development and Investment Corporation.

Due to the nature of the activities, there are frequent transactions between Cuu Long Petro Urban Development and Investment Corporation and construction units related to insiders such as construction transaction contracts, purchase and sale of raw materials for the production process as well as consumption of manufactured products with a number of partners who are related organizations of insiders and related persons of insiders in the Company.

Pursuant to the provisions of the Enterprise Law No. 59/2020/QH14, the Government's Decree guiding corporate governance, detailing the implementation of a number of articles of the Securities Law applicable to public companies and the Company's Charter of organization and operation. The Board of Directors (BOD) submits to the General Meeting of Shareholders for consideration and approval of all economic contracts between Cuu Long Petro Urban Development and Investment Corporation and related organizations and individuals of insiders including (*but not limited to*) the transaction contents according to Appendix 01 attached to this Submission No.: 04/TTr.HĐQT.PVCL.25.

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration, approval and unanimous authorization for the Board of Directors to direct the General Director to sign these arising economic contracts, but ensure compliance with the provisions of law, the Company's Charter and the Resolution of the General Meeting of Shareholders./.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.



NGUYEN TRIEU DONG



APPENDIX 1

LIST OF TRANSACTIONS SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS FOR APPROVAL

(Attached to Submission 04/TTr.HĐQT.PVCL.25 dated April 26, 2025 of the Board of Directors)

No.	Partner contract conclusion	Relationship with PVCL	Contract/transaction	Validity period for signing and performing transaction contracts
1	Nhan Luc Construction and Trading Company Limited	Related organization of insider.	- Related transactions serving production and business.	Time for signing: from the date of the 2025 Annual General Meeting of Shareholders to before the date of the 2026 Annual General Meeting of Shareholders.
2	Human Resources Construction & Trading Company Limited	Organizations related to related persons of company insiders	- Construction contract; - Purchase and sale of raw materials and other related transactions serving production and business activities	Time for signing: from the date of the 2025 Annual General Meeting of Shareholders to before the date of the 2026 Annual General Meeting of Shareholders.
3	Tai Luc Construction & Trade Company Limited	Organizations related to related persons of company insiders	- Construction contract; - Purchase and sale of raw materials and other related transactions serving production and business activities	Time for signing: from the date of the 2025 Annual General Meeting of Shareholders to before the date of the 2026 Annual General Meeting of Shareholders.

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**



Nguyen Trieu Dong
Nguyen Trieu Dong



No: 05/TTr.HĐQT/PVCL.25

Soc Trang, April 26th, 2025

SUBMISSION 05

Re: Through **promulgation Regulations of the Board of Directors**
additional content , modify Charter of Investment and Development Joint Stock
Company
Cuu Long Petroleum Urban Area

Respectfully submit to: Annual General Meeting of Shareholders 2025
Cuu Long Petro Urban Development and Investment Corporation

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17th, 2020, effective from January 1st, 2021;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26th, 2019, effective from January 1st, 2021;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the current Charter of Cuu Long Petro Urban Development and Investment Corporation;

Part I. Approving the promulgation of the Operating Regulations of the Board of Directors of Cuu Long Petro Urban Development and Investment Corporation:

Pursuant to Article 278 of Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Securities Law, the Board of Directors is responsible for: “Developing the Board of Directors' operating regulations for submission to the General Meeting of Shareholders for approval and publication on the company's website”.

Based on the provisions of current laws and the model regulations issued under Circular No. 116/2020/TT-BTC, the Board of Directors has developed a Draft **Regulation on the operation of the Board of Directors** .

The full text of the Draft Regulations on the Board of Directors' operations is attached to this Report and is published on the website at: pvcl.com.vn or dothi5a.com

The provisions of **the Operating Regulations of the Board of Directors of Cuu Long Petro Urban Development and Investment Corporation** will take effect from the date of approval by the 2025 Annual General Meeting of Shareholders.

Part II. Approving the content of the amendment to the Charter of Cuu Long Petro Urban Development and Investment Corporation:



Through reviewing the contents of the Company's current Charter, based on legal regulations, the Board of Directors has agreed to amend and supplement some contents of the Charter that are inappropriate and lacking .

supplemented contents are attached in Appendix 1 of this Proposal and are published on the website at: pvcl.com.vn or dothi5a.com

The amended and supplemented contents of the Charter of Cuu Long Petro Urban Development and Investment Corporation will take effect and be updated and applied from the date of approval by the 2025 Annual General Meeting of Shareholders.

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

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.



Nguyen Trieu Dong



APPENDIX

Attached is Submission No. 05/TTr.HĐQT/PVCL.25 dated April 26th, 2025 at the 2025 Annual General Meeting of Shareholders

Regarding the approval of the content of amendments and supplements to the Charter of Cuu Long Petro Urban Development and Investment Corporation

1. Additional and amended content in the Charter of Cuu Long Petro Urban Development and Investment Corporation

Article	Current content in the Charter	Additional and revised content
Article 12 <i>Shareholder rights</i>	Add more content on shareholders' rights in Article 12 - Company Charter 2. Common shareholders have the following rights: a. Attend and speak at the General Meeting of Shareholders and exercise voting rights at the direct General Meeting of Shareholders; <u>or the online General Meeting of Shareholders; or both; The General Meeting of Shareholders may authorize a representative or exercise electronic voting rights in other forms prescribed by the company.</u>	2. Common shareholders have the following rights: a. Attend and speak at the General Meeting of Shareholders and exercise voting rights at the General Meeting of Shareholders in person; or the General Meeting of Shareholders online; or both; The General Meeting of Shareholders is authorized to authorize a representative or exercise electronic voting rights in other voting forms as prescribed by the company. Each common share has one vote.
	(No, more to add)	m) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03] working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the proposed issues to be included in the meeting agenda;
Article 14 <i>General meeting of shareholders</i>	The comparison content at Points a, b, c, Clause 5, Article 14 is adjusted and amended from " Clause 3 of this Article " to " Clause 4 of this Article ". 5. Convening an extraordinary meeting of shareholders a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is as prescribed	5. Convening an extraordinary meeting of shareholders a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is as prescribed in Point c,



	<p>in Point c, Clause 3 of this Article or from the date of receipt of the request prescribed in Point d and Point e, Clause 3 of this Article;</p> <p>b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 3 of this Article , within the next thirty (30) days, the Audit Committee must replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises 2020;</p> <p>c. In case the Audit Committee does not request the Board of Directors to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders with the request prescribed in Point d, Clause 3 of this Article shall have the right to replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises 2020.</p>	<p>Clause 4 of this Article or from the date of receipt of the request prescribed in Point d and Point e, Clause 4 of this Article;</p> <p>b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article , within the next thirty (30) days, the Audit Committee must replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises 2020;</p> <p>c. In case the Audit Committee does not request the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders with the request prescribed in Point d Clause 4 of this Article has the right to replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises 2020.</p>
<p>Article 19 <i>Conditions for holding a General Meeting of Shareholders</i></p>	<p>Amend the content in Clause 1, Article 19 - the ratio of shares of shareholders attending the meeting, adjust the phrase "at least 50%" adjusted to "over 50%"</p> <p>1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents at least [5 0 %] total number of voting shares.</p>	<p>1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than [50%] total number of voting shares.</p>
<p>Article 21 <i>Conditions for the Resolution of the General Meeting of Shareholders to be passed</i></p>	<p>In Clause 3, Article 21, add the content "<i>change of company organizational structure; change of business lines, occupations and fields</i>"</p> <p>3. Decisions of the General Meeting of Shareholders regarding amendments and supplements to the Charter and types of shares and number of shares offered for sale; reorganization or dissolution of the enterprise ; purchase or sale of assets of the Company or its branches with a value of 35% or more of the total value of the Company's</p>	<p>3. Decisions of the General Meeting of Shareholders regarding amendments and supplements to the Charter and types of shares and number of shares offered for sale; reorganization or dissolution of the enterprise; change in the organizational structure of the company; change in business lines, occupations and fields; purchase and</p>



	assets calculated according to the most recent audited financial statements passed when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives at the General Meeting of Shareholders.	sale transactions of assets of the Company or its branches with a value of 35% or more of the total value of the Company's assets calculated according to the most recent audited financial statements passed when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives at the General Meeting of Shareholders.
Article 26 <i>Composition and term of office of the Board of Directors</i>	Amend the content in Clause 1 - Article 26 - Specific regulations on the number of members of the Board of Directors are amended from " <i>may be from 05 to 07</i> ". " <i>Member</i> " is specifically adjusted to " 05 members "	
	1. The number of members of the Board of Directors can be from 05 to 07 . member, including 02 or more independent members of the Board of Directors. The independent members of the Board of Directors will undertake the work of the Audit Committee.	1. The number of members of the Board of Directors is 05 members, including 02 or more independent members of the Board of Directors. The independent members of the Board of Directors will undertake the work of the Audit Committee.
Thing 2 7 <i>Powers and obligations of the Board of Directors</i>	Amendment to Clause 2, Article 27 – adjusting the phrase “ <i>recorded in the Company's most recent financial report</i> ” and contracts, transactions ... ” adjusted to “ <i>recorded in the Company's most recent financial statements except for contracts, transactions....</i> ”	
	2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations: h) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total asset value recorded in the Company's most recent financial report. and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises 2020;	2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations: h) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total asset value recorded in the Company's most recent financial report. except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises 2020;
Article 41. <i>Responsibility</i>	Amend Clause 6, Article 41 – adjust the ratio specified in Point a, b Clause 6, Article 41 from [20%] of total asset value to [35%] of total asset value to comply	



<i>to be honest and avoid conflicts of interest</i>	with the provisions in Point p Clause 2, Article 15 and Point h Clause 2, Article 27 of the current Charter.
	<p>6. Transactions between the Company and one or more members of the Board of Directors, Audit Committee, General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:</p> <p>a) For transactions with a value less than or equal to [20%] of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Audit Committee, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests;</p> <p>b) For transactions of greater value Twenty percent [20%] of the total value of assets recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, Audit Committee, General Director, other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.</p>

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- General Meeting of Shareholders;
- BOD, Audit Committee, BOM;
- Archived: secretaries.



Nguyen Trieu Dong



No.: ... /BB.ĐHĐCĐ/PVCL.25

Soc Trang, date month ... year 2025

DRAFT

MINUTES OF MEETING
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT
CORPORATION

A. BUSINESS:

- Business name: **Cuu Long Petro Urban Development and Investment Corporation**
- Head office: No. 02, Lot KTM06, Road No. 6, Urban Area 5A, Ward 4, Soc Trang City, Soc Trang Province
- Business registration certificate: No. 2200280598 issued by the Department of Planning and Investment of Soc Trang province, changed for the 1st time on October 4th, 2023 .

B. LEGAL BASIS:

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17th, 2020, effective from January 1st, 2021 ;
- Charter of operation of Cuu Long Petro Urban Development and Investment Corporation;

C. TIME AND PLACE

- Time: , April 26th , 2025
- Location: at the Conference Hall of Cuu Long Petro Urban Development and Investment Corporation.

D. SHAREHOLDER QUALIFICATIONS EXAMINATION COMMITTEE

- The Board of Directors unanimously assigned the Shareholder Qualification Review Committee to include:

- | | |
|----------------------|-------------------|
| 1. Grandfather | Position: Prefect |
| 2. Grandma | Position: Member |

- On behalf of the Shareholder Qualification Examination Board, the Head of the Examination Board reported the results of the shareholder qualification examination as follows:

+ The total number of shareholders of Cuu Long Petro Urban Development and Investment Corporation as of **March 13rd, 2025** is shareholders, owning **59,581,418** voting shares

+ The total number of shareholders attending in person and by proxy at the 2025 Annual General Meeting of Shareholders on **April 26th, 2025** is shareholder, owning voting shares, accounting for % of the total number of voting shares of the Company.

Pursuant to Clause 1, Article 14.5 of the Law on Enterprises 2020: General Assembly The 2025 Annual General Shareholders of Cuu Long Petro Urban Development and Investment Corporation have met the conditions to proceed .

E. PARTICIPANTS:



- The 2025 Annual General Meeting of Shareholders has the attendance of shareholders and authorized persons of Cuu Long Petro Urban Development and Investment Corporation, accounting for % / total number of voting shares of the Company.
- With all members of the Board of Directors, Audit Committee and guests.

1. The current Board of Directors includes :

1. Mr. Nguyen Trieu Dong - Position: Chairman of the Board of Directors
2. Mr. Duong The Nghiem - Position: Member of Board of Directors
3. Mr. Truong Truc Linh - Position: Independent Member of Board of Directors
4. Mr. Le Phuoc Sang - Position: Independent Member of Board of Directors
5. Mr. Pham Tan Khoa - Position: Independent Member of Board of Directors

2. The current Audit Committee members include:

1. Mr. Le Phuoc Sang - Independent Member of the Board of Directors - Chairman of the Audit Committee
2. Mr. Pham Tan Khoa - Independent Member of the Board of Directors - Member of the Audit Committee

F. CONFERENCE CONTENT

- Through the working composition at the Congress: Presidium, Chairman, Secretariat and Vote Counting Committee;
- Approval of the Congress Agenda, Working Regulations, Voting Rules;
- Approval reports of the Board of Directors, Executive Board, Audit Committee;
- Approval **the Reports on the following contents:**

+ **Submission 01:** Approval of 2024 Financial Report - 2024 Profit Distribution Plan and 2025 Plan.

+ **Submission 02:** Approval to approve the selection of an auditor for the Company's financial statements in 2025.

+ **Submission 03:** Approval on approval of the Board of Directors' remuneration payment report in 2024 and the remuneration payment plan in 2025

+ **Submission 04:** Approval approving transactions between the Company and related parties of insiders and related parties of insiders in 2025 .

+ **Submission 05:** Approval to approve the issuance of the Board of Directors' Operating Regulations and approve the supplementary and amended contents of the Charter of Cuu Long Petro Urban Development and Investment Corporation.

Attached: - Draft Regulations on the operation of the Board of Directors;

- Appendix: Submission of proposed contents to be supplemented and amended in the Charter and Draft Charter of Cuu Long Petro Urban Development and Investment Corporation

- The Congress discussed and voted to approve the Minutes and Resolutions of the Congress.



G. SUMMARY OF CONGRESS PROCEEDINGS:

I. Approval of the Presidium, Chairman, Secretariat, Vote Counting Committee, Working Program, Working Regulations, Voting Rules at the Congress.

1. Approving the proposal of the Board of Directors on the Presidium and Chairman of the Congress including the following members:

1. Mr. **Nguyen Trieu Dong** - Position: Chairman of the Board of Directors - Chairman
2. Mr. **Duong The Nghiem** - Position: Member of Board of Directors - Member
3. Mr. **Truong Truc Linh** - Position: Member of Board of Directors - Member
4. Mr. **Le Phuoc Sang** - Position: Independent Member of Board of Directors - Member
5. Mr. **Pham Tan Khoa** - Position: Independent Member of Board of Directors - Member

The Congress conducted a vote by VOTING BALLOT with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

⇒ **Conclusion: With the voting percentage of%, the Congress unanimously approved.**

2. Approve the proposal of the Presidium on the Congress Secretariat consisting of the following members:

1. Grandparents: - Position: - Head of Secretariat
2. Grandparents: - Position: - Member

The Congress conducted a vote by VOTING BALLOT with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares : share;	Occupy proportion:%



-	Number of shares with other opinions : share;	Occupy proportion:%
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⇒ **Conclude: With the voting ratio of %, the Congress unanimously passed.**

3. Approval of the proposal of the Presidium on the Vote Counting Committee at the Congress consisting of the following members:

1. Grandparents : - Position: - Head of the counting committee
2. Grandparents : - Position: - Member

The Congress conducted a vote by VOTING BALLOT with the following results:
Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

⇒ **Conclusion: With the voting percentage of%, the Congress unanimously approved.**

4. Approve the Organizing Committee's proposal on the Program and Working Regulations at the Congress:

The Congress conducted a vote by VOTING BALLOT with the following results:
Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

⇒ **Conclude: With the voting ratio of %, the General Meeting unanimously passed .**

5. Approve the proposal of the Ballot Counting Committee to stipulate the Voting Rules:

The Congress conducted a vote by VOTING BALLOT with the following results:



Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

⇒ **Conclusion: With the voting percentage of%, the Congress unanimously approved.**

II. RESULTS OF VOTING ON MAIN CONTENTS OF THE CONGRESS:

A. CONTENTS OF VOTING BALLOT REPORT:

Content 1 : Approval of the Board of Directors' 2024 Operational Report and 2025 Operational Plan.

The representative of the Presidium presented to the Congress for approval the content of the Board of Directors' report on activities in 2024 and the direction of activities in 2025.

The Congress conducted a vote by VOTING BALLOT with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion : With an agreement rate of % , the Congress unanimously approved the Board of Directors' 2024 Operational Report and 2025 Operational Direction.**

Content 2 : Approval of the Executive Board's Report on business performance in 2024 and business plan in 2025

The representative of the Presidium presented to the Congress for approval the content of the Executive Board's report on the results of production and business activities in 2024 and the production and business plan for 2025.

The Congress conducted a vote by VOTING BALLOT with the following results:

Total number of shares participating in voting: shares, of which:



-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : *With an agreement rate of % , the Congress unanimously approved the Executive Board's Report on the 2024 business performance results and the 2025 business plan.*

Content 3 : Approval of the Audit Committee's Report on the content of the 2024 Audit Committee's independent member's performance report & 2025 performance plan.

The representative of the Presidium presented to the Congress for approval of the content of the Audit Committee's Report on the performance report of the independent members of the Board of Directors in the Audit Committee in 2024 and the 2025 operational plan.

The Congress conducted a vote by VOTING BALLOT with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : *With an agreement rate of % , the Congress unanimously approved the Report of the Audit Committee on the content of the Report on the activities of the independent members of the Board of Directors in the Audit Committee in 2024 & the operation plan for 2025.*

B. CONTENTS OF THE VOTING BALLOT PROPOSAL BY VOTING CARDS:

Content 4 : Approval of Submission 01 on the audited 2024 Financial Report & 2024 profit distribution plan and 2025 plan.

The representative of the Presidium presented to the Congress for approval of the audited 2024 Financial Report , the 2024 profit distribution plan and the 2025 plan.

The Congress conducted a vote, using VOTING CARD 01, with the following results:

Total number of shares participating in voting: shares, of which:



-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : *With an approval rate of % , the Congress unanimously approved the audited 2024 Financial Report & the 2024 profit distribution plan and the 2025 plan.*

Content 5 : Approval of Submission 02 on selecting the Auditing Unit for the 2025 Financial Statements

The representative of the Presidium presented to the Congress for a vote to approve the content of Submission 02 on selecting an Auditing Unit for the 2025 Financial Statements.

The Congress conducted a vote, using VOTING CARD 02, with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : *With an approval rate of % , the Congress unanimously approved the Proposal on selecting an Auditing Unit for the 2025 Financial Statements. Agreed to authorize the Board of Directors to select 01 of the auditing companies in the list approved in Proposal 02.*

Content 6 : Approval of Submission 03 on the Report on remuneration payment results for the Board of Directors and positions under the Board of Directors in 2024 and the payment plan for 2025.

The representative of the Presidium presented *Report 03 on remuneration payment for Board of Directors and positions under the Board of Directors in 2024 and payment plan in 2025.*

The Congress conducted a vote, using VOTING CARDS 03, with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor : share;	Occupy proportion: %
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-	Number of voting shares disagree : share;	Occupy proportion: %
-	Number invalid voting shares : share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : *With an approval rate of % , the Congress unanimously approved the Report on the results of remuneration payment to the Board of Directors and positions under the Board of Directors in 2024 and the payment plan for 2025.*

Content 7: Approval of Submission 04 on approving transactions between the Company and related parties of insiders and related parties of insiders in 2025

The representative of the Presidium presented *Submission 04 approving transactions between the Company and related parties with insiders and related persons of the company in 2025.*

Shareholder Nguyen Trieu Dong - Chairman of the Board of Directors is an insider related to Ut Xi Aquatic Products Processing Corporation and shareholder Nguyen Kim Hong Dao - a related insider, related to Tai Luc Construction & Trade Company Limited. As a shareholder with interests related to the content of this Proposal, he/she does not participate in voting on this issue. Therefore, the total number of shares with voting rights on this issue at the General Meeting is: shares.

**The Congress conducted a vote, using VOTING CARD 04, with the following results:
Total number of shares participating in voting: shares, of which:**

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : *With an agreement rate of % , the General Meeting unanimously approved the Report on transactions between the Company and related parties of insiders and related parties of insiders in 2025.*

Content 8: Approval of Submission 05 on approving transactions between the Company and related parties of insiders and related parties of insiders in 2025

The representative of the Presidium presented *Submission 05 approving the issuance of the Board of Directors' Operating Regulations and approving the content of the amendment to the Charter of Cuu Long Petro Urban Development and Investment Corporation.*



The Congress conducted a vote, using VOTING CARDS 05, with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : with the approval rate of %, the Congress unanimously approved the issuance of the Operating Regulations of the Board of Directors and the content of the amendment to the Charter of Cuu Long Petro Urban Development and Investment Corporation.

Content 9: Approval of the proposal to authorize the Company's Board of Directors to implement the contents approved by the 2025 Annual General Meeting of Shareholders .

The Congress conducted a vote by VOTING BALLOT with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor :	..... share;	Occupy proportion: %
-	Number of voting shares disagree :	..... share;	Occupy proportion: %
-	Number invalid voting shares :	..... share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : With 100% approval rate , the General Meeting unanimously approved the proposal to authorize the Company's Board of Directors to implement the contents approved by the 2025 Annual General Meeting of Shareholders.

Contents 10: The Congress approved the Minutes of the meeting presented by the Head of the Congress Secretariat and the full text of the Resolution of the 2025 Annual General Meeting of Shareholders presented to the Congress.

The Congress conducted a vote by VOTING BALLOT with the following results:

Total number of shares participating in voting: shares, of which:

-	Number of shares voting in favor : share;	Occupy proportion: %
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-	Number of voting shares disagree : share;	Occupy proportion: %
-	Number invalid voting shares : share;	Occupy proportion:%
-	Number of shares with other opinions:	..... share;	Occupy proportion:%

=> **Conclusion** : *With 100% approval rate , the Congress unanimously approved the Minutes of the meeting and Resolution of the 2025 Annual General Meeting of Shareholders.*

The congress ended at hours minutes on the same day.

This Minutes is recorded by the Secretary of the General Meeting, fully and truthfully recording the content of the General Meeting and is read before the entire 2025 Annual General Meeting of Shareholders .

ON BEHALF OF
SECRETARY
Prefect

ON BEHALF OF
EXAMINATION
COMMITTEE
Prefect

2025 ANNUAL GENERAL
MEETING OF SHAREHOLDERS
Chairman

.....

.....

.....



No.: .../NQ.ĐHĐCĐ/PVCL.25

Soc Trang, April 26th, 2025

DRAFT

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT CORPORATION

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, effective from January 1st, 2021;
- Pursuant to the Charter of Cuu Long Petro Urban Development and Investment Corporation;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Cuu Long Petro Urban Development and Investment Corporation dated April 26, 2025.

2025 Annual General Meeting of Shareholders of Cuu Long Petro Urban Development and Investment Corporation, was held at the Company Hall, address: No. 02, Lot KTM 06, Road No. 6, Urban Area 5A, Ward 4, Soc Trang City, Soc Trang Province, at hours ... minutes on April 26th, 2025 with: shareholders and authorized persons attending the meeting, representing: shares, equal to % of total shares with voting rights, discussed and voted to approve the following contents:

Article 1: Approval of the **Board of Directors' 2024 performance report and 2025 tasks and directions.**

- ***Voted in favor: shares; Achieved ratio:% of shares attending the meeting.***

Article 2: Approval of the **Board of Directors' Report on 2024 Business Performance Results and 2025 Plan.**

- Business performance results 20 24:

+ Total revenue	:	306.85 billion VND.
+ Profit before tax	:	53.51 billion VND.
+ Profit after tax	:	42.36 billion VND.
+ Profit after tax/Revenue ratio	:	13.81 %

- Main economic planning indicators for 2025 :

+ Total revenue	:	360 billion VND.
+ Profit after tax	:	50 billion VND.

- ***Voted in favor: shares; Achieved ratio:% of shares attending the meeting.***

Article 3: Approval of the **Independent Member's Report on the Audit Committee's activities in 2024 and the 2025 action plan.**

- ***Voted in favor: shares; Achieved ratio:% of shares attending the meeting.***

Article 4: Approval of **Submission 01 on the Company 's audited financial statements for 2024 & Profit distribution plan 2024 and 2025 plan.**

- ❖ Through the audited 2024 Financial Report: information has been disclosed according to regulations and posted on the Company's website: www.pvcl.com.vn



❖ **The plan for distributing after-tax profits in 2024 is as follows:**

ITEM	AMOUNT (VND)
Total profit after corporate income tax according to the 2024 business performance report	42,364,525,565
Total fund provisions in 2024	8,472,905,112
- Provision for investment and development fund	4,236,452,556
- Provision for reward and welfare fund	4,236,452,556
Remaining after-tax profit after setting aside funds in 2024	33,891,620,453
Undistributed profit after tax of previous years	16.432.175.104
Total accumulated profit after tax remaining to pay dividends	50,323,795,557
- Charter capital as of April 26 th , 2025	595,814,180,000
- Dividend payment / Charter capital rate 0%	0
Profit remaining after distribution of funds and payment of dividends	50,323,795,557

- In 2025, due to the requirement to concentrate all resources and finances to complete 100% of the technical infrastructure of the 5A urban area project as required by state management agencies in accordance with the approved planning and this is also a mandatory condition for real estate business according to regulations from August 1st, 2024.
- Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders that the company will not pay dividends in 2024 to invest 100% of technical infrastructure to complete on schedule.
- The accumulated amount of undistributed profit in 2024 of VND **50,323,795,557** will be added to the undistributed profit after tax in 2025.

❖ **Profit distribution plan after tax in 2025:**

ITEM	PLAN
- Provision for investment and development fund	10%/profit after tax
- Bonus fund provision	5%/profit after tax
- Welfare fund provision	5%/profit after tax
- Expected dividend payout ratio in 2025	10%/ charter capital

- ***Voted in favor: shares; Achieved ratio:% of shares attending the meeting.***

Article 5 : Approval of Submission 02 on selecting the Company's financial statement auditing unit for 2025 .

The Congress voted unanimously to authorize the Board of Directors to select 01 of 03 Auditing Units proposed by the Audit Committee as approved in Submission 02 is the auditor of the company's 2025 financial statements with the following voting ratio:



- **Vote in favor** : shares; **Achieved ratio**:% of shares attending the meeting.

Article 6 : Approval of Submission 03 on Report on remuneration payment results for the Board of Directors and positions under the Board of Directors in 2024 and payment plan for 2025.

❖ **The remuneration payment situation for the Board of Directors and positions under the Board of Directors in 2024 is as follows:**

In 2024, the Company paid remuneration to members of the Board of Directors and the Audit Committee, specifically as follows:

1. Board of Directors:

Time	Board of Directors	2024 remuneration(VND)
Salary from 01/01/2024 – 12/31/2024	01 Chairman + 04 Members	1,080,000,000
Tet bonus 2024	01 Chairman + 04 Members	90,000,000
Total		1,170,000,000

2. Audit Committee + Secretary of the Board of Directors:

Time	Audit Committee + Secretary	2024 remuneration(VND)
Salary from 01/01/2024 – 12/31/2024	03 Members	384,000,000
Tet bonus 2024	03 Members	32,000,000
Total		416,000,000

The total amount of remuneration paid by the Company to members of the Board of Directors, Audit Committee, and Secretary of the Board of Directors in 2024 is VND **1,586,000,000** (One billion five hundred and eighty-six million VND).

❖ **Plan for remuneration payment to the Board of Directors and positions under the Board of Directors in 2025 :**

In 2025, the Company proposes that the remuneration plan and specific expenses for each member of the Board of Directors and positions under the Board of Directors remain the same as in 2024 as follows:

No.	Title	Quantity	Time enjoy remuneration	Salary/month/person	Total remuneration/month	Total remuneration/year
1.	Chairman of the Board of Directors directs in full time	1	12 months	30,000,000	30,000,000	360,000,000
2.	Board Member	4	12 months	15,000,000	60,000,000	720,000,000
3.	Chairman of the Audit Committee	1	12 months	12,000,000	12,000,000	144,000,000



4.	Audit Committee Member	1	12 months	10,000,000	10,000,000	120,000,000
5.	Secretary of the Board of Directors; Person in charge of information disclosure;	1	12 months	10,000,000	10,000,000	120,000,000
	Total				122,000,000	1,464,000,000

Thus, the expected monthly remuneration to be paid to the Board of Directors and members under the Board of Directors is **122,000,000 VND**, the total expected remuneration to be paid to the Board of Directors and members under the Board of Directors in 2024 is **1,464,000,000 VND. copper.**

The expected 2025 bonus fund of the Board of Directors and members under the Board of Directors is as follows:

Year-end bonus for members of the Board of Directors and members under the Board of Directors in 2025, the bonus level will be considered based on business performance at the end of the year, not exceeding 0.5% of profit after tax.

- ***Voted in favor:shares; Achieved ratio: ...% of shares attending the meeting.***

Article 7: Approval of Submission 04 on approving transactions between the Company and related parties of insiders and related parties of insiders in 2025

Shareholder Nguyen Trieu Dong - Chairman of the Board of Directors of the company, owns 10,662,400 shares, is related to Ut Xi Aquatic Products Processing Corporation and shareholder Nguyen Kim Hong Dao - related to an insider, owns 338,828 shares, is related to Tai Luc Construction & Trade Company Limited are subjects with interests related to the content of this Proposal, so they do not participate in voting on this issue. Therefore, the total number of shares with voting rights on this issue at the General Meeting is: shares.

- ***Voted in favor: shares; Achieved ratio:% of shares attending the meeting.***

Article 8: Approval of Submission 05 on the issuance of the Board of Directors' Operating Regulations and supplement and amend the Charter of Cuu Long Petro Urban Development and Investment Corporation from April 26th, 2025.

- ***Voted in favor: shares; Achieved ratio:% of shares attending the meeting.***

Article 9 : Through re-authorization to the Board of Directors to direct and organize the implementation of the contents unanimously approved by the 2025 Annual General Meeting of Shareholders thoroughly and effectively, in accordance with the provisions of law and Company Charter.

- ***Voted in favor: shares; Achieved ratio: % of shares attending the meeting.***



Article 10: Pursuant to Clauses 1 and 2, Article 14.8 of the Law on Enterprises 2020: Decree This resolution was passed by the 2025 Annual General Meeting of Shareholders with a voting rate of % and is effective from April 26th, 2025.

The Resolution of the 2025 Annual General Meeting of Shareholders will be translated into English and disclosed in accordance with regulations./.

Recipient:

- Company Shareholders;
- Information Disclosure: SSC;HOSE;VSDC;
- Board of Directors /Audit Committee/General Director;
- Information Disclosure Website
- Save to Board of Directors

**ANNUAL GENERAL MEETING OF
SHAREHOLDERS 2025
CHAIRMAN OF THE CONGRESS**

Nguyen Trieu Dong



CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN ĐÔ THỊ DẦU KHÍ CỬU LONG
CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT CORPORATION
 Head office: No. 02, Lot KTM 06, Road No. 6, Urban Area 5A, Ward 4, Soc Trang City, Soc Trang Province.
 Phone: (0299) 3627999 - Fax: (0299) 3627888 - Email: pvcl@dothi5a.com - Web: pvcl.com.vn



VOTING BALLOT

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Date: Saturday – April 26, 2025

SHAREHOLDER NAME:

.....

NUMBER OF SHARES OWNED ON THE CLOSING DATE 13/03/2025:

.....

Share

SHAREHOLDER'S SIGNATURE, OR
SIGNATURE OF AUTHORIZED SHAREHOLDER:

(Sign, write full name in the box next to it)

STT:

No.	Content	Voting results		
		Approval	Disapproval	No opinion, or other opinion
1.	<i>Approving the list of Presidium and working members of the 2025 Annual General Meeting of Shareholders including: Presidium; Secretariat; Counting Committee.</i>			
2.	<i>Approval of the Program and Working Regulations of the 2025 Annual General Meeting of Shareholders.</i>			
3.	<i>Approval of the Regulations on voting procedures at the 2025 Annual General Meeting of Shareholders.</i>			
4.	<i>Approval of the Board of Directors' Report for 2024 & Operational Direction for 2025</i>			
5.	<i>Approval of the 2024 Business Activity Report & 2025 Business Plan</i>			
6.	<i>Approval of the Report on the activities of independent members of the Board of Directors in the Audit Committee in 2024 & the plan for 2025</i>			
7.	<i>Through authorizing the Board of Directors to implement the contents presented to the meeting and approved by the 2025 Annual General Meeting of Shareholders.</i>			
8.	<i>Approval of Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders.</i>			
<p>Note : - Select any box in the voting form, please ask the Shareholder to mark an X in that box immediately; - If the box with no opinion or other opinion is selected, the Shareholder can add his/her opinion in that box or mark an X.</p>				



VOTING CARD NO. 01

No.: ...



- Shareholder name:
- Permanent address:
- ID card number:
- Number of shares owned: shares

Voting content approved:

Submission 01 : Approval of the audited 2024 Financial Report & Profit distribution plan for 2024 and plan for 2025

Shareholders please "SIGN" in the corresponding voting box:

Approval	Disapprove
Other comments:	

(Shareholders vote by signing in the voting box according to their chosen option and if the Shareholder has other opinions, they can write them in the "Other opinions" box)

Soc Trang, April 26th, 2025

Name of Shareholder/Authorized Person

(Sign and print full name)



VOTING CARD NO. 02

No.: ...



- Shareholder name:
- Permanent address:
- ID card number:
- Number of shares owned: shares

Voting content approved:

Submission 02 : Approval of the selection of an independent auditing company Conduct audit of 2025 financial statements

Shareholders please "SIGN" in the corresponding voting box:

Approval	Disapprove
Other comments:	

(Shareholders vote by signing in the voting box according to their chosen option and if the Shareholder has other opinions, they can write them in the "Other opinions" box)

Soc Trang, April 26th, 2025

Name of Shareholder/Authorized Person

(Sign and print full name)



VOTING CARD NO. 03

No.: ...



- Shareholder name:
- Permanent address:
- ID card number:
- Number of shares owned: shares

Voting content approved:

Submission 03: Approval of the Board of Directors' remuneration payment report for 2024 and Board of Directors' remuneration payment plan in 2025.

Shareholders please "SIGN" in the corresponding voting box:

Approval	Disapprove
Other comments:	

(Shareholders vote by signing in the voting box according to their chosen option and if the Shareholder has other opinions, they can write them in the "Other opinions" box)

Soc Trang, April 26th, 2025
Name of Shareholder/Authorized Person
(Sign and print full name)



VOTING CARD NO. 04

No.: ...



- Shareholder name:
- Permanent address:
- ID card number:
- Number of shares owned: shares

Voting content approved:

Submission 04: Approval of transactions between the Company and related parties of insiders and related parties of insiders in 2025.

Shareholders please "SIGN" in the corresponding voting box:

Approval	Disapprove
Other comments:	

(Shareholders vote by signing in the voting box according to their chosen option and if the Shareholder has other opinions, they can write them in the "Other opinions" box)

* **Note:** Shareholder Nguyen Trieu Dong (related Ut Xi Aquatic Products Processing Corporation) and shareholder Nguyen Kim Hong Dao (related to Tai Luc Construction & Trade Company Limited) are subjects with interests related to the content of the Proposal, so they do not participate in voting on this issue.

Soc Trang, April 26th, 2025

Name of Shareholder/Authorized Person
 (Sign and print full name)



VOTING CARD NO. 05

No.: ...



- Shareholder name:
- Permanent address:
- ID card number:
- Number of shares owned: shares

Voting content approved:

Submission 05: Approval of the issuance of the Board of Directors' operating regulations and approval of the additional content to amend the Charter of Cuu Long Petro Urban Development and Investment Corporation.

Shareholders please "SIGN" in the corresponding voting box:

Approval	Disapprove
Other comments:	
.....	
.....	
.....	

(Shareholders vote by signing in the voting box according to their chosen option and if the Shareholder has other opinions, they can write them in the "Other opinions" box)

Soc Trang, April 26th, 2025

Name of Shareholder/Authorized Person

(Sign and print full name)

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



DRAFT

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

**CUU LONG PETRO URBAN DEVELOPMENT AND
INVESTMENT CORPORATION**

*(Issued according to the Resolution of the Annual General Shareholders' Meeting 2025
dated April 26th, 2025*

& Decision No: .../QĐ.HĐQT.PVCL.25 dated .../.../2025)

Sóc Trăng, ... April 2025

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CHAPTER I

GENERAL PROVISIONS

ARTICLE 1: BASIS FOR ISSUANCE

This regulation is issued in accordance with the provisions of the Enterprise Law, the Securities Law, the Company's Charter, and the internal regulations on corporate governance of Cuu Long Petroleum Urban Development and Investment Joint Stock Company.

This regulation is issued based on the Resolution of the Annual General Meeting of Shareholders for the year 2025, approved on April 26, 2025, by Cuu Long Petroleum Urban Development and Investment Joint Stock Company.

ARTICLE 2: DEFINITIONS

- “Committee,” “Subcommittee,” or “Board,” depending on the specific context, refers to the specialized bodies under the Board of Directors, established by the Resolution/Decision of the Board of Directors to assist the Board in managing the Company and/or the group of companies where the Company is the parent company and/or related to certain tasks or projects. Members of the Committee, Subcommittee, and Board include members of the Board of Directors and may include other non-board members as per the resolution/decision of the Board of Directors.

- “Business day” means weekdays, excluding Saturdays, Sundays, and public holidays or other days off according to the Company's regulations.

- “Notice” means a notification sent via email or in writing.

- “Documents” means files, reports, written materials, and information.

- “These Regulations” refers to all provisions within this document.

ARTICLE 3: GENERAL PROVISIONS

This regulation stipulates the operations of the Board of Directors of Cuu Long Petroleum Urban Development and Investment Joint Stock Company. This regulation applies to members of the Board of Directors, Committees, Subcommittees, Boards, and other relevant individuals as per the Company's Charter, internal regulations on corporate governance, and other internal management regulations of the Company. Matters in this regulation are understood in a manner consistent with the Company's Charter, internal regulations on corporate governance, and other internal management regulations of the Company.

In this regulation, any reference to any provision or document shall include its amendments or replacements.

Matters not addressed in this regulation will be governed by the Company's Charter, internal regulations on corporate governance, other internal management regulations of the Company, and the applicable laws in force at that time. In case the Company's Charter, internal regulations on corporate governance, other internal management regulations of the Company, or applicable laws introduce new provisions that differ from those in this regulation, the new provisions shall apply.

CHAPTER II

THE ORGANIZATIONAL STRUCTURE OF THE BOARD OF DIRECTORS

ARTICLE 4: ORGANIZATIONAL STRUCTURE OF THE BOARD OF DIRECTORS

The Board of Directors is the governing body of the Company, acting on behalf of the Company to decide and exercise the rights and obligations of the Company (except for rights and obligations that fall under the authority of the General Shareholders' Meeting) in accordance with the law, the Company's Charter, the decisions of the General Shareholders' Meeting, the internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company.

The number, term, and standards of the members of the Board of Directors are specified in Articles 25 and 26 of the Company's Charter. Specifically, the Board of Directors consists of 05 members, with at least 02 independent members of the Board. The independent members of the Board will be responsible for the work of the Audit Committee.

The Board of Directors establishes the Office of the Board of Directors, which includes Committees and Subcommittees to assist the Board in managing the Company and supporting its operations. The number of members in each subcommittee is decided by the Board of Directors, with the functions and duties defined by the Board's Resolution and as stated in Article 31 of the Company's Charter.

ARTICLE 5: RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

The rights and obligations of the Board of Directors are defined by law, the Company's Charter, internal regulations on corporate governance, these Regulations, other internal management regulations of the Company, and the General Shareholders' Meeting. Specifically, the Board of Directors has the following rights and obligations:

- a) To decide on the Company's strategic direction, mid-term development plan, and annual business plan;
- b) To propose the types of shares and the total number of shares authorized for issuance for each type;
- c) To decide on the sale of unsold shares within the scope of shares authorized for issuance for each type; to decide on raising additional capital through other means;
- d) To decide on the sale price of the Company's shares and bonds;
- e) To decide on the repurchase of shares in accordance with Clause 1 and Clause 2 of Article 133 of the 2020 Enterprise Law;
- f) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on market development solutions, marketing, and technology;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or

transactions with a value equal to or greater than [35%] of the total asset value as recorded in the Company's latest financial report, as well as contracts or transactions within the authority of the General Shareholders' Meeting under the provisions of Point d, Clause 2 of Article 138, Clause 1, and Clause 3 of Article 167 of the Enterprise Law.

i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts, and terminate contracts with the CEO and other key managers as specified in the Company's Charter; to decide on the salary, remuneration, bonuses, and other benefits for these managers; to appoint authorized representatives to participate in the Board of Members or General Shareholders' Meeting of other companies, and decide on the remuneration and other benefits for those representatives;

j) To supervise and direct the CEO and other managers in the daily business operations of the Company;

k) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices, and the investment in, or purchase of shares in other companies;

l) To approve the program and materials for the General Shareholders' Meeting, to convene the General Shareholders' Meeting or solicit opinions to approve resolutions of the General Shareholders' Meeting;

m) To present the audited annual financial report to the General Shareholders' Meeting;

n) To propose the dividend level to be paid; to decide on the timeline and procedures for dividend payment or the handling of losses incurred during business operations;

o) To propose the restructuring or dissolution of the Company; to request the Company's bankruptcy;

p) To decide on the issuance of the Board's operational regulations, internal regulations on corporate governance after approval by the General Shareholders' Meeting; to decide on the issuance of the operational regulations for the Audit Committee under the Board, the regulations on corporate disclosure of the company;

q) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter.

The Board of Directors carries out its rights and obligations according to the procedures, formalities, and timelines specified in the resolutions of the General Shareholders' Meeting, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company.

The Board of Directors utilizes Committees, Subcommittees, Boards, business executives, and independent consultants in the process of addressing tasks within the rights and obligations of the Board.

The Board of Directors has the right to use the Company's seal and other working tools when performing tasks within its rights and obligations.

ARTICLE 6: CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of the Board of Directors has rights and responsibilities as prescribed in the resolutions of the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company. The Chairman of the Board of Directors works full-time at the Company.

The rights and duties of the Chairman of the Board of Directors, as specified in the resolutions of the Board of Directors, Article 29 of the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company, are as follows:

1. To organize the assignment of tasks to the members of the Board of Directors to carry out the tasks and powers of the Board;
2. To prepare the program and activity plan of the Board of Directors;
3. To prepare the agenda, content, and documents for the meeting; to convene and preside over the Board of Directors' meetings;
4. To organize the approval of the Board of Directors' resolutions through other forms;
5. To monitor the implementation of the resolutions of the Board of Directors;
6. To sign documents within the Board of Directors' authority;
7. To preside over the General Shareholders' Meeting;
8. To ensure that the Board of Directors sends the annual financial report, the Company's activity report, the audit report, and the Board's inspection report to the shareholders at the General Shareholders' Meeting;
9. To be authorized, delegated, or assigned powers as prescribed in the resolutions of the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company, and be responsible for the authorization, delegation, or assignment of powers.

After deciding on matters within their authority, the Chairman of the Board of Directors must notify the Board of Directors, the CEO, and business executives in accordance with the resolutions of the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company.

The Chairman of the Board of Directors reports to the Board of Directors on the implementation of tasks authorized, delegated, or assigned by the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company, as well as the implementation of the Board's resolutions.

The Chairman of the Board of Directors may grant a written authorization with a term not exceeding three (03) months to a member of the Board of Directors to perform one or more of their rights and obligations.

In case the Chairman of the Board of Directors is absent or unable to work continuously for thirty (30) days or more, they must provide written authorization to one (01) member of the Board of Directors to perform the rights and duties of the Chairman. The authorization of the Chairman of the Board of Directors must be notified to all members of the Board of Directors, the CEO, and business executives.

ARTICLE 7: MEMBERS OF THE BOARD OF DIRECTORS

Members of the Board of Directors have rights and responsibilities as prescribed in the resolutions of the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, corporate governance documents, and other internal management regulations of the Company. Members of the Board of Directors are not allowed to delegate or assign their rights and duties to individuals who are not members of the Board of Directors, except in cases where the resolutions of the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company provide otherwise.

Members of the Board of Directors are responsible for overseeing Committees, Subcommittees, Boards, areas, and projects they are assigned. They are required to prepare activity plans, review and assess documents related to the Committees, Subcommittees, Boards, or areas/projects assigned to them before presenting them to the Board of Directors.

Members of the Board of Directors must dedicate the necessary time to meet and discuss the Company's business situation with the CEO and business executives, study documents, and collaborate with each other. When discussing and deciding on matters within their authority, members of the Board of Directors must provide clear and specific opinions based on their understanding and awareness of the issues and in the best interest of the Company.

Members of the Board of Directors are responsible for reviewing and providing their opinions on matters within their authority within the time limits specified in the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company.

ARTICLE 8: REMOVAL AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS

Members of the Board of Directors may be removed or dismissed in accordance with the provisions of Articles 15, 27 of the Company's Charter and Article 10 of the internal regulations on corporate governance.

The term of office of a member of the Board of Directors is not more than 05 years and may be re-elected with no limit on the number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms. In the event that all members of the Board of Directors complete their term, they will continue to serve as members of the Board until new members are elected to replace them and take over their duties.

In case the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed, the remaining members of the Board must convene a meeting of the

Board of Directors within ten (10) working days to elect a new Chairman of the Board.

ARTICLE 9: AUDIT COMMITTEE

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Enterprise Law, Article 38 of the Company's Charter, and the following rights and responsibilities:

1. The right to access documents related to the Company's operations, to communicate with other members of the Board of Directors, the CEO, the Chief Accountant, and other management personnel to collect information for the activities of the Audit Committee.
2. The right to request the representative of the approved auditing organization to attend and respond to issues related to the audited financial reports at meetings of the Audit Committee.
3. The right to use legal, accounting, or other external consulting services when necessary.
4. To develop and submit to the Board of Directors policies for detecting and managing risks; to propose risk management solutions to the Board of Directors for any risks arising in the Company's operations.
5. To prepare written reports to the Board of Directors when identifying that members of the Board of Directors, the CEO, and other managers have not fully performed their duties as prescribed by the Enterprise Law and the Company's Charter.
6. To develop the operational regulations of the Audit Committee and submit them to the Board of Directors for approval.

ARTICLE 10: COMMITTEES, SUBCOMMITTEES, AND BOARDS UNDER THE BOARD OF DIRECTORS

The Board of Directors decides on the structure, tasks, powers, obligations, operating budgets, and personnel of the Committees, Subcommittees, and Boards according to the provisions in the resolutions of the Board of Directors, Article 31 of the Company's Charter, Article 30 of the internal regulations on corporate governance, these Regulations, the operational regulations of the Audit Committee, and other internal management regulations of the Company.

The Committees, Subcommittees, and Boards have rights and responsibilities related to their areas of operation, including:

1. To review and propose to the Board of Directors and the Chairman of the Board of Directors the contents and issues within the authority of the General Shareholders' Meeting, the Board of Directors, and the Chairman of the Board of Directors;
2. To organize supervision and report regularly to the Board of Directors on the implementation of the Board's programs and projects;
3. To receive, review, and provide feedback and evaluations on projects, contents, and issues presented to the Board of Directors for decision by the Chairman of the Board of Directors and the CEO;

4. To advise the Board of Directors and the Chairman of the Board of Directors;
5. To organize research, update, and inform the Board of Directors, the Chairman of the Board of Directors, and the CEO on improvements, changes in methods, techniques, and management tools;
6. To organize audits and assessments of the Company's activities in various areas; to propose improvements and changes to enhance effectiveness and standards in the Company's operations.
7. Other rights and duties as prescribed in the resolutions of the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, the organizational and operational regulations of the Committees, Subcommittees, and Boards, and other internal management regulations of the Company.

The tasks, remuneration, allowances, and other benefits of members of the Committees, Subcommittees, and Boards are decided by the Chairman of the Board of Directors after discussions with the heads of the relevant Committees, Subcommittees, and Boards.

Members of the Committees, Subcommittees, and Boards are responsible for maintaining confidentiality according to the law, the Company's Charter, internal regulations on corporate governance, and other internal management regulations of the Company. If they disclose information during their work that harms the Company or its shareholders, they will be personally responsible and liable for damages.

The Board of Directors may dissolve any Committee, Subcommittee, or Board according to the law, the organizational and operational regulations of the Committees, Subcommittees, and Boards, and other internal management regulations of the Company when the activities of the Committee, Subcommittee, or Board do not achieve the objectives for which it was established, or have completed those objectives, or when it is deemed necessary for the Company's interests. Upon dissolution, all activities of the Committee, Subcommittee, or Board, and its documents, shall be transferred to another Committee, Subcommittee, or Board under the Board of Directors or the Office of the Board of Directors for continued handling.

The Committees, Subcommittees, and Boards have the right to use the Company's working tools in the process of addressing tasks within their rights and responsibilities.

ARTICLE 11: OFFICE OF THE BOARD OF DIRECTORS

The Office of the Board of Directors consists of individuals responsible for corporate governance, appointed according to the provisions of Article 24 of the internal regulations on corporate governance, along with some specialists and a secretary, as decided by the Chairman of the Board of Directors, but no more than two (02) people. The specific tasks of the Office of the Board of Directors include:

1. Supporting the Board of Directors, Committees, Subcommittees, and Boards, and the Chairman of the Board in preparing plans and documents related to their responsibilities;

2. Recording the minutes of the meetings of the Board of Directors, Committees, Subcommittees, and Boards, as well as meetings between the Board of Directors and the CEO;

3. Sending documents and information about the activities of the Board of Directors to the members of the Board of Directors, the CEO, and business executives;

4. Receiving and forwarding to the Chairman of the Board of Directors, Committees, Subcommittees, and Boards any documents sent to the Board of Directors, Committees, Subcommittees, and Boards;

5. Sending documents from the Board of Directors, Committees, Subcommittees, and Boards to the members of the Board of Directors, the CEO, business executives, and other relevant organizations or individuals as directed by the Chairman of the Board of Directors;

6. Organizing the storage and ensuring easy access and retrieval of documents related to the activities of the Board of Directors;

7. Supporting the Chairman of the Board of Directors in building shareholder relations and implementing corporate governance principles;

8. Monitoring and reporting to the Board of Directors and the Chairman of the Board of Directors on the Company's compliance with information disclosure and transparency obligations;

9. Assisting the Board of Directors, Committees, Subcommittees, and Boards, and the Chairman of the Board of Directors in administrative matters.

One of the individuals responsible for corporate governance may be appointed as the head of the Office of the Board of Directors. The tasks, salary, allowances, bonuses, and other benefits of the individuals responsible for corporate governance, specialists, and secretaries in the Office of the Board of Directors are decided by the Chairman of the Board of Directors.

Employees of the Office of the Board of Directors are responsible for maintaining confidentiality according to the law, the Company's Charter, internal regulations on corporate governance, and other internal management regulations of the Company. If they disclose information during their work to other organizations or individuals, causing harm to the Company or its shareholders, they will be personally responsible and liable for damages.

ARTICLE 12: AUTHORIZATION, DELEGATION, OR ASSIGNMENT OF POWERS BY THE BOARD OF DIRECTORS

1. In addition to the provisions in the resolutions of the General Shareholders' Meeting, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company, the Board of Directors may authorize, delegate, or assign powers to the Committees, Subcommittees, and Boards under the Board of Directors, the Chairman of the Board of Directors, members of the Board of Directors, business executives, or authorized representatives of

the Company at other organizations to perform certain responsibilities and powers of the Board of Directors in accordance with legal regulations.

2. The authorization, delegation, or assignment of powers by the Board of Directors must be in writing, specifying the entity, content, responsibilities, duration, and conditions of the authorization, delegation, or assignment after being discussed and decided upon in a meeting of the Board of Directors. The Board of Directors has the right to terminate the authorization, delegation, or assignment by sending a written notice to the authorized, delegated, or assigned entity.

3. The entity receiving the authorization, delegation, or assignment is not allowed to re-authorize, re-delegate, or re-assign powers to another entity, except where the authorization, delegation, or assignment document, the resolution of the Board of Directors, the Company's Charter, internal regulations on corporate governance, these Regulations, or other internal management regulations of the Company explicitly permit such reauthorization, redelegation, or reassignment.

4. The reauthorization, redelegation, or reassignment must be made in writing, clearly specifying the entity, content, responsibilities, duration, and conditions of the reauthorization, redelegation, or reassignment. The scope of reauthorization, redelegation, or reassignment must not exceed the scope of the initial authorization, delegation, or assignment.

5. The entity that reauthorizes, redelegates, or reassigns must notify the Board of Directors of this within three (3) days from the date of reauthorization, redelegation, or reassignment, unless the resolution of the Board of Directors or other internal regulations of the Company provide otherwise. The Board of Directors has the right to refuse, disagree with, or not approve part or all of the reauthorization, redelegation, or reassignment. In that case, the entity must immediately terminate the reauthorization, redelegation, or reassignment as per the decision of the Board of Directors.

6. Entities authorized, delegated, or assigned powers must comply with legal regulations, the Company's Charter, internal regulations on corporate governance, these Regulations, the resolutions of the Board of Directors, other internal management regulations of the Company, and the authorization, delegation, or assignment documents; report periodically to the Board of Directors on the implementation of the authorized, delegated, or assigned matters; and be responsible in case of negligence or violation of regulations that cause harm to the Company.

7. Notwithstanding the authorization, delegation, or assignment under this Article, the Board of Directors retains its rights and obligations and may exercise them at any time as decided by the Board. To avoid misunderstanding, the Board of Directors has the right to refuse or object to any decision made by the authorized, delegated, or assigned entity, or any entity that has reauthorized, redelegated, or reassigned powers.

8. Entities authorized, delegated, or assigned powers, and entities reauthorizing, redelegating, or reassigned powers under this Article, must be entities with no conflict of interest with the Company and must not be related parties of the authorizing, delegating,

or assigning entity. They must also comply with information confidentiality regulations when carrying out the authorized, delegated, or assigned tasks.

9. The Board of Directors and entities authorized, delegated, or assigned powers may not authorize, delegate, or assign powers to the CEO and/or other business executives or their related parties to perform tasks related to the supervision of the activities of the CEO and/or other business executives, or to implement resolutions of the Board of Directors concerning the CEO and/or other business executives, unless the Board of Directors decides otherwise.

10. The Board of Directors has the right to assign or designate one or more departments, committees, subcommittees, boards, or individuals working at or under the Company's management to supervise the authorization, delegation, or assignment of powers under these Regulations.

11. For tasks, responsibilities, or powers that have been authorized, delegated, or assigned, the Board of Directors will not be responsible for any arising responsibilities from and/or related to the actions of the entity receiving the authorization, delegation, or assignment, including:

- Violations or non-compliance with legal regulations, the Charter, the internal regulations on corporate governance, these Regulations, other internal management regulations, and the authorization, delegation, or assignment documents, and
- Performing tasks beyond the scope of the original authorization, delegation, or assignment.

CHAPTER III

THE OPERATING METHOD OF THE BOARD OF DIRECTORS

ARTICLE 13: DOCUMENT DELIVERY METHOD

1. Members of the Board of Directors must register their phone number, email address, and official mailing address with the Office of the Board of Directors. In case of any changes to the above information, the member of the Board of Directors must notify the Office of the Board of Directors in writing within two (02) working days.

2. A document is considered to have been sent to a member of the Board of Directors if it has been sent by any of the following methods, including email and courier mail. The Office of the Board of Directors is responsible for confirming receipt of the document by the member of the Board of Directors via phone. Documents sent by a member of the Board of Directors to the Chairman of the Board or the Office of the Board of Directors may also be sent simultaneously by both methods mentioned above.

3. Depending on the nature and confidentiality requirements of the document, the Chairman of the Board of Directors will decide on the appropriate method of document delivery.

ARTICLE 14: BOARD OF DIRECTORS MEETINGS

The specific contents of the Board of Directors' meetings are prescribed in Article 30

of the Company's Charter.

1. If the Board of Directors elects a Chairman, the Chairman of the Board will be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of the Board for that term. This meeting will be convened by the member with the highest number or percentage of votes. If more than one (01) member has the highest number or percentage of votes, the members will vote to elect one (01) person among them to convene the Board of Directors' meeting.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board, set the agenda, meeting time, and location at least five (05) working days before the meeting. The Chairman can convene a meeting when necessary, but a meeting must be held at least once every quarter.

3. The Chairman of the Board of Directors must convene a Board meeting without delay if any of the following entities request it in writing, specifying the purpose of the meeting and the issues to be discussed:

- a. The CEO or at least five (05) other business executives;
- b. Independent members of the Board of Directors and the Audit Committee;
- c. At least two (02) members of the Board of Directors;

4. The Chairman of the Board of Directors must convene a Board meeting within seven (07) working days from the date of receiving the request in section 3 of this Article. If the Chairman does not convene the meeting as requested, the Chairman will be responsible for any resulting damages to the Company; the requesting entities in section 3 of Article 30 have the right to convene the Board meeting.

5. In case the independent audit firm requests an audit of the Company's financial report, the Chairman of the Board of Directors must convene a meeting of the Board to discuss the audit report and the Company's situation.

6. The Board meetings will take place at the Company's headquarters or at another location in Vietnam or abroad, as decided by the Chairman of the Board of Directors with the consent of the Board.

7. The meeting notice must be sent to Board members and the Audit Committee members at least five (05) working days before the meeting. A Board member can refuse the meeting notice in writing, and such refusal can be changed or canceled by written notice from the member. The notice must be in Vietnamese and must include the time, location, agenda, and issues to be discussed, along with necessary documents for discussion and voting at the meeting and the voting form for members. The notice may be sent by mail, fax, email, or other means, but must reach the contact address of each Board member and the registered internal auditors.

8. Board meetings are valid if at least three-quarters (3/4) of the total number of members are present in person or via proxy, as approved by the majority of Board members. If the required number of members is not met, the meeting must be reconvened

within seven (07) working days from the scheduled first meeting. The second meeting will be valid if more than half (1/2) of the Board members attend.

9. Board meetings can be held in the form of a video conference between members of the Board when all or some members are in different locations, provided that each member can:

a. Hear each other speak during the meeting;

b. Speak to all other members simultaneously. Discussions may occur directly via phone or through other communication methods or a combination of both. Board members participating in such a meeting are considered to be "present" at the meeting. The location of the meeting is where the majority of members are present or where the Chairman of the meeting is.

Decisions made in a telephone meeting are legitimate and effective immediately after the meeting ends but must be confirmed by the signatures of all attending members on the meeting minutes.

10. Board members may submit their votes to the meeting via mail, fax, or email. If voting papers are submitted via mail, they must be sealed in an envelope and received by the Chairman of the Board at least one (01) hour before the meeting begins. The voting papers are only opened in the presence of all members attending the meeting.

11. Voting:

a. Except for the provisions in point b, section 11, Article 30 of the Company's Charter, each Board member or their authorized representative has one (01) vote when attending a Board meeting in person;

b. A Board member cannot vote on contracts, transactions, or proposals where the member or their related person has an interest that conflicts or may conflict with the interests of the Company. The member will not be counted in the minimum attendance for quorum regarding decisions that they cannot vote on;

c. According to point d of section 11 of this Article, if an issue arises during a meeting regarding the voting rights of a member who does not voluntarily renounce their voting right, the Chairman's decision is final, except in cases where the nature or scope of the member's interest has not been fully disclosed;

d. A Board member benefiting from a contract as stipulated in points a and b, section 6, Article 41 of the Company's Charter is considered to have a significant interest in that contract;

e. Internal auditors have the right to attend Board meetings, discuss, but cannot vote.

12. Board members who directly or indirectly benefit from a contract or transaction that has been or is to be signed with the Company and know they have an interest must disclose this interest at the first Board meeting discussing the contract or transaction. If the Board member did not know at the time of signing the contract, they must disclose their interest at the next Board meeting after becoming aware of it.

13. The Board of Directors adopts decisions and resolutions based on the majority vote of the members present at the meeting. If the number of votes for and against are equal, the Chairman's vote is decisive.

14. Resolutions made through written opinions are adopted based on the consent of the majority of Board members entitled to vote. These resolutions have the same legal effect as those adopted at a meeting.

15. Board meetings must be recorded in minutes, which may be audio or electronically stored. The minutes must be written in Vietnamese and may be additionally written in English, including the following key details:

- a. Company name, address, business registration number;
- b. Meeting time and location;
- c. Meeting purpose, agenda, and content;
- d. Names of members attending or represented at the meeting, and names of absent members with reasons;
- e. Issues discussed and voted on during the meeting;
- f. A summary of each member's comments during the meeting;
- g. Voting results, indicating the names of members who approved, opposed, and abstained;
- h. The issues approved and the corresponding voting percentages;
- i. Names and signatures of the Chairman and the minute taker, except as provided in section 2 of this Article.

If the Chairman or minute taker refuses to sign the minutes, but all other attending members sign and the minutes contain all required content, the minutes are valid. The Chairman, minute taker, and signatories are responsible for the accuracy and truthfulness of the meeting minutes. The meeting minutes and relevant documents must be stored at the Company's headquarters. Both Vietnamese and foreign language versions of the minutes have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version applies.

16. The Chairman of the Board is responsible for sending the meeting minutes to the members, and the minutes serve as conclusive evidence of the actions taken during the meeting unless there is an objection to the contents within ten (10) days of sending. The minutes must be signed by the Chairman and the minute taker. Besides the meetings stipulated in this Article, the Board may organize meetings for professional discussions or to address some Company issues without following the formal meeting procedures outlined in this Regulation. These meetings are not considered official Board meetings for the purpose of passing resolutions or voting on any matters.

ARTICLE 15: MEETINGS OF COMMITTEES, SUBCOMMITTEES, AND BOARDS UNDER THE BOARD OF DIRECTORS

1. Committees, Subcommittees, and Boards may hold regular or extraordinary meetings, either in person or online, at the Company's headquarters or at another location. The head of the Committee, Subcommittee, or Board is responsible for convening and presiding over the meeting.

2. The head of the Committee, Subcommittee, or Board must send a meeting notice to the members of the Committee, Subcommittee, and/or Board at least two (2) working days before the meeting. The meeting notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting of the Committee, Subcommittee, or Board may be held in person, online, or a combination of both, with some or all members in different locations, provided that each member can:

- a. Hear each member speak during the meeting;
- b. Speak to all other members simultaneously (if desired).

3. The meeting of the Committee, Subcommittee, or Board can only be held if a majority of its members attend. If the meeting does not meet the quorum, it must be reconvened within seven (07) working days from the intended date of the first meeting. Unless otherwise specified in the operational regulations of the Committee, Subcommittee, or Board, the second meeting may proceed if more than half (1/2) of the members attend.

4. The head of the Committee, Subcommittee, or Board has the right to invite Board members, the CEO, business executives, and other individuals to attend the meeting. Invited individuals have the right to speak and discuss at the meeting but do not have the right to vote.

5. Members of the Committee, Subcommittee, or Board vote on decisions by raising their hands or through other appropriate methods. Decisions are adopted at the meeting when a majority of members attending vote in favor. Unless otherwise specified in the operational regulations of the Committee, Subcommittee, or Board, if the votes are tied, the decision will follow the opinion of the head of the Committee, Subcommittee, or Board.

6. The meeting minutes are recorded similarly to the Board meeting minutes. The meeting minutes and the documents used in the meeting must be stored at the Company's headquarters in accordance with legal requirements and the Company's governance documents.

7. Decisions of the Committee, Subcommittee, and Board adopted at the meeting must be submitted to the Board of Directors within three (03) working days after the meeting. The Board of Directors will convene a meeting to review, discuss, and approve the decisions of the Subcommittee.

8. The Committee, Subcommittee, and Board are responsible for complying with and fully performing their duties and obligations as stipulated in the Charter, internal regulations on corporate governance, these Regulations, the operational regulations of the Committee, Subcommittee, and Board, other internal management regulations, the

resolutions of the Board of Directors, and any authorization, delegation, or assignment of powers by the Board of Directors.

9. The Audit Committee must meet at least twice a year. The meeting minutes must be detailed and clear and must be fully stored. The minute taker and the members of the Audit Committee attending the meeting must sign the meeting minutes.

10. The Audit Committee makes decisions by voting at the meeting or collecting written opinions. Each member of the Audit Committee has one vote. Decisions of the Audit Committee are passed if the majority of members attending approve; if the votes are tied, the final decision will follow the opinion of the Chairman of the Audit Committee.

ARTICLE 16: WRITTEN OPINION FROM MEMBERS OF THE BOARD OF DIRECTORS

1. If it is deemed unnecessary to convene a meeting, the Chairman of the Board of Directors may obtain written opinions from the members of the Board on all matters within the Board's approval authority.

2. The Chairman of the Board of Directors prepares the opinion form, draft resolution, and explanatory documents for the draft resolution; and sends them in accordance with the document delivery methods prescribed in Article 13 to the registered addresses of the members of the Board of Directors. The opinion form must contain the following key contents:

- a) Company name, address, business registration number;
- b) Purpose of obtaining the opinion;
- c) Full name, permanent address, nationality, ID card number, passport number, or other legal personal identification of the member of the Board of Directors;
- d) The issue requiring approval;
- e) Voting options, including in favor, against, and abstaining;
- f) Deadline for returning the completed opinion form to the Chairman of the Board of Directors;
- g) Full name and signature of the Chairman of the Board of Directors.

3. The reasonable time for members of the Board of Directors to study and respond depends on the issue at hand but in all cases, shall not be less than three (03) working days and not more than fifteen (15) working days from the date the opinion form is received.

4. Within the period specified in the opinion form, the members of the Board of Directors must return the completed opinion form to the Chairman of the Board through one of the following methods. Board members cannot delegate others to respond to the opinion form.

- a) By mail. The completed opinion form must be signed by the member of the Board of Directors, placed in a sealed envelope, and no one may open it before the vote is counted;
- b) By email. The completed opinion form sent by email to the Chairman of the Board must remain confidential until the vote is counted.

5. Opinion forms submitted to the Chairman of the Board after the specified deadline, or those opened in the case of mail or disclosed in the case of email, are invalid. Opinion forms that are not submitted are considered as abstaining from voting.

6. The Chairman of the Board of Directors shall count the votes and prepare the vote-counting minutes under the supervision of the CEO. The vote-counting minutes must include the following key contents:

- a) Company name, address, business registration number;
- b) Purpose and issues for obtaining the opinion to approve the resolution;
- c) The number of members participating in the vote, distinguishing between valid and invalid votes and the method of submitting the votes, along with the list of members who participated in the vote;
- d) The total number of votes in favor, against, and abstaining for each issue;
- e) The issues that were approved;
- f) Full name and signature of the Chairman of the Board of Directors, the vote supervisor, and the vote counter.

7. The Chairman of the Board of Directors, the vote counter, and the vote supervisor shall be jointly responsible for the authenticity and accuracy of the vote-counting minutes and for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

8. The vote-counting minutes must be sent to the Board members, the Committees, Subcommittees, and Boards, and the CEO within three (03) working days from the date the vote counting is completed.

9. The completed opinion forms, the vote-counting minutes, the approved resolutions, and related documents sent with the opinion form must be kept at the Company's headquarters in accordance with the Company's document storage regulations.

ARTICLE 17: APPROVAL OF DECISIONS BY THE BOARD OF DIRECTORS

The Board of Directors adopts decisions in accordance with the provisions of the Company's Charter, internal regulations on corporate governance, and these Regulations. Matters within the decision-making authority of the Board of Directors will be approved by voting at a meeting, which may be held in person, online, or a combination of both, as specified in the Company's Charter.

A decision of the Board of Directors is considered approved in the following cases:

1. It is approved by the majority of members of the Board of Directors attending the meeting when voting at the Board meeting; in case of a tie, the final decision will follow the opinion of the Chairman of the Board of Directors;

2. It is approved by the majority of Board members when obtaining written opinions from the members of the Board of Directors.

A Board member may reserve their opinion if they do not agree with the decision of the Board, but they must comply with the decision. The reserved opinion of the Board member must be recorded in the meeting minutes of the Board of Directors.

The Board of Directors must ensure that the following matters are resolved within the time limits specified herein:

1. Proposals for the Company's development direction, changes to the Company's business lines and areas, at least twenty-one (21) days before the planned General Shareholders' Meeting to decide on the matter;

2. Proposals for restructuring, dissolution, or bankruptcy of the Company, at least ninety (90) days before the convening of the General Shareholders' Meeting to decide on the matter;

3. Proposals for issuing bonds, convertible bonds into shares, and warrants that allow holders to purchase shares at a predetermined price, at least twenty-one (21) days before the planned General Shareholders' Meeting to decide on the matter;

4. Determining the interim dividend rate and the time for interim dividend payment, at least thirty (30) days before the record date for dividend distribution;

5. Approving the business plan and detailed financial plan for the next fiscal year proposed by the CEO, before the scheduled annual General Shareholders' Meeting;

6. Approving the work plan of the Board of Directors for the next fiscal year proposed by the Chairman of the Board of Directors, before the scheduled annual General Shareholders' Meeting;

7. Evaluating the performance of the CEO and business executives for the fiscal year and deciding on their salary, allowances, and other benefits for the next fiscal year, within ninety (90) days from the end of the fiscal year;

8. Approving the Board of Directors' activity report for the fiscal year, at least twenty-one (21) days before the planned annual General Shareholders' Meeting;

9. Approving the program and content of materials for the annual General Shareholders' Meeting, at least twenty-one (21) days before the planned meeting date.

ARTICLE 18: OTHER ISSUES

1. After a decision has been made by the General Shareholders' Meeting, the Board of Directors, or the Chairman of the Board, they are responsible for signing all contracts, documents, and other certificates of the Company in the process of implementing matters related to the decisions of the General Shareholders' Meeting and the Board of Directors.

2. The Board of Directors selects independent consultants through a meeting or by obtaining written opinions from Board members. The independent consultant must have expertise and experience in the relevant field and must not have any conflicts of interest with the Company. The budget for hiring independent consultants is part of the operating budget of the Board of Directors.

ARTICLE 19: PREVENTION OF CONFLICTS OF INTEREST

1. Members of the Board of Directors must disclose any related interests as prescribed in Article 41 of the Company's Charter and the corporate governance regulations.

2. The review and approval of contracts and transactions between the Company and members of the Board of Directors or their related parties must be carried out in accordance with the provisions of Article 41 of the Company's Charter.

3. The Board of Directors will review and decide on the matters specified in section 2, Article 19 of these Regulations at a Board meeting within ten (10) working days from the date the event arises.

4. Members of the Board of Directors, the Audit Committee, the CEO, and business executives are responsible for complying with Article 41 of the Company's Charter regarding duties of honesty and avoidance of conflicts of interest, and Article 42 of the Company's Charter regarding responsibility for damages and compensation.

5. The Board of Directors will review and decide on the matters specified in Article 18, section 2, at a Board meeting within ten (10) working days from the date the event arises.

ARTICLE 20: OPERATING BUDGET OF THE BOARD OF DIRECTORS

The operating budget for the fiscal year of the Board of Directors includes:

1. Operating expenses of the Board of Directors, including expenses for implementing human resources policies for Board members, operating costs for Committees, Subcommittees, and Boards, and fees for hiring independent consultants, if any;

2. Salaries, remuneration, allowances, and other benefits for Board members;

3. Salaries, allowances, and other benefits for staff members of the Office of the Board of Directors and operational expenses of the Office of the Board of Directors.

The Office of the Board of Directors prepares the proposed operating budget for the Board of Directors in the fiscal year for discussion before submitting it to the annual General Shareholders' Meeting. The operating budget proposal is based on the anticipated programs, activity plans of the Board of Directors for the fiscal year, policies for Board members, and the average operating expenses of the previous two (02) fiscal years.

The Chairman of the Board of Directors will notify the rules for allocating and using the operating budget after it is approved by the General Shareholders' Meeting.

Board members may use the operating budget within the scope and allocations set by

the Chairman of the Board. For operating expenses outside of the allocated budget, Board members must obtain approval from the Chairman of the Board before proceeding.

The Chairman of the Board of Directors manages the use of the Board’s operating budget and periodically reports to the Board members and submits the budget usage report to the annual General Shareholders' Meeting.

CHAPTER IV

THE COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE CEO, AND THE AUDIT COMMITTEE

ARTICLE 21: COORDINATION WITH THE AUDIT COMMITTEE

The relationship between the Board of Directors and the Audit Committee is one of cooperation. The working relationship between the Board of Directors and the Audit Committee is based on principles of equality and independence, while maintaining close coordination and mutual support in the execution of their duties.

Upon receiving the inspection minutes or the consolidated report from the Audit Committee, the Board of Directors is responsible for reviewing and directing the relevant departments to develop plans and implement timely corrective actions.

ARTICLE 22: COORDINATION WITH THE CEO AND THE EXECUTIVE TEAM

The Board of Directors and the Chairman of the Board regularly oversee the management of the CEO and the Executive Team in accordance with the provisions of the Company’s Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company.

The Board of Directors, its Committees, Subcommittees, and Boards, as well as individual members of the Board, have the right to receive documents and decisions from the CEO, the Executive Team, and other Company documents as stipulated in the Company’s Charter and internal regulations on corporate governance. The CEO and the Executive Team must attend meetings and report to the Board of Directors, Committees, Subcommittees, and Boards, as well as the Chairman of the Board, in accordance with the provisions of the Company’s Charter, internal regulations on corporate governance, and other internal management regulations of the Company.

Members of the Board of Directors have the right to:

1. Visit the Company’s premises during business hours and conduct inspections and supervision, provided they notify the Chairman of the Board and the CEO at least two (02) working days in advance and according to a schedule arranged by the CEO;
2. Communicate, discuss, and work with the CEO’s executive team by notifying the Chairman of the Board and the CEO at least two (02) working days in advance and according to a schedule arranged by the CEO;
3. Attend meetings of the CEO and the Executive Team by notifying the Chairman of the Board and the CEO at least one (01) working day in advance; they have the right to discuss and speak in a personal capacity, not on behalf of the Board of Directors, and

cannot vote.

Whenever necessary, the Board of Directors, Committees, Subcommittees, and individual members of the Board can request the CEO or the Executive Team to report or explain matters within their authority by notifying the person being asked to report or explain at least seven (07) working days in advance. The request must specify the issues to be reported or explained, along with the time and location of the reporting or explanation. The CEO or the Executive Team may refuse to comply with the reporting or explanation requests from Committees, Subcommittees, Boards, or individual Board members, but must notify the Chairman of the Board.

The Board of Directors, Committees, Subcommittees, and Boards, as well as the Chairman of the Board, may consult the CEO and the Executive Team on matters within their authority, either through meetings or by obtaining written opinions. In case of obtaining written opinions, the Board of Directors, Committees, Subcommittees, and Boards, and the Chairman of the Board must send the necessary documents related to the issues to be consulted to the CEO and the Executive Team. The responses from the CEO and the Executive Team in such consultations are non-binding on the Board of Directors, Committees, Subcommittees, Boards, and the Chairman of the Board.

In their governance role, the Board of Directors issues resolutions for the CEO and the Executive Team to implement. At the same time, the Board of Directors checks and monitors the implementation of those resolutions.

ARTICLE 23: MEETINGS WITH THE CEO

1. The Board of Directors and the CEO shall meet to discuss work in accordance with the provisions of Article 27 of the Company's internal regulations on corporate governance.

The CEO is responsible for organizing the implementation of the resolutions/decisions of the Board of Directors. If the CEO is not a member of the Board, the CEO still has the right to attend Board meetings, participate in discussions and offer opinions, but does not have voting rights. Members of the Board of Directors have the right to attend meetings chaired by the CEO or other business executives, with the right to speak but without voting rights (if any). The Board of Directors and the CEO shall meet and discuss work at least once every quarter.

2. The Chairman of the Board must send a meeting notice to the members of the Board of Directors and the CEO. The meeting notice must include the time, location, agenda, and topics for discussion, along with relevant documents related to the issues to be discussed at the meeting.

The notice of the Board of Directors meeting must be sent to the Board members and the members of the Audit Committee at least five (05) working days before the meeting date. Board members can refuse the meeting notice in writing, and such refusal can be changed or canceled by the member's written notice. The notice of the Board of Directors meeting must be in writing in Vietnamese and must provide full details of the time, location, agenda, and issues for discussion, along with necessary documents for the matters to be discussed and voted on, and a voting form for members.

The notice of the meeting may be sent by mail, fax, email, or other means, but must ensure that it reaches the contact address of each Board member and the registered internal auditors at the Company.

a. The CEO has the right to request, in writing, additional issues to be discussed at the scheduled meeting. The request must specify the issue to be added, the basis for the addition, and any accompanying documents, if any, and must be sent to the Chairman of the Board at least two (02) working days before the scheduled meeting date. The Chairman of the Board will decide whether to include the requested issue in the meeting agenda.

b. The meeting will only proceed if at least half (3/4) of the members of the Board of Directors and the CEO are present. The meeting will be chaired by the Chairman of the Board, and the person in charge of corporate governance will serve as the meeting secretary.

c. The Chairman of the Board has the right to invite the business executive and other individuals to attend the meeting with the CEO. Invited individuals have the right to speak and discuss at the meeting.

d. The meeting procedure is similar to that of a Board of Directors meeting.

e. All discussion points of the attending members must be fully recorded by the person in charge of corporate governance and made into meeting minutes similar to those of the Board of Directors meeting.

f. The results of the meeting between the Board of Directors and the CEO must be communicated to the Board members, the CEO, and the business executives after the meeting concludes.

g. The meeting notice, related documents, and the meeting minutes must be stored at the Company in accordance with the Company's document retention regulations.

ARTICLE 24: COMMUNICATION WITH THE CEO

The exchange of information between the Board of Directors, Committees, Subcommittees, Boards, the Chairman of the Board of Directors, and the CEO shall be carried out in accordance with the provisions of the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company.

All resolutions and decisions of the Board of Directors, Committees, Subcommittees, and Boards, as well as the Chairman of the Board, must be sent to the CEO and business executives as stipulated in the internal regulations on corporate governance. The Board of Directors shall send the CEO and business executives the annual, quarterly, and monthly activity programs and plans of the Board within three (03) working days from the date the program or plan is approved.

CHAPTER V

EVALUATION OF PERFORMANCE AND SALARY, REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

ARTICLE 25: EVALUATION OF PERFORMANCE

The Board of Directors decides on the contents, criteria, and methods for evaluating the performance of the Board of Directors and its members. The meeting to evaluate the performance of the Board of Directors will only take place after the Company has estimated its business results for the fiscal year.

The Chairman of the Board of Directors directs the person responsible for corporate governance to prepare the self-assessment forms, documents, and available data related to the contents, criteria, and methods of performance evaluation, and send them to all members of the Board of Directors at least ten (10) working days before the meeting is held.

Board members must submit their performance evaluation forms for the Board of Directors and themselves to the Chairman of the Board at least three (03) working days before the meeting date.

At the meeting, the Chairman of the Board will announce the contents of all the evaluation forms received and allow a reasonable time for members to exchange and discuss. After the discussion, Board members will proceed with the evaluation by secret ballot. The evaluation form must include the name of the evaluator, the evaluation content, the results for each evaluation item, and the signature section for the evaluator.

The Chairman of the Board announces the results of each evaluation form without disclosing the name of the evaluator. The person responsible for corporate governance records and calculates the final evaluation results for each evaluation item. The final evaluation result is calculated by averaging the evaluation results of the Board members.

The evaluation results for the performance of the Board of Directors and its members must be communicated to the Board members and the CEO after the meeting concludes.

ARTICLE 26: REWARDS AND DISCIPLINE

The forms of rewards include written commendations, with or without monetary rewards. The amount of monetary rewards is determined by the Board of Directors at a meeting. The reward funds are drawn from the total reward budget of the Board of Directors for the fiscal year, as decided by the General Shareholders' Meeting.

The forms of discipline include written warnings, written reprimands, and proposals to the General Shareholders' Meeting for dismissal.

The Board of Directors considers rewarding members of the Board when at least three (03) members of the Board determine that the member has achieved outstanding results or performed actions that have had a significant impact on the Board's effectiveness or the Company's business results.

The Board of Directors considers disciplining members of the Board when at least three (03) members of the Board determine that the member has:

1. Violated the duties of a Board member as stipulated in the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal management regulations of the Company, or
2. Failed to complete tasks assigned by the Board of Directors or the Chairman of the Board, or
3. Been absent from Board meetings three (03) times or more in one year.

The Chairman of the Board must convene a meeting on rewards and discipline within ten (10) working days from the date of receiving a written proposal for rewards or discipline from at least three (03) members of the Board of Directors. The proposal for rewards or discipline must clearly state the person being proposed, the main reasons for the reward or discipline, the proposed form of reward or discipline, and supporting documents, if any.

Board members are not allowed to delegate others to attend the meeting on rewards and discipline. The meeting on rewards and discipline of a Board member must include the three (03) Board members who proposed the reward or discipline, as well as the person being proposed for the reward.

The procedure for organizing the rewards and discipline meeting is as follows:

4. The person responsible for corporate governance reports the list of attendees;
5. The Chairman of the Board presents the purpose, agenda, and contents of the meeting;
6. The Board member proposing the reward or discipline presents their views, basis, and assessment;
7. The person proposed for the reward or discipline presents their opinions regarding the reward or discipline;
8. The attendees discuss the proposal for the reward or discipline;
9. Board members vote on the decisions according to the provisions of the Company's Charter and internal regulations on corporate governance;

The person responsible for corporate governance reads aloud the main points recorded in the meeting minutes for all attendees to hear, and the Chairman of the meeting signs and confirms the minutes in the meeting minutes book.

The results of the rewards and discipline meeting for the Board member must be communicated to the Board members and the CEO within three (03) days from the end of the rewards and discipline meeting.

ARTICLE 27: REMUNERATION, ALLOWANCES, OTHER BENEFITS, AND BONUS

Members of the Board of Directors receive salaries, remuneration, allowances,

bonuses, and other benefits as stipulated in Article 28 of the Company’s Charter, these Regulations, and the resolutions of the Annual General Shareholders' Meeting. Based on the operating budget for the fiscal year approved by the Annual General Shareholders' Meeting, the Board of Directors decides, by unanimous agreement, the monthly salary of the Chairman of the Board, as well as the remuneration and allowances for the Board members.

Board members who do not manage the execution of tasks that the Board of Directors considers outside the scope of the member’s duties may receive additional remuneration in the form of a lump-sum fee per task, commission, or other forms as decided by the Board of Directors.

Based on the operating budget for the fiscal year approved by the Annual General Shareholders' Meeting, the Chairman of the Board decides on other types and levels of expenses for Board members. These expenses include, but are not limited to, travel, communication, entertainment, training, seminars, health insurance, and medical examinations.

Based on the total bonus fund for the fiscal year approved by the Annual General Shareholders' Meeting and the performance evaluation results, the Board of Directors decides on the annual bonus for each Board member in a manner that aligns with their individual performance.

The remuneration for each member of the Board of Directors is considered a business expense for the Company in accordance with corporate income tax laws, is presented as a separate item in the Company’s annual financial report, and must be reported to the General Shareholders' Meeting at the annual meeting.

Board members holding executive positions or members working on subcommittees of the Board or performing other tasks outside the ordinary scope of a Board member's duties may receive additional remuneration in the form of a lump-sum fee per task, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

CHAPTER VI

IMPLEMENTATION ORGANIZATION

ARTICLE 28: IMPLEMENTATION ORGANIZATION

This Regulation may be amended or supplemented by the decision of the General Shareholders' Meeting in the event of any changes.

This Regulation shall be sent to the members of the Board of Directors, the Subcommittees, the Executive Board, the Office of the Board of Directors, and kept at the Company's office.

The Chairman of the Board of Directors is responsible for organizing the implementation of this Regulation and shall report to the Board of Directors every three (03) months on the implementation status.

ARTICLE 29: EFFECTIVE DATE

The operational regulations of the Board of Directors of PetroVietnam Cửu Long Urban Development and Investment Joint Stock Company consist of 06 Chapters and 29 Articles. These regulations are officially promulgated and take effect from April 26, 2025.

Sóc Trăng, April 26, 2025

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

Recipients:

- *Board of Directors, Audit Committee,
Executive Board;*
- *Information Disclosure Committee,
Website;*
- *Archive. Board of Directors' File*

MR. NGUYEN TRIEU DONG

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



DRAFT

REGULATIONS

CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT CORPORATION

(Amended on April 26th, 2025 according to the content of Resolution

No./NQ.DHDCDTN.PVCL.25)

Soc Trang, April 2025

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INTRODUCTION

This Charter is supplemented and amended by the decision of the Annual General Meeting of Shareholders in 2025. Cuu Long Petro Urban Development and Investment Corporation held on April 26th, 2025.

CHAPTER I DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

1.1. *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of a joint stock company and as prescribed in Article 6 of this Charter;

1.2. *Voting capital* is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

1.3. *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

1.4. *The Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

1.5. *Vietnam* is the Socialist Republic of Vietnam;

1.6. *The date of establishment* is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);

1.7. *The business operators* are the General Director, Deputy General Director, Chief Accountant and other operators as prescribed in the Company Charter;

1.8. *A business manager* is a person who manages a company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other management positions as prescribed in the Company Charter;

1.9. *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities ;

1.10. *A shareholder* is an individual or organization that owns at least one share of a joint stock company;

1.11. *A founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;

1.12. *Major shareholder* is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities ;

1.13. *Term of operation* is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;

1.14. *The stock exchange* is the Vietnam Stock Exchange and its subsidiaries.

1.15 *Direct General Meeting* : is a meeting of the General Meeting of Shareholders in which shareholders attend directly, discuss and vote on meeting issues at a certain location, not in the online form prescribed in Clause 1.16 of this Article.

1.16. *Online General Meeting*: is a General Meeting of Shareholders organized through the application of modern information technology solutions to transmit audio and/or images of the General Meeting, allowing shareholders in different locations to attend, monitor, discuss and vote on meeting issues.

1.17 *Combined online and in-person meeting* : is a meeting of the General Meeting of Shareholders in which shareholders attend in person, discuss and vote on meeting issues at a certain location and combine with the online form prescribed in Clause 1.16 of this Article.

1.18 *Online system* : is a software system/website application that the company uses to serve the organization of *online General Meeting of Shareholders* and/or electronic voting.

1.19 . *Electronic voting*: is when shareholders or authorized representatives of shareholders vote at the General Meeting of Shareholders or at a session to collect shareholders' written opinions in the form of voting on the Online System.

1.20 . *Traditional voting*: is when shareholders or authorized representatives of shareholders participate in voting *directly at the General Meeting of Shareholders or send written feedback ballots to the company or in other forms prescribed in the Charter, Internal regulations on corporate governance and legal regulations* , but not in the form of electronic voting.

2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.

3. The titles (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

CHAPTER II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices and term of operation of the Company

1. Company Name:

- Company name written in Vietnamese: **Cuu Long Petro Urban Development and Investment Corporation.**

- Company name in English: **Cuu Long Petro Urban Development And Investment Corporation.**

- Abbreviated Company Name: **PVCL**

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

3. The Company's registered office is:

- Address: No. 02, Lot KTM-06, Road No. 6, Urban Area 5A, Ward 4, Soc Trang City, Soc Trang Province.

- Phone: (0299) 3627999

- Fax: (0299) 3626888

- Email: pvcl@dothi5a.com

- Website: pvcl.com.vn

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the deadline according to Clause 2, Article 59 or extended according to Article 60 of this Charter, the term of operation of the Company begins from the date of establishment and is indefinite.

Article 3. Legal representative of the Company

The company has 01 legal representative who is the General Director.

The rights and obligations of the legal representative are stipulated in this Charter and in the Internal Regulations on Corporate Governance.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Company's operational objectives

1. The Company's business lines are:

No.	Industry name	Industry code
1.	Real estate business; land use rights owned, used or leased <i>(Except for investment in building cemetery infrastructure to transfer land use rights associated with infrastructure)</i>	6810 (main)
2.	Growing vegetables, beans and flowers	0118
3.	Manufacture of concrete and products from concrete, cement and plaster	2395
4.	Building a house to live in	4101
5.	Building a house not for living	4102
6.	Railway construction	4211
7.	Road construction	4212
8.	Electrical construction <i>(Except for construction and operation of multi -purpose power projects and nuclear power projects of special economic and social importance)</i>	4221
9.	Construction of water supply and drainage works	4222
10.	Construction of telecommunications and information works	4223
11.	Construction of hydraulic works <i>(Except for construction and operation of multi-purpose hydropower and nuclear power of special economic and social importance)</i>	4291
12.	Construction of mining works	4292
13.	Construction of processing and manufacturing facilities	4293
14.	Construction of other public works	4229
15.	Construction of other civil engineering works	4299
16.	Demolition	4311

17.	Site preparation (Except for the activity "Blasting service" which belongs to the group of industries that have not yet been allowed to access the market for foreign investors)	4312
18.	Electrical installation	4321
19.	Installation of water supply, drainage, heating and air conditioning systems	4322
20.	Construction completion	4330
21.	Other specialized construction activities	4390
22.	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals. <i>Details: Wholesale of flowers and plants</i>	4620
23.	Wholesale other household items <i>Details: Wholesale of beds, wardrobes, tables, chairs and similar furniture; Wholesale of household electrical appliances, lamps and electric lighting sets</i>	4649
24.	Wholesale of computers, peripherals and software (Except for exercising export rights , import rights , and distribution rights for goods on the List of goods of foreign investors, economic organizations with foreign invested capital are not allowed to exercise export rights, import rights, and distribution rights according to the provisions of law).	4651
25.	Wholesale of electronic and telecommunications equipment and components (Except for exercising export rights , import rights , and distribution rights for goods on the List of goods of foreign investors, economic organizations with foreign invested capital are not allowed to exercise export rights, import rights, and distribution rights according to the provisions of law).	4652
26.	Wholesale of other machinery, equipment and spare parts. <i>Details: Wholesale of machinery, equipment and spare parts for mining and construction; Wholesale of machinery, equipment and spare parts for office machines (except computers and peripherals)</i>	4659
27.	Trading in other construction materials and installation equipment <i>Details: Wholesale of bricks, tiles, sand, stone, gravel; Wholesale of paint, varnish; Wholesale of bamboo, wood and processed wood; Wholesale of construction glass; Wholesale of tiles and sanitary equipment</i>	4663
28.	Architectural activities and related technical consultancy <i>Details: Architectural activities, mapping, geological exploration, water resources; Other related technical consulting activities; consulting, construction supervision of civil, industrial, technical infrastructure, traffic, rural irrigation works; design of civil construction works, technical infrastructure, traffic, rural irrigation works.</i>	7110
29.	Financial investment in stocks, shares, bonds	

2. The Company's operating objectives are :

- Organize production and business activities with the aim of maximizing profits through the application of scientific and technical advances and advanced management methods.
- Create jobs, promote all resources of employees in the company.

- Fully perform financial obligations to the State and ensure profits for the Company, ensuring maintenance and increasing profits for shareholders.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines as announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current laws and take appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is : **595,814,180,000 VND** (*Five hundred ninety-five billion, eight hundred fourteen million, one hundred eighty thousand Vietnamese Dong*).

The total charter capital of the Company is divided into : **59,581,418** share.

Par value is: 10,000 VND/share (*Ten thousand VND*)

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. Name, address, number of shares and other information about founding shareholders as prescribed by the Law on Enterprises are stated in Appendix 01 attached. This Appendix is a part of this Charter.
6. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under conditions and in the manner that the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except in cases where shares are sold through the Stock Exchange by auction.
7. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current laws. Shares purchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.

8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Stock certificates

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. A share is a certificate issued by a company, a book entry or electronic data confirming ownership of one or more shares of that company. A share must have full contents as prescribed in Clause 1, Article 121 of the 2020 Enterprise Law.

3. Within two (02) months from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within two (02) months (or another period as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not have to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, destroyed or damaged, the owner of such share may request to be issued a new share certificate provided that he/she provides evidence of ownership of the share and pays all related costs to the Company.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.

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

Article 10. Revocation of shares

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company.

2. The above payment notice must clearly state the new payment period (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 failure to pay as required, the unpaid shares will be revoked.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid in case the requirements in the above notice are not implemented.

4. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still pay all related amounts and interest accrued at the rate (not exceeding 9% per year) at the time of revocation as decided by the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide to enforce payment of the entire value of shares at the time of revocation.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of error or negligence in sending the notice.

CHAPTER V

ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, administration and control

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders;
2. Board of Directors and Audit Committee under the Board of Directors;
3. General Director.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.

2. Common shareholders have the following rights:

a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote at the General Meeting of Shareholders in person ; or the General Meeting of Shareholders online; or both; The General Meeting of Shareholders is authorized to have a representative or exercise the right to vote electronically in other forms prescribed by the company. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or exercise the right to vote electronically in the form selected by the Board of Directors to ensure the rights of shareholders. Each common share has one vote.

b. Receive dividends at the level decided by the General Meeting of Shareholders;

c. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws. Except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law 2020 and other relevant provisions of law;

- d. Priority to purchase newly offered shares corresponding to the proportion of common shares they own;
 - e. Review, look up and extract information related to shareholders and request correction of inaccurate information;
 - f. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;
 - g. Review, look up, extract or photocopy the Company Charter, minutes of the Shareholders' Meeting and resolutions of the Shareholders' Meeting;
 - h. In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and paid to shareholders holding other types of shares of the Company in accordance with the provisions of law;
 - i. Request the Company to buy back their shares in the cases specified in Article 132 of the Enterprise Law 2020;
 - j. Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - k. Have full access to periodic and irregular information published by the Company in accordance with the law .
 - l. To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
 - m. Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least [03] working days before the opening date. Proposals must clearly state the names of shareholders, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;
 - n . Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders holding 5% or more of total common shares have the following rights:
- a. Nominate candidates for the Board of Directors according to the corresponding provisions in Article 25 and Article 36 of this Charter;
 - b. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises 2020;
 - c. Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Audit Committee, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

- d. Request the Audit Committee to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
- e. Other rights as prescribed by law and this Charter.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.
2. Keep confidential the information provided by the company according to the provisions of the Company Charter and the law. Only use the information provided to exercise and protect your legal rights and interests. It is strictly forbidden to disseminate or copy or send information provided by the company to other organizations or individuals.
3. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote at the meeting;
 - c. Attend and vote via online meetings, electronic voting or other electronic forms;
 - d. Send voting ballots to the meeting via mail, fax, or email.
4. Pay for registered shares as prescribed.
5. Provide correct address when registering to buy shares.
6. Fulfill other obligations as prescribed by current laws.
7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
 - 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 due before financial risks to the Company.

Article 14. General meeting of shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year. The Annual General Meeting of Shareholders must meet within four (04) months from the end of the fiscal year.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in

accordance with the provisions of law and the Company's Charter, especially approving the annual financial report and the budget for the following fiscal year. In case the Audit Report of the Company's annual financial report contains material exceptions, the Company may invite a representative of the independent auditing company to attend the Annual General Meeting of Shareholders to explain the relevant contents.

3. The General Meeting of Shareholders can be held in the form of a direct meeting with direct attendance or an online meeting or a combination of both forms depending on the decision of the person convening the meeting .

4. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. Audited quarterly, six (06) month or annual financial statements reflect that equity has lost half (1/2) compared to the beginning of the period;
- c. The number of members of the Board of Directors and independent members of the Board of Directors is less than the number of members prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;
- d. The shareholder or group of shareholders specified in Clause 3, Article 12 of this Charter requests to convene a meeting of the General Meeting of Shareholders. The request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting ; the form of convening the meeting of the General Meeting of Shareholders ; having enough signatures of the relevant shareholders or the request must be made in multiple copies and must have enough signatures of the relevant shareholders;
- e. The Audit Committee requests the Board of Directors to convene a meeting if the Audit Committee has reason to believe that members of the Board of Directors or other executives have seriously breached their obligations under Article 165 of the Enterprise Law 2020 or the Board of Directors acts or intends to act beyond the scope of its authority;
- f. Other cases as prescribed by law and this Charter.

5. Convening an extraordinary meeting of shareholders

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is as prescribed in Point c, Clause 4 of this Article or from the date of receipt of the request prescribed in Point d and Point e, Clause 4 of this Article ;
- b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Audit Committee must replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises 2020 ;

c. In case the Audit Committee does not request the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders with the request prescribed in Point d, Clause 4 This has the right to replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises 2020 .

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

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

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

- a) Approving the Company's development orientation;
- b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors;
- d) Decision to invest or sell assets with a value of [35%] or more of the total asset value recorded in the Company's most recent financial report, [except in cases where the Company Charter stipulates a different ratio or value];
- d) Decision to amend and supplement the Company Charter;
- e) Approval of annual financial reports;
- g) Decision to buy back more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- i) Decision to reorganize and dissolve the Company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- l) Approve the internal governance regulations; Board of Directors' operating regulations, Audit Committee's operating regulations ;
- m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;

- b) Audited annual financial statements;
 - c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; [in case the company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises , the independent member of the Board of Directors is responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - d) Report on the Company's business results, the performance of the Board of Directors and the General Director;
 - e) Dividend level for each share of each type;
 - g) Number of members of the Board of Directors;
 - h) Elect, dismiss, remove members of the Board of Directors;
 - i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Audit Committee ;
 - k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;
 - l) Supplement and amend the Company Charter;
 - m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
 - n) Division, separation, consolidation, merger or conversion of the Company;
 - o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - p) Decision to invest or sell assets with a value of from [**35 %**] total asset value or more recorded in the Company's most recent Financial Statement [except where the Company Charter stipulates another ratio or value];
 - q) Decision to buy back more than 10% of total sold shares of each type;
 - r) The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises. 2020 with value equal to or greater than [**35%**] total value of the Company's assets recorded in the most recent financial statements;
 - s) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - t) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;
 - u) Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders who have the right to attend the General Meeting of Shareholders as prescribed in Clause 3, Article 144 of the Enterprise Law 2020 may authorize individuals or organizations to attend on their behalf. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:

a. In case an individual shareholder is the authorized person, the authorization letter must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting;

b. In case the institutional shareholder is the principal, the authorization letter must be signed by the authorized representative, the legal representative of the institutional shareholder and the individual, the legal representative of the organization authorized to attend the meeting;

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

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

3. In case a lawyer signs a representative appointment paper on behalf of the principal, the representative appointment in this case shall only be considered effective if the representative appointment paper is presented together with the power of attorney for the lawyer (if not previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;

b. The principal has revoked the authorization ;

c. The principal has revoked the authority of the person performing the authorization.

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

Article 17. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number

of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person, online and through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person; or online; or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to those provided for in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders or a meeting of the General Meeting of Shareholders is convened in accordance with the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter.

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 shall be prepared no later than [10 days] before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Prepare the conference program and content;

c. Prepare documents for the congress ;

d. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e. Determine the time and place of the congress;

- f. Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g. Other tasks serving the congress.

3. Meeting invitations and agenda and documents for the General Meeting of Shareholders shall be sent to all shareholders by post. method to ensure reaching the shareholders' contact addresses, and at the same time announcing on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed and the Online System in case of electronic voting. In case the document is not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the address of the website so that shareholders can access it .

The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders in the List of Shareholders entitled to attend the meeting at least **[21 days]** before the opening date of the meeting [if the Company's Charter does not stipulate a longer period] (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state Links to all meeting documents available to shareholders, including:

- a. Meeting agenda, documents used in the meeting;
- b. List and details of candidates in case of election of members of the Board of Directors.
- c. Voting ballot;
- d. Form of appointment of authorized representative to attend the meeting;
- e. Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed 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. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal 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 proposed content to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:

- a. The petition was sent late or was incomplete or incorrect in content;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 3, Article 12 of this Charter;
- c. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when there are a number of shareholders attending the meeting representing **over [50 %]** total number of voting shares.

2. In case there is not enough number of delegates required within thirty (30) minutes from the time of determining the opening of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the expected date. to hold the first General Meeting of Shareholders. The General Meeting of Shareholders A second meeting may only be convened when the number of shareholders attending the meeting represents at least 33% of the total number of voting shares.

3. In case the second general meeting cannot be held due to the lack of sufficient delegates within thirty (30) minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within twenty (20) days from the scheduled date of the second general meeting. In this case, the meeting shall be held regardless of the total number of votes of the attending shareholders, shall be considered valid and shall have the right to decide all matters expected to be approved at the first General Meeting of Shareholders.

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

1. On the date of the General Meeting of Shareholders:

1.1. For in-person meetings and shareholders attending the meeting in person :

Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:

a. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. When voting at the meeting, the number of cards in favor of the resolution shall be collected first, the number of cards opposing the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to make a decision. The total number of votes in favor, against, abstentions or invalid votes for each issue shall be announced by the Chairman immediately after voting on that issue. The meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the counting committee

shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.

b. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on before will not change.

1.2. For online General Meetings and shareholders only attending via the Online System:

- Each shareholder will be provided with an access account and password to log into the Online System. The shareholder's access account will be encrypted to ensure the authentication of the shareholder's attending status. The company will notify the shareholder of the access account and password in the Meeting Invitation Notice or via a separate email

- Shareholders who register to attend the meeting online will have their eligibility to attend the General Meeting of Shareholders verified and will be considered present at the General Meeting if they have fully complied with the procedures and methods required by the Online System to verify their shareholder eligibility and register to attend.

- Shareholders wishing to attend the meeting via the Online System must meet the conditions specified in this Regulation and have the following obligations:

+ Secure information related to the access account such as: name, other identification factors (if any) of the access account and login password to ensure that only shareholders have the right to attend meetings on the Online System, except in cases where the information is provided to the authorized representative of the shareholder. Shareholders are responsible for ensuring that the authorized representative will comply with the provisions of this Clause similar to shareholders.

+ Be responsible for all risks and disputes related to the meeting held using the shareholder's access account on the Online System. Attending the meeting and voting on the Online System using the login name with the correct password and/or other identification factors will be considered the shareholder's will .

+ Must regularly update phone number, contact address , email address accurately, completely, honestly at the securities depository to ensure receiving account access notification and take full responsibility for this registered information.

1.3. For the Congress organized in combination with the forms specified in Points 1.1 and 1.2 of this Clause:

a. Shareholders attending the meeting in person at the General Meeting will carry out shareholder registration procedures as prescribed in Point 1.1 Clause This.

b. The Shareholders only attend the meeting through the Online System and carry out shareholder registration procedures as prescribed in Point 1.2 of this Clause .

c. In case a shareholder has registered to attend the meeting via the Online System but still attends the meeting/authorizes to attend the meeting in person, the Company shall organize

shareholder registration as prescribed for shareholders attending the meeting in person at Point 1.1.

2. The election of the chairman, secretary and counting committee is regulated as follows:

2.1. The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chair, the Head of the Audit Committee shall direct the General Meeting of Shareholders to elect a meeting chair from among the attendees and the person with the highest number of votes shall chair the meeting.

2.2. In other cases, the person who signs the summons for the General Meeting of Shareholders shall conduct the meeting. The General Meeting of Shareholders shall elect a chairman of the meeting and the person with the highest number of votes shall be appointed as chairman of the meeting.

2.3. The chairperson shall appoint one or more persons to act as meeting secretaries;

2.4. The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman;

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

4. The chairman of the meeting may conduct necessary activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda and reflecting the wishes of the majority of the attending delegates.

a) Seating arrangement at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstaining. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening the General Meeting of Shareholders has the following rights:

a. Require shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other legal and reasonable security measures.

b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal

progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders .

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting location in the following cases :

- a) The meeting location does not have enough convenient seating for all attendees;
- b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
- c) There are people attending the meeting who obstruct or disrupt order, and risk making the meeting not be conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. Except for the cases specified in Clause 2 and Clause 3 of this Article, decisions of the General Meeting of Shareholders on the following issues shall be adopted when there are 50 % or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders:

- a. Approval of annual financial report;
- b. Short-term and long-term development plans of the Company;
- c. Dismiss, remove, replace members of the Board of Directors and report on the Board of Directors' appointment of the General Director.

2. Election of members of the Board of Directors must comply with the provisions of Clause 3, Article 14.8 of the Law on Enterprises 2020 .

3. Decisions of the General Meeting of Shareholders regarding amendments and supplements to the Charter and types of shares and number of shares offered for sale ; reorganization or dissolution of the enterprise ; change in the organizational structure of the company; change in business lines, occupations and fields ; purchase and sale transactions of assets of the Company or its branches with a value of 35% or more of the total value of the Company's assets calculated according to the most recent audited financial statements

passed when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives at the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolution are not carried out correctly as prescribed.

Article 22. Authority and procedures for obtaining shareholders' written opinions to pass resolutions Resolution of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders 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 the voting ballot, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least ten (**10**) days before the deadline for receiving voting ballots. The requirements and method of sending voting ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3 , Article 18 of this Charter.

3. The opinion form must have the following main contents:

a. Name, head office address, business registration number;

b. Purpose of consultation;

c. Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the individual shareholder; name, enterprise code or establishment decision number, head office address of the organizational shareholder or full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the authorized representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d. Issues requiring consultation to pass a decision;

e. Voting options include approval, disapproval and no opinion on each issue to be voted on;

f. Deadline for returning completed opinion forms to the Company;

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

4. The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder or individual, or the authorized legal representative of the organization.

5. The opinion form can be sent to the Company in the following forms:

a. Mailing: Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b. Fax or email: Voting forms sent to the Company via fax or email must be kept confidential until the time of vote counting.

c. When conducting electronic voting on the Online System, voters must comply with the obligations specified in Point 1.2, Clause 1, Article 20. This charter .

Shareholders exercise their voting rights through electronic voting at the Online System as follows:

+ Voting to approve the contents of the meeting organization procedures and decisions of the General Meeting of Shareholders: shareholders follow the instructions in the Voting section on the Online System for each voting issue.

+ For the content of the election of the Board of Directors/Inspection Committee specified in Point c, Clause 1 of this Article: follow the instructions in the Election section on the Online System for the content that needs to be voted on. Shareholders can change the voting results, or can vote, vote additionally for the arising content. The results of electronic voting/other electronic forms only record the final voting and election results of shareholders at the time of the end of voting as announced by the Vote Counting Committee at the General Meeting of Shareholders. From the time of the end of voting for each content requesting opinions from the General Meeting of Shareholders, the Online System will be locked and shareholders will not be able to vote, vote for the locked content.

The time when shareholders can start accessing the Online System to conduct electronic voting will be decided by the Board of Directors and notified to shareholders together with the General Meeting documents.

Electronic voting can be done before the General Meeting of Shareholders takes place and/or according to the progress at the General Meeting of Shareholders as decided by the Board of Directors.

d. In case the Company organizes voting in multiple forms, shareholders can only choose one form of voting. In case shareholders vote in both forms for the same voting content, the electronic voting form will be given priority and the traditional voting ballot will not be counted in the voting results.

6. Any ballot received by the Company after the deadline specified in the ballot or opened in the case of mailing or announced before the vote counting time in the case of faxing or emailing is invalid. Any ballot not returned is considered a non-voting ballot.

7. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Audit Committee or of a shareholder who is not an executive of the enterprise. The vote counting record must contain the following main contents:

a. Name, head office address, business registration number;

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

- c. Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
- d. Total number of votes for, against and abstentions on each issue;
- e. Issues approved;
- f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter and the vote counting supervisor.

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

8. The minutes of the vote counting must be sent to shareholders within fifteen (15) days, from the date of completion of vote counting. In case the Company has an electronic information page, the sending of the vote counting minutes can be replaced by posting on the Company's electronic information page within twenty-four (24) hours from the time of completion of vote counting.
9. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.
10. A resolution passed by way of obtaining shareholders' written opinions must be approved by shareholders representing more than 50 % of the total number of shares with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Shareholders' Meeting

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, and may also be prepared in English, and must contain the following main contents:
 - a. Name, head office address, business registration number;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full name of the chairman and secretary;
 - e. Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
 - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;

- h. Issues passed and corresponding percentage of votes passed;
 - i. Signature of the chairperson and secretary. In case the chairperson and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.
 3. Minutes made in Vietnamese and English have the same legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content in the minutes in Vietnamese shall prevail.
 4. Resolutions and Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) **days** from the end of the meeting.
 5. The minutes of the General Meeting of Shareholders are considered authentic evidence of the work conducted at the General Meeting of Shareholders unless there is an objection to the content of the minutes submitted in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.
 6. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting and related documents must be kept at the Company's head office.

Article 24. Request to cancel the decision of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect shareholders' opinions in writing, members of the Board of Directors, Supervisors, 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 cancel the decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or obtaining written opinions of shareholders and making decisions of the General Meeting of Shareholders are not implemented in accordance with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

CHAPTER VII

BOARD OF DIRECTORS

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

1. In case the candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be announced shall include at least the following contents:

- a. Full name, date of birth;
- b. Education level;
- c. Professional qualifications;
- d. Work history;
- e. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- f. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- g. Benefits related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

2. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5 % to less than 10% of the total number of voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The procedure for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made according to the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

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

1. The number of members of the Board of Directors is 05. (five) members, including 02 or more independent members of the Board of Directors. The independent members of the Board of Directors will undertake the work of the Audit Committee .

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work .

3. Board of Directors' composition:

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.

4. 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 qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or prohibited by law from being a member of the Board of Directors;

b. Have a resignation letter;

c. Has a mental disorder and another member of the Board of Directors has professional evidence proving that he or she no longer has capacity to act;

d. Not attending meetings of the Board of Directors for six (06) consecutive months, except in cases 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 this Charter.

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

6. A member of the Board of Directors may not be a shareholder of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations 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 Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises 2020 ;
- e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- h) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total asset value recorded in the Company's most recent financial report. apart from Contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises 2020 ;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such persons;
- k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
- q) Decide to issue the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on information disclosure of the company;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Board members are entitled to be paid all travel, food and accommodation expenses, and other reasonable expenses they have incurred in carrying out their duties. members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Develop programs and plans for the Board of Directors' activities;
- b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In case 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 receipt of the resignation or dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meeting of the Board of Directors

1. In case the Board of Directors elects a Chairman, the Chairman of the Board of Directors will be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion 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 case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene the 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 five (05) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but there must be at least one (01) meeting per quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing, 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 and Audit Committee;

- c. At least two (02) members of the Board of Directors;
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the persons requesting the meeting specified in Clause 3 of Article 30 have the right to convene a meeting of the Board of Directors.
5. In case of request from an independent auditing company to audit 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. The Board of Directors' meeting shall be 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 agreed upon by the Board of Directors.
7. Notice of Board of Directors meeting must be sent to the members of the Board of Directors and members of the Board of Directors and members of the Audit Committee. at least [five (05)] working days before the meeting date. A member of the Board of Directors may refuse the meeting invitation in writing, which 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 Vietnamese and must fully notify the time, location of the meeting, agenda, content of the issues discussed, accompanied by necessary documents on the issues discussed and voted at the meeting and the members' voting ballots.

The meeting notice shall be sent by mail, fax, email or other means, but must be ensured to reach the contact address of each member of the Board of Directors and the Internal Auditors registered at the Company.

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

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be convened for the second time 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 attend the meeting.

9. A meeting of the Board of Directors may be held by way of a video conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting is able to:

- a. Hear each other member of the Board of Directors speak at the meeting;
- b. Address all other members present simultaneously. Discussions between members may be conducted directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered “present” at that meeting. The location of a meeting held under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

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

11. Voting

a. Except for the provisions at Point b, Clause 11, Article 30, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is present in person as an individual at the meeting of the Board of Directors has one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions on which the member does not have the right to vote;

c. Pursuant to Point d, Clause 11, Article 30, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is the final decision, 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 specified in Point a and Point b, Clause 6, Article 41 of this Charter is considered to have a significant interest in that contract;

e. Internal auditors have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it shall be responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

13. The Board of Directors shall pass decisions and resolutions based on the approval of the majority of the Board members attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

14. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution passed at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meeting to the members and the minutes are valid evidence of the work conducted during 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 are prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairman and the person taking the minutes.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel, remuneration, and internal audit. The number of members of the subcommittees shall be decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittees and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittees must comply with the regulations of the Board of Directors. Resolutions of the subcommittees shall only be effective when the majority of members attending and voting at the subcommittee meeting are members of the Board of Directors.

2. The Audit Committee is a professional body under the Board of Directors. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

3. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with the status of members of subcommittees of the Board of Directors must comply with current legal provisions and provisions in the Charter and Internal Regulations on corporate governance .

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Enterprise Law 2020.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

- b) Prepare meetings of the Board of Directors, Audit Committee and General Meeting of Shareholders at the request of the Board of Directors or Audit Committee;
- c) Advice on meeting procedures;
- d) Attend meetings;
- d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;
- e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Audit Committee members;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Be the point of contact with stakeholders;
- i) Keep information confidential in accordance with the provisions of law and the Company Charter;
- k) Other rights and obligations as prescribed by law and the Company Charter .

CHAPTER VIII

CEO AND OTHER EXECUTIVE OFFICERS

Article 33. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is 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 above positions must be approved by a resolution of the Board of Directors.

Article 34. Business operators

1. The Company's executives include the General Director, Deputy General Director, and Chief Accountant.
2. Upon the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its objectives in operations and organization.
3. The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director; sign a contract specifying 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, shown as a separate item in the Annual Financial Report and stated 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 prescribed by law and the Company Charter.
3. The General Director has the following rights and obligations:
 - a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - b. Decide on matters that do not require a decision of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing and operating the Company's daily business operations in accordance with best management practices;
 - c. Recommend to the Board of Directors on the organizational structure plan and internal management regulations of the Company;
 - d. Propose measures to improve the Company's operations and management;
 - e. Propose the number and business executives that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and propose remuneration, salary and other benefits for business executives for the Board of Directors to decide;
 - f. Consult with the Board of Directors to decide on the number of employees, their appointment, dismissal, salary, allowances, benefits, and other terms related to their employment contracts;
 - g. Prepare and submit to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
 - h. Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - i. Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, and labor contracts signed with the Company.

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

5. The Board of Directors may dismiss the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him.

CHAPTER IX AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Nomination and nomination of 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 Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Composition of the Audit Committee

1. The Audit Committee shall consist of two or more members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors or appointed by the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of the law and the Company's specialized operations and must not fall into the following cases:

- a) Work in the accounting and finance department of the Company;
- b) Being a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the company's field of operation.

Article 38. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the 2020 Enterprise Law , the current Charter of the company and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director, Chief Accountant and other managers to collect information for the Audit Committee's operations.

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

3. Use outside legal, accounting or other consulting services as needed.

4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle 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 and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
6. Develop the Audit Committee 's operating regulations and submit them to the Board of Directors for approval. via.

Article 39. Meeting of the Audit Committee

1. The Audit Committee must meet at least twice a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the meeting minutes.
2. The Audit Committee shall pass decisions by voting at meetings and by obtaining written opinions. Each member of the Audit Committee shall have one vote . Decisions of the Audit Committee shall be passed if approved by a majority of members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

Article 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. The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the annual General Meeting of Shareholders.
2. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and Company charter;
 - b) Summary of meetings and conclusions and recommendations of the Audit Committee;
 - c) Results of monitoring of financial reports, operations and financial situation of the Company;
 - d) Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls **50%** or more of the charter capital with members of the Board of Directors, General Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding members or enterprise managers within the last 3 years prior to the time of the transaction;
 - d) Assessment results of the Company's internal control and risk management system;
 - e) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;

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

CHAPTER X

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

Members of the Board of Directors, the Audit Committee, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 4 1. Responsibility to be honest and avoid conflicts of interest

1. Member of the Board of Directors, Audit Committee , The General Director and other managers must disclose relevant interests in accordance with the provisions of the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, Audit Committee , General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, Audit Committee , General Director and other managers are obliged to notify in writing to the Board of Directors and Audit Committee of transactions between the Company, subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the law on securities on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, Audit Committee , General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Audit Committee , General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:
 - a) For transactions with a value less than or equal to thirty-five percent [**35 %**] total asset value recorded in the most recent financial report, important contents of contracts or transactions as well as relationships and interests of members of the Board of Directors, Audit Committee , General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests;

b) For transactions with a value greater than thirty - five percent [**35 %**] The total value of assets recorded in the most recent financial report , the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, Audit Committee , General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

Article 4 2. Responsibility for damages and compensation

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

2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Audit Committee, General Director, other executive, employee or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, executive, employee or authorized representative of the Company provided that such person has acted honestly, prudently, diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, Audit Committee, other executives, employees or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a. Has acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;

b. Comply with the law and have no evidence of failure to perform their responsibilities.

4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

CHAPTER XI

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 4 3. Right to investigate books and records

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request

correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning [05%] or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Audit Committee, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Audit Committee, the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and amendments to the Charter, 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 meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The company charter must be published on the Company's website.

CHAPTER XII

EMPLOYEES AND UNIONS

Article 44. Employees and trade unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director must plan for the Board of Directors to approve issues related 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 current legal regulations .

CHAPTER XIII

PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or payments relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, receive shares, receive notices or other documents.
6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 47. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December. The first fiscal year begins on the date of issuance of the Business

Registration Certificate and ends on the 31st day of December immediately following the date of issuance of that Business Registration Certificate.

Article 48. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS), the corporate accounting regime or other specific accounting regime issued by a competent authority approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

CHAPTER XV

ANNUAL REPORT, FINANCIAL REPORT AND RESPONSIBILITY INFORMATION DISCLOSURE

Article 49. Annual, semi-annual and quarterly financial reports

1. The Company must prepare an annual financial report in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited in accordance with the provisions of Article 51 of this Charter. Within the time limit prescribed by law from the end of each fiscal year, the Company must submit an annual financial report approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the Business Registration Authority.
2. The annual financial report must include a business performance report that honestly and objectively reflects the Company's profit/loss situation during the fiscal year, a financial situation report that honestly and objectively reflects the Company's operating situation up to the time of preparing the report, a cash flow report and notes to the financial statements.
3. The Company must prepare and publish audited six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Law on Enterprises.
4. Audited annual financial statements (including auditor's opinions), reviewed semi-annual financial statements and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed six-monthly reports and quarterly financial statements

during working hours at the Company's head office and must pay a reasonable fee for copying.

Article 50. Annual report

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

CHAPTER XVI COMPANY AUDIT

Article 51. Auditing

1. The annual general meeting of shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing company after the end of the fiscal year.

2. The independent auditing company shall examine, confirm, prepare an audit report and submit that report to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report is attached to the Company's annual financial statements.

4. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVII STAMP

Article 52. Seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if the Board of Directors and General Director use and manage the seal in accordance with current law) .

CHAPTER XVIII

DISSOLUTION OF COMPANY

Article 53. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a. End of the Company's term of operation, even after extension;
 - b. According to the resolution and decision of the General Meeting of Shareholders;
 - c. Business registration certificate revoked;
 - d. Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 54. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The term of operation is extended when approved by 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.

Article 55. Liquidation

1. At least six (06) months before the end of the Company's term of operation or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation costs;
 - b. Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
 - c. Tax debt;

- d. Other debts of the Company;
- e. The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

CHAPTER XIX

INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, other legal provisions, the Company Charter, and regulations between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, Audit Committee, General Director, and other executives;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall request each party to present information relating to the dispute within 07 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Company to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within six (06) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Economic Arbitration or Economic Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

CHAPTER XX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 57. Company charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall naturally be applied and regulate the Company's operations.

CHAPTER XXI EFFECTIVE DATE

Article 58. Effective date

1. This charter consists of 21 chapters, 58 articles and was unanimously amended and approved by the General Meeting of Shareholders of Cuu Long Petro Urban Development and Investment Corporation at the 2025 annual general meeting of shareholders on April 26th, 2025. on the basis of the Resolution of the 2025 Annual General Meeting of Shareholders passed.

2. This Charter is the official version of the company from April 26th, 2025 and is published on the company's website; Information is disclosed to the State Securities Commission, Stock Exchange, Vietnam Securities Depository and Clearing Corporation and relevant agencies as prescribed.

- One (01) original copy is kept at the Company's head office.

- Copies or extracts of the Company Charter are valid when signed and sealed by the Chairman of the Board of Directors; or signed and sealed by at least one-half (1/2) of the total number of members of the Board of Directors or signed and sealed by the General Director - the legal representative authorized by the Board of Directors to sign and confirm the copy.

Recipient:

- *As per Article 58;*
- *Board of Directors, Inspection Committee, Executive Board;*
- *Information Disclosure, Website;*
- *Save: Board of Directors' account*

Soc Trang, April 26th, 2025
**CUU LONG PETRO URBAN DEVELOPMENT
AND INVESTMENT CORPORATION
THE BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN TRIEU DONG

APPENDIX 01

DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT UNTIL PRESENT AND THE RATIO OF SHARES OWNERSHIP OF THE FOUNDING SHAREHOLDERS AT THE DATE OF ESTABLISHMENT OF THE COMPANY

1. Details of the Company's current charter capital:

No.	Business Registration Certificate	Day	Charter capital (VND)	Note
1	First time	0/12/2007	250,000,000,000	
2	Fist Change	05/05/2008	250,000,000,000	
3	2 rd Change	02/07/2008	250,000,000,000	
4	3 rd Change	29/12/2008	250,000,000,000	
5	4 th Change	26/06/2009	250,000,000,000	
6	5 th Change	31/12/2009	250,000,000,000	
7	6 th Change	22/09/2010	250,000,000,000	
8	7 th Change	28/03/2011	250,000,000,000	
9	8 th Change	26/07/2013	250,000,000,000	
10	9 th Change	23/03/2014	250,000,000,000	
11	10 th Change	28/12/2015	262,498,850,000	Increase capital through issuing shares to pay dividends to shareholders in 2014
12	11 th Change	30/12/2015	262,498,850,000	
13	12 th Change	07/07/2016	354,998,850,000	Capital increase through debt swap issuance in 2016
14	13 th Change	13/03/2018	474,998,850,000	Increase capital through issuance of 12 million individual shares.
15	14 th Change	25/05/2018	474,998,850,000	Change of ID card of legal representative
16	15 th Change	04/05/2019	474,998,850,000	Change Director to General Director
17	16 th Change	01/07/2020	474,998,850,000	Change of legal representative
18	17 th Change	09/03/2022	474,998,850,000	Change of ID card of legal representative
19	18 th Change	08/08/2022	531,995,790,000	Increase capital through issuing shares to pay dividends to shareholders in 2021
20	19 th Change	29/09/2023	595,814,180,000	Increase capital through issuing shares to pay dividends to shareholders in 2022

2. Share ownership ratio of Founding Shareholders at the date of Company Establishment

No	Shareholder name	Address	Type share	Number of shares	Total value (VND)	Capital contribution ratio
	Founding shareholder			17,750,000	177,500,000,000	71.00%
1	Minh Chau Construction & Trade Company Limited	No. 64A, National Highway 1A, Ward 7, Soc Trang City.	Popular	7,500,000	75,000,000,000	30.00%
2	Ut Xi Aquatic Products Processing Corporation	Provincial Road 8, Tai Van Commune, Tran De, Soc Trang	Popular	7,500,000	75,000,000,000	30.00%
3	Petro Vietnam Finance Joint Stock Corporation	No. 72, Tran Hung Dao, Hoan Kiem, Hanoi	Popular	2,750,000	27,500,000,000	11.00%
	Shares for sale			7,250,000	72,500,000,000	29.00%
	Total			25,000,000	250,000,000,000	100%