



**VIETNAM MACHINE  
INVESTMENT DEVELOPMENT  
JOINT STOCK COMPANY**

No.: 06/2025/TTr-HDQT-VIMID

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

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Hanoi, April 19, 2025

## **PROPOSAL**

*(Re: Amendments and Supplements to the Company Charter)*

To: **2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and the guiding documents as amended and supplemented by Law No. 56/2024/QH15;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and the guiding documents;
- Pursuant to the Company Charter of Vietnam Machine Investment Development Joint Stock Company;

In accordance with practical management and operational needs of the Company (specifically, the change of the legal representative from the General Director to the Chairperson of the Board of Directors), the Board of Directors (“BOD”) has reviewed the current Company Charter of Vietnam Machine Investment Development Joint Stock Company (“Company”).

Based on the review, in addition to the changes required by practical needs as mentioned above, the BOD has identified several articles and clauses in the Company’s Company Charter that need to be considered for amendments and supplements to align with legal regulations and the Company’s governance and operational requirements. Key amendments and supplements to the Company Charter are specified in Appendix 01 attached to this Statement. Apart from the changes listed in the Appendix, the new Company Charter also include detailed revisions regarding sentence structure, wording, terminology, and certain cross-references to ensure consistency in form and content. Following adjustments or supplements to certain clauses and articles, the order and numbering of certain clauses and articles in the new Company Charter have also been modified accordingly. The BOD respectfully submits this Statement for the General Meeting of Shareholders (“GMS”) to consider and approve the amendments and supplements to the Company’s Company Charter as detailed in the attached Appendix and the new Company Charter. This new version shall replace the Company Charter issued on May 29, 2021, along with its previous amendments,

and will take effect from the date it is approved by the GMS. The legal representative of the Company shall be assigned to review, finalize, and issue the new Company Charter.

We respectfully submit the above to the General Meeting of Shareholders for review and approval.

Best regards,

*Attachments:*

- *Draft of the Revised Company Charter*
- *Appendix 01: List of Amendments and Supplements to the Company Charter in line with current laws*

**Recipients:**

- *2025 Annual General Meeting of Shareholders;*
- *BOD, BOM;*
- *Filing: Archive.*

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRPERSON**

**Nguyen Thi Thu Huyen**

**APPENDIX 01**

**CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S COMPANY CHARTER IN ACCORDANCE WITH CURRENT LEGAL REGULATIONS**

*(Attached to Statement No. 06/2025/TT-BOD-VIMID dated April 19, 2025)*

<b>No.</b>	<b>Provision</b>	<b>Current Provision in the Company Charter</b>	<b>Proposed Amendment/Supplement</b>	<b>Explanation</b>
1	Point d, Clause 1, Article 1, Chapter I	"Electronic Transactions Law" means the Electronic Transactions Law No. 51/2005/QH11 passed by the National Assembly on November 29, 2005, including guiding documents and any amendments, supplements, or replacements (if any).	"Electronic Transactions Law" means the Electronic Transactions Law No. 20/2023/QH15 passed by the National Assembly on June 22, 2023, including guiding documents and any amendments, supplements, or replacements (if any).	Update to reflect the new Law.
2	Point g, Clause 1, Article 1, Chapter I	g."Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights as prescribed by Law.	g."Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights and <u>obligations</u> as prescribed by Law.	Update based on the company charter model attached to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance
3	Point k, Clause 1, Article 1, Chapter I	"Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 80/2015/QH13 passed by the National Assembly on June 22, 2015, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the	"Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether	Update to reflect the new Law.



		<p>place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.</p>	<p>written or unwritten, at the place where the Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.</p>	
4	<p>Clause 1, Article 2, Chapter II</p>	<p>1. Company Name:  <ul style="list-style-type: none"> <li>• Vietnamese: <b>CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN MÁY VIỆT NAM</b></li> <li>• English: <b>VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY</b></li> <li>• Abbreviated Name: <b>VIMID., JSC</b></li> </ul> </p>	<p>1. Company Name:  <ul style="list-style-type: none"> <li>• Name in Vietnamese: <b>CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN MÁY VIỆT NAM</b></li> <li>• Name in English: <b>VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT STOCK COMPANY</b></li> <li>• Abbreviated Company Name: <b>VIMID., JSC</b></li> </ul> </p>	<p>Revised in accordance with the formatting requirements in the company charter model.</p>
5	<p>Point a, Clause 4, Article 2, Chapter II</p>	<p>Legal Representative of the company:  a. The Director is the legal representative of the Company.</p>	<p>Legal Representative of the Company:  a. The Company has one legal representative. The Chairperson of the Board of Directors is the legal representative of the Company.</p>	<p>More aligned with the Company's actual operation and organizational structure.</p>
6	<p>Clause 1, Article 3, Chapter III</p>	<p>1. The business lines of the Company:  ...</p>	<p>1. The Company's business sectors are specified in Appendix 1 attached to the Company Charter. This Appendix forms an integral part of the Company Charter.</p>	<p>Updated in accordance with the Amendment Appendix to the Company Charter No. 02/2023/PLDL-MVN as approved by the General Meeting of Shareholders on May 19, 2023.</p>



7	Clause 2, Article 4, Chapter III	<p>2. The Company may engage in other business sectors not prohibited by Law, provided that such business activities are <u>adopted</u> by the General Meeting of Shareholders.</p>	<p>2. The Company may engage in other business sectors not prohibited by Law, provided that such business activities are approved by the General Meeting of Shareholders.</p>	<p>Terminology revised for consistency with the language used in the company charter model.</p>
8	Clause 1, Article 5, Chapter IV	<p>The Registered Capital of the Company is VND 205,000,000,000 (two hundred five billion Vietnamese Dong). The registered capital of the Company is divided into 20,500,000 (twenty million, five hundred thousand) shares with a par value of VND 10,000 (ten thousand Vietnamese Dong) per share.</p>	<p>The Registered Capital of the Company is VND 215,250,000,000 (two hundred fifteen billion, two hundred fifty million Vietnamese Dong). The total registered capital of the Company is divided into 21,525,000 (twenty-one million, five hundred twenty-five thousand) shares with a par value of VND 10,000 (ten thousand Vietnamese Dong) per share.</p>	<p>Updated in accordance with Amendment Appendix to the Company Charter No. 03/2023/PLDL-MVN approved by the General Meeting of Shareholders on November 22, 2023.</p>
9	Clause 5, Article 5, Chapter IV	<p>Ordinary shares must be offered for sale to existing Shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders.</p>	<p>Ordinary shares must be offered for sale to existing Shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed by Shareholders shall be determined by the Board of Directors of the Company. The Board of Directors may allocate such shares to other Shareholders or third parties under terms and conditions that are not more favorable than those offered to existing Shareholders, unless otherwise</p>	<p>More aligned with the Company's actual operation.</p>

			<u>approved by the General Meeting of Shareholders.</u>	
10	Point d, Clause 2, Article 11, Chapter VI	d. To have pre-emptive rights to purchase newly issued shares in proportion to their ordinary shareholding unless otherwise decided by the General Meeting of Shareholders;	d. To have pre-emptive rights to purchase newly issued shares in proportion to their ordinary shareholding unless otherwise decided by the Securities Law;	Amended to comply with current legal regulations.
11	Point m, Clause 2, Article 11, Chapter VI	Other rights as prescribed in the Company Charter and by Law.	Removed	Duplicated with Point 1, Clause 2, Article 11.
12	Point a, Clause 3, Article 11, Chapter VI	To request to convene a General Meeting of Shareholders in the following cases:	To request the Board of Directors to convene a General Meeting of Shareholders in the following cases:	Added for clarity and completeness.
13	Clause 5, Article 12, Chapter VI	<b>Obligations of Shareholders:</b> Shareholders shall have the following obligations: 1. To comply with the Company Charter and the internal management regulations of the Company, and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. 2. To fully and timely pay for the shares they have committed to purchase. 3. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except	Supplements: 5. To attend the General Meeting of Shareholders and exercise their voting rights through the following methods: a) Attending and voting directly at the meeting; b) Authorizing another individual or organization to attend and vote on their behalf; c) Attending and voting via online conferences, electronic voting, or other electronic means; d) Submitting a voting ballot to the meeting via guaranteed express delivery to the Company's head office or by	Further clarification of shareholder obligations in accordance with Article 13 of the company charter model issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance.



		<p>when such shares are repurchased by the Company or transferred to another party. If a Shareholder withdraws part or all their contributed capital in violation of this Clause, the Shareholder and any related beneficiaries within the Company shall be jointly liable for the Company's debts and other financial obligations up to the value of the withdrawn shares, as well as for any damages incurred.</p> <p>4. To maintain confidentiality of the information provided by the Company as stipulated in The Company Charter and by Law; to use the provided information only for exercising and protecting their legal rights and interests; and to strictly prohibit the dissemination, copying, or forwarding of such information to any third party.</p> <p>5. <u>Other obligations as prescribed in the Company Charter and by Law.</u></p>	<p>sending a scanned version of the voting ballot to the designated email address, as notified by the Company at least one (01) working day before the meeting date.</p> <p>6. To bear personal liability if acting on behalf of the Company in any of the following cases:</p> <p>a) Violating the law;</p> <p>b) Conducting business or transactions for personal gain or for the benefit of another organization or individual;</p> <p>c) Settling undue debts before financial risks arise for the Company.</p> <p>7. To fulfill all other obligations as required by applicable laws.</p>	
14	Point c, Clause 1, Article 14, Chapter VI	To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law; <u>This dividend rate must not exceed the rate proposed by the Board of Directors;</u>	To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law;	Remove the phrase " <u>This dividend rate must not exceed the rate proposed by the Board of Directors</u> " to comply with



15	Clause 2, Article 14, Chapter VI	<i>[No specific provision on matters to be discussed and approved by the General Meeting of Shareholders]</i>	<p><i>Supplements:</i></p> <p>2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>a) The Company's annual business plan;</p> <p>b) The audited annual financial statements;</p> <p>c) The Board of Directors' corporate governance report and the performance of the Board of Directors and each Board member;</p> <p>d) The Company's business performance report and the performance reports of the Board of Directors and the Director;</p> <p>e) The dividend rate for each class of share;</p> <p>f) The number of members of the Board of Directors;</p> <p>g) The election, dismissal, and removal of members of the Board of Directors;</p> <p>h) The budget or the total remuneration, bonuses, and other benefits for the Board of Directors;</p> <p>i) The approval of the list of approved auditing firms and the selection of an auditing firm to inspect the Company's operations when deemed necessary;</p> <p>j) Amendments and supplements to the</p>	current legal regulations.	Supplemented to clarify the matters for discussion and approval by the General Meeting of Shareholders; reference made to Clause 2, Article 15 of the Company Charter model issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 by the Minister of Finance.
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		<p>Company Charter;</p> <p>k) The classes and quantity of new shares to be issued for each class of shares;</p> <p>l) The division, separation, consolidation, merger, or transformation of the Company;</p> <p>m) The reorganization or dissolution (liquidation) of the Company and the appointment of liquidators;</p> <p>n) Decisions on investment or asset disposals with a value of 35% or more of the total asset value, as recorded in the latest audited financial statements;</p> <p>o) Decisions on the Company's repurchase of more than 10% of the total issued shares of each class;</p> <p>p) The Company's execution of contracts and transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law, with a transaction value equal to or greater than 35% of the Company's total asset value, as recorded in the latest audited financial statements;</p> <p>q) Approval of the following transactions:</p> <p>(i) Granting loans or providing guarantees to members of the Board of Directors, the Director, or other managers who are not Shareholders, as well as to individuals or entities related to them;</p> <p>(ii) Transactions with a value of 35% or more, or transactions that result in a total</p>	
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16	Clause 2, Article 19,	During Shareholder registration, the Company shall issue one or more voting	<p>transaction value within 12 months reaching 35% or more of the Company's total asset value, as recorded in the latest audited financial statements, between the Company and any of the following entities:</p> <ul style="list-style-type: none"> <li>- Members of the Board of Directors, the Director, other managers, and their related persons;</li> <li>- Shareholders, authorized representatives of Shareholders who own more than 10% of the Company's total ordinary share capital, and their related persons;</li> <li>-Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law;-</li> <li>(iii) Loan agreements or asset sales contracts with a value exceeding 10% of the total asset value, as recorded in the latest audited financial statements, between the Company and a Shareholder holding at least 51% of the total voting shares, or such Shareholder's related persons;</li> <li>r) Approval of internal corporate governance regulations and the Board of Directors' operation regulations;</li> <li>s) Other matters as stipulated by Law and the Company Charter.</li> </ul>	Point a, Clause 1, Article 20 of the
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	Chapter VI	ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the number of voting shares of such Shareholder or Proxy Holder. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot. The vote counting results shall be announced immediately at the General Meeting of Shareholders by the Vote Counting Committee upon completion of the vote count. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.	ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the full name of the Shareholder, the full name of the Proxy Holder, and the number of votes assigned to that Shareholder. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot. The vote counting results shall be announced immediately at the General Meeting of Shareholders by the Vote Counting Committee upon completion of the vote count. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.	Company Charter under 116/2020.
17	Clause 1, Article 21, Chapter VI	Resolutions on the following matters shall be adopted if approved by Shareholders representing at least 65% of the total voting shares of all Shareholders, except as provided in Clauses 3, 4, and 5 of Article 21 of the Company Charter	Resolutions on the following matters shall be adopted if approved by Shareholders representing at least 65% of the total voting shares of all Shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 5 of Article 21 of the Company Charter:	Clause 5, Article 7 of the Law amending the Enterprise Law.
18	Point d, Clause 1, Article 21, Chapter VI	d. Investment projects or transactions involving asset sales valued at 35% or more of the total asset value of the Company as recorded in the latest consolidated financial statements; and	d. Investment projects or transactions involving asset sales valued at 35% or more of the total asset value of the Company as recorded in the latest audited financial statements; and	Remove “consolidated” to reflect actual operational practice.

19	Clause 2, Article 21, Chapter VI	Other resolutions shall be adopted if approved by Shareholders representing more than 50% of the total voting shares of all Shareholders, except for cases specified in Clauses 1, 3, 4, and 5 of Article 21 of the Company Charter.	Other resolutions shall be adopted if approved by Shareholders representing more than 50% of the total voting shares of all Shareholders <u>attending and voting at the meeting</u> , except for cases specified in Clauses 1, 3, 4, and 5 of Article 21 of the Company Charter.	Clause 5, Article 7 of the Law amending the Enterprise Law.
20	Clause 5, Article 21, Chapter VI	A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preferred Shareholders shall be valid only if approved by at least 75% of the total shares of that class held by attending preferred Shareholders or at least 75% of the total shares of that class held by preferred Shareholders in the case of resolutions adopted by collecting written opinions.	<u>Any change or cancellation of special rights attached to a class of preferred shares shall take effect only if approved by Shareholders representing at least 65% of the total voting shares of all attending Shareholders.</u> A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of preferred Shareholders shall be valid only if approved by at least 75% of the total shares of that class held by attending preferred Shareholders or at least 75% of the total shares of that class held by preferred Shareholders in the case of resolutions adopted by collecting written opinions.	Clause 1, Article 17 of the Company charter model under Circular 116/2020/TT-BTC.
21	Clause 7, Article 21, Chapter VI	The procedures for conducting such separate meetings shall be carried out in accordance with Articles 18 and 19 of the Company Charter.	The procedures for conducting such separate meetings shall be carried out in accordance with Articles 18, 19, 20, and 21 of the Company Charter.	Updated to reflect revisions in the Company Charter.
22	Point g, Clause 3, Article 22, Chapter VI	Full name and signature of the legal representative of the Company.	The full name and signature of the <u>Chairperson of the Board of Directors.</u>	Point g, Clause 3, Article 149 of the Enterprise Law Point g, Clause 3, Article 22 of the Sample Articles



23	Clause 6, Article 22, Chapter VI	The vote-counting minutes and the resolution must be published on the Company's website within twenty-four (24) hours from the <u>date</u> of vote counting completion.	The vote-counting minutes and the resolution must be published on the Company's website within twenty-four (24) hours from the <u>time</u> of vote counting completion.	under Circular 116. Amended to align with the company charter model.
24	Clause 8, Article 22, Chapter VI	A resolution adopted through written opinions of Shareholders shall have the same legal validity as a resolution adopted at the General Meeting of Shareholders.	A resolution adopted through written opinions of Shareholders shall be valid <u>if it is approved by Shareholders representing more than 50% of the total voting shares of all Shareholders eligible to vote</u> . Such a resolution shall have the same legal validity as a resolution adopted at the General Meeting of Shareholders.	Clause 8, Article 22 of the Company charter model under Circular 116/2020/TT-BTC
25	Clause 6, Article 26, Chapter VII	A member of the Board of Directors shall cease to be a member in the following cases: a. The member no longer satisfies the qualifications and conditions to be a member of the Board as prescribed by the Enterprise Law, the Company Charter, or is prohibited by law from acting as a Board member; b. The member submits a written resignation accepted by the Company; c. The member fails to participate in Board activities for six consecutive months without the Board's approval, except in force majeure cases; and d. The member is dismissed or removed by the General Meeting of Shareholders.	A Board member shall no longer hold office if they are dismissed, removed, or replaced by a resolution of the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.	Amended to align with the company charter model.
26	Clause 9,	Not yet provided – Supplements	9. The composition of the Board of	Supplemented to



	Article 26, Chapter VII		<p>Directors is as follows: The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total Board members are non-executive members. The Company shall minimize the number of Board members holding executive positions to ensure the independence of the Board of Directors. The total number of Independent Board Members must comply with the following requirements:</p> <ol style="list-style-type: none"> <li>a. At least one (01) Independent Board Member if the Board of Directors consists of 03 to 05 members;</li> <li>b. At least two (02) Independent Board Members if the Board of Directors consists of 06 to 08 members;</li> <li>c. At least three (03) Independent Board Members if the Board of Directors consists of 09 to 11 members.</li> </ol>	comply with legal regulations and the company charter model.
27	Clause 10, Article 26, Chapter VII	Not yet provided – Supplements	10. A Board member is not required to be a Shareholder of the Company.	Supplemented to comply with legal regulations and the company charter model.
28	Clause 11, Article 26, Chapter VII	Not yet provided – Supplements	11. Independent Board Members must meet the qualifications and conditions specified by the Securities Law and Enterprise Law. An Independent Board Member must notify the Board of Directors if they no longer meet the	Supplemented to comply with legal regulations and the company charter model.

			<p>required qualifications and conditions under the Enterprise Law and shall automatically cease to be an Independent Board Member from the date when they no longer satisfy such criteria. The Board of Directors must inform the General Meeting of Shareholders at the next meeting about the status of the Independent Board Member who no longer meets the requirements or convene a General Meeting of Shareholders to elect a replacement within six (06) months from the date the notification is received from the affected Independent Board Member.</p>	
29	Point b, Clause 2, Article 27, Chapter VII	<p>b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director; determine salaries and other benefits of the Director;</p>	<p>b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter, and terminate contracts with the Director, <u>Deputy Directors,</u> and <u>Chief Accountant;</u> determine salaries and other benefits of the Director. <u>Deputy Directors, and Chief Accountant;</u></p>	<p>In accordance with Article 36 of the Company Charter.</p>
30	Point n, Clause 2, Article 27, Chapter VII	<p>n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Clause 3, Article 14, and Clause 3, Article 41 of The Company Charter;</p>	<p>n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Clause 3, Article 14, and Clause 3, Article 41 of The Company Charter;</p>	<p>Remove “consolidated” to reflect actual operational practice.</p>



31	Point o, Clause 2, Article 27, Chapter VII	o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or greater than the threshold specified in Clause 2, Article 27;	o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or greater than the threshold specified in Point n, Clause 2, Article 27 of <u>the Company Charter</u> ;	Supplemented for consistency
32	Point p, Clause 2, Article 27, Chapter VII	p. Approve investments or asset sales valued between 1% and less than 35% of the total asset value of the Company, as recorded in the latest audited <u>consolidated</u> financial statements. This provision does not apply to contracts and transactions stipulated in Clause 3, Article 41 of The Company Charter;	p. Approve investments or asset sales valued between 01% and less than 35% of the total asset value of the Company, as recorded in the latest audited financial statements. This provision does not apply to contracts and transactions stipulated in Clause 3, Article 41 of The Company Charter;	Remove "consolidated" to reflect actual operational practice.
33	Clause 3, Article 27, Chapter VII	The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote. <u>Board of Directors may adopt a resolution authorizing the Chairperson of the Board to make decisions or perform one or more rights and duties within the authority of the Board as stated in Clause 2, Article 27.</u>	The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each Board member shall have one (01) vote.	Revised to align with legal regulations and the Company charter model.
34	Clause 4, Article 27, Chapter VII	Not yet provided – Supplements	The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following: a. Remuneration, operating expenses, and other benefits of the Board of	Supplemented to comply with legal regulations and the company charter model.



35	Clause 5, Article 27, Chapter VII	Not yet provided – Supplements	<p>Directors and each Board member;</p> <p>b. Summary of Board meetings and decisions made by the Board of Directors;</p> <p>c. Report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of the charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.</p> <p>d. Activities of Independent Board Members and their evaluation of the Board's performance;</p> <p>e. Activities of the Audit Committee under the Board of Directors;</p> <p>f. Activities of other committees under the Board of Directors (if any);</p> <p>g. Supervisory results regarding the Director;</p> <p>h. Supervisory results regarding other executives;</p> <p>i. Future plans</p> <p>5. Board members holding executive positions (including the Chairperson, Vice Chairperson of the Board of Directors, or other titles in the Company), or Board members serving on committees under</p>		Supplemented to comply with legal regulations and the company charter model.
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			<p>the Board of Directors or performing additional tasks beyond the usual responsibilities of a Board member, may receive additional remuneration in the form of a lump sum payment per assignment, salary, commission, profit-sharing, or other forms of compensation as determined by the Board of Directors.</p>	
36	<p>Clause 2, Article 28, Chapter VII</p>	<p>The Chairperson of the Board of Directors shall have the following rights and duties:</p> <ol style="list-style-type: none"> <li>a. Develop the agenda and activity plan of the Board of Directors;</li> <li>b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;</li> <li>c. Organize the approval of resolutions and decisions of the Board of Directors;</li> <li>d. Supervise the implementation of resolutions and decisions of the Board of Directors;</li> <li>e. Preside over the General Meeting of Shareholders;</li> <li>f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders;</li> <li>g. <u>Exercise, under authorization, one or several rights and obligations within the authority of the Board of Directors as specified in Clause 3, Article 27.</u></li> <li>h. Exercise other rights and obligations as</li> </ol>	<p>The Chairperson of the Board of Directors shall have the following rights and duties:</p> <ol style="list-style-type: none"> <li>a. Develop the agenda and activity plan of the Board of Directors;</li> <li>b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;</li> <li>c. Organize the approval of resolutions and decisions of the Board of Directors;</li> <li>d. Supervise the implementation of resolutions and decisions of the Board of Directors;</li> <li>e. Preside over the General Meeting of Shareholders;</li> <li>f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders;</li> <li>g. Represent the Company in signing contracts in which the Company is a party;</li> </ol>	<p>Amended and supplemented to comply with legal regulations and the company charter model.</p>

	<p>prescribed by the Enterprise Law and the Company Charter.</p>	<p>h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;</p> <p>i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;</p> <p>j. Negotiate and sign contracts that require approval from the General Meeting of Shareholders as prescribed by law;</p> <p>k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.</p> <p>l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;</p> <p>m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2,</p>
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			<p>Article 41 of The Company Charter;</p> <p>n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of The Company Charter;</p> <p>o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of The Company Charter;</p> <p>p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and The Company Charter.</p>	
37	Clause 4, Article 28, Chapter VII	<p>In case both the Chairperson and Vice Chairperson of the Board of Directors resign or are dismissed or removed, the Board of Directors shall elect a replacement within ten days.</p>	<p>If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the <u>date of receiving the resignation or removal decision.</u></p>	Revised to align with legal regulations and the Company charter model.
38	Clause 4, Article 29, Chapter VII	<p>4. Meetings of the Board of Directors, as specified in Clause 3, Article 29 above, must be held within seven (07) working days</p>	<p>4. Meetings of the Board of Directors, as specified in Clause 3 , Article 29of the <u>Company Charter</u>, must be held within</p>	Amended the phrase “above” to “the Company

		<p>from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3, Article 29 above, may convene the Board meeting themselves.</p>	<p>seven (07) working days from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3, Article 29 of the Company Charter, may convene the Board meeting themselves.</p>	<p>Charter” to ensure consistency with the provisions of the Company Charter.</p>
39	<p>Clause 2, Article 30, Chapter VII</p>	<p>Trường hợp chủ tọa, người ghi biên bản từ chối ký biên bản họp nhưng nếu được tất cả thành viên khác của Hội đồng Quản trị tham dự họp ký và có đầy đủ nội dung theo quy định tại các điểm a, b, c, d, e, f, g và h khoản 1 Điều này thì biên bản này có hiệu lực.</p>	<p>In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors agree to adopt and sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and the minutes taker shall bear personal liability for any damage to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law, the Company’s Company Charter, and applicable laws.</p>	<p>Clause 6, Article 7 of the Law amending the Enterprise Law.</p>
40	<p>Clause 1, Article 31, Chapter VII</p>	<p>The Board of Directors of the Company shall appoint at least one person as the Person in Charge of Corporate Governance cum Company Secretary to support</p>	<p>The Board of Directors of the Company shall appoint at least one person as the Person in Charge of Corporate Governance to support corporate</p>	<p>Amended and supplemented to comply with legal regulations and the</p>

		corporate governance activities.	governance activities. <u>The Person in Charge of Corporate Governance may concurrently hold the position of Company Secretary.</u>	company charter model.
41	Clause 4, Article 31, Chapter VII	Not yet regulated – additional provision supplemented.	<p>4. The Company Secretary has the following rights and responsibilities:</p> <p>a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors meetings; taking minutes of meetings;</p> <p>b. Assisting Board members in fulfilling their assigned rights and responsibilities;</p> <p>c. Supporting the Board of Directors in the implementation of corporate governance principles;</p> <p>d. Assisting the Company in shareholder relations, protecting shareholders' legal rights and interests, and ensuring compliance with information disclosure obligations, transparency, and administrative procedures;</p> <p>e. Other rights and responsibilities as stipulated in the Company's Company Charter.</p>	Amended and supplemented to comply with legal regulations and the company charter model.
42	Clause 4, Article 32, Chapter VIII	4. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.	<p>4. <u>The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company.</u> The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a</p>	Amended and supplemented to comply with legal regulations and the company charter model.



43	Clause 1, Article 38, Chapter IX	The Board of Directors shall appoint a member of the Board of Directors or another individual to serve as the Director.	Board meeting. The Board of Directors shall appoint a member of the Board of Directors or hire another individual to serve as the Director.	Amended and supplemented to comply with legal regulations and the company charter model.
44	Point b, Clause 3, Article 38, Chapter IX The Director has the following rights and obligations:	Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of the Company Charter;	Removed	Amended to align with the Company's actual operations
45	Point c, Clause 3, Article 38, Chapter IX The Director has the following rights and obligations:	Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of The Company Charter;	Removed	Amended to align with the Company's actual operations
46	Point d, Clause 3, Article 38, Chapter IX	Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors, including representing the Company in signing contracts to which the Company is a party, and organize and operate the Company's daily business	Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors (except for signing contracts and transactions on behalf of the Company, which must be authorized by the Company's Legal Representative),	According to the actual operations

47	<p>Clause 3, Article 38, Chapter IX The Director has the following rights and obligations:</p>	<p>activities in accordance with best management practices; Not yet provided – Supplements</p>	<p>and organize and operate the Company's daily business activities in accordance with best management practices;</p> <p>c. Recommend the organizational structure and internal management regulations of the Company; d. Propose dividend distribution plans or solutions for handling business losses; e. Recruit employees; f. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors; g. Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors); h. Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as "projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the</p>	<p>Pursuant to Points d, g and h, Clause 4, Article 35 of the Company charter model under Circular 116/2020/TT-BTC.</p>
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			<p>information specified in the Company's regulations;</p> <p>i. Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation;</p> <p>j. Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, following internal regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide;</p> <p>k. Propose measures to improve the Company's operations and management; and</p> <p>l. Exercise other rights and obligations as prescribed by law, the Company Charter, the Company's regulations, and resolutions and decisions of the Board of Directors.</p>	
48	Clause 4, Article 38, Chapter IX	4. Dismissal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.	Add provisions regarding dismissal
49	Clause 4, 5, Article 40 Chapter X	Not yet provided – Supplements	4. Members of the Board of Directors, the Director, and their Related Persons shall not use or disclose internal information to others for the purpose of executing	Supplemented the Provisions to ensure consistency with the company



			<p>related transactions between the Company and one or more members of the Board of Directors, the Director, other executives, and individuals or organizations related to these parties shall not be deemed invalid under the following circumstances:</p> <p>a. For transactions valued at 35% or less of the total assets recorded in the latest audited financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been reported to the Board of Directors and approved by a majority vote of non-conflicted Board members;</p> <p>For transactions valued at more than 35%, or transactions that result in a cumulative transaction value exceeding 35% of total assets within a 12-month period from the date of the first transaction, the key terms of the transaction, as well as the relationships and interests of the involved Board members, the Director, or other executives, have been disclosed to the Shareholders and approved by the General Meeting of Shareholders through a vote of non-conflicted shareholders.</p>	<p>charter model and applicable laws.</p>
50	<p>Clause 2, Article 41, Chapter X</p>	<p>The Board of Directors shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions specified in</p>	<p>The Board of Directors shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions specified in</p>	<p>Remove “consolidated” to reflect actual</p>

		<p>Clause 1 of Article 41, with a value less than 35% of the total assets recorded in the latest audited consolidated financial statements; or</p> <p>b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited consolidated financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons.</p> <p>In such cases, the Company's Representative signing the contract or transaction must notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.</p>	<p>Clause 1 of Article 41, with a value less than 35% of the total assets recorded in the latest audited financial statements; or</p> <p>b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons.</p> <p>In such cases, the Company's Representative signing the contract or transaction must notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.</p>	<p>operational practice.</p>
51	<p>Clause 3, Article 41, Chapter X</p>	<p>3. The General Meeting of Shareholders shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions as stipulated in Clause 1, Article 41, with a value of 35% or more of the Company's total assets, as recorded in the latest audited consolidated financial statements, or contracts and transactions that result in cumulative transactions exceeding 35% of total assets</p>	<p>3. The General Meeting of Shareholders shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions as stipulated in Clause 1, Article 41, with a value of 35% or more of the Company's total assets, as recorded in the latest audited financial statements, or contracts and transactions that result in cumulative transactions exceeding 35% of total assets</p>	<p>Remove "consolidated" to reflect actual operational practice.</p>



		<p>within twelve (12) months from the date of the first transaction, based on the latest audited financial statements; or</p> <p>b. Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the consolidated financial statements, between the Company and a shareholder holding at least 51% of the total voting shares, or their Related Persons.</p>	<p>within twelve (12) months from the date of the first transaction, based on the latest audited financial statements; or</p> <p>b. Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the latest audited financial statements, between the Company and a shareholder holding at least 51% of the total voting shares, or their Related Persons.</p>	
52	<p>Clause 1, Article 44, Chapter XII</p>	<p>1. The Director must develop a plan for approval on matters within its authority regarding recruitment, employment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary actions for employees of the Company, including managers and other executives under the appointment authority of the Director.</p>	<p>1. The Director must develop a plan for approval by the <u>Board of Directors</u> on matters within its authority regarding recruitment, employment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary actions for employees of the Company, including managers and other executives under the appointment authority of the Director.</p>	<p>Supplemented the content to ensure consistency with the company charter model and applicable laws.</p>
53	<p>Clause 4,5,6 of Article 45, Chapter XIII</p>	<p>Not yet provided – Supplements</p>	<p>4. The Company shall not pay interest on dividend payments or other amounts related to any class of shares.</p> <p>5. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the authority to implement such a resolution.</p> <p>6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision specifying a record date to</p>	<p>Supplemented the Provisions to ensure consistency with the company charter model and applicable laws.</p>



			finalize the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other relevant materials.	
54	Clause 2, Article 46, Chapter XIV	2. In case of necessity, the Company may open a bank account overseas in accordance with the provisions of laws. All payments and accounting transactions of the Company shall be conducted through VND or foreign currency accounts at the banks where the Company maintains accounts.	2. <u>Subject to prior approval by the competent authority</u> , the Company may open bank accounts abroad in accordance with legal regulations if necessary. All payments and accounting transactions of the Company shall be conducted through VND or foreign currency accounts at the banks where the Company maintains accounts.	Amended the provisions of the Company Charter to ensure compliance with legal regulations.
55	Clause 1, Article 51, Chapter XVI	At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is legally operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company for the following fiscal year.	At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm that is legally operating in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the audit of the Company for the following fiscal year, <u>based on terms and conditions agreed upon with the Board of Directors.</u>	Supplemented the content in accordance with Clause 1, Article 57 of the company charter model issued together with Circular No. 116/2020/TT-BTC.
56	Clause 3, Article 51, Chapter XVI	At the discretion of the Board of Directors, the auditor conducting the audit of the Company may attend the General Meeting of Shareholders and shall be entitled to	At the discretion of the Board of Directors, the auditor conducting the audit of the Company's <u>financial statements</u> may attend the General	Clause 3, Article 57 of the Company charter model under Circular

		<p>receive notices and other related information that shareholders are entitled to, and to express opinions at the General Meeting on audit-related matters.</p>	<p>Meeting of Shareholders and shall be entitled to receive notices and other related information that shareholders are entitled to, and to express opinions at the General Meeting on audit-related matters.</p>	116/2020/TT-BTC
57	<p>Article 55 Liquidation, Chapter XVIII</p>	<p>Supplemented a new Article <i>(The numbering of the subsequent Articles shall be adjusted accordingly)</i></p>	<p><b>Article 55. Liquidation</b> 1. After a resolution on the Company's dissolution has been passed, the Board of Directors must establish a Liquidation Committee consisting of three members: two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operation regulations. Members of the Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment before the Company's other debts. 2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and commencement of activities. From that point, the Committee shall represent the Company in all matters related to liquidation before Courts and administrative authorities. 3. Proceeds from the liquidation shall be paid in the following order: a. Liquidation expenses;</p>	<p>Supplemented with reference to Article 61 of the company charter model issued together with Circular No. 116/2020/TT-BTC</p>



			<p>b. Salary debts, severance pay, social insurance, and other employee benefits as per collective labor agreements and signed employment contracts;</p> <p>c. Tax liabilities;</p> <p>d. Other debts of the Company;</p> <p>e. The remaining amount, after payment of items (a) through (d), shall be distributed to shareholders. Preferred shares shall be given priority in payment.</p>	
58	<p>Clause 1, Article 58, Chapter XXI</p>	<p>the Company Charter consists of 21 sections and 57 articles, unanimously approved by the Annual General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company on May 29, 2021. Point 1, Article 5, Chapter IV – “Registered Capital and Shares” was amended pursuant to Resolution No. 01/2021/NQ-BOD-MVN dated June 21, 2021 of the Board of Directors, based on the authorization of the Annual General Meeting of Shareholders held on May 29, 2021; and the 13th Amended Enterprise Registration Certificate issued by the Hanoi Department of Planning and Investment on 30 June 2021. The Company Charter shall take effect from June 30, 2021</p>	<p>the Company Charter consists of 21 sections, 58 articles, and 01 appendix, unanimously approved by the Annual General Meeting of Shareholders of Vietnam Machine Investment Development Joint Stock Company on [day] [month] 2025, and fully approved for its effectiveness. The Company Charter shall take effect from [day]/[month]/.../2025.</p>	<p>Amended to align with the time of approving amendments and supplements to the company's Company Charter</p>
59	<p>Clause 4, Article 58, Chapter XXI</p>	<p>Not yet provided – Supplements</p>	<p>Copies or extracts of the Company Charter shall be valid only when signed by the Chairperson of the Board of Directors or at least half of the total</p>	<p>Supplemented in accordance with Clause 4, Article 64 of the Company</p>



			number of Board members.	charter issued with Circular No. 116/2020/TT-BTC.	model together
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