

No.: 16 /2026/CBTT-CMH

Ha Noi, 24th April 2026

**INFORMATION DISCLOSURE
ON THE ELECTRONIC INFORMATION PORTAL OF THE STATE
SECURITIES COMMISSION AND THE HANOI STOCK EXCHANGE**

Respectfully to: - The State Securities Commission;
- Hanoi Stock Exchange.

1. Organization name: **CMH Vietnam Group Joint Stock Company**
 - CMS Stock code: CMS
 - Address: 12th Floor, Intracom 2 Office Building, No. 33 Cau Dien, Xuan Phuong Ward, Hanoi
 - Contact phone number: 0243 573 8555
 - E-mail: info@cmhgroup.vn Website: cmhgroup.vn
 - Type of information disclosure: Periodic Unusual 24h On request

2. Content of information disclosure:

Minutes of Meeting and Resolution of the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company.

3. This information has been disclosed on the Company's website at the link:
<https://cmhgroup.vn/en/danh-muc/information-disclosure/>

We hereby commit that the information disclosed above is true and take full legal responsibility for the content of the information disclosed.

Recipients:

- As above;
- Archives.

Representative of the Organization



TỔNG GIÁM ĐỐC
Kim Ngọc Nhân

**RESOLUTION
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
THE GENERAL MEETING OF SHAREHOLDERS OF CMH VIETNAM GROUP
JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 its amendments and supplements;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;
- Pursuant to the Vote Counting Minutes of the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company dated 24 April 2026;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company dated 24 April 2026.

RESOLVES:

Article 1. Approve of the Board of Directors for 2025 and the plan for 2026.

Article 2. Approve of the Audit Committee for 2025 and the plan for 2026.

Article 3. Approve the business results and dividend for 2025, and the business plan and expected dividend for 2026 (as detailed in Proposal No. 01/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors), with the following key indicators:

3.1. Approve the business results and dividend for 2025 with the following key indicators:

Unit: VND million

No.	Item	Plan (KH)	Actual (TH)	% TH/KH
1	Revenue from sales	333,777	340,779	102.10%
2	Profit before corporate income tax	43,553	34,901	80.13%
3	Dividend	5% in cash	5% in cash	

3.2. Approve the business plan and expected dividend for 2026 with the following key indicators:

Đơn vị: triệu đồng

No.	Item	2025 Actual	2026 Plan	% growth
1	Revenue from sales	340,779	368,431	108%
2	Profit before corporate income tax	34,901	29,431	84%
3	Dividend	5% in cash	10% (5% in cash; 5% in shares)	

Article 4. Approve the audited financial statements for 2025 of the Company and the profit distribution plan (as detailed in Proposal No. 02/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors)

Article 5. Approve the selection of the auditor for the 2026 financial statements, as follows:

- Audit firm selected for the 2026 financial statements:

Name: A&C Auditing and Consulting Company Limited – Hanoi Branch

Address: 40 Giang Vo Street, Giang Vo Ward, Hanoi City

Business Registration No.: 0300449815 – 002

Article 6. Approve the full text of the amended and supplemented Company Charter (as detailed in Proposal No. 04/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors).

Article 7. Approve the full text of the amended and supplemented Internal Corporate Governance Regulations of the Company (as detailed in Proposal No. 05/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors).

Article 8. Approve the signing of the contract and appendices for additional works: construction, supply, and installation of equipment for the Lemore Phan Thiet Hotel Project (as detailed in Proposal No. 06/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors).

Article 9. Approve the investment policy for the Social Housing Project at the residential land plot in Thanh Mieu Ward, Phu Tho Province (as detailed in Proposal No. 07/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors).

Article 10. Approve the policy for participation in the investment in the technical infrastructure construction project of Kim Son Industrial Cluster (as detailed in Proposal No. 08/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors).

Article 11. Approve permitting Mr. Pham Minh Phuc – Chairman of the Board of Directors or a group of shareholders (including Mr. Pham Minh Phuc and his related persons) to acquire shares in order to increase their ownership ratio to 25% or more of the Company’s voting shares without being required to conduct a public tender offer (as detailed in Proposal No. 09/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors).

Article 12. Approve the policy on divestment/reduction of equity capital contributions of the Company in CM Investment and Trading Joint Stock Company (Enterprise Registration No. 0104075049) and Environmental Construction Joint Stock Company (Enterprise Registration No. 6400308865) (as detailed in Proposal No. 10/2026/TTr-HĐQT-CMH dated 30/03/2026 of the Board of Directors).

Article 13. The full text of this Resolution of the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company was approved at the Meeting. This Resolution shall take effect from the date of signing. The Board of Directors, the Board of Management, and relevant departments/divisions shall be responsible for implementing this Resolution.

Recipients:

- HNX, SSC & website;
- As stated in Article 13;
- Archives: VT.

ON BEHALF OF
THE BOARD OF DIRECTORS

CHAIRMAN *Pham Minh Phuc*



Pham Minh Phuc

MINUTES
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Enterprise name:** CMH Vietnam Group Joint Stock Company (CMH Group)
- Head office address:** 12th Floor, Intracom 2 Office Building, No. 33 Cau Dien, Xuan Phuong Ward, Hanoi City
- Enterprise Registration Certificate No.:** 0102307343 issued by the Business Registration Office – Hanoi Department of Planning and Investment for the first time on 02/072007, and amended for the 20th time on 10/11/2025
- Meeting time:** Commenced at 09:00 on 24/04/2026
Adjourned at 11:45 on 24/04/2026
- Venue:** 12th Floor, Intracom 2 Office Building, No. 33 Cau Dien, Xuan Phuong Ward, Hanoi City

Attendees:

- Shareholders/their authorized representatives whose names appear on the list of securities holders entitled to exercise voting rights as of the record date of 20/03/2026 prepared by the Vietnam Securities Depository and Clearing Corporation (hereinafter referred to as the “Attending Shareholders”);
- Members of the Board of Directors (BOD);
- Board of Management;
- Invited guests.

A. MEETING PROCEDURES

I. Report on verification of shareholders’ eligibility:

The Eligibility Verification Committee announced the report on verification of eligibility of shareholders attending the 2026 Annual General Meeting of Shareholders (the “GMS”) of CMH Vietnam Group Joint Stock Company (the “*Meeting*”) as of 9:00 AM as follows:

Total number of attending shareholders and duly authorized representatives to attend the Meeting is: 40 shareholders (including: 13 shareholders attending in person, 27 shareholders by proxy), representing 14.152.620 shares, accounting for 55,60% of the total voting shares of the Company as of the record date (*The list of shareholders attending the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company is attached hereto*).

Pursuant to the Law on Enterprises 2020 and the Charter of CMH Group, the Meeting satisfied the conditions to proceed.



II. The Presidium and the Chairperson of the Meeting were nominated and approved by the Meeting with 100% of approval votes, including the following individuals:

- Mr. Pham Minh Phuc - Chairman of the Board of Directors: Chairperson of the Meeting
- Mr. Kim Ngoc Nhan - Member of the BOD cum General Director
- Mr. Tran Van Trung - Member of the BOD cum Deputy General Director

III. The Secretariat was nominated and approved by the Meeting with 100% of approval votes, including the following individuals:

- Ms. Dinh Thi Thuy - Head
- Mr. Pham The Phuong - Member

IV. The Vote Counting Committee was nominated and approved by the Meeting with 100% of approval votes, including the following individuals:

- Mr. Nguyen Duc Quang - Head
- Ms. Bui Thi Minh Anh - Member

V. Update on shareholders' eligibility verification:

The Organizing Committee updated the results of shareholder eligibility verification as of 10 hours 00 minutes on 24 April 2026. The total number of shareholders attending and duly authorizing representatives to attend the GMS is: 43 shareholders (including: 16 attending in person, 27 by proxy), representing 14.455.821 shares, accounting for 56,80% of the total voting shares.

B. MEETING AGENDA

I. Approval of Meeting agenda:

1. The Meeting Regulations and Voting Rules were approved by the Meeting through on-site voting by voting cards, with 100% approval of the voting shareholders present at the Meeting
2. The Meeting Agenda (attached document) was approved by the Meeting through on-site voting by voting cards, with 100% approval of the voting shareholders present at the Meeting.

II. Presentation of reports and proposals at the Meeting:

1. Mr. Kim Ngoc Nhan – Member of the BOD cum General Director presented:

Report of the Board of Directors for 2025 and plan for 2026 (attached Report).

2. Mr. Nguyen Huy Hoang – Chairman of the Audit Committee presented:

Report of the Audit Committee for 2025 and plan for 2026 (attached Report).

3. Mr. Tran Van Trung – Member of the BOD presented:

- (i) Proposal on approval of the business results and dividends for 2025, and the business plan and expected dividends for 2026 (Proposal No. 01/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (ii) Proposal on approval of the audited financial statements for 2025 and the profit distribution plan (Proposal No. 02/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).

- (iii) Proposal on selection of the auditor for the 2026 financial statements (Proposal No. 03/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (iv) Proposal on amendments and supplements to the Company Charter (Proposal No. 04/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (v) Proposal on amendments and supplements to the Company's Internal Governance Regulations (Proposal No. 05/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (vi) Proposal on approval of the signing of the construction contract and appendices for construction, supply, and installation of equipment for the Lomore Phan Thiet Hotel Project (Proposal No. 06/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (vii) Proposal on investment policy for the Social Housing Project at the residential land plot in Thanh Mieu Ward, Phu Tho Province (Proposal No. 07/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (viii) Proposal on participation in investment in technical infrastructure construction project of Kim Son Industrial Cluster (Proposal No. 08/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (ix) Proposal on approval of permitting Mr. Pham Minh Phuc – Chairman of the Board of Directors or a group of shareholders (including Mr. Pham Minh Phuc and his related persons) to acquire shares in order to increase their ownership ratio to 25% or more of the Company's voting shares without being required to conduct a public tender offer (Proposal No. 09/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).
- (x) Proposal on approval of the policy on divestment/reduction of the Company's equity capital contributions in CM Investment and Trading Joint Stock Company (Enterprise code: 0104075049) and Construction Environment Joint Stock Company (Enterprise code: 6400308865) (Proposal No. 10/2026/TTr-HĐQT-CMH dated 30/03/2026 of the BOD attached).

III. Discussion:

After hearing the Reports and Proposals, the Meeting allocated time for discussion and received comments and contributions from shareholders. On behalf of the BOD, Mr. Pham Minh Phuc responded to shareholders' questions regarding the content of the Reports and Proposals presented at the Meeting.

At the General Meeting, the attending shareholders proposed to revise the dividend payment plan for 2026 from 5% to 10%, including 5% in cash and 5% in shares. This proposal was approved by 100% of the attending shareholders through voting cards and was also subject to a ballot vote.

IV. Voting and announcement of results:

1. The Head of the Vote Counting Committee updated the shareholder eligibility verification results as of 11 hours 30 minutes as follows:

The total number of shareholders attending and duly authorized representatives attending the GMS is: 43 shareholders (including: 16 shareholders attending in person,

27 shareholders by proxy), representing 14.455.821 shares, accounting for 56,80% of the total voting shares.

2. The Head of the Vote Counting Committee instructed the Meeting on the voting procedures for the approval of the reports and proposals at the Meeting.
3. The Meeting proceeded with voting.
4. The Vote Counting Committee conducted the vote counting and announced the results of the voting on the Reports and Proposals at the Meeting as follows:
 Total ballots issued: 16 ballots, representing 14.455.821 voting rights
 Total ballots collected: 16 ballots, representing 14.455.821 voting rights
 Total valid ballots: 16 ballots, representing 14.455.821 voting rights
 Total invalid ballots: 0 ballots, representing 0 voting rights
 Conclusion: Based on the vote counting results, the Reports and Proposals submitted to the Meeting were approved by the Meeting. (Details are provided in the Vote Counting Minutes)
5. The vote counting report on the approval of the Reports and Proposals at the Meeting was prepared at 11 hours 50 minutes and was read out to the Meeting by Mr. Nguyen Duc Quang – Head of the Vote Counting Committee (attached vote counting minutes).
6. The vote counting report was approved by the Meeting through on-site voting using voting cards, with a 100% approval rate of the total voting shares attending the Meeting.

V. Resolutions approved at the Meeting:

No.	Voting item	Total number of 'Agree' votes, and the percentage of total votes of attending and voting shareholders	Total number of 'Disagree' votes, and the percentage of total votes of attending and voting shareholders	Total number of 'No opinion' votes, and the percentage of total votes of attending and voting shareholders	Conclusion
1	Report of the Board of Directors for 2025 and plan for 2026	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
2	Report of the Audit Committee for 2025 and plan for 2026	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
3	Proposal No. 01/2026/TTr-HĐQT-CMH on the business results and dividend for 2025, and the business plan and expected dividend for 2026	14.455.821/ 100%	0/ 0%	0/ 0%	Approve

No.	Voting item	Total number of 'Agree' votes, and the percentage of total votes of attending and voting shareholders	Total number of 'Disagree' votes, and the percentage of total votes of attending and voting shareholders	Total number of 'No opinion' votes, and the percentage of total votes of attending and voting shareholders	Conclusion
4	Proposal No. 02/2026/TTr-HĐQT-CMH on the audited financial statements of the Company for 2025 and the profit distribution plan	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
5	Proposal No. 03/2026/TTr-HĐQT-CMH on the selection of the auditor for the 2026 financial statements	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
6	Approval of the full amended and supplemented Company Charter	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
7	Approval of the full amended and supplemented Internal Corporate Governance Regulations	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
8	Proposal No. 06/2026/TTr-HĐQT-CMH on the signing of the contract and appendices for for additional works: construction, supply, and installation of equipment for the Lemore Phan Thiet Hotel Project	3.444.926/ 100%	0/ 0%	0/ 0%	Approve
9	Proposal No. 07/2026/TTr-HĐQT-CMH on the investment policy for the Social Housing Project at the residential land plot in Thanh Mieu Ward, Phu Tho Province	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
10	Proposal No. 08/2026/TTr-HĐQT-CMH on the policy for participation in the investment in the technical	14.455.821/ 100%	0/ 0%	0/ 0%	Approve

No.	Voting item	Total number of 'Agree' votes, and the percentage of total votes of attending and voting shareholders	Total number of 'Disagree' votes, and the percentage of total votes of attending and voting shareholders	Total number of 'No opinion' votes, and the percentage of total votes of attending and voting shareholders	Conclusion
	infrastructure construction project of Kim Son Industrial Cluster				
11	Proposal No. 09/2026/TTr-HĐQT-CMH on permitting Mr. Pham Minh Phuc – Chairman of the Board of Directors or a group of shareholders (including Mr. Pham Minh Phuc and his related persons) to acquire shares in order to increase their ownership ratio to 25% or more of the Company's voting shares without being required to conduct a public tender offer	3.330.825/ 96,69%	0/ 0%	114.101/ 3,31%	Approve
12	Proposal No. 10/2026/TTr-HĐQT-CMH on the policy on divestment/reduction of equity capital contributions of the Company in CM Investment and Trading Joint Stock Company (Enterprise Registration No. 0104075049) and Environmental Construction Joint Stock Company (Enterprise Registration No. 6400308865)	14.455.821/ 100%	0/ 0%	0/ 0%	Approve
13	Approval of the 2026 dividend payment plan at a rate of 10%, including 5% in cash and 5% in shares.	14.455.821/ 100%	0/ 0%	0/ 0%	Approve

Note: For the contents under items 8 and 11, Mr. Pham Minh Phuc is a related party and therefore did not participate in voting on these issues.

C. APPROVAL OF THE MINUTES AND RESOLUTION

Ms. Dinh Thi Thuy – Head of the Secretariat – on behalf of the Secretariat, read out the full Minutes and Resolution of the 2026 Annual General Meeting of Shareholders.

The Minutes and Resolution were approved by the Meeting with 100% of the votes in favor of the total voting shares attending the Meeting.

These Minutes were made at 12 hours 00 minutes on 24/04/2026.

The Chairperson and the Secretary confirm the truthfulness and accuracy of the contents of these Minutes and affix their signatures below:

SECRETARY



Dinh Thi Thuy

CHAIRPERSON



Pham Minh Phuc

List of attached documents:

- Report of the Board of Directors
- Report of the Audit Committee
- Proposal No. 01/2026/TTr- HĐQT-CMH
- Proposal No. 02/2026/TTr- HĐQT-CMH
- Proposal No. 03/2026/TTr- HĐQT-CMH
- Proposal No. 04/2026/TTr- HĐQT-CMH
- Proposal No. 05/2026/TTr- HĐQT-CMH
- Proposal No. 06/2026/TTr- HĐQT-CMH
- Proposal No. 07/2026/TTr- HĐQT-CMH
- Proposal No. 08/2026/TTr- HĐQT-CMH
- Proposal No. 09/2026/TTr- HĐQT-CMH
- Proposal No. 10/2026/TTr- HĐQT-CMH
- Shareholder Eligibility Verification Minutes
- Vote Counting Minutes
- Regulations on Organization of the 2026 Annual GMS
- Voting Rules at the 2026 Annual GMS

No.: 01/2026/BBKTTC-CMH

Ha Noi, 24 April 2026

MINUTES

**Re: Verification of shareholders' eligibility to attend the 2026 Annual General Meeting
of Shareholders of CMH Vietnam Group Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated 26 November 2019;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;
- Pursuant to the list of securities owners entitled to exercise voting rights as of the record date of 20/03/2026 prepared by the Vietnam Securities Depository and Clearing Corporation.

I. Members of the Eligibility Verification Committee:

1. Mr. Nguyen Ba Trong - Head
2. Ms. Nguyen Thi Quynh Trang - Member

II. Results of shareholders' eligibility verification:

As of 09:00 AM on 24 April 2026, at the Head Office of CMH Vietnam Group Joint Stock Company – 12th Floor, Intracom 2 Office Building, No. 33 Cau Dien Street, Xuan Phuong Ward, Hanoi City, the results of shareholders' eligibility verification for attendance at the 2026 Annual General Meeting of Shareholders (the "GMS") of CMH Vietnam Group Joint Stock Company (hereinafter referred to as the "Company") are as follows:

1. The Company's charter capital is 254,525,000,000 VND, corresponding to 25,425,500 outstanding shares with a total of 1,244 shareholders.
2. The total number of attending shareholders and duly authorized representatives attending the GMS is: 40 shareholders (including: 13 attending in person, 27 by proxy), representing 14.152.620 shares, accounting for 55,60% of the total voting shares of the Company as of the record date (*The list of shareholders attending the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company attached hereto*).

III. Results of shareholders' eligibility verification as of 10:00 a.m.:

The total number of attending shareholders and duly authorized representatives attending the GMS is: 43 shareholders (including: 16 attending in person, 27 by proxy), representing 14.455.821 shares, accounting for 56,80% of the total voting shares of the Company as of the record date (*The list of shareholders attending the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company attached hereto*).

In accordance with applicable laws and the Company's Charter, the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company is duly qualified to proceed.

Recipients:

- GMS;
- Archives: VT.

HEAD OF COMMITTEE



Nguyen Ba Trong

MINUTES OF VOTE COUNTING

Results of Voting on issues discussed at the 2026 Annual General Meeting of Shareholders CMH Vietnam Group Joint Stock Company

At 11 hours 55 minutes, on 24 April 2026, at the Head Office of CMH Vietnam Group Joint Stock Company – 12th Floor, Intracom 2 Office Building, No. 33 Cau Dien Street, Xuan Phuong Ward, Hanoi City.

The Vote Counting Committee for the resolutions of the 2026 Annual General Meeting of Shareholders (the “GMS”) of CMH Vietnam Group Joint Stock Company (hereinafter referred to as the “Company”) consists of:

1. Mr. Nguyen Duc Quang - Head of Committee
2. Ms. Bui Thi Minh Anh - Member

The Committee has conducted the vote counting for all issues presented at the 2026 Annual GMS of the Company. The results are as follows:

Total number of voting ballots issued: 16 ballots, representing 14.455.821 voting rights

Total number of voting ballots collected: 16 ballots, representing 14.455.821 voting rights

Total number of valid ballots: 16 ballots, representing 14.455.821 voting rights

Total number of invalid ballots: 0 ballots

Detailed voting results are as follows:

Item 1: Approval of the full Report of the Board of Directors for 2025 and the plan for 2026

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 2: Approval of the full Report of the Audit Committee for 2025 and the plan for 2026

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%

No.	Vote	Number of votes	Percentage %
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 3: Approval of the business results and dividend for 2025, and the business plan and expected dividend for 2026

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 4: Approve the full audited financial statements for 2025 of the Company and the profit distribution plan for 2025

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 5: Approve the Proposal on selection of the auditor for the 2026 financial statements

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 6: Approve the amended and supplemented Company Charter

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 7: Approve the amended and supplemented Company's Internal Governance Regulations

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 8: Approve the signing of the construction contract and appendices for construction, supply, and installation of equipment for the Lemore Phan Thiet Hotel Project

(Mr. Phạm Minh Phúc is a related person of Lemore Phan Thiết Joint Stock Company; therefore, he did not participate in voting on this issue)

No.	Vote	Number of votes	Percentage %
1	Agree	3.444.926	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		3.444.926	100%

Conclusion: The item was approved.

Item 9: Approve the investment policy for the Social Housing Project at the residential land plot in Thanh Mieu Ward, Phu Tho Province

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 10: Approve the policy for participation in the investment in the technical infrastructure construction project of Kim Son Industrial Cluster

No.	Vote	Number of votes	Percentage %
1	Agree	14.455.821	100%
2	Disagree	0	0%
3	No opinion	0	0%
Total		14.455.821	100%

Conclusion: The item was approved.

Item 11: Approve to permit Mr. Pham Minh Phuc – Chairman of the Board of Directors or a group of shareholders (including Mr. Pham Minh Phuc and his related persons) to acquire shares in order to increase their ownership ratio to 25% or more of the Company's voting shares without being required to conduct a public tender offer

(Mr. Phạm Minh Phúc is a related person; therefore, he did not participate in voting on this issue)

No.	Vote	Number of votes	Percentage %
1	Agree	3.330.825	96,69%
2	Disagree	0	0%
3	No opinion	114.101	3,31%
Total		3.444.926	100%

Conclusion: The item was approved.

Item 12: Approve the policy on divestment/reduction of equity capital contributions of the Company in CM Investment and Trading Joint Stock Company (Enterprise Registration No. 0104075049) and Environmental Construction Joint Stock Company (Enterprise Registration No. 6400308865)

STT	Biểu quyết	Số phiếu	Tỷ lệ %
1	Tán thành	14.455.821	100%
2	Không tán thành	0	0%
3	Không có ý kiến	0	0%
Tổng cộng		14.455.821	100%

Kết luận: Nội dung được thông qua.

Biên bản kiểm phiếu kết quả biểu quyết cuộc họp ĐHĐCĐ thường niên năm 2026 Công ty cổ phần Tập đoàn CMH Việt Nam được lập xong lúc 11 giờ 50 phút cùng ngày.

Đại Hội đã biểu quyết thông qua biên bản kiểm phiếu với kết quả như sau:

Tổng số phiếu tán thành (Phiếu) : 14.455.821 phiếu

Tổng số phiếu không tán thành (Phiếu) : 0 phiếu

Tổng số phiếu có ý kiến khác (Phiếu) : 0 phiếu

Như vậy, Biên bản kiểm phiếu đã được ĐHĐCĐ thông qua với tỷ lệ tán thành 100%

Các thành viên ban kiểm phiếu ký xác nhận vào biên bản kiểm phiếu. Biên bản này được lập thành một (01) bản có hiệu lực ngay sau khi được ĐHĐCĐ biểu quyết thông qua.

Biên bản kiểm phiếu được lưu trữ cùng Biên bản họp ĐHĐCĐ là một phần của tài liệu ĐHĐCĐ-thường niên năm 2026.

Nơi nhận:

- ĐHĐCĐ
- Lưu VT

TRƯỞNG BAN



Nguyễn Đức Quang



PROPOSED AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

CMH VIETNAM GROUP JOINT STOCK COMPANY (CMH GROUP)

Time: From 9:00 AM, 24 April, 2026

Venue: Head Office of CMH Group, 12th Floor, Intracom 2 Office Building, No. 33 Cau Dien Street, Xuan Phuong Ward, Ha Noi City

Schedule	Proposed agenda
8:30 - 9:00	<ul style="list-style-type: none"> - Reception and registration of shareholders attending the General Meeting of Shareholders (GMS) - Verification of shareholders' eligibility - Distribution of meeting materials
9:00 - 9:30	<ul style="list-style-type: none"> - Introduction of delegates, invited guests - Opening remarks, report on the results of shareholder eligibility verification - Voting to approve: <ul style="list-style-type: none"> + Regulations on the organization of the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company + Agenda of the 2026 annual GMS + Appointment of the Presidium, Chairperson, Secretariat, and Vote Counting Committee + Voting rules
9:30 - 10:45	<p>Discussion and approval of the following matters:</p> <ul style="list-style-type: none"> - Report of the Board of Directors for 2025 and plan for 2026 - Report of the Audit Committee for 2025 and plan for 2026 - Proposal on approval of 2025 business results and dividends; 2026 business plan and expected dividends - Proposal on approval of the audited financial statements for 2025 and the profit distribution plan - Proposal on selection of the auditor for the 2026 financial statements - Proposal on amendments and supplements to the Company Charter - Proposal on amendments and supplements to the Company's Internal Governance Regulations - Proposal on approval of the signing of construction contracts and appendices for construction, supply, and installation of equipment for the Lemore Phan Thiet Hotel Project with related parties - Proposal on investment policy for the social housing project at the residential land plot in Thanh Mieu Ward, Phu Tho Province - Proposal on participation in investment in technical infrastructure construction project of Kim Son Industrial Cluster - Approval of the Proposal on permitting Mr. Pham Minh Phuc – Chairman of the Board of Directors – or a group of shareholders (including Mr. Pham Minh Phuc and his related persons) to acquire shares of the Company (Stock code: CMS) in order to increase their ownership ratio to 25% or more of the Company's voting shares



Schedule	Proposed agenda
	without being required to conduct a public tender offer - Approval of the Proposal on divestment policy in CM Investment and Trading Joint Stock Company (Enterprise code: 0104075049) and Environmental Construction Joint Stock Company (Enterprise code: 6400308865) - Other matters within the authority of the GMS (if any)
10:45 - 11:00	- Voting by the GMS
11:00 - 11:30	- Break - Vote Counting Committee conducts vote counting
11:30 - 11:45	- Report on vote counting results - Approval of the Meeting Minutes and Resolution of the GMS
11:45	- Closing remarks, adjournment of the Meeting



Ha Noi, 24 April 2026

REGULATIONS

**ON THE ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF CMH VIETNAM GROUP JOINT STOCK COMPANY**

**THE ORGANIZING COMMITTEE OF THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF CMH VIETNAM GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;
- Pursuant to the consolidated list of securities holders entitled to exercise rights as of the record date of 20/03/2026 prepared by the Vietnam Securities Depository and Clearing Corporation.

REGULATES:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation

These Regulations provide for the conditions, procedures for conducting, and the rights and obligations of parties participating in the 2026 Annual General Meeting of Shareholders (the “*Meeting*”) of CMH Vietnam Group Joint Stock Company (the “*Company*”).

Article 2. Subjects of application

Shareholders, their authorized representatives attending the Meeting, and other participants shall comply with these Regulations.

Chapter II

RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE MEETING

Article 3. Rights and obligations of shareholders / Authorized representatives attending the Meeting

3.1 Eligibility for attendance

Shareholders whose names appear on the consolidated list of securities holders entitled to exercise rights as of the record date of 20/03/2026, prepared by the Vietnam Securities Depository and Clearing Corporation, or their duly authorized representatives, are eligible to attend the Meeting.

3.2 Rights of eligible shareholders attending the Meeting



- 3.2.1 Attend the Meeting in person or to authorise another person in writing, using the Company's prescribed form, to attend and vote on their behalf at the Meeting. The authorised representative of a shareholder attending the Meeting shall not re-delegate such authority to another person to attend the Meeting.
- 3.2.2 The Organising Committee of the Meeting has publicly disclosed the entire agenda of the Meeting. Eligible shareholders or groups of shareholders are entitled to propose matters for inclusion in the agenda in accordance with applicable laws and the Company's Charter.
- 3.2.3 Shareholders or their authorised representatives have the right to express opinions on matters of the Meeting during the discussion session. Any shareholder or authorised representative wishing to speak must obtain the approval of the Chairperson and shall make brief and focused statements relevant to the approved agenda. Issues that have already been raised and addressed shall not be repeated to avoid duplication. Shareholders or their authorised representatives may also write their questions on question forms and submit them to the Secretariat of the Meeting.
- 3.2.4 To ensure time efficiency and effectiveness of the Meeting, shareholders or their authorised representatives wishing to speak shall register their intended questions in writing and submit them to the Secretariat of the Meeting.
- 3.2.5 Shareholders or their authorised representatives are entitled to vote on all matters within the authority of the Meeting in accordance with the Company's Charter. Each ordinary share shall carry 01 vote.
- 3.2.6 Shareholders are entitled to form groups to nominate candidates and to concentrate votes for candidates nominated by them. The number of candidates each group may nominate depends on the number of candidates decided by the Meeting and the shareholding ratio of each group.
- 3.2.7 Each shareholder or authorised representative attending the Meeting shall receive one Voting Ballot and one Ballot for election upon completion of registration procedures with the Shareholder Eligibility Verification Committee. The number of voting shares shall equal the total number of shares owned and/or represented under authorisation (if any).
- 3.2.8 At the Meeting, shareholders or their authorised representatives, after hearing reports on matters for approval, shall discuss and vote on each item by ballot under the direction of the Presidium and the Vote Counting Committee.
- 3.2.9 Shareholders or their authorised representatives arriving after the opening of the Meeting, after completing registration procedures, shall be entitled to attend and vote on the remaining items that have not yet been voted in accordance with the Meeting agenda. In such case, the Chairperson shall not be required to suspend the Meeting for such registration, and resolutions adopted prior to their arrival shall remain valid and unaffected

3.3 *Obligations of shareholders attending the Meeting*

- 3.3.1 Shareholders/their authorised representatives attending the Meeting must bring the following documents:
 - For individual shareholders:

- + Original valid Citizen Identity Card/Identity Card or Passport.

In case an individual shareholder authorises another person to attend the General Meeting of Shareholders (GMS), the authorised person must bring:

- + Original valid Citizen Identity Card/Identity Card or Passport; and

- + A valid power of attorney in accordance with the Company's prescribed form.

- For institutional shareholders:

- + Certified copy of the Enterprise Registration Certificate/Establishment Decision (legally certified copy); and

- + Original valid Citizen Identity Card/Identity Card or Passport of the legal representative.

In case an institutional shareholder, or the legal representative or authorised representative of an institutional shareholder, has further authorised another person to attend the General Meeting, the authorised attendee shall additionally present:

- + Original valid Citizen Identity Card/Identity Card or Passport of the authorised person;

- + Certified copy of the Enterprise Registration Certificate/Establishment Decision (legally certified copy); and

- + A valid power of attorney in accordance with the Company's prescribed form bearing the organisation's seal.

3.3.2 Present all the above-mentioned documents to the Shareholder Eligibility Verification Committee and complete the procedures for registration to attend the Meeting.

3.3.3 During the course of the Meeting, shareholders or their authorised representatives shall comply with the direction of the Chairperson of the Meeting, behave in a civil and respectful manner, and shall not cause public disorder.

3.3.4 Strictly comply with these Regulations and respect the results of the Meeting.

3.3.5 Shareholders are strictly prohibited from engaging in acts violating security and order that affect the organisation of the General Meeting, including but not limited to the following:

- Wearing attire, using objects, symbols, gestures and/or making rude, provocative statements or language that insult the dignity or honour of individuals or organisations;

- Causing disorder within the meeting area or at the Company's premises;

- Disrupting or obstructing the normal operation of the Meeting;

- Inciting or provoking others to cause disorder, disturbance, or obstruction of the Meeting;

- Deliberately speaking or exchanging opinions without the approval of the Chairperson;

- Engaging in private conversations with other shareholders during the Meeting;

- Any other acts that directly or indirectly affect the organisation of the Meeting.

Article 4. Presidium and Chairperson of the Meeting

4.1 Introduction and approval of the Presidium, Chairperson

4.1.1 The Chairperson of the Board of Directors (BOD) shall act as the Chairperson of the

Meeting, or may authorise another member of the BOD to act as Chairperson, subject to approval by the Meeting.

- 4.1.2 Members of the Presidium may be members of the BOD or other personnel approved by the Meeting.

4.2 *Rights and obligations of the Chairperson of the Meeting*

- 4.2.1 The decision of the Chairperson of the Meeting regarding procedural matters or matters arising outside the agenda of the Meeting shall be final and binding

- 4.2.2 The Chairperson shall have the right to adjourn a duly convened GMS where sufficient registered attendees are present for a maximum period of 03 working days from the scheduled opening date, and may also adjourn the Meeting or change its venue in the following cases:

- + The venue does not have sufficient seating capacity for all attendees;
- + There is a participant whose conduct obstructs or disrupts order, posing a risk that the Meeting cannot be conducted in a fair and lawful manner;
- + Such adjournment is necessary to ensure that the proceedings of the General Meeting are conducted in a lawful manner.

- 4.2.3 The Chairperson of the Meeting shall have the obligation to take all necessary actions to conduct and manage the Meeting in a lawful and orderly manner in accordance with the approved agenda, or to ensure that the Meeting reflects the will of the majority of attending shareholders.

- 4.2.4 The Chairperson shall have the right not to respond to, or only to record, shareholders' opinions or proposals if such opinions or proposals fall outside the matters submitted to the Meeting for consideration.

- 4.2.5 The Chairperson shall have the right to interrupt or terminate the speeches of shareholders or other attendees if such speeches are lengthy, not focused on the main issues, exceed the prescribed time limit, fall outside the approved agenda of the Meeting, or are repetitive.

- 4.2.6 The Chairperson shall have the right to request competent authorities to maintain order at the Meeting and to remove individuals who exhibit disruptive behaviour, fail to comply with the Chairperson's authority, or obstruct the normal proceedings of the Meeting.

Article 5. *Rights and obligations of the Secretariat of the Meeting*

- 5.1. The Secretariat of the Meeting shall be nominated by the Chairperson and shall consist of 01 Secretary and 01 assisting member.

- 5.2. The Secretariat shall perform supporting tasks as assigned by the Chairperson of the Meeting.

- 5.3. Fully and accurately record all proceedings of the Meeting in the Minutes of the Meeting.

- 5.4. Read the Minutes of the Meeting and the Resolution of the Meeting before the adjournment of the Meeting.

- 5.5. Receive shareholders' question forms and forward them to the Chairperson/Presidium.

Article 6. Rights and obligations of the Shareholder Eligibility Verification Committee

- 6.1 The Shareholder Eligibility Verification Committee shall be appointed by the Organising Committee of the Meeting.
- 6.2 The Committee shall verify the eligibility of shareholders or their authorised representatives attending the Meeting, distribute Voting Ballots and relevant Meeting documents, and report to the Meeting on the results of the verification of shareholder eligibility prior to the official commencement of the Meeting.
- 6.3 In the event that an attendee does not have full eligibility to attend the Meeting, the Committee shall have the right to refuse such person's right to attend the Meeting, and to refuse to issue Voting Ballots and other Meeting documents.

Article 7. Rights and obligations of the Vote Counting Committee

- 7.1 The Chairperson of the Meeting shall introduce members of the Vote Counting Committee and seek approval by the Meeting through a show of voting cards, which shall be adopted by a simple majority. Members of the Vote Counting Committee must not be included in the list of candidates for the BOD.
- 7.2 The Vote Counting Committee has the following duties:
- To supervise the voting of shareholders and their authorised representatives attending the Meeting.
 - To aggregate the number of votes corresponding to voting shares for each agenda item.
 - To count votes, prepare the vote counting minutes, and announce the vote counting results before the Meeting.
 - To collect Voting ballots after the conclusion of the Meeting.

**Chapter III
CONDUCT OF THE GENERAL MEETING**

Article 8. Conditions for holding the Meeting

The Meeting shall be conducted when shareholders or their authorised representatives attending the Meeting represent more than 50% of the total voting shares, based on the Company's shareholder list as of the record date for determining shareholders entitled to attend the Meeting.

Article 9. Conduct of the Meeting

- 9.1 The Meeting shall approve the agenda of the Meeting.
- 9.2 The Meeting shall discuss and adopt each item in the approved agenda.
- 9.3 Resolutions of the Meeting on the following matters shall be deemed validly adopted when approved by at least 65% of the total voting shares of shareholders and their authorised representatives attending the Meeting:
- + Types of shares and the total number of shares of each type;
 - + Changes in business lines and business sectors;
 - + Changes in the organizational and management structure of the Company;
 - + Investment projects or sale of assets with a value of 03 times or more of the total assets as recorded in the Company's most recent financial statements;

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- + Reorganisation or dissolution of the Company;
 - + Other matters as provided for in the Company's Charter.
- 9.4 Resolutions on other matters in the agenda shall be adopted when approved by shareholders representing more than 50% of the total voting shares of shareholders and their authorised representatives attending the Meeting.

Article 10. Minutes and Resolutions of the General Meeting of Shareholders

- 10.1 The Minutes and Resolutions of the GMS must be completed and approved before the conclusion of the Meeting.
- 10.2 The Minutes and Resolutions of the GMS shall be retained by the Secretary of the Meeting in accordance with regulations.

**Chapter IV
OTHER PROVISIONS**

Article 11. Cases where the Meeting cannot be held

- 11.1. In the event that the required quorum is not met within thirty (30) minutes from the scheduled opening time of the Meeting, the convening person shall cancel the Meeting. The GMS must be reconvened within thirty (30) days from the originally scheduled date of the first GMS. The second GMS shall only be conducted when shareholders attending represent at least **33%** of the total voting shares.
- 11.2. If the second Meeting cannot be conducted due to failure to meet the required quorum within thirty (30) minutes from the scheduled opening time, the notice of invitation for the third Meeting must be sent within twenty (20) days from the scheduled date of the second Meeting. In this case, the Meeting shall be conducted regardless of the total number of voting shares represented by attending shareholders, shall be deemed valid, and shall have the authority to decide on all matters proposed for approval at the first GMS.

**Chapter V
IMPLEMENTATION PROVISIONS**

Article 12. Implementation provisions

- 12.1 These Regulations consist of 5 Chapters and 12 Articles, shall be publicly disclosed prior to the Meeting, and shall take effect immediately upon approval by the Meeting.
- 12.2 These Regulations may be amended or supplemented as appropriate upon proposal by the Chairperson of the GMS and subject to consideration and decision by the Meeting.

Recipients:

- HNX, SSC;
- GMS;
- Archives: VT.

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



Pham Minh Phuc

Ha Noi, 24 April 2026

VOTING REGULATIONS

**AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF CMH VIETNAM GROUP JOINT STOCK COMPANY**

**ORGANIZING COMMITTEE OF THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS
CMH VIETNAM GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amended and supplemented;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;
- Pursuant to the list of securities owners entitled to exercise rights as of the record date 20/03/2026, prepared by the Vietnam Securities Depository and Clearing Corporation.

REGULATES:

I. General provisions

1. The voting for approval of the Regulations on the organization of the 2026 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company (the “General Meeting”); the Meeting Agenda; the composition of the Presidium, Chairperson, Secretariat, and Vote Counting Committee; and the voting procedures shall be conducted by raising voting cards and shall be approved by a simple majority vote.
2. Voting on issues presented in reports and proposals submitted to the General Meeting of Shareholders (GMS) by the Board of Directors (BOD) shall be conducted by secret ballot using voting ballots issued by the Organizing Committee of the General Meeting.

II. Contents of the voting ballot

The voting ballot is a pre-printed form containing the following information:

1. Name of the shareholder/ authorized representative of the shareholder; legal document number (Citizen ID/ ID card/ Passport/ Enterprise Registration Certificate (ERC));
2. Number of shares owned / represented with voting rights;
3. Voting contents as per the template of the Organizing Committee of the General Meeting and bearing the seal of CMH Vietnam Group Joint Stock Company, issued to the shareholder/ authorized representative upon registration and fulfillment of eligibility requirements to attend the General Meeting..

III. Voting principles

1. For the issues specified in section I.2 above, shareholders/ authorized representatives shall vote by marking “X” or “V” in one of the corresponding boxes: *Agree, Disagree, or No opinion* for each issue on the voting ballot.
2. A voting ballot shall be considered valid if it fully meets the following conditions:



- 2.1 It is issued by the Organizing Committee of the General Meeting and bears the seal of CMH Vietnam Group Joint Stock Company;
- 2.2 It is signed by the shareholder or authorized representative;
- 2.3 It is not torn, crossed out, erased, scraped, or altered.
3. A voting ballot shall be considered invalid and shall not be counted in the vote counting results if it falls under any of the following cases:
 - 3.1 It is not issued by the Organizing Committee of the General Meeting;
 - 3.2 It does not bear the seal of CMH Vietnam Group Joint Stock Company;
 - 3.3 It is torn, crossed out, erased, scraped, or altered;
 - 3.4 It is not signed by the shareholder or authorized representative;
 - 3.5 It is completed in a manner inconsistent with the instructions on the voting ballot and these Voting Regulations;
 - 3.6 It is submitted to the Vote Counting Committee after the voting has ended and the ballot box has been sealed.

IV. Vote counting of voting results

1. Vote counting shall be conducted by the Vote Counting Committee. The members of the Committee shall be nominated by the Chairperson and approved by the General Meeting of Shareholders at the General Meeting.
2. Voting results shall be aggregated only from valid voting ballots.
3. The vote counting results shall be publicly announced at the General Meeting, approved by the Meeting, and recorded in the minutes of the GMS.
4. Resolutions on the following matters shall be adopted if approved by shareholders representing at least **65%** of the total voting shares of all participating shareholders:
 - 4.1 Types of shares and total number of shares of each type;
 - 4.2 Changes in business lines and sectors;
 - 4.3 Changes in the organizational and management structure of the company;
 - 4.4 Investment projects or sale of assets with a value of 03 (three) times or more of the total assets recorded in the latest financial statements of the Company;
 - 4.5 Reorganization or dissolution of the Company.
5. Other resolutions not falling under item 4 above shall be adopted when approved by shareholders holding more than **50%** of the total voting shares of all participating shareholders.

V. Effectiveness

The Voting Regulations shall take effect immediately upon approval by the General Meeting.

Recipients:

- HNX, SSC;
- GMS;
- Archives: VT.

**ON BEHALF OF
THE BOARD OF DIRECTORS**

CHAIRMAN



Pham Minh Phuc



Ha Noi, 30 March 2026

**REPORT OF THE BOARD OF DIRECTORS
FOR 2025 AND BUSINESS PLAN FOR 2026**

I. ASSESSMENT OF THE COMPANY'S PERFORMANCE IN 2025

The Company's business performance in 2025 is as follows:

Unit: VND million

Item	2024	2025 Plan (KH) (*)	2025 Actual (TH)	% TH/KH	% growth
Revenue	202,067	333,777	340,779	102.10%	169%
Profit before tax	6,860	43,553	34,901	80.13%	509%

(Details are presented in the audited consolidated financial statements for 2025).

(*) The 2025 business plan was approved by the General Meeting of Shareholders (GMS) in writing under Resolution No. 01/2025/NQ-ĐHĐCĐ-CMH dated 29 March 2025

The consolidated revenue of CMH Vietnam Group Joint Stock Company (CMH Group) in 2025 reached VND 340,779 million, achieving 102.10% of the annual plan and equivalent to 169% compared to 2024. Of which, the Parent Company recorded VND 340,553 million, accounting for 99.93% of the total consolidated revenue.

The consolidated profit before tax of CMH Group in 2025 reached VND 34,901 million, achieving 80.13% of the annual plan and equivalent to 509% compared to 2024. Of which, the Parent Company recorded VND 44,315 million, accounting for 126.97% of the consolidated profit before tax

Compared to 2024, the growth in 2025 was primarily driven by the following factors: In 2025, the Company completed acceptance and settlement of work-in-progress volumes of the Cam Khe Central Park Project, thereby recognizing the project's efficiency. In addition, the Company recorded part of the profit from its investment cooperation with Tuan Huy Phu Tho Joint Stock Company in the Cam Khe Central Park Project.

II. KEY ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

1. Information on Members of the Board of Directors (BOD) term 2023–2028

No.	Member	Position	Date of appointment / cessation of Board membership		Notes
			Appointment date	Dismissal date	



No.	Member	Position	Date of appointment / cessation of Board membership		Notes
			Appointment date	Dismissal date	
1	Mr. Pham Minh Phuc	Chairman	28/04/2023		
2	Mr. Kim Ngoc Nhan	Member	28/04/2023		
3	Mr. Nguyen Huy Hoang	Independent Member	29/03/2025		
4	Mr. Tran Van Trung	Member	29/03/2025		
5	Mr. Nguyen Anh Tu	Member	29/03/2025		

2. Corporate governance activities

In performing duties approved by the 2025 GMS, the BOD has:

- Organized meetings to promptly monitor the operations of CMH Group, provide direction, and issue timely resolutions and decisions for the Board of Management (BOM) in compliance with applicable laws and the Company's Charter.
- Maintained a clear understanding of operational conditions to instruct the BOM in addressing shortcomings and orienting business operations of projects.
- Selected a reputable and experienced auditing firm to review financial statements, ensuring compliance with disclosure regulations applicable to public companies.
- Approved various matters during 2025 (details are provided in the Appendix).

3. Supervisory activities

3.1 Supervision of organizational structure

The BOD supervised and directed, based on proposals from the BOM, timely adjustments to the organizational structure and assignment of responsibilities to management personnel, ensuring optimal utilization of individual capacity, expertise, and accountability, while enhancing coordination and mutual support.

3.2 Supervision of business plan implementation

Based on the business plan approved by the GMS, the BOD monitored and provided feedback on quarterly business plans in line with actual conditions.

Board members provided governance opinions and solutions to arising issues based on updated information from project reports, functional departments, and the BOM.

The BOD also supervised, together with the BOM and relevant departments, market development activities in line with the strategy approved by the GMS, including seeking new projects and maintaining relationships with investors and main contractors.

III. ORIENTATION AND PLAN FOR 2026

1. Consolidated business targets for 2026

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Unit: VND million

Item	2025 Actual	2026 Plan	% growth
Revenue	340,779	368,431	108%
Profit before tax	34,901	29,431	84%
Expected dividend payout ratio	5%	5%	

The 2026 business plan is developed based on available resources and current conditions. However, due to potential unforeseen macroeconomic fluctuations, the plan may be affected by adverse external factors. Where necessary, the BOD will report and seek approval from the GMS for any adjustments at the nearest meeting.

2. Remuneration of the BOD

- Total remuneration provisionally paid to the BOD in 2025: VND 252,000,000 (excluding other operating expenses of the Board). Other expenses are recognized based on actual occurrences
- Remuneration for 2026 will be determined by the 2027 Annual GMS based on actual business performance. During the year, advance payments may be made depending on the financial situation of CMH Group.

3. Tasks, plans of the BOD in 2026

- Implement the Resolution of the 2026 GMS.
- Support and supervise the BOM in executing the business plan to ensure achievement of set objectives.
- Issue timely decisions to ensure compliance with applicable laws.
- Support the BOM in market development and identifying effective investment opportunities

Respectfully, 

Recipients:

- HNX, SSC;
- GMS;
- Archives: VT.



Pham Minh Phuc

APPENDIX: RESOLUTIONS OF THE BOARD OF DIRECTORS IN 2025

(Attached to the Report of the Board of Directors for 2025 and plan for 2026)

No.	No. of Resolution/Decision	Date	Content	Approval rate
1	01/2025/NQ-HĐQT-CMH	10/02/2025	Approval of the record date for finalizing the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company	100%
2	02/2025/NQ-HĐQT-CMH	07/03/2025	Approval of the time, venue, and proposed agenda of the 2025 Annual General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company	100%
3	03/2025/NQ-HĐQT-CMH	25/03/2025	Approval of the nomination list of candidates for additional election to the BOD for the 2023–2028 term	100%
4	04/2025/NQ-HĐQT-CMH	28/03/2025	Approval of amendments to the nomination and candidacy list for additional election to the Board of Directors for the 2023–2028 term	100%
5	05/2025/NQ-HĐQT-CMH	04/04/2025	Assignment of duties to members of the Board of Directors for the 2023–2028 term	100%
6	01/2025/QĐ-HĐQT-CMH	04/04/2025	The composition of the Audit Committee for the 2023–2028 term	100%
7	06/2025/NQ-HĐQT-CMH	23/06/2025	Approval of CMH Group's business plan for the period from June 2025 to May 2026 and the credit limit for business operations during the same period at VietinBank – Thanh An Branch	100%
8	07/2025/NQ-HĐQT-CMH	25/06/2025	Approval of participation, together with partners, as an investor in the Kim Son Industrial Cluster technical infrastructure construction project	100%
9	02/2025/QĐ-HĐQT-CMH	08/07/2025	Approval of the dismissal of Mr. Nguyen Van Phi from the position of Deputy CEO	100%
10	08/2025/NQ-HĐQT-CMH	11/08/2025	Approval of the execution of the construction contract for bored pile works and superstructure (including structural works, masonry, plastering, tiling, and painting) of the Lemore Phan Thiet Hotel Project	100%
11	09/2025/NQ-HĐQT-CMH	25/11/2025	Approval of Contract No. 01/2025/HĐTC/MTNTP-CMH dated November 12, 2025 regarding the construction, acceptance, and handover of the entire medium-voltage power line	100%

			from the 110kV substation of Thanh Hoa City to AEON Mall Thanh Hoa, between Mien Trung South City Two-Member Limited Liability Company and CMH Group	
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Ha Noi, 30 March 2026

**REPORT OF THE AUDIT COMMITTEE
FOR 2025 AND PLAN FOR 2026**

1. Operating results of the Company in 2025

1.1. Business performance in 2025

Key business performance indicators for 2025 are as follows:

Unit: VND million

Item	Plan (KH) ^(*)	Actual (TH)	% TH/KH
Revenue	333,777	340,779	102.10%
Profit before tax	43,553	34,901	80.13%

(Details are presented in the audited consolidated financial statements for 2025).

(*) The 2025 plan was approved by the General Meeting of Shareholders in writing under Resolution No. 01/2025/NQ-ĐHĐCĐ-CMH dated 29 March, 2025.

1.2. Financial position

1.2.1. Summary of Parent Company's financial position

Unit: VND

Item	2024	2025	% growth	% (+/-)
1. Assets				
+ Total current assets	454,830,383,965	513,607,992,591	112.92%	12.92%
- Cash and cash equivalents	8,412,267,299	11,713,634,300	139.24%	39.24%
- Short-term financial investments	13,285,547,784	14,401,848,850	108.40%	8.40%
- Short-term receivables	314,698,693,573	428,441,354,206	136.14%	36.14%
- Inventories	103,957,158,087	52,711,805,488	50.71%	-49.29%
- Other current assets	14,476,717,222	6,339,349,747	43.79%	-56.21%
+ Total non-current assets	113,553,117,063	133,696,311,251	117.74%	17.74%
- Long-term receivables	23,397,760,979	58,951,215,691	251.95%	151.95%
- Fixed assets	20,677,746,240	15,260,876,894	73.80%	-26.20%
- Long-term financial investments	58,795,483,433	55,800,937,710	94.91%	-5.09%
- Other non-current assets	10,682,126,411	3,683,280,956	34.48%	-65.52%
+ Total assets	568,383,501,028	647,304,303,842	113.89%	13.89%
2. Liabilities				
- Current liabilities	162,140,825,567	185,261,327,602	114.26%	14.26%

Item	2024	2025	% growth	% (+/-)
- Non-current liabilities	143,053,593,804	161,640,503,365	112.99%	12.99%
+ Total liabilities	305,194,419,371	346,901,830,967	113.67%	13.67%
3. Net assets	263,189,081,657	300,402,472,875	114.14%	14.14%
4. Contributed equity	254,525,000,000	254,525,000,000	100.00%	0.00%
5. Other changes in equity	-441,950,000	-441,950,000	100.00%	0.00%
6. Owner's profit	9,106,031,657	46,319,422,875	508.67%	408.67%
7. Business results				
+ Total revenue	202,966,114,878	355,377,254,022	175.09%	75.09%
- Revenue from sales and services	201,911,179,536	340,552,856,696	168.66%	68.66%
- Financial income	1,054,935,342	14,824,397,326	1405.24%	1305.24%
+ Total expenses	201,863,641,966	322,867,871,982	159.94%	59.94%
- Cost of goods sold	187,787,384,619	302,112,698,302	160.88%	60.88%
- Financial expenses	2,469,960,527	6,142,410,037	248.68%	148.68%
- Selling and distribution expenses	0	0	0.00%	0.00%
- General and administrative expenses	11,606,296,820	14,612,763,643	125.90%	25.90%
+ Share of profit/(loss) of associates	0	0	0.00%	0.00%
+ Operating profit	1,102,472,912	32,509,382,040	2948.77%	2848.77%
+ Other extraordinary gains and losses	6,355,953,109	11,805,954,942	185.75%	85.75%
- Extraordinary income	7,412,248,943	12,372,058,501	166.91%	66.91%
- Extraordinary expenses	1,056,295,834	566,103,559	53.59%	-46.41%
+ Profit before tax	7,458,426,021	44,315,336,982	594.16%	494.16%
+ Corporate income tax	1,905,857,776	7,101,945,764	372.64%	272.64%
+ Profit after tax	5,552,568,245	37,213,391,218	670.20%	570.20%

(Details are provided in the Company's audited financial statements)

1.2.2. Summary of consolidated financial position

Unit: VND

Item	2024	2025	% growth	% (+/-)
1, Assets				
+ Total current assets	504,403,213,466	563,173,100,871	111.65%	11.65%
- Cash and cash equivalents	8,437,777,299	11,951,147,863	141.64%	41.64%
- Short-term financial investments	13,285,547,784	14,401,848,850	108.40%	8.40%
- Short-term receivables	348,507,722,903	462,027,468,342	132.57%	32.57%
- Inventories	119,692,855,872	68,447,503,273	57.19%	-42.81%
- Other current assets	36,202,634,691	32,698,129,256	90.32%	-9.68%
+ Total non-current assets	55,692,289,479	78,206,925,491	140.43%	40.43%
- Long-term receivables	23,397,760,979	58,951,215,691	251.95%	151.95%

Item	2024	2025	% growth	% (+/-)
- Fixed assets	20,677,746,240	15,260,876,894	73.80%	-26.20%
- Long-term financial investments	0	0	0.00%	0.00%
- Other non-current assets	11,616,782,260	3,994,832,906	34.39%	-65.61%
+ Total assets	560,095,502,945	641,380,026,362	114.51%	14.51%
2, Liabilities				
- Current liabilities	135,043,898,578	169,951,001,555	125.85%	25.85%
- Non-current liabilities	144,648,568,828	163,235,478,389	112.85%	12.85%
+ Total liabilities	279,692,467,406	333,186,479,944	119.13%	19.13%
3, Net assets	280,403,035,539	308,193,546,418	109.91%	9.91%
4, Contributed capital	254,525,000,000	254,525,000,000	100.00%	0.00%
5, Other capital contributions	-3,668,232	-3,668,232	100.00%	0.00%
6, Retained earnings attributable to owners	5,928,789,710	37,441,824,550	631.53%	531.53%
7, Non-controlling interests	19,952,914,061	16,230,390,100	81.34%	-18.66%
8, Business results				
+ Total revenue	203,121,717,544	355,603,719,692	175.07%	75.07%
- Revenue from sales and services	202,066,527,362	340,779,030,440	168.65%	68.65%
- Financial income	1,055,190,182	14,824,689,252	1404.93%	1304.93%
+ Total expenses	202,621,562,973	321,725,237,401	158.78%	58.78%
- Cost of goods sold	186,753,084,619	302,112,698,302	161.77%	61.77%
- Financial expenses	2,469,960,527	3,147,864,314	127.45%	27.45%
- Selling and distribution expenses	0	0	0.00%	0.00%
- General and administrative expenses	13,398,517,827	16,464,674,785	122.88%	22.88%
+ Share of profit/(loss) of associates	0	0	0.00%	0.00%
+ Operating profit	500,154,571	33,878,482,291	6773.60%	6673.60%
+ Other extraordinary gains and losses	6,359,624,081	1,022,065,261	16.07%	-83.93%
- Extraordinary income	7,416,014,499	12,372,058,842	166.83%	66.83%
- Extraordinary expenses	1,056,390,418	11,349,993,581	1074.41%	974.41%
+ Profit before tax	6,859,778,652	34,900,547,552	508.77%	408.77%
+ Corporate income tax	1,905,857,776	7,110,036,673	373.06%	273.06%

(Details are provided in the audited consolidated financial statements)

2. Assessment of the Company's performance in 2025

The audited financial statements for 2025 have been prepared in accordance with Vietnamese Accounting Standards and on the basis of appropriate supporting accounting documents. The audited financial statements present a true, fair, and reasonable view of the Company's performance in 2025.

The Company has complied with accounting regulations in accordance with applicable laws and accounting standards issued by the State. The financial statements are prepared using accounting software systems, and the Company's accounting records are systematically organized, clearly documented, and facilitate inspection and review. The Audit Committee agrees with and confirms the reported financial figures.

The Company has been proactive in mobilizing financial resources to ensure sufficient capital for its operations. Annual financial plans have been prepared and adjusted periodically in line with business requirements and operational conditions.

The Company has appropriately balanced its capital sources to implement investment activities in accordance with its operational situation and financial capacity.

The Board of Directors (BOD) and the Board of Management (BOM) have fully complied with applicable laws, the Company Charter, and resolutions of the General Meeting of Shareholders (GMS). All decisions issued by the BOD and BOM have been properly enacted in accordance with regulations.

In addition, the Audit Committee notes that the Board of Management has proactively managed business operations, implemented resolutions of the General Meeting of Shareholders and the Board of Directors, and promptly addressed issues arising during project implementation. The management and operation activities of the Board of Management in 2025 basically met governance requirements, contributing to stable operations and the achievement of the Company's business targets.

The BOD and BOM have also maintained effective communication channels and promptly addressed shareholders' inquiries regarding the Company's operations.

3. Activities of the Audit Committee in 2025

- Monitoring the implementation of approved resolutions of the GMS and compliance with applicable laws, the Company Charter, and internal regulations.
- Participating in meetings of the BOD.
- Conducting inspection and supervision, and providing timely recommendations for necessary adjustments to address shortcomings during task implementation.

4. Plan for 2026

In 2026, the Audit Committee will continue to perform its duties on behalf of shareholders in supervising the Company's business operations, governance, and management activities. Periodically, the Audit Committee will conduct inspections, analyses, and assessments of the Company's activities; attend meetings to monitor and evaluate operational performance in a timely and accurate manner; and provide warnings on potential risks (if any).

5. Recommendations

- Focus on seeking new contracts aligned with the Company's strategic direction and capabilities; ensure adequate working capital to minimize adverse impacts from domestic and international socio-economic fluctuations; further analyze factors that may affect

business performance in order to develop contingency plans and more accurate planning targets.

- Cash flow management should be carefully reviewed and analyzed.
- The Company has appropriate plans to strengthen and enhance the capacity of its workforce to meet the requirements of the business plan
- Focus on payment and acceptance procedures to maximize capital recovery. Ensure a reasonable allocation of financial resources to optimize the cost of capital.
- Implement restructuring of existing investments and carry out new investments based on efficiency and risk mitigation.
- Respectfully./.

Recipients:

- HNX, SSC;
- GMS;
- Archives: VT.

**ON BEHALF OF THE AUDIT COMMITTEE
CHAIRMAN**



Nguyen Huy Hoang

PROPOSAL

**Re: Approval of 2025 business results and dividend, and
2026 business plan and expected dividend**

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to Resolution of the Annual General Meeting of Shareholders No. 01/2025/NQ-DHĐCĐ-CMH dated 29 March 2025;
- Pursuant to the audited financial statements for 2025.

The Board of Directors of CMH Vietnam Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval as follows:

1. Approval of the 2025 business results and dividend with key indicators as follows:

Unit: VND million

No.	Item	Plan (KH)	Actual (TH)	% TH/KH
1	Revenue from sales	333,777	340,779	102.10%
2	Profit before corporate income tax	43,553	34,901	80.13%
3	Dividend	5%	5%	

(Details are provided in the audited financial statements for 2025)

2. Approval of the 2026 business plan and expected dividend with key indicators as follows:

Unit: VND million

No.	Item	2025 Actual	2026 Plan	% growth
1	Revenue from sales	340,779	368,431	108%
2	Profit before corporate income tax	34,901	29,431	84%
3	Dividend	5%	5%	

Respectfully, 

Recipients:

- HNX, SSC;
- GMS;
- Archives: VT.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN

Phạm Minh Phúc



PROPOSAL

Re: Proposal on approval of the audited financial statements for 2025 and the profit distribution plan

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;
- Pursuant to the audited financial statements for 2025.

The Board of Directors of CMH Vietnam Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval as follows:

1. Approval of the separate financial statements of the Parent Company and the consolidated financial statements for 2025 that have been audited (the audited financial statements for 2025 are attached), with key financial indicators summarized as follows:

Unit: VND

No.	Item	Parent Company	Consolidated Group
1	Total assets	647,304,303,842	641,380,026,362
	Current assets	513,607,992,591	563,173,100,871
	Non-current assets	133,696,311,251	78,206,925,491
2	Total capital	647,304,303,842	641,380,026,362
	Liabilities	346,901,830,967	333,186,479,944
	Owners' equity	300,402,472,875	308,193,546,418
3	Business results		
	Revenue from sales	340,552,856,696	340,779,030,440
	Profit before corporate income tax	44,315,336,982	34,900,547,552
	Current corporate income tax expense	7,101,945,764	7,110,036,673
	Profit after corporate income tax	37,213,391,218	27,790,510,879

(Details are provided in the audited separate and consolidated financial statements for 2025)

2. Approval of the profit distribution plan, fund appropriation, and dividend payment as follows:

Item	Amount (VND)
Retained earnings at the beginning	5,928,789,710

Item	Amount (VND)
Profit after tax for the year	31.513.034.840
Total retained earnings	37.441.824.550
Dividend payment for 2025	12.726.250.000
Appropriation to the financial risk reserve fund	0
Appropriation to bonus and welfare funds	0
Appropriation to welfare fund	0
Retained earnings carried forward to the next year	24.715.574.550

Respectfully./.

Recipients:

- HNX, SSC;
- GMS;
- Archives: VT.

ON BEHALF OF
THE BOARD OF DIRECTORS

CHAIRMAN *Phuc*



Phuc
Pham Minh Phuc

PROPOSAL

Re: Selection of the auditor for the 2026 financial statements

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to applicable legal regulations on the audit of financial statements of companies listed on the Stock Exchange;
- Pursuant to the list of audit firms approved by the State Securities Commission of Vietnam for auditing listed companies on the Stock Exchange.

The Board of Directors of CMH Vietnam Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the selection of the audit firm to perform the audit of the Company's financial statements for 2026 as follows:

1. Selection criteria for the auditor:


- 1.1 Fully qualified in accordance with applicable law;
- 1.2 Having experience in auditing enterprises with similar operations to the Company;
- 1.3 Approved by the State Securities Commission of Vietnam;
- 1.4 Audit fees are reasonable and consistent with the Company's operational conditions.

2. Proposed audit company:

Company name: A&C Auditing and Consulting Co., Ltd. – Hanoi Branch

Address: 40 Giang Vo Street, Giang Vo Ward, Hanoi City

Business Registration No.: 0300449815 – 002

Respectfully, 

Recipients:

- HNX, SSC;
- GMS;
- Archives: VT.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN




Phạm Minh Phúc

PROPOSAL

V/v: Amendments and supplements to the Company Charter

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed implementation of certain provisions of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company.

Based on the review of the Company Charter to ensure compliance with current legal regulations and the Company's actual governance and management practices, the Board of Directors submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to certain provisions of the Company Charter in order to update, complete the governance framework, and enhance the Company's operational efficiency.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amended and supplemented draft of the Company Charter attached to this Proposal.

Respectfully./.

Recipients:

- HNX,SSC;
- GMS;
- Archives: VT.

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



Phạm Minh Phúc



CMH GROUP
QUALITY CREATES TRUST

CHARTER
OF CMH VIETNAM GROUP JOINT STOCK COMPANY

Ha Noi, 24 April 2026

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PREAMBLE

This Charter is approved pursuant to the Resolution of the General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company (hereinafter referred to as the “Company”) No. 01/2026/NQ-ĐHĐCĐ-CMH dated 24/04/2026 at the 2026 Annual General Meeting of Shareholders.

This Charter constitutes the legal basis for all activities of the Company and shall supersede all previous versions of the Company’s Charter as from the effective date of this Charter.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall have the meanings set out below:

- a) *Charter capital* means the total par value of shares that have been sold or registered for subscription upon the establishment of a joint stock company and in accordance with Article 6 of this Charter;
- b) *Voting capital* means the share capital in respect of which the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020, effective from 01 January 2021, and its amendments and supplements;
- d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019, effective from 01 January 2021, and its amendments and supplements
- d) *Viet Nam* means the Socialist Republic of Viet Nam;
- e) *Date of establishment* means the date on which the Company is first issued the Enterprise Registration Certificate (or Business Registration Certificate and equivalent documents);
- g) *Executive of the enterprise* means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed in the Company’s Charter;
- h) *Managers of the enterprise* mean the Company’s management personnel, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as prescribed in the Company’s Charter.
- i) *Related person* means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* means an individual or organization that owns at least one share of a joint stock company;
- l) *Founding shareholder* means a shareholder holding at least one ordinary share and signing the list of founding shareholders of a joint stock company;

- m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) *Dividend* means the after-tax profit distributed to each share in cash or other assets;
- o) *Term of operation* means the duration of the Company's operation as provided in Article 2 of this Charter;
- p) *Insider* means an individual or organization as defined in Clause 45, Article 4 of the Law on Securities;
- q) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more provisions or other legal documents shall include any amendments, supplements, or replacement documents thereof.

3. Titles (Chapters and Articles of this Charter) are used for convenience of reference only and shall not affect the interpretation or content of this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, legal form, head office, branches, representative offices, business locations, and duration of operation of the Company

1. Company Name

- Vietnamese name of the Company: **CÔNG TY CỔ PHẦN TẬP ĐOÀN CMH VIỆT NAM**
- Foreign name of the Company: **CMH VIET NAM GROUP JOINT STOCK COMPANY**
- Abbreviated name of the Company: **CMH GROUP**

2. The Company is a joint stock company with legal status in accordance with the current laws of Viet Nam.

3. Registered office of the Company:

- Head office address: 12th Floor, Intracom 2 Office Building, No. 33 Cau Dien Street, Xuan Phuong Ward, Hanoi, Viet Nam
- Telephone: 024 3573 8555
- Fax: 024 3856 4666
- E-mail: info@cmhgroup.vn
- Website: <http://www.cmhgroup.vn>

4. The Company may establish branches and representative offices within its business areas in order to achieve its operational objectives, in accordance with resolutions of the Board of Directors and within the scope permitted by law.

5. Unless terminated earlier in accordance with Clause 2, Article 53 of this Charter, the duration of the Company's operation shall be indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has 01 legal representative.

The General Director is the legal representative of the Company. The rights and obligations of the legal representative comply with the provisions of the Law on Enterprises and current applicable laws.

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

Article 4. Objectives of operation of the Company

1. Business lines of the Company include:

No.	Registered business lines	Industry code
1	Mining and agglomeration of hard coal	0510
2	Mining and agglomeration of lignite	0520
3	Quarrying of stone, sand, gravel and clay	0810
4	Peat extraction and agglomeration	0892
5	Water collection, treatment and supply	3600
6	Sewerage and wastewater treatment activities	3700
7	Construction of residential buildings	4101
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20	Site preparation	4312
21	Site preparation	4321
22	Plumbing, heat and air-conditioning installation	4322
23	Other building installation works Details:	4329

	<ul style="list-style-type: none"> - Installation of industrial equipment systems in construction and civil works such as: Elevators, Automatic doors, Lighting systems, Dust extraction systems, Sound systems, Entertainment equipment systems,... - Installation of fire protection and fire-fighting systems 	
24	Construction finishing works	4330
25	Other specialized construction activities	4390
26	Sale of auto parts and accessories for motor vehicles	4530
27	Wholesale of other machinery, equipment and spare parts	4659
28	Wholesale of metals and metal ores	4662
29	Wholesale of construction materials, installation equipment and other construction supplies	4663
30	Freight transport by road	4933
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32	Real estate consultancy, brokerage and auction services (Excluding auction activities)	6820
33	Architectural and related technical activities	7110
34	Specialized design activities	7410
35	Renting of motor vehicles	7710
36	Renting of machinery, equipment and tangible goods without operator	7730
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38	Employment placement and labour supply agencies Details: consultancy, introduction and brokerage of employment services (excluding overseas labour recruitment, dispatch and supply services and activities requiring a licence from competent authorities, and excluding labour supply activities)	7810
39	Elementary training	8531
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43	Other amusement and recreation activities not elsewhere classified	9329
44	(For conditional business lines, the enterprise can only operate upon satisfying all statutory conditions)	Business lines not yet aligned with the Vietnam standard industrial classification system

2. Objectives of the Company:

a) Company Objectives:

- To develop production and business activities;
- To enhance efficiency with the aim of optimizing reasonable profits;
- To create stable employment and income for employees;
- To utilize capital reasonably to maximize shareholder benefits, contribute to the State budget, and continuously develop the Company into a stronger and larger entity.

b) If any of these objectives require approval from competent authorities, the Company may only pursue such objectives after obtaining approval from the relevant authorities.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to conduct business and production activities in the sectors specified in this Charter, which have been registered, updated for any changes with the business registration authority, and published on the National business registration portal.
2. The Company may also engage in other business activities permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, and founding Shareholders

1. The charter capital of the Company is **254,525,000,000 VND** (Two hundred fifty-four billion, five hundred twenty-five million Vietnamese Dong)

The Company's total charter capital is divided into 25,452,500 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital subject to approval by the General Meeting of Shareholders and in compliance with applicable laws
3. On the date of approval of this Charter, the Company's shares include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are regulated in Articles 12 and 13 of this Charter
4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in compliance with applicable laws.
5. Common shares must be offered first to existing shareholders in proportion to their respective ownership percentages of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed by shareholders shall be allocated by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.

6. The Company may repurchase shares previously issued by the Company in the manner prescribed in this Charter and in accordance with current law.

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

8. The maximum foreign ownership ratio in the Company: in accordance with current law.

Article 7. Share certificates

1. Shareholders of the Company are granted share certificates corresponding to the number and type of shares they own.

2. Shares are securities confirming the legal rights and interests of the holder in a portion of the charter capital of the issuing organization. Shares must contain all contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within the period prescribed by current law from the date of submission of complete documents requesting the transfer of share ownership under the Company's regulations or from the date of full payment for the purchase of shares under the Company's share issuance plan (or another period as provided in the issuance terms), the shareholder is granted a share certificate. Shareholders are not required to pay the Company for the cost of printing share certificates.

4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder is reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following:

a) Information on the share certificate that has been lost, damaged, or otherwise destroyed;

b) A commitment to be responsible for any disputes arising from the reissuance of the new share certificate.

Article 8. Certificates of other securities

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided in this Charter or by law. Listed shares or shares registered for trading on a Stock Exchange shall be transferred in accordance with the provisions of securities law and the securities market.

2. Shares that are not fully paid shall not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued from equity capital increase from owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Forfeiture of shares

1. In the event that a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall notify and have the right to request such shareholder to pay the outstanding amount and to assume liability corresponding to the total par

value of the subscribed shares in respect of the Company's financial obligations arising from such failure to make full payment.

2. The above payment notice must specify the new payment deadline (not less than 07 days from the date of sending the notice), the place of payment, and must state that if payment is not made in accordance with the requirements, the unpaid shares will be forfeited.

3. The Board of Directors have the right to forfeit shares that have not been fully and timely paid in the event that the requirements stated in the above notice are not complied with.

4. Forfeited shares shall be deemed shares available for offer as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and reallocation of such shares under terms and methods deemed appropriate by the Board of Directors.

5. Shareholders holding forfeited shares shall forfeit their shareholder status with respect to such shares, but shall remain liable corresponding to the total par value of the subscribed shares for the Company's financial obligations arising at the time of forfeiture as decided by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors shall have full authority to decide on the enforcement of full payment of the share value at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares prior to the forfeiture. The forfeiture shall remain valid even in the event of errors or negligence in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 11. Organizational structure, governance and supervision

The organizational, governance and supervisory structure of the Company shall include:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the right to:

- a) Participate in and make comments at the General Meeting of Shareholders; exercise the right to vote directly or through authorized representatives or another method prescribed by law or the Company's Charter. Each ordinary share equals one vote;
- b) Receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Be given priority to buy additional shares in proportion to their holding of ordinary shares in the Company;

- d) Freely transfer their shares to other persons, except for cases specified in clause 3, Article 120, clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- d) Access, extract or make copies of the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;
- e) Access, review, and obtain extracts of information regarding their names and contact addresses in the list of voting shareholders; and request rectification of incorrect information about themselves;
- g) Receive part of the remaining assets in proportion to their shareholdings in the Company when the Company is dissolved or goes bankrupt;
- h) Request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
- i) Be treated equally. Each share of the same class shall confer upon its holder equal rights, obligations, and benefits. Where the Company has different classes of preferred shares, the rights and obligations attached to such classes of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- l) Have their lawful rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as provided by law and this Charter.

2. Shareholders or groups of shareholders holding from 05% or more of the total ordinary shares shall have the rights to:

- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Access, review, and extract minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Audit Committee; contracts and transactions subject to approval by the Board of Directors; and other documents, except for documents relating to the Company's trade secrets or business secrets;
- c) Request the Audit Committee to inspect specific matters relating to the management and administration of the Company's operations when deemed necessary. Such request must be made in writing and include the following information: full name, contact address, nationality, and legal identification number of individual shareholders; name, enterprise registration number or legal identification number, and head office address of organizational shareholders; number of shares and time of share registration of each shareholder; total number of shares held by the group and their ownership percentage in the Company; the matters to be inspected and the purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, number of each class of shares held, and the matters proposed for inclusion in the meeting agenda;

d) Other rights as provided by law and this Charter.

3. Shareholders or groups of shareholders holding from 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors. The nomination is conducted as follows:

a) Ordinary shareholders may form groups to nominate candidates to the Board of Directors and must notify other attending shareholders of such grouping before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, a shareholder or group of shareholders referred to in this clause have the right to nominate one or more candidates as determined by the General Meeting of Shareholders for election to the Board of Directors. Where the number of candidates nominated by a shareholder or group of shareholders is less than the number they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Fully and punctually pay for their subscribed shares.

2. Do not withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to other persons. The shareholder that withdraws all or part of the contributed share capital against regulations of this clause and persons with related interests in the Company shall have a liability for the Company's debts and other liabilities which is equal to the value of the shares withdrawn and the damage caused by this action.

3. Comply with the Company's Charter and Company's Internal Governance Regulations.

4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread, copy or share information provided by the Company to any other organization or individual

6. Attendance at meetings of the General Meeting of Shareholders and exercise of voting rights in the following cases:

a) Attend and vote directly at the meeting;

- b) Authorize another individual or organization to attend and vote at the meeting;
 - c) Attend and vote via online meetings, electronic voting, or other electronic means;
 - d) Submit voting ballots to the meeting by post, fax, or email;
 - d) Submit voting ballots by other means as provided in the Company's Charter.
7. Bear personal liability when acting in the name of the Company in any form to perform any of the following acts:
- a) Violate applicable laws;
 - b) Conduct business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Make payment of debts not yet due in circumstances posing financial risks to the Company.
8. Fulfill other obligations in accordance with applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once every year within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time limit for holding the annual General Meeting of Shareholders where necessary, but such extension does not exceed 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The meeting location of the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and determines an appropriate venue. The annual General Meeting of Shareholders decides on issues as prescribed by law and the Company's Charter, in particular the approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company invites a representative of the approved audit organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative is responsible for attending such meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
- a) The Board of Directors considers it necessary in the interests of the Company;
 - b) The number of remaining members of the Board of Directors or the Audit Committee is less than the minimum number prescribed by law;
 - c) At the request of the shareholder or group of shareholders as provided in clause 2, Article 115 of the Law on Enterprises; such request for convening the General Meeting of Shareholders must

be made in writing, clearly stating the reasons and purpose of the meeting, bearing the signatures of the relevant shareholders or consolidated in multiple documents bearing such signatures;

d) At the request of the Audit Committee;

d. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene an extraordinary General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Audit Committee falls below the level specified in point b, clause 3 of this Article, or from the date of receipt of a request specified in points c and d, clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders in accordance with point a, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article is entitled to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are reimbursed by the Company. Such expenses do not include costs incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

c) Procedures for holding the General Meeting of Shareholders comply with clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

a) Approve the Company's development orientation;

b) Decide the types of authorized shares and quantity of each type; decide the annual dividends of each type of shares;

c) Elect, remove, or dismiss members of the Board of Directors;

d) Decide investment in or sale of assets with a value of 03 (three) times or more of the total asset value recorded in the Company's most recent financial statements;

d) Decide on amendments and supplements to the Company's Charter;

e) Approve annual financial statements;

g) Decide on the repurchase of more than 10% of total sold shares of each type;

h) Review, handle violations committed by members of the Board of Directors, members of the Audit Committee that cause damage to the Company and its shareholders;

- i) Decide on the reorganization, dissolution of the Company;
- k) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Audit Committee;
- l) Approve the Internal Governance Regulations; the Regulations on the operation of the Board of Directors and the Audit Committee;
- m) Approve the list of independent auditing firms; decide on the independent auditing firm conducting audits of the Company, dismiss the independent auditor when necessary;
- n) Other rights and obligations in accordance with the law.

2. The General Meeting of Shareholders discuss and approve the following matters:

- a) The Company's annual business plan;
- b) Annual audited financial statements;
- c) Reports of the Board of Directors on governance and the performance results of the Board of Directors and each member of the Board of Directors; the independent member of the Board of Directors is responsible for reporting at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government prescribing detailed implementation of certain provisions of the Law on Securities;
- d) Report of the Audit Committee on the Company's business results and the performance results of the Board of Directors and the General Director;
- d) Self-assessment report on the performance results of the Audit Committee and its members;
- e) Dividend of each type of shares;
- g) Number of members of the Board of Directors;
- h) Election, dismissal, and removal of members of the Board of Directors;
- i) Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- k) Approval of the list of independent auditing firms; decision on independent auditing firms authorized to inspect the Company's operations when deemed necessary;
- l) Decision on amendments and supplements to the Company's Charter;
- m) Types of shares and the number of new shares to be issued for each type of shares, and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger, or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- p) Decision on investment in or sale of assets with a value equal to or greater than 03 (three) times the total asset value recorded in the Company's most recent financial statements;

- q) Decision on the repurchase of more than 10% of the total number of issued shares of each type;
- r) Contracts or transactions entered into by the Company with entities specified in clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value of the Company as stated in the most recent financial statements;
- s) Approval of transactions specified in clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government prescribing detailed implementation of certain provisions of the Law on Securities;
- t) Approval of the Internal Governance Regulations and the Regulations on the Operation of the Board of Directors;
- u) Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the meeting agenda must be submitted for discussion and voting at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of institutional shareholders may directly attend meetings or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as provided in clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of authorization, scope of authorization, term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person must submit the power of attorney upon registration for attendance. In case of sub-authorization, the attending person must also present the original power of attorney granted by the shareholder or the authorized representative of an institutional shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized attendee within the scope of authorization shall remain valid even in the following cases, except where:

- a) The authorizing party has died, has lost civil act capacity, or has been declared to have limited civil act capacity;
- b) The authorizing party has revoked the appointment of authorization;
- c) The authorizing party has revoked the authority of the authorized person.

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

Article 17. Changes to rights

1. Any change or cancellation of special rights attached to a class of preferred shares shall be effective only when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders that changes rights and obligations to the detriment of holders of preferred shares shall only be adopted if it is approved by at least 75% of the voting shares of the same type represented by attending preferred shareholders, or by at least 75% of the total preferred shares of the same type in case of approval by written consultation.

2. A meeting of shareholders holding a specific class of preferred shares to approve the above changes shall only be valid if it is attended by at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the total par value of issued shares of such class. If such quorum is not met, the meeting shall be reconvened within 30 days, and the attending shareholders of such class (regardless of number of shareholders and number of shares) shall be considered to have met the quorum requirement. At such meetings, shareholders may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall comply with Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance, special rights attached to share classes with preferential rights over all or part of profit distribution or asset distribution of the Company shall not be altered by the issuance of additional shares of the same type.

Article 18. Convening meetings, agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders performs the following tasks:

a) Prepares the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of eligible shareholders is prepared no later than 10 days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. The Company discloses information on the preparation of the list of eligible shareholders at least 20 days prior to the record date;

b) Prepares the agenda, contents of the meeting;

c) Prepares meeting materials;

d) Prepares draft resolutions of the General Meeting of Shareholders based on the expected agenda;

d) Determines the time and venue of the meeting;

e) Notifies and sends meeting invitations to all shareholders entitled to attend the meeting;

g) Performs other tasks in preparation for the meeting.

3. The notice of invitation to the General Meeting of Shareholders is sent to all shareholders by means ensuring delivery to the shareholders' registered contact addresses, and is also published on the Company's website and on the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener sends the meeting invitation to all shareholders on the list of eligible attendees no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda and relevant documents for matters to be voted on at the meeting are sent to shareholders and/or published on the Company's website. Where documents are not attached to the meeting notice, the invitation must clearly specify the link to the full meeting materials for shareholders' access, including:

a) Agenda, meeting materials;

b) List and detailed information of candidates in case of election of members of the Board of Directors;

c) Voting ballots;

d) Draft resolutions for each issue on the agenda.

4. Shareholders or groups of shareholders as prescribed in clause 2, Article 12 of this Charter have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals are made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder(s), the number of each type of shares held, and the matters proposed for inclusion in the agenda.

5. The convener of the General Meeting of Shareholders may refuse proposals specified in clause 4 of this Article if any of the following cases occurs:

a) The proposal is not submitted in accordance with clause 4 of this Article;

b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in clause 2, Article 12 of this Charter;

c) The proposed issue falls outside the 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 accepts and includes the proposals specified in clause 4 of this Article in the draft agenda and meeting contents, except for the cases specified in clause 5 of this Article; such proposals are officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders is conducted when shareholders attending the meeting represent more than 50% of the total voting shares.

2. Where the first meeting is not eligible to be conducted in accordance with clause 1 of this Article, the notice of the second meeting is sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when shareholders attending the meeting represent at least 33% of the total voting shares.

3. Where the second meeting is not eligible to be conducted in accordance with clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of voting shares of attending shareholders.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company carries out shareholder registration procedures and continues registration until all eligible attending shareholders are registered in the following order:

a) Upon shareholder registration, the Company issues a voting card to each shareholder or authorized representative entitled to vote, which states the registration number, the full name of the shareholder, the full name of the authorized representative (if any), and the number of voting shares of such shareholder. The General Meeting of Shareholders discusses and votes on each issue included in the agenda. Voting is conducted by way of agree, disagree, and no opinion. At the meeting, ballots in favor of the resolution are collected first, followed by ballots against the resolution; finally, the total number of affirmative and negative votes is counted to determine the result. The vote counting result is announced by the Chairperson immediately before the closing of the meeting. The General Meeting elects persons responsible for vote counting or supervising vote counting upon the Chairperson's proposal. The number of members of the Vote Counting Committee is determined by the General Meeting of Shareholders based on the Chairperson's proposal;

b) Shareholders, authorized representatives of institutional shareholders, or duly authorized persons who arrive after the meeting has commenced are entitled to register immediately and, upon registration, are entitled to participate and vote at the General Meeting. The Chairperson is not responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters already voted upon shall not be affected.

2. The election of the Chairperson, Secretary, and Vote Counting Committee is regulated as follows:

a) The Chairperson of the Board of Directors acts as the Chairperson of the meeting or may authorize another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among them to act as Chairperson by majority vote. Where no Chairperson can be elected, an independent member of the Board of Directors belonging to the Audit Committee or one of the executive members of the Board of Directors shall preside to enable the General

Meeting of Shareholders to elect a Chairperson from among the attendees, and the candidate receiving the highest number of votes shall be appointed as Chairperson of the meeting;

b) Except for the case specified at Point a of this Clause, the person signing the meeting invitation shall preside over the election of the Chairperson, and the candidate receiving the highest number of votes shall be appointed as Chairperson of the meeting;

c) The Chairperson appoints one or more persons to act as Secretary of the meeting;

d) The General Meeting of Shareholders elects one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly define and specify the time allocated for each issue included in the meeting agenda.

4. The Chairperson of the General Meeting has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of attendees.

a) Arranging seating at the General Meeting venue;

b) Ensuring safety for all persons present at the meeting venues;

c) Facilitating shareholders' attendance (or continued attendance) at the General Meeting. The convener has full discretion to modify the above measures and apply all necessary measures. The measures applied may include issuing admission passes or using other appropriate forms of access control.

5. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by way of agree, disagree, and no opinion. The vote counting results are announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives who arrive after the meeting has commenced are still entitled to register and, upon registration, are entitled to participate and vote immediately. In such cases, the validity of matters already voted upon shall remain unchanged.

7. The convener or Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to remove from the meeting any persons who fail to comply with the Chairperson's instructions, intentionally disrupt order, obstruct the normal proceedings of the meeting, or fail to comply with security requirements.

8. The Chairperson has the right to adjourn a duly convened General Meeting of Shareholders for no more than 03 working days from the originally scheduled opening date, and may only adjourn or change the meeting venue in the following cases:

a) The venue does not have sufficient seating for all attendees;

b) Communication facilities at the venue are not adequate for shareholders to participate, discuss, and vote;

c) There is disorder or disruption caused by attendees that may prevent the meeting from being conducted in a fair and lawful manner.

9. Where the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of clause 8 of this Article, the General Meeting shall elect another attendee to replace the Chairperson to continue conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

10. Where the Company applies modern technology to conduct the General Meeting of Shareholders in the form of an online meeting, the Company is responsible for ensuring shareholders' participation and voting through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government prescribing detailed implementation of certain provisions of the Law on Securities.

Article 21. Conditions for approving Resolutions of the General Meeting of Shareholders

1. A resolution on the following matters is approved if agreed by shareholders representing at least 65% of the total voting shares of all attending shareholders, except for cases specified in clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

a) Types of shares and the total number of shares of each type;

b) Changes to the business lines and sectors;

c) Changes to the organizational and management structure of the Company;

d) Investment projects or sale of assets with a value equal to or greater than 03 (three) times the total asset value recorded in the Company's most recent financial statements, unless otherwise provided for in the Company's Charter in terms of a different ratio or value threshold;

đ) Reorganization or dissolution of the Company;

2. Resolutions are approved if approved by shareholders representing more than 50% of the total voting shares of all attending shareholders, except for the cases specified in clause 1 of this Article and clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and effective even if the procedures and formalities for convening the meeting and adopting such resolutions are not in compliance with the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' written opinions to approve Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to approve resolutions of the General Meeting of Shareholders are as follows:

1. The Board of Directors has the right to collect written opinions of shareholders to approve resolutions of the General Meeting of Shareholders when deemed necessary in the interests of the Company, except for the case specified in clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the voting form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all voting shareholders no later than 10 days prior to the deadline for returning the voting forms. The requirements and methods for sending the voting forms and accompanying documents are implemented in accordance with clause 3, Article 18 of this Charter.
3. The voting form must include the following principal contents:
 - a) Name, head office address, and enterprise registration number;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and legal identification number of individual shareholders; name, enterprise registration number or legal identification number, and head office address of organizational shareholders; or full name, contact address, nationality, and legal identification number of the authorized representative of an organizational shareholder; number of shares of each class and voting shares of the shareholder;
 - d) Issues for which opinions are collected for approval;
 - d) Voting options including agree, disagree, and no opinion for each issue;
 - e) Deadline for returning the completed voting form to the Company;
 - g) Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may submit completed voting forms to the Company by post, fax or email as follows:
 - a) In case of postal submission, the voting form must bear the signature of the individual shareholder, authorized representative, or legal representative of an organizational shareholder. The voting form sent to the Company must be sealed in an envelope and no one is permitted to open it before vote counting;
 - b) In case of fax or email submission, the voting form must be kept confidential until the time of vote counting;
 - c) The voting forms returned to the Company after the deadline specified in the voting form, or those that have been opened in the case of postal submission or disclosed in the case of fax or email submission, shall be invalid. Voting forms that are not returned shall be deemed as non-participating votes.
5. The Board of Directors conducts vote counting and prepares a vote counting report under the supervision of the Audit Committee or a shareholder who does not hold managerial positions in the Company. The vote counting report must include the following principal contents:
 - a) Name, head office address, and enterprise registration number;

- b) Purpose and issues for which opinions are collected for approval of the resolution;
- c) Number of shareholders with total voting shares having participated in the voting, distinguishing between valid votes and invalid votes, and the method of submitting voting forms, together with an appendix listing the shareholders participating in the voting;
- d) Total number of “agree” votes, “disagree” votes, and “no opinion” votes for each issue;
- d) Issues approved and corresponding approval ratios;
- e) Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors are jointly responsible for the truthfulness and accuracy of the vote counting report; and are jointly liable for damages arising from resolutions adopted as a result of dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote counting minutes and resolutions may be replaced by publication on the Company’s website within 24 hours from the time of completion of vote counting.

7. Completed voting forms, vote counting minutes, adopted resolutions, and relevant documents attached to the voting forms must be retained at the Company’s head office.

8. A resolution approved through written consultation of shareholders is valid if approved by shareholders representing more than 50% of the total voting shares of all voting shareholders, and has the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following principal contents:

- a) Name, head office address, and enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full name of the Chairperson and the Secretary;
- d) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) Number of shareholders and total voting shares of attending shareholders, together with the appendix listing registered attending shareholders, shareholder representatives attending the meeting, and their corresponding shares and votes;
- g) Total voting results for each issue, clearly stating the voting method, total number of valid votes, invalid votes, “agree” votes, “disagree” votes, and “no opinion” votes; and the corresponding ratio to the total voting shares of attending shareholders;

h) Issues approved and corresponding approval ratios;

i) Full names and signatures of the Chairperson and the Secretary. In case the Chairperson or Secretary refuses to sign the minutes, the minutes remain valid if signed by all other attending members of the Board of Directors and containing all required contents under this Clause. The minutes must clearly state the refusal to sign by the Chairperson or Secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and Secretary of the meeting, or other signatories of the minutes, are jointly responsible for the truthfulness and accuracy of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of attending shareholders with signatures, powers of attorney for attendance, all documents attached to the minutes (if any), and related documents attached to the meeting invitation must be disclosed in accordance with securities disclosure regulations and retained at the Company's head office.

Article 24. Request for annulment of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the vote counting minutes of the General Meeting of Shareholders, a shareholder or group of shareholders specified in clause 2, Article 115 of the Law on Enterprises has the right to request a court or arbitration to review and cancel a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the meeting and adopting the decision of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in clause 3, Article 21 of this Charter

2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. A candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing duties in a honest, prudent manner and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors includes:

a) Full name, date, month, and year of birth;

- b) Professional qualifications;
- c) Working history;
- d) Other managerial positions held (including Board memberships in other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The Company is responsible for disclosing information on companies in which the candidate holds positions as a Board member or other managerial positions, and any interests related to such companies (if any).

2. Shareholders or groups of shareholders holding from 10% or more of the total ordinary shares, or a smaller percentage as provided in the Company's Charter, have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. Where the number of candidates for the Board of Directors nominated or self-nominated is still insufficient in accordance with clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, the company's Internal Governance Regulations, and the Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the vote for election of Board members at the General Meeting of Shareholders in accordance with law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises and the Company's Charter; they are not required to be shareholders of the Company. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors in up to a maximum of 05 other companies.

Article 26. Composition and term of members of the Board of Directors

1. The Board of Directors consists of 05 (five) members.

2. The term of the Board of Directors is 05 years. The term of a member of the Board of Directors shall not exceed 05 years and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. Where all members of the Board of Directors simultaneously end their terms, such members shall continue to perform their duties until new members are elected to replace them and assume their responsibilities.

3. The structure of the Board of Directors is as follows:

The structure of the Company's Board of Directors must ensure that at least 1/3 of the total members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in order to ensure the independence of the Board of Directors.

The Board of Directors must include at least 01 independent member. An individual may be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms and must satisfy the standards and conditions prescribed in clause 2, Article 155 of the Law on Enterprises.

4. A member of the Board of Directors ceases to hold such position if removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with securities and securities market disclosure regulations.

6. Members of the Board of Directors are not required to be shareholders of the Company.

7. In the event that a member of the Board of Directors loses his/her eligibility in accordance with law and the Company's Charter, is removed, dismissed, or for any reason is unable to continue serving as a member of the Board of Directors, the Board of Directors may appoint a replacement member to temporarily perform the duties of such member until the General Meeting of Shareholders elects a new member. The election of a new member of the Board of Directors shall be conducted at the nearest General Meeting of Shareholders.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for matters under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are defined by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) To decide the development strategy, medium-term development plan, and annual business plan of the Company;

b) To propose the types of shares and the total number of shares of each type permitted to be offered for sale;

c) To decide the sale of unissued shares within the number of shares permitted to be offered for sale of each type; to decide on capital mobilization in other forms;

d) To decide the offering price of shares and bonds of the Company;

d) To decide on share buyback in accordance with clauses 1 and 2, Article 133 of the Law on Enterprises;

e) To decide investment plans and investment projects within its authority and limits in accordance with law;

g) To decide solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions (including procedures for implementing investment projects and related contracts) with a value of 35% or more of the total assets recorded in the most recent financial statements of the Company, excluding contracts and transactions under the authority of the General Meeting of Shareholders as provided in Point d, Clause 1, Article 15 of this Charter. For the remaining value under the authority of the General Director, based on its authority and depending on the Company's business situation, the General Director may assign, delegate, or re-delegate authority.

i) To elect, remove, or dismiss the Chairperson of the Board of Directors; to appoint, remove, sign contracts with, and terminate contracts with the General Director and other key managers as defined in the Company's Charter; to decide salaries, remuneration, bonuses, and other benefits for such managers; to appoint authorized representatives to participate in members' councils or general meetings of shareholders in other companies, and to decide their remuneration and other benefits;

k) To supervise and direct the General Director and other managers in the daily business operations of the Company;

l) To decide the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution or share acquisition in other enterprises;

m) To approve the agenda and meeting materials for the General Meeting of Shareholders, and to convene the General Meeting of Shareholders or collect opinions for approval of resolutions;

n) To submit the annual audited financial statements to the General Meeting of Shareholders;

o) To propose dividend levels; to decide the timing and procedures for dividend payment or handling business losses;

p) To propose corporate restructuring, dissolution; to request bankruptcy of the Company;

q) To issue the Regulations on the Board of Directors' operation and internal corporate governance regulations after approval by the General Meeting of Shareholders; to issue the Regulations on the Audit Committee under the Board of Directors and the Company's information disclosure regulations;

s) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing certain provisions of the Law on Securities..

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a consensus basis. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each Board member is accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, members of the Board of Directors working in sub-committees of the Board of Directors, or performing other work outside the normal scope of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit-sharing percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, meal, accommodation, and other expenses incurred in the performance of their duties, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance does not cover liabilities of Board members related to violations of law or the Company's Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, removed, or dismissed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors is not permitted to concurrently hold the position of General Director.

3. The Chairperson of the Board of Directors has the following rights and obligations:

a) To formulate the work program and plan of the Board of Directors;

b) To prepare the agenda, contents, and materials for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors;

d) To chair meetings of the General Meeting of Shareholders;

e) Other rights and obligations in accordance with the Law on Enterprises and the Company's Charter.

4. In case the Chairperson of the Board of Directors submits a resignation or is removed or dismissed, the Board of Directors shall elect a replacement within 10 days from the date of receipt of the resignation or the decision on removal or dismissal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson in accordance with the principles set out in the Company's Charter. Where there is no authorized person, or the Chairperson dies, is missing, is temporarily detained, is serving a prison sentence, is subject to compulsory drug rehabilitation or educational measures, absconds from residence, is restricted or has lost civil act capacity, has difficulties in cognition and behavior control, is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairperson by majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the completion of the election of that Board of Directors. This meeting is convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In case more than one member receives the highest and equal number of votes or voting ratio, the members shall elect one of them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a) At the request of an independent member of the Board of Directors;
- b) At the request of the General Director or at least five other managers;
- c) At the request of at least 02 members of the Board of Directors;

4. The request specified in clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be responsible for any damage caused to the Company; the requesting party has the right to convene the meeting in place of the Chairperson.

6. The Chairperson or the person convening the meeting must send the meeting invitation at least 03 working days before the meeting date. The invitation must specify the time, venue, agenda, and matters for discussion and decision. It must be accompanied by meeting materials and voting ballots of members.

The invitation may be sent by letter, telephone, fax, electronic means, or other methods prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each Board member..

7. A meeting of the Board of Directors may be conducted when at least 3/4 of the total members attend. If the first meeting does not meet the attendance requirement, a second meeting may be convened within 07 days from the intended date of the first meeting. In this case, the meeting may proceed if more than half of the Board members attend.

8. A member of the Board of Directors is considered present and voting in the following cases:

- a) Direct attendance and voting at the meeting;
- b) Authorizing another person to attend and vote in accordance with clause 11 of this Article;
- c) Attending and voting via online meeting, electronic voting, or other electronic means;
- d) Sending votes to the meeting via post, fax, or email;
- d) Sending votes by other means as provided in the Company's Charter.

9. Where votes are sent via mail, the voting ballots must be placed in sealed envelopes and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening of the meeting. Ballots shall be opened only in the presence of all attendees.

10. Where votes are sent via mail, the voting ballots must be placed in sealed envelopes and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening of the meeting. Ballots shall be opened only in the presence of all attendees.

11. Resolutions and decisions of the Board of Directors are approved if agreed by a majority of attending members; in case of a tie, the decision of the side with the Chairperson's opinion shall prevail.

12. The Board of Directors may collect written opinions from its members via electronic mail (email) or other electronic means in accordance with the Company's internal governance regulations and applicable laws.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each sub-committee is decided by the Board of Directors, with a minimum of 03 members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority of each sub-committee, and one of these members shall be appointed as the Chair of the sub-committee in accordance with a decision of the Board of Directors. The operation of each sub-committee must comply with the regulations of the Board of Directors. Resolutions of a sub-committee are valid only when approved by a majority of attending and voting members at a sub-committee meeting..

2. The implementation of decisions of the Board of Directors or its sub-committees must comply with applicable laws, the Company's Charter, and the Company's Internal Governance Regulations.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least one person in charge of corporate governance to support corporate governance activities within the Company. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with clause 5, Article 156 of the Law on Enterprises..

2. The person in charge of corporate governance must not concurrently work for an approved audit organization that is conducting audits of the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee;

c) To advise on meeting procedures;

d) To attend meetings;

d) To advise on procedures for preparing resolutions of the Board of Directors in accordance with applicable laws;

e) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Audit Committee;

g) To monitor and report to the Board of Directors on the Company's information disclosure activities;

h) To act as the focal point of communication with related parties;

i) To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;

k) Other rights and obligations in accordance with applicable laws and the Company's Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 33. Organizational structure of management

The Company's management system shall 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 shall have a General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, removal, and dismissal of the above positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executives of the Company

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executive officers as prescribed in the Company's Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executive officers in such number and with such qualifications as appropriate to the organizational structure and management regulations prescribed by the Board of Directors. Executive officers shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.
4. The salaries of executive officers shall be accounted for as business expenses of the Company in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and 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 member of the Board of Directors or hire another person to serve as General Director.
2. The General Director is the person responsible for the daily business operations of the Company; is subject to supervision by the Board of Directors; and is responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company's Charter.
4. The General Director shall have the following rights and obligations:
 - a) To decide on matters relating to the Company's daily business operations not falling under the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plan and investment plan;
 - d) To propose organizational structure plans and the Company's internal governance regulations;
 - d) To appoint, dismiss, and remove managerial positions in the Company, except for positions under the authority of the Board of Directors;
 - e) To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
 - g) To recruit employees;
 - h) To propose dividend payment plans or measures for handling business losses;

i) Other rights and obligations as prescribed by law, the Company's Charter, and resolutions, decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of attending voting members approve and appoint a replacement General Director.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Nomination and appointment of Audit Committee members

1. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be executive officers of the Company.

2. The appointment of the Chairperson 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 at least 02 members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, possess general understanding of law and the Company's operations, and must not fall under any of the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of the auditing firm approved to audit the Company's financial statements within the preceding 03 consecutive years.

3. The Chairperson of the Audit Committee must hold at least a university degree in one of the following disciplines: economics, finance, accounting, auditing, law, or business administration.

Article 38. Rights and obligations of the Audit Committee

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. To have access to documents relating to the Company's operations; to discuss with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers in order to collect information for the Audit Committee's activities.

2. To request representatives of the approved auditing firm to attend meetings of the Audit Committee and provide explanations on matters related to the audited financial statements.

3. To engage external legal, accounting, or other advisory services when necessary.

4. To develop and submit to the Board of Directors policies on risk identification and risk management; and to propose to the Board of Directors solutions for addressing risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors upon detecting that members of the Board of Directors, the General Director, or other managers fail to properly perform their duties in accordance with the Law on Enterprises and the Company's Charter.

6. To formulate the Internal Regulations on the Operation of the Audit Committee and submit them to the Board of Directors for approval.

Article 39. Meetings of the Audit Committee

1. The Audit Committee shall meet at least twice per year. Minutes of meetings must be prepared in detail, clearly recorded, and fully retained. The minute-taker and members of the Audit Committee attending the meeting must sign the meeting minutes.

2. The Audit Committee shall adopt decisions by voting at meetings, by written opinions, or by other forms as prescribed in the Company's Charter or the Internal Regulations on the Operation of the Audit Committee. Each member of the Audit Committee shall have one vote. Unless otherwise provided by the Company's Charter or the Internal Regulations on the Operation of the Audit Committee with a higher voting threshold, decisions of the Audit Committee shall be adopted if approved by a majority of attending members; in the event of a tie, the final decision shall be determined by the vote of the Chairperson of the Audit Committee.

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

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

2. The report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:

a) Remuneration, operating expenses, and other benefits of the Audit Committee and each member thereof in accordance with the Law on Enterprises and the Company's Charter;

b) Summary of meetings of the Audit Committee and its conclusions and recommendations;

c) Results of supervision of the financial statements, operational performance, and financial position of the Company;

d) Evaluation report on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors, the General Director, other executive officers of the enterprise, and their related persons; and transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executive officers of the enterprise are founding members or managers within the 03 years preceding the time of the transaction;

d) Results of evaluation of the Company's internal control system and risk management;

e) Results of supervision of the Board of Directors, the General Director, and other executive officers of the enterprise;

g) Results of evaluation of the coordination between the Audit Committee and the Board of Directors, the General Director, and shareholders.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives are responsible for performing their duties, including duties performed as members of sub-committees of the Board of Directors, in an honest and prudent manner in the best interests of the Company

Article 41. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant law.
2. Members of the Board of Directors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company and must not use such information for personal gain or for the benefit of other organizations or individuals.
3. Members of the Board of Directors, the General Director, and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, and such persons or their related persons in accordance with law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the laws on securities disclosure.
4. Members of the Board of Directors must not vote on transactions that confer benefits on themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, the General Director, other managers, and their related persons must not use or disclose internal information to others to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other executive officers, and organizations or individuals related to such persons shall not be invalid in the following cases:
 - a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the General Director, or other executive officers, have been reported to the Board of Directors and approved by a majority of votes of disinterested members of the Board of Directors;
 - b) For transactions with a value exceeding 35% or transactions that result in the aggregate transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements, the material

contents of such transactions as well as the relationships and interests of the relevant members of the Board of Directors, the General Director, or other executive officers have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

Article 42. Liability for damages and compensation

1. Members of the Board of Directors, the General Director, and other executives who breach their duties of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damages arising from their violation.

2. The Company shall indemnify persons who are, have been, or may become a party to complaints, lawsuits, or legal proceedings (including civil and administrative cases, other than cases initiated by the Company), if such person is or was a member of the Board of Directors, the General Director, another executive, an employee, or an authorized representative of the Company, who has performed or is performing assigned duties honestly and prudently for the benefit of the Company in compliance with the law, and there is no evidence that such person has breached their responsibility.

3. Indemnification expenses include judgment costs, fines, and actual payments incurred (including attorneys' fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons against the aforementioned liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 43. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records as follows:

a) Ordinary shareholders have the right to examine, access, and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; examine, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders holding 05% or more of the total ordinary shares has the right to examine, access, and extract the minute books and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by the power of attorney of the shareholder or group of shareholders represented by such person, or a notarized copy thereof.

3. Members of the Board of Directors, the General Director, and other executives have the right to access the Company's shareholder register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing 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 required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.

5. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The General Director must prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions applicable to employees and executives.

2. The General Director must prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with best standards, practices, and management policies, as well as the provisions set out in this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders shall decide on the annual dividend rate and form of dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividends or on any amounts payable relating to any class of shares.

3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall implement such decision.

4. Where dividends or other amounts relating to a class of shares are paid in cash, payment must be made in Vietnam Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for such amount. Payment of dividends for shares listed/registered for trading on the stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other issues relating to profit distribution shall be implemented in accordance with applicable laws.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

1. The Company shall open accounts at banks in Vietnam or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from competent authorities, where necessary, the Company may open bank accounts overseas in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through its VND or foreign currency accounts opened at banks.

Article 47. Financial year

The financial year of the Company shall commence on 01/01 and end on 31/12 of the same year. The first financial year shall commence from the date of issuance of the Enterprise Registration Certificate and end on 31/12 of that year.

Article 48. Accounting regime

1. The Company shall apply the enterprise accounting regime or a specific accounting regime issued or approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency of the Company shall be Vietnam Dong. Where the Company has transactions mainly conducted in a foreign currency, it may choose such foreign currency as its accounting currency, take responsibility for such choice before the law, and notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 49. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must include all statements, appendices, and explanatory notes as required by laws on corporate accounting. The annual financial statements must present a true and fair view of the Company's operations.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.

Article 50. Annual report

The Company must prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

XVI. COMPANY AUDIT

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following financial year based on terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditors performing the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders, have the right to receive notices and other information relating to such meetings, and may express opinions at the meetings on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 52. Company seal

1. The seal includes a seal made by a seal-engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall manage and use the seals in accordance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a) Expiry of the operation term stated in the Company's Charter without any decision on extension;

b) By resolutions or decisions of the General Meeting of Shareholders;

c) evocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. Dissolution of the Company before the expiry of its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision must be notified to or approved by competent authorities (where required) in accordance with regulations.

Article 54. Liquidation

1. At least 06 months prior to the expiry of the Company's operation term, or upon a decision on dissolution, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of whom 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company with priority over other debt.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of its establishment and commencement of operation. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

a) Liquidation expenses;

b) Outstanding salaries, severance allowances, social insurance, and other benefits of employees under collective labor agreements and signed labor contracts;

c) Tax liabilities;

d) Other debts of the Company;

d) The remaining amount after payment of all debts specified in items (a) to (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 55. Internal dispute resolution

1. In the event of disputes or complaints relating to the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the General Director, or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the resolution process and request each party to present relevant information within 10 working days from the date the dispute arises. In cases

involving the Board of Directors or its Chairperson, any party may request the appointment of an independent expert to act as mediator.

2. If no amicable resolution is reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or a court.

3. The parties shall bear their own costs relating to negotiation and mediation procedures. Payment of court costs shall be implemented in accordance with the court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 56. Company Charter

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.

2. Where relevant legal provisions governing the Company's operations are not yet provided in this Charter, or where new legal provisions differ from those in this Charter, such legal provisions shall prevail and apply.

XXI. EFFECTIVE DATE

Article 57. Effective date

1. This Charter, consisting of 21 sections and 57 Articles, was unanimously approved by the General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company on 24/04/2026 at the 2026 Annual General Meeting of Shareholders, and approved in its entirety.

2. This Charter is made in 01 (one) original copy and shall be kept at the Company's head office.

3. This Charter is the sole and official charter of the Company.

4. Copies or extracts of this Charter shall be valid when signed by the Chairperson of the Board of Directors or by at least 1/2 of the total members of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN


Pham Minh Phuc

PROPOSAL

V/v: Amendments and supplements to the Company's Internal Governance Regulations

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed implementation of certain provisions of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;

Based on the review of the Company's Internal Governance Regulations to ensure compliance with current legal regulations and the Company's actual governance and management practices, the Board of Directors submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to certain provisions of the Company's Internal Governance Regulations in order to update, complete the governance framework, and enhance the Company's operational efficiency.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amended and supplemented draft of the Company's Internal Governance Regulations attached to this Proposal.

Respectfully./.

Recipients:

- HNX,SSC;
- GMS;
- Archives: VT.

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



Pham Minh Phuc

No.: 01/2026/QC-HĐQT-CMH

Ha Noi, 24 April 2026

**COMPANY'S
INTERNAL GOVERNANCE REGULATIONS**

BOARD OF DIRECTORS

- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities and its amendments and supplements;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;
- Pursuant to Resolution No. 01/2026/NQ-DHCD-CMH of the General Meeting of Shareholders dated 24 April 2026.

REGULATES:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and applicability

- 1.1. The Regulations set out and provide guidance on issues relating to corporate governance, including the following principal contents:
- Roles, powers and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director, and the Audit Committee;
 - Procedures for meetings of the General Meeting of Shareholders and the Board of Directors;
 - Nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Audit Committee, and the General Director;
 - Other issues as prescribed in the Charter of CMH Vietnam Group Joint Stock Company (CMH Group) and other applicable laws and regulations.

- 1.2. The Regulations apply to members of the Board of Directors, the Audit Committee, the General Director, and related persons.

Article 2. Interpretation of terms and abbreviations

2.1. Interpretation of Terms

- a. *Corporate governance*: is a system of principles to:
- Ensure an appropriate governance structure;
 - Ensure the effective operation of the Board of Directors and the Audit Committee;
 - Ensure the rights and interests of shareholders and related parties;
 - Ensure fair treatment among shareholders;
 - Ensure transparency in all activities of the Company.
- b. *Company managers*: include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions in accordance with the Company's Charter.
- c. *Executives of the Company*: include the General Director, Deputy General Directors, Chief Accountant, and other executives as provided in the Company's Charter.
- d. *Subsidiaries*: are legally established entities with independent accounting financed by their own capital, and having one of the following relationships with CMH Group::
- CMH Group owns more than 50% of the charter capital or total ordinary shares of such company;
 - CMH Group has the right, directly or indirectly, to appoint a majority or all members of the Board of Directors, Director, or General Director of such company;
 - CMH Group has the right to decide amendments or supplements to the Charter of such company.
- e. *Affiliates*: are legally established entities with independent accounting financed by their own capital; CMH Group owns less than 50% of the charter capital or total ordinary shares of such entity, and such entity is not a subsidiary of CMH Group.
- f. *Audit Committee*: means the Audit Committee under the Board of Directors
- g. *Board of Management*: includes the General Director and Deputy General Directors.
- h. Other terms are as defined in the Company's Charter and/or relevant legal provisions.

2.2. Abbreviations

- a. Company/CMH Group: CMH Vietnam Group Joint Stock Company
- b. GMS: General Meeting of Shareholders

- c. BOD: Board of Directors
- d. GD: General Director
- e. AC: Audit Committee

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 3. Role, rights, and obligations of the GMS

- 3.1. The GMS consists of all shareholders with voting rights and is the highest decision-making body of the Company. The GMS meets annually once per year. In addition to the annual meeting, the GMS may convene extraordinary meetings. The location of the GMS shall be where the Chairperson presides over the meeting and must be within the territory of Vietnam.
- 3.2. The GMS has the following rights and obligations:
 - a. Approve the development orientation of the Company;
 - b. Decide on types of shares and total number of shares of each type offered for sale; determine annual dividend rates for each type of share;
 - c. Elect, dismiss, or remove members of the BOD;
 - d. Decide on investment or sale of assets valued at 03 (three) times or more of the total asset value recorded in the Company's most recent financial statements;
 - e. Decide amendments and supplements to the Company Charter;
 - f. Approve annual financial statements;
 - g. Decide on the repurchase of more than 10% of total issued shares of each type;
 - h. Review and handle violations committed by members of the BOD or AC causing damage to the Company and its shareholders;
 - i. Decide on restructuring or dissolution of the Company;
 - j. Decide on budget or total remuneration, bonuses, and other benefits for the BOD and AC;
 - k. Approve internal governance regulations; regulations on BOD and AC operations;
 - l. Approve the list of independent audit firms; decide on appointment or dismissal of independent auditors when necessary;
 - m. Other rights and obligations in accordance with applicable laws.

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Article 4. Procedures for conducting the GMS to approve resolutions by voting at the GMS**4.1. Authority to convene the GMS**

The BOD convenes the annual and extraordinary GMS. The GMS must hold its annual meeting within 04 (four) months from the end of the fiscal year. The BOD may extend the holding of the GMS where necessary, but not exceeding 06 months from the end of the fiscal year. The BOD must convene an extraordinary GMS in the following cases:

- a. The BOD convenes the annual GMS and extraordinary GMS in accordance with law and the Company's Charter. The order and procedures for convening the annual GMS and extraordinary GMS must comply with the Company's Charter.
- b. Shareholders or groups of shareholders holding from 05% (five percent) or more of total ordinary shares have the right to represent the Company to convene a GMS in accordance with law within 30 (thirty) days from the date the BOD fails to convene the GMS as provided in Point a of this Clause.

4.2. Duties of the person convening the GMS:

- a. Prepare the list of shareholders entitled to attend the meeting;
- b. Provide information and resolve complaints related to the shareholder list;
- c. Prepare the meeting agenda and contents;
- d. Prepare meeting documents;
- e. Draft GMS resolutions based on expected meeting contents; prepare list and details of candidates in case of election of BOD members;
- f. Determine time and venue of the meeting;
- g. Send meeting invitations to each eligible shareholder;
- h. Other tasks serving the meeting.

4.3. Notification on determination of the final registration date for the list of shareholders to exercise the right to attend the GMS

- a. The Company must determine and disclose information on the final registration date (record date for shareholder list) as the basis for closing the list of shareholders entitled to attend the GMS at least 20 days prior to the expected final registration date. At the same time, the Company must report and submit relevant legal documents regarding the final registration date to the Vietnam Securities Depository and Clearing Corporation, the Stock Exchange, and the State Securities Commission.

- b. The Company closes the list of shareholders entitled to attend the GMS no later than 10 days prior to the date of sending the invitation to the GMS. The shareholder list is prepared based on data provided by the Vietnam Securities Depository and Clearing Corporation within 02 working days from the final registration date.

4.4. Notice of convening the GMS:

- a. The procedures for notifying the GMS is carried out in accordance with the Company Charter.
- b. Shareholders or groups of shareholders as specified in the Company Charter who are entitled to propose matters to be included in the GMS agenda must submit written proposals together with supporting documents proving shareholding quantity and holding period, as well as minutes of agreement on the proposed contents of the shareholders or shareholder groups.

4.5. Procedures for registration to attend the GMS:

- a. Shareholders may confirm their attendance at the GMS in the following manner: by email or by postal mail within the time limit specified in the GMS invitation notice.
- b. In case a shareholder is unable to attend the GMS, they may authorize a representative to attend on their behalf. The authorization of a representative to attend the GMS must be made in writing in accordance with civil law provisions and must clearly state the name of the authorized individual or organization, or use the Company's standard proxy form in compliance with applicable laws, attached to the GMS invitation notice.
- c. The termination or change of an authorized representative must be notified in writing to the Company prior to the date of the GMS. The authorized representative must submit the power of attorney before entering the meeting room.
- d. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and must continue such registration until all eligible attending shareholders have completed registration.
- e. Shareholders arriving after the meeting has commenced are entitled to register immediately and thereafter participate and vote at the GMS. The Chairperson shall not be responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters already conducted and voted on prior to such registration shall not be affected or changed.

4.6. Conditions for conducting the meeting:

The conditions for conducting the GMS are provided in the Company Charter.

4.7. Forms of approving of GMS resolutions:

Resolutions of the GMS may be approved in one of the following forms:

- a. Voting at the GMS: applicable to all matters within its authority.
 - b. Written consultation of shareholders: applicable to all matters within its authority, except for cases specified in clause 2, Article 147 of the Law on Enterprises.
 - c. Online meetings, electronic voting, or other electronic forms.
- 4.8. Procedures for voting, vote counting, and announcement of voting results:
Shall be implemented in accordance with the Company Charter.
- 4.9. Conditions for approval of resolutions:
Shall be implemented in accordance with the Company Charter.
- 4.10. Preparation of the minutes of the GMS:
- a. The GMS meeting must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in English, with the following principal contents:
 - (i) Name, address, and enterprise registration number
 - (ii) Time and venue of the GMS meeting
 - (iii) Meeting agenda and contents of the meeting
 - (iv) In case the Chairperson, Secretary refuse to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting, contain all contents required under this clause. The minutes clearly states that the Chairperson, Secretary refuse to sign the meeting minutes.
 - (v) Summary of the proceedings of the meeting and opinions presented at the GMS on each item of the meeting agenda.
 - (vi) Number of shareholders and total voting rights of shareholders attending the meeting, annexed list of registered shareholders and shareholder representatives attending the meeting, together with their corresponding number of shares and voting rights.
 - (vii) Total number of votes cast for each voting matter, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions, and the corresponding percentage of total voting shares of shareholders attending the meeting.
 - (viii) Issues approved and the corresponding approval voting ratios.

- b. Minutes prepared in both Vietnamese and English shall have equal legal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.
- c. The GMS minutes must be completed and approved before the end of the meeting. The Chairperson and Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- d. The GMS minutes must be published on the Company's website within 24 hours or sent to all shareholders within 15 days from the date of conclusion of the meeting.
- e. The GMS minutes shall be regarded as conclusive evidence of the proceedings conducted at the GMS meetings, unless a valid objection to the contents of the minutes is duly raised in accordance with applicable procedures.
- f. The GMS minutes, annexed list of attending shareholders with shareholders' signatures, powers of attorney for attendance, and related documents must be stored at the Company's head office.

4.11. Disclosure of GMS resolutions:

Minutes of the GMS/ Vote counting minutes, appendices of the list of shareholders registered for attendance, resolutions adopted, and related documents must be disclosed within 24 hours from the time of approval and must be stored and made accessible on the Company's website for at least 05 years.

4.12. The Company must organize an annual GMS every year in accordance with the Law on Enterprises. The annual GMS shall not be conducted in the form of obtaining shareholders' written opinions.

4.13. Unless otherwise provided by law, the GMS may adopt all issues within its authority by obtaining shareholders' written opinions in the form of direct implementation by the Company and/or through electronic voting services or other electronic means in accordance with the regulations on the provision of electronic voting services of the Vietnam Securities Depository and Clearing Corporation.

The order and procedures for obtaining shareholders' written opinions via electronic voting services of the Vietnam Securities Depository and Clearing Corporation shall be implemented in accordance with the Company's Electronic Voting Regulations and in compliance with the regulations of the Vietnam Securities Depository and Clearing Corporation.

Article 5. Order and procedures for adopting GMS resolutions by written ballot

The order and procedures for adopting GMS resolutions by obtaining shareholders' written opinions shall comply with the Company's Charter and applicable laws.

Article 6. Order and procedures for adopting GMS resolutions via online meeting

- 6.1. The Company may apply online meetings, electronic voting, or other electronic forms to organize meetings and adopt GMS resolutions.
- 6.2. The BOD is responsible for directing the development of regulations and procedures, and preparing necessary facilities to ensure the collection of shareholders' opinions and adoption of GMS resolutions in accordance with clause 6.1, in line with applicable technology and legal regulations from time to time.

Article 7. Public disclosure of GMS resolutions

The Company is responsible for disclosing GMS resolutions to the public in accordance with regulations of the State Securities Commission, the Stock Exchange and applicable laws.

Article 8. Procedures for objecting to GMS resolutions

- 8.1. In case a shareholder objects to a GMS resolution, such shareholder shall submit a written objection clearly stating full name, GMS attendance code, content, and reasons for the objection. Such document shall be submitted to the Meeting Secretary for recording.
- 8.2. A shareholder who voted against a resolution on corporate reorganization or changes to shareholders' rights and obligations under the Company's Charter shall have the right to request the Company to repurchase its shares. Such request must be made in writing, clearly stating the shareholder's full name, address, number of each type of shares, intended selling price, and reasons for the request. The request must be sent to the Company within 10 days from the date the GMS adopts the resolution on corporate reorganization or changes to shareholders' rights and obligations under the Company's Charter.

Article 9. Report on activities of the BOD at the annual GMS

The report of the BOD submitted to the annual GMS shall comply with the Law on Enterprises and the Company's Charter.

Article 10. Attendance of independent auditors at the GMS

Auditors or representatives of the audit firm may be invited to attend the annual GMS.

Chapter III**BOARD OF DIRECTORS****Article 11. Roles, rights and obligations of the BOD**

- 11.1. The BOD is the management body of the Company, having full authority to act on behalf of the Company to decide on and implement the Company's rights and obligations, except for matters under the authority of the GMS.

11.2. The BOD must fully comply with its responsibilities and obligations in accordance with applicable laws and the Company's Charter.

Article 12. Term of office and number of BOD members

The term of office and number of BOD members shall comply with the Company's Charter.

Article 13. Standards and conditions for BOD members

13.1. A BOD member must satisfy the following standards and conditions:

- a. Not fall under the cases specified in clause 2, Article 17 of the Law on Enterprises.
- b. Have professional qualifications and experience in corporate governance or in the Company's business sectors; not necessarily be a shareholder of the Company.
- c. Have leadership capability, integrity, ethics, and responsibility.
- d. Be capable of balancing interests of related stakeholders and making reasonable decisions.
- e. The Chairman of the BOD must not concurrently hold the position of General Director (GD) of the Company.
- f. A BOD member shall not concurrently serve as a board member of more than five other companies.
- g. Other standards and conditions as prescribed by law and the Company's Charter.

13.2. In addition to clause 13.1, an independent BOD member must satisfy:

- a. Not currently working for the Company, its parent company or subsidiaries; not having worked for them within the last 03 years.
- b. Not receiving salary or remuneration from the Company, except allowances for BOD members as prescribed.
- c. Not being a person whose spouse, biological father, biological mother, adoptive father, adoptive mother, biological children or adopted children, or biological brothers or sisters is a major shareholder of the Company; or is a manager of the Company or any of its subsidiaries.
- d. Not directly or indirectly owning at least 01% of the total voting shares of the Company.
- e. Not having served as a member of the BOD or the Audit Committee (AC) of the Company for at least 05 consecutive years immediately preceding, except in case of reappointment for two consecutive terms.

Article 14. Nomination, candidacy, and election of Members of the Board of Directors

14.1. The nomination and candidacy of members of the Board of Directors shall comply with the

Company's Charter.

- 14.2. Nomination of candidates for members of the Board of Directors (BOD): Where candidates for the BOD have been identified, the Company shall disclose information relating to such candidates on its official website at least 10 ten days prior to the opening date of the GMS, so that shareholders may review such candidates before voting. Candidates for the BOD must provide a written undertaking confirming the truthfulness and accuracy of the personal information disclosed, and must also undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as BOD members. The information relating to BOD candidates disclosed shall include at least the following:
- a. Full name, date, month and year of birth.
 - b. Professional qualifications.
 - c. Work history.
 - d. Other managerial positions held (including BOD positions in other companies).
 - e. Interests relating to the Company and its related parties.
 - f. Other information (if any) in accordance with the Company's Charter.

The Company is responsible for disclosing information on companies in which the BOD candidate currently holds a position as a member of the BOD or other managerial positions, and any interests relating to the companies in which the BOD candidate is involved (if any).

- 14.3. The procedure for electing members of the BOD shall comply with the Company's Charter and the Regulations on the Organization and operation of the BOD.

Article 15. Removal, dismissal, replacement and supplementation of members of the BOD

- 15.1. The removal, dismissal, replacement and supplementation of members of the BOD shall be carried out in accordance with the Company's Charter.
- 15.2. The election, removal and dismissal of members of the BOD must be disclosed in accordance with applicable laws.

Article 16. Meetings of the BOD

The BOD shall hold meetings in accordance with the procedures set out in the Company's Charter and the Regulations on the operation of the BOD.

Article 17. Person in charge of corporate governance

The selection, appointment and removal of the Person in charge of corporate governance shall be governed by the Company's Charter.

Article 18. Sub-committees of the BOD

The establishment and operation of committees under the BOD shall comply with the Company's Charter.

Article 19. Remuneration and other benefits of members of the BOD

- 19.1. The Company is entitled to pay remuneration and other benefits to members of the BOD based on business performance and efficiency.
- 19.2. The BOD shall determine the remuneration for each member on a consensus basis. The total remuneration and bonuses of the BOD shall be decided by the GMS at its annual meeting.
- 19.3. Members of the BOD are entitled to reimbursement of reasonable expenses for meals, accommodation, travel and other necessary costs incurred in the performance of their duties.
- 19.4. Remuneration of each member of the BOD shall be included in the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the GMS at its annual meeting.

Chapter IV**AUDIT COMMITTEE****Article 20. Rights and obligations of the AC**

The AC has rights and obligations as provided under Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

- 20.1. To access documents relating to the Company's operations and to exchange information with other members of the Board of Directors, the General Director, the Chief Accountant and other managers in order to obtain information for the AC's work.
- 20.2. To request representatives of approved auditing organizations to attend meetings of the AC and provide explanations regarding audited financial statements.
- 20.3. To engage external legal, accounting or other advisory services when necessary.
- 20.4. To develop and submit to the BOD policies on risk identification and management; to propose solutions for addressing risks arising in the Company's operations.
- 20.5. To prepare written reports to the BOD upon detecting any failure by members of the BOD, the General Director or other managers to properly perform their duties in accordance with the Law on Enterprises and the Company's Charter.
- 20.6. To develop the Internal Regulations of the AC and submit them to the BOD for approval.

Article 21. Term, number, composition and structure of the AC

The term, number, composition and structure of the AC shall comply with the Company's Charter.

Chapter V**GENERAL DIRECTOR****Article 22. Role, responsibilities, rights and obligations of the General Director**

The GD is the highest executive officer of the Board of Management, responsible for the daily business operations of the Company; subject to supervision by the BOD; and responsible to the BOD and to the law for the performance of assigned rights and duties.

Article 23. Appointment and removal of the General Director

The appointment and removal of the GD shall comply with the Company's Charter.

Chapter VI**OTHER ACTIVITIES****Article 24. Coordination between the BOD, the AC and the General Director**

24.1. Procedures for convening meetings, issuing invitations, recording minutes and reporting results of meetings between the BOD, the AC and the GD:

- a. When necessary, the Chairman of the BOD or the person convening a BOD's meeting may invite the Board of Management or other relevant executives to attend the BOD's meeting.
- b. The procedures and order for convening meetings, issuing invitations and recording minutes shall comply with the Regulations and the Company's internal rules.
- c. At periodic or ad-hoc meetings of the Board of Management, the chairperson of the meeting may invite the Chairman of the BOD, members of the BOD, Chairman of the AC, members of the AC to attend and provide comments (if any). Meeting contents shall be reported to the BOD and the AC for reporting purposes.

24.2. Notification of BOD's resolutions and decisions to the GD

Resolutions and decisions of the BOD shall be sent to the GD in accordance with regulations.

24.3. Cases where the GD, the AC may request a BOD's meeting and issues requiring BOD's opinions

- a. The Chairman of the BOD convenes a meeting in the following cases:
 - At the request of an independent BOD member;
 - At the request of the GD or at least five other managers;

-
- At the request of at least two BOD's members;
 - Other cases as provided in the Company's Charter.
- b. Requests stipulated in clause a of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and issues under the authority of the BOD.
- c. Chairman of the BOD must convene a meeting of the BOD within 07 working days from the date of receipt of the request stipulated in clause 3 of this Article. If the Chairman fails to convene such meeting as requested, the Chairman shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.
- 24.4. Reports of the GD to the BOD on the performance of assigned duties and powers
- a. The GD is accountable to the BOD and the GMS for the performance of the assigned duties and powers, and shall report to the BOD, the GMS and other competent authorities periodically in accordance with applicable regulations or upon request..
- b. The GD is responsible for properly implementing and timely reporting on issues in accordance with resolutions of the BOD and other issues authorized by the BOD/Chairman of the BOD.
- c. The GD must report at meetings of the BOD on such issues as: decisions made in the course of business and operations; financial position; investment activities; management and operation of the Company; critical issues affecting the Company's performance, shareholders and the market; risks that may materially affect the Company's reputation or business operations; and other issues deemed necessary.
- d. The GD must submit to the BOD a detailed business plan for the following financial year, ensuring alignment with the approved budget requirements and the financial plan in accordance with the Company's Charter.
- e. The GD prepares the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "budgets") to support the Company's long-term, annual and quarterly management in line with the business plan. The annual budget (including the projected balance sheet, income statement and cash flow statement) for each financial year must be submitted to the BOD for approval and must include the information as regulated by the Company.
- f. The GD is responsible for establishing and maintaining the reporting and information disclosure system to the BOD and the AC, including methods of transmitting/receiving information and reports, ensuring safety and confidentiality in accordance with the Company's regulations.

- g. In addition to periodic reports, upon request of the BOD, the GD and other executives must report directly or provide information and reports in a timely manner.
- 24.5. Review of the implementation of BOD' resolutions and other authorized issues of the BOD assigned to the GD
- GD is responsible for the implementation of the BOD's resolutions and other issues authorized and assigned by the BOD, and shall report on issues that have been implemented or not yet implemented, as well as the results of such implementation.
- 24.6. Coordination in control, management and supervision among members of the BOD, members of the AC and the GD in accordance with their respective duties
- a. Members of the BOD, members of the AC and the GD must coordinate in control, management and supervision in accordance with their respective functions and duties as prescribed by law and the Company.
- b. Such coordination is intended to avoid conflicts of rights and obligations and to ensure the highest interests of the Company, in compliance with applicable laws.
- 24.7. Regulations on annual evaluation for commendation and disciplinary actions applicable to members of the BOD, members of the AC, the GD other executives
- a. Annually, based on assigned functions and duties, the BOD organizes the evaluation of the performance of each member of the BOD, the GD and other executives of the Company.
- b. The Chairman of the AC organizes the evaluation of the performance of each member of the AC with respect to their assigned duties.
- c. Performance evaluation 'criteria, rating classification, commendation and disciplinary actions are implemented in accordance with the Company's regulations from time to time.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 25. Implementation provisions

- 25.1. The Regulations shall take effect from the date of issuance, and any provisions previously issued that are contrary to the Regulations shall cease to be effective.
- 25.2. Issues not provided for in the Regulations shall be governed by relevant regulations of CMH Group and applicable laws. Where any provision of the Regulations conflicts with applicable laws, such provision shall automatically become invalid. In case of any inconsistency between the Company's Charter and the Regulations, the Charter shall prevail.
- 25.3. Members of the BOD, members of the AC, the Board of Management, the Chief Accountant, Heads of departments/divisions, and relevant individuals/units shall be responsible for implementing the Regulations.

25.4. Any amendment or supplementation to the Regulations shall be submitted by the BOD to the GMS for approval.

Recipients:

- Board of Directors;
- Audit Committee;
- Board of Management;
- Departments/Divisions;
- Archives: VT.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



The stamp is circular with a red border. Inside the border, the text reads: 'M.S.D.N: 01027033-C.T.C.P' at the top, 'CÔNG TY CỔ PHẦN TẬP ĐOÀN CMH VIỆT NAM' in the center, and 'THÀNH PHỐ HÀ NỘI' at the bottom. A blue ink signature is written across the center of the stamp.

Phạm Minh Phúc



A red curved stamp with the text 'C.T.C.P' and 'VN' inside, separated by a star.

PROPOSAL

Re: Approval of the signing of the Contract and its appendices for additional works, including construction works and the supply and installation of equipment for the Lemore Phan Thiet Hotel Project

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the Company's signing of the Contract and its appendices for additional works, including: construction, supply and installation of equipment (including fire protection and firefighting systems, elevators, electrical systems, water supply and drainage systems, and air conditioning systems); and the supply and installation of interior furnishings for the Lemore Phan Thiet Hotel Project with Lemore Phan Thiet Joint Stock Company (a related party by virtue of Mr. Pham Minh Phuc – Chairman of the Board of Directors of the Company – concurrently being a major shareholder of Lemore Phan Thiet), with the principal contents as follows:

1. Scope of the package: Construction works; supply and installation of equipment (including fire protection and firefighting systems, elevators, electrical systems, water supply and drainage systems, and air conditioning systems); and the supply and installation of interior furnishings for the Lemore Phan Thiet Hotel Project.
2. Total provisional value: VND 299,778,000,000 (*In words: Two hundred ninety-nine billion, seven hundred seventy-eight million Vietnamese dong*).

The specific and detailed value shall be updated in the Contract and its appendices upon approval of the Project's detailed cost estimate by the Investor.

3. Estimated contract implementation period: 502 days (including public holidays and Tet holidays) from the date the Investor hands over the full construction site.
4. Other matters:
 - Authorizing the Board of Directors to approve adjustments to the contract value within $\pm 10\%$ of the contract value approved by the General Meeting of Shareholders, in order to proactively address actual fluctuations in investment costs, raw material prices, market conditions, and requirements of competent state authorities during the course of project implementation;



- Assigning the Board of Directors to decide on other detailed contents of the Contract (including the mobilization of loan capital from banks/individuals/other organizations).

Respectfully./.

Recipients:

- HNX,SSC;
- GMS;
- Lưu VT.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



Phạm Minh Phúc
Phạm Minh Phúc



PROPOSAL

Re: Approval of the investment policy for the Social Housing Project at the residential land plot in Thanh Mieu Ward, Phu Tho Province

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the investment policy for the Social Housing Project at the residential land plot in Thanh Mieu Ward, Phu Tho Province, with the principal contents as follows:

I. Project overview

- **Project name:** Social Housing Project at the residential land plot in Thanh Mieu Ward, Phu Tho Province.
- **Project location:** Area 12 (land acquired from the former Hoa Binh Primary School), Thanh Mieu Ward, Phu Tho Province..
- **Project scale:**
 - + Total land area: 3,834.0 m² (of which construction land area: 1,584 m²).
 - + Construction scale: 01 social housing building comprising 02 basement levels and 15 above-ground floors, with modern architecture and synchronized technical infrastructure and landscaping.
 - + Product structure: Expected to provide 221 social housing units.
- **Total estimated investment:** VND 355,634,000,000 (*In words: Three hundred fifty-five billion, six hundred thirty-four million Vietnamese dong*).
- **Proposed capital structure:**
 - + Investor's contributed capital: VND 120,000,000,000 (approximately 33.7% of total investment).
 - + Other mobilized capital: VND 235.634,000.000 (approximately 66.3% of total investment).
- **Project implementation schedule:**
 - + Expected commencement: Quarter 1 2026.
 - + Expected completion: Within 2027.
 - + Duration for investment, land, construction procedures and completion: from January 2026 to December 2027.



- **Project term:** A maximum of 50 years from the date on which the competent authority issues the decision on land allocation, land lease, or change of land use purpose in accordance with applicable laws.
- **Investment incentives and support:** To be implemented in accordance with current laws on social housing and construction investment.

The above Project is aligned with the Company's development orientation in the real estate and housing sector, particularly social housing - an area encouraged by the State. The Project is expected to expand the Company's operational scale, enhance asset value, generate stable revenue, and strengthen the Company's market reputation.

II. Proposals and recommendations for approval by the General Meeting of Shareholders

The Board of Directors respectfully proposes that the General Meeting of Shareholders consider and approve the following:

1. Approval of the investment policy for the above Project;
2. Approval of the total estimated investment and proposed capital structure as set out in Section I;
3. Authorization for the Board of Directors to adjust the total investment of the Project within $\pm 10\%$ of the total investment approved by the General Meeting of Shareholders, in order to proactively address actual fluctuations in investment costs, raw material prices, market conditions, and requirements of competent state authorities during the course of project implementation;
4. Authorization for the Board of Directors to approve financing plans for the Project (including loans from banks/individuals/other organizations or other lawful sources of capital). The total mobilized capital shall not exceed 63.3% of the total investment.

Respectfully./.

Recipients:

- HNX,SSC;
- GMS;
- Archives: VT.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



Pham Minh Phuc

PROPOSAL

Re: Proposal on participation in investment in technical infrastructure construction project of Kim Son Industrial Cluster

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the Company's policy to participate, in cooperation with a partner, in the Investment Project for the Construction of Technical Infrastructure of Kim Son Industrial Cluster, with the following key information:



I. Project overview

- **Project name:** Investment Project for the Construction of Technical Infrastructure of Kim Son Industrial Cluster
- **Location:** Kim Son Commune (currently Phu Son Commune), Gia Lam District, Hanoi City
- **Project scale:** Area of approximately 72 hectares
- **Total estimated investment:** 1,288,362,308,000 VND (*In words: One trillion two hundred eighty-eight billion, three hundred sixty-two million, three hundred eight thousand Vietnamese dong*)
 - Proposed capital structure:
 - + Investor's own capital: 193,254,346,200 VND (15% of total investment)
 - + Bank loans/other mobilized capital: 1,095,107,961,800 VND (85% of total investment)
- **Form of investment participation:**
 - + The Company expects to participate in the Project in cooperation with KS Investment Joint Stock Company;
 - + In the event that the Project is approved by competent authorities, the parties shall establish an Economic Organization to implement the Project.
- **Proposed capital contribution ratio in the Economic Organization:**
 - + CMH Vietnam Group Joint Stock Company: holding 70% of the charter capital (equivalent to approximately 135,278,042,340 VND);
 - + KS Investment Joint Stock Company: holding 30% of the charter capital (equivalent to approximately 57,976,303,860 VND).
- **Project implementation schedule:** The expected implementation period is 24 months from the date on which the competent authority issues the decision on establishment of the industrial cluster and concurrently designates the Project Investor; specifically, expected completion in Quarter IV 2027.


- **Project term:** A maximum of 50 years from the date on which the competent authority issues the decision on land allocation/land lease/change of land use purpose in accordance with applicable laws.

The participation in the Project is consistent with the Company's development orientation in technical infrastructure investment and construction, and contributes to enhancing construction and project management capabilities, expanding business scale, improving capital efficiency, increasing corporate value, and strengthening the Company's market position.

II. Proposals and recommendations for approval by the General Meeting of Shareholders

The Board of Directors respectfully proposes that the General Meeting of Shareholders consider and approve the following:

1. Approval of the above-mentioned investment policy for the Project;
2. Approval of the Project investment plan in the form of capital contribution to establish an Economic Organization for Project implementation, with the Company holding 70% of the charter capital of such Economic Organization;
3. Authorization for the Board of Directors to adjust the Company's capital contribution in the Project's Economic Organization within $\pm 10\%$ of the total expected capital contribution approved by the General Meeting of Shareholders.

Respectfully././ 

Recipients:

- HNX,SSC;
- GMS;
- Lưu VT.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN




Phạm Minh Phúc



PROPOSAL

Re: - Approval of the Proposal on permitting Mr. Pham Minh Phuc – Chairman of the Board of Directors – or a group of shareholders (including Mr. Pham Minh Phuc and his related persons) to acquire shares of the Company (Stock code: CMS) in order to increase their ownership ratio to 25% or more of the Company’s voting shares without being required to conduct a public tender offer

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed implementation of certain provisions of the Law on Securities;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;

At the proposal of Mr. Pham Minh Phuc, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the approval for Mr. Pham Minh Phuc – Chairman of the Board of Directors – or a group of shareholders (including Mr. Pham Minh Phuc and his related persons) to purchase shares of the Company (Stock code: CMS) to increase their ownership to 25% or more of voting shares without conducting a public tender offer.

Respectfully./.

Recipients:

- HNX.SSC;
- GMS;
- Archives: VT.

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



Pham Minh Phuc

PROPOSAL

Re: Approval of the policy on divestment/reduction of equity capital contributions of the Company in CM Investment and Trading Joint Stock Company (Enterprise code: 0104075049) and Construction Environment Joint Stock Company (Enterprise code: 6400308865)

To: General Meeting of Shareholders of CMH Vietnam Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments and supplements;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed implementation of certain provisions of the Law on Securities;
- Pursuant to the Charter of CMH Vietnam Group Joint Stock Company;
- Based on the Company's actual needs and development orientation.

1. Information on the equity investments proposed for divestment/reduction

1.1. Capital contribution investment in Construction Environment Joint Stock Company

- Enterprise code: 6400308865
- Head office address: Hamlet 11, Nhan Co Commune, Dak R'lap District, Dak Nong Province, Vietnam
- Charter capital: 50,000,000,000 VND
- Value of the Company's capital contribution: 34,219,000,000 VND (equivalent to 68.44% ownership)
- Initial investment value: 41,924,570,000 VND

1.2. Capital contribution investment in CM Investment and Trading Joint Stock Company

- Enterprise code: 0104075049
- Head office address: Lot 60, Area A ĐG CDD, 3-hectare land plot, Phuc Dien Ward, Ha Noi
- Charter capital: 21,030,000,000 VND
- Value of the Company's capital contribution: 21,030,000,000 VND (equivalent to 100% ownership)
- Initial investment value: 21,030,000,000 VND



2. Assessment of the investment status

- The above equity investments are no longer aligned with CMH Group's current strategic development direction, particularly in the context of focusing resources on key real estate and construction projects.
- Capital utilization efficiency has not met expectations and has not fully realized the investment value.
- Maintaining these capital contributions may disperse financial resources and adversely affect the Company's overall capital efficiency.

3. Necessity of divestment/reduction

- To restructure the investment portfolio and focus on core business areas.
- To recover capital for reinvestment in key projects.
- To enhance capital efficiency and optimize shareholders' interests.

4. Implementation

Respectfully submitted to the General Meeting of Shareholders for consideration and approval is the divestment/reduction of all or part of the Company's contributed capital in the above-mentioned companies, and the authorization of the Board of Directors to:

- Organize the revaluation of the Company's capital contributions in the above-mentioned companies in accordance with applicable regulations.
- Determine the appropriate timing and method for divestment/reduction of capital (including but not limited to share transfer, auction sale,... or other methods as prescribed by law).
- Decide on the quantity/value of the equity interests to be divested/reduced in the above-mentioned companies; the transfer price; the method of transfer; and the transferee...

Respectfully./.

Recipients:

- HNX,SSC;
- GMS;
- Archives: VT.

ON BEHALF OF
THE BOARD OF DIRECTORS

CHAIRMAN *[Signature]*
[Signature]
Pham Minh Phuc

