

**PERIODIC INFORMATION DISCLOSURE**

To: - *The State Securities Commission of Vietnam*  
- *Ho Chi Minh City Stock Exchange*

1. *Company Name: DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY*

- *Stock code: HHV*

- *Address: Km11+500, South leading route of Hai Van tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Vietnam.*

- *Telephone: 0236 3730 574*

*Fax: 0236 3842 713*

- *E-mail: [info@hhv.com.vn](mailto:info@hhv.com.vn)*

*Website: <http://www.hhv.com.vn>*

2. *Contents of information disclosure:*

*Deo Ca Traffic Infrastructure Investment Joint Stock Company respectfully announces the Invitation Letter and documents of the Company's 2025 Annual General Meeting ("AGM") of Shareholders held in an online format with electronic voting.*

*(Details in attached files)*

3. *This information was published on the Company's website on April 3<sup>rd</sup>, 2025, as in the link: <https://hhv.com.vn/en/shareholder/>*

*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./.*

**Attached documents:**

- *The 2025 AGM Invitation Letter;*
- *Documents Related to the 2025 AGM of HHV.*

**ORGANIZATION REPRESENTATIVE**  
**Person authorized to disclose information**

**Chief Accountant**



**Nguyen Van An**



## INVITATION FOR ATTENDING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Dear: Valued Shareholders**

Board of Directors of Deo Ca Traffic Infrastructure Investment Joint Stock Company (stock code: HHV) would like to invite Valued Shareholders to attend the 2025 Annual General Meeting of Shareholders of the Company.

- I. **Time:** April 25, 2025 (*Friday*), opening at 8:00 a.m. (Vietnam time).
- II. **Meeting form:** The meeting will be held online at Deoca Building, 278 Thuy Khue Street, Thuy Khue Ward, Tay Ho District, Hanoi. Shareholders can access the Online General Meeting System at the link: <https://AGM2025.hhv.com.vn> or scan the QR code below to attend.
- III. **Participants:** All Shareholders who own HHV shares on the record date of March 20, 2025 and authorized persons.
- IV. **Meeting content:** Discuss and approve contents and issues within the authority of the General Meeting of Shareholders (GMS) as mentioned in the agenda and meeting documents.
- V. **Meeting agenda and documents:** The agenda, meeting documents and all other information related to the 2025 Annual General Meeting of Shareholders are posted on the Company's website at: <https://www.hhv.com.vn/dai-hoi-co-dong> and the Online General Meeting System: <https://www.AGM2025.hhv.com.vn>
- VI. **Attending and exercising the rights at the Meeting:**
  - **Authorization to attend meeting:** Shareholders can authorize another person to attend and vote at the General Meeting by sending a Power of Attorney by post/certified delivery to the Company's headquarters. Shareholders can use the Power of Attorney form (*attached with the Meeting Invitation*) or make their own authorization in accordance with the provisions of Civil law and have the contents specified in Article 17 of the Company Charter.
  - Shareholders/groups of shareholders owning 05% (*five percent*) or more of the total number of common shares have the right to propose issues to be included in the agenda of the General Meeting. The proposal must be in writing and sent to the Company no later than **April 21, 2025** (Vietnam time).

VII. For all information related to the 2025 Annual General Meeting of Shareholders, please contact:

**Deo Ca Traffic Infrastructure Investment Joint Stock Company**

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

Phone: (0236) 3730 574    Email: [info@hhv.com.vn](mailto:info@hhv.com.vn)    Website: <https://www.hhv.com.vn>

(or: Mr. Tran Tan Huy - In charge of corporate governance. Phone number: 0903 673 684)

We would like to invite shareholders to attend the meeting to make it a great success.

Best regards!



**PP. BOARD OF DIRECTORS  
CHAIRMAN**



**Ho Minh Hoang**

A circular red seal for DEOCA Infrastructure. The outer ring contains the text 'CÔNG TY CỔ PHẦN ĐƯỜNG VÀ CẦU VIỆT NAM' at the top and 'ĐƯỜNG VÀ CẦU VIỆT NAM' at the bottom. The center features a stylized red bridge icon above the text 'DEOCA INFRASTRUCTURE'.

**RESOLUTION**

**Re: Approval of the Meeting Agenda and All Documents  
for the 2025 Annual General Meeting of Shareholders**

**THE BOARD OF DIRECTORS  
DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK  
COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020, and relevant legal regulations;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (the "Charter");
- Pursuant to Resolution No. 07/2025/NQ-HĐQT dated February 27<sup>th</sup>, 2025, of the Board of Directors of Deo Ca Traffic Infrastructure Investment Joint Stock Company ("Company"/"HHV") regarding the approval of the plan for organizing the 2025 Annual General Meeting of Shareholders ("AGM");
- Pursuant to the Minutes of Meeting No. 09/2025/BB-HĐQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors of the Company.

**HEREBY RESOLVES:**

**Article 1. Approval of the Agenda of the 2025 Annual General Meeting of Shareholders of the Company.**

The detailed content is provided in the Agenda of the General Meeting of Shareholders attached to this Resolution. The Agenda must be submitted for approval at the General Meeting.

**Article 2. Approval of the Issuance of Documents by the Board of Directors related to the 2025 Annual General Meeting of Shareholders of the Company, including:**

- The Regulations on Organizing the 2025 Annual General Meeting of Shareholders of the Company;
- The Board of Directors' Report on the activities in 2024 and the 2025 activity plan of the Board of Directors;
- The Submission for approval of the 2024 Audited Financial Statements and the Audited Capital Utilization Report obtained from the issuance of additional shares to existing shareholders in 2023 for increasing charter capital;
- The Submission on the profit distribution, dividend payment for 2024, and the profit distribution plan for 2025;



- The Submission for approval of the plan to increase the Company's charter capital;
- The Submission for approval of of the plan for offering additional shares to existing shareholders;
- The Submission on the amendment and supplementation of a number of articles of the Company Charter; draft Charter (amended and supplemented) attached.;
- The Submission on the election of the Company's Supervisors for the 2025–2030 Term;
- The Notice on nomination and candidacy for election as Company Supervisor for the 2025 - 2030 term; and attached forms.

**Article 3.** Approval of the List of Documents Related to the 2025 Annual General Meeting of Shareholders of the Company, pecifically;

- Agenda of the 2025 Annual General Meeting of Shareholders;
- Regulations on organization of the 2025 Annual General Meeting of Shareholders;
- Instructions on attending and exercising rights at the 2025 Annual General Meeting of Shareholders;
- (Form) Power of Attorney for attending the 2025 Annual General Meeting of Shareholders;
- (Form) Petition for addition of matters to the agenda of the 2025 Annual General Meeting of Shareholders;
- Ballot for voting at the 2025 Annual General Meeting of Shareholders;
- Report of the Board of Management on the Business Performance in 2024 and the Business and Production Plan for 2025;
- Submission of the Board of Directors on the approval of the 2024 Audited Financial Statements and the Audited Capital Utilization Report obtained from the issuance of additional shares to existing shareholders in 2023 for increasing charter capital;
- Submission of the Board of Directors on the profit distribution, dividend payment for 2024, and the profit distribution plan for 2025;
- Report of the Board of Directors on the activities in 2024 and the 2025 activity plan of the Board of Directors;
- Evaluation Report of the Independent Member of the Board of Directors on the Company's and the Board of Directors's activity results in 2024;
- Report of the Board of Supervisors on the assessment of the activity results of the Company, the Board of Directors, the Board of Management, and the Board of Supervisors in 2024; and the submission for approval of the remuneration payment for Supervisors in 2025.



- Submission of the Board of Supervisors on the selection of an independent auditing firm for the fiscal year 2025;
- Submission of the Board of Directors on the approval of the plan to increase the Company's charter capital;
- Submission of the Board of Directors on the approval of the plan for offering additional shares to existing shareholders;
- Submission of the Board of Directors on the amendment and supplementation of a number of articles of the Company Charter; draft Charter (amended and supplemented) attached;
- Submission of the Board of Directors on the election of the Company's Supervisors for the 2025 – 2030 term;
- Notice of the Board of Directors on nomination and candidacy for election as Company Supervisor for the 2025 - 2030 term; and attached forms;
- Other documents submitted to the General Meeting of Shareholders (if any);
- (Draft) Resolutions of the 2025 Annual General Meeting of Shareholders;

**Article 4.** The Board of Management, relevant Departments/Divisions, and individuals shall be responsible for implementing this Resolution.

This Resolution shall take effect from the date of signing.

**Recipients:**

- As specified in Article 4;
- Board of Supervisors;
- Archived: Legal Department, AGM documents.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Ho Minh Hoang**





**LIST OF MATERIALS**  
**FOR 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

No.	Name of documents
1	Agenda of the 2025 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company.
2	Regulations on organization of the 2025 Annual General Meeting of Shareholders .
3	Instructions on attending and exercising rights at the 2025 Annual General Meeting of Shareholders.
4	(Form) Power of Attorney for attending the 2025 Annual General Meeting of Shareholders.
5	(Form) Petition for addition of matters to the agenda of the 2025 Annual General Meeting of Shareholders.
6	Ballot for voting at the 2025 Annual General Meeting of Shareholders.
7	Report of the Board of Management (BOM) on the Business Performance in 2024 and the Business and Production Plan for 2025.
8	Submission of the Board of Directors (BOD) on the approval of the 2024 Audited Financial Statements and the Audited Capital Utilization Report obtained from the issuance of additional shares to existing shareholders in 2023 for increasing charter capital.
9	Submission of the BOD on the profit distribution, dividend payment for 2024, and the profit distribution plan for 2025.
10	Report of the BOD on the activities in 2024 and the 2025 activity plan of the BOD.
11	Evaluation Report of the Independent Member of the BOD on the Company's and the BOD's activity results in 2024.
12	Report of the Board of Supervisors (BOS) on the assessment of the activity results of the Company, the BOD, the BOM, and the BOS in 2024; and the submission for approval of the remuneration payment for Supervisors in 2025.
13	Submission of the BOS on the selection of an independent auditing firm for the fiscal year 2025.
14	Submission of the BOD on the approval of the plan to increase the Company's charter capital.
15	Submission of the BOD on the approval of the plan for offering additional shares to existing shareholders.
16	Submission of the BOD on the amendment and supplementation of a number of articles of the Company Charter; draft Charter (amended and supplemented) attached.
17	Submission of the BOD on the election of the Company's Supervisors for the 2025 – 2030 term.
18	Notice of the BOD on nomination and candidacy for election as Company Supervisor for the 2025 - 2030 term; and attached forms.
19	Other documents submitted to the General Meeting of Shareholders (if any).
20	(Draft) Resolutions of the 2025 Annual General Meeting of Shareholders.



## AGENDA

# OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF DEOCA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

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No.	Describes	Time
<b>I. OPENING PROCEDURES</b>		
1	Opening of the meeting	8h00
2	Announcement of the shareholder attendance ratio for organizing the 2025 Annual General Meeting of Shareholders (AGM)	08h05 - 08h30
3	Introduction and approval of the Presidium to chair the AGM	
4	Introduction of the AGM Secretariat	
5	Election of the Vote Counting Committee	
6	Approval of the Regulations for organizing the 2025 AGM	
7	Approval of the Agenda for the 2025 AGM	
<b>II. MEETING AGENDA</b>		
8	The Presidium assigns a representative to present the following reports to the AGM:	08h30 - 10h00
	- Report of the Board of Management on the business performance in 2024 and the business plan for 2025.	
	- Audited financial statements for 2024.	
	- Selection of an independent auditing firm for the 2025 fiscal year.	
	- Report on the use of capital raised from the additional share offering to existing shareholders in 2023.	
	- Profit distribution, dividend payment for 2024, and profit distribution plan for 2025.	
	- Report of the Board of Directors (BOD) on the results of activities in 2024, activity plan for 2025, and the remuneration proposal for BOD members in 2025.	
	- Report of the Board of Supervisors on the assessment of the activity results of the Company, the Board of Directors, the Board of Management, and the Board of Supervisors in 2024, and the submission for approval of the remuneration payment for Supervisors in 2025.	

No.	Describes	Time
	<ul style="list-style-type: none"> <li>- Proposal on increasing the Company's charter capital and the 2025 additional share offering plan for existing shareholders.</li> <li>- Amendments and supplements to certain provisions of the Company's Charter.</li> <li>- Other matters approved for inclusion in the AGM Agenda <i>(if any)</i>.</li> </ul>	
9	Discussion	
<b>III. VOTING</b>		
10	Shareholders proceed with voting (electronic voting)	10h00 - 10h30
11	Announcement of voting results	
<b>IV. ELECTION OF SUPERVISORS (TERM 2025 - 2030)</b>		
12	Approval of the number of Supervisors to be elected.	10h30 - 11h10
13	Approval of the list of candidates for the Supervisory Board election.	
14	Shareholders cast their votes for Supervisors (term 2025 - 2030).	
15	Announcement of election results	
<b>V. CLOSING</b>		
16	Approval of the Meeting Minutes and Resolutions of the 2025 AGM	11h10 - 11h50
17	Closing of the General Meeting	11h50

*Da Nang, April 3<sup>rd</sup>, 2025*

**REGULATION  
ON ORGANIZATION OF THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS IN 2025 OF DEO CA TRAFFIC INFRASTRUCTURE  
INVESTMENT JOINT STOCK COMPANY**

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**CHAPTER I  
GENERAL PROVISIONS**

**ARTICLE 1. SCOPE OF APPLICATION**

1. This Regulation regulates the organization of the 2025 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company (hereinafter referred to as "General Meeting") in the form of online meetings and voting by electronic voting method.
2. This Regulation specifically stipulates the conditions and procedures for conducting the General Meeting; the rights and obligations of the parties participating in the General Meeting.
3. Shareholders, the Company and parties related to the General Meeting are responsible for complying with and implementing this Regulation.

**ARTICLE 2. TERMS**

In this Regulation, the following terms are defined as follows:

1. **Shareholder:** an individual or organization that owns at least one share of Deo Ca Traffic Infrastructure Investment Joint Stock Company (stock code: HHV), , whose name is on the list of shareholders entitled to attend the GMS as of March 20, 2025 provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) (hereinafter referred to as the "List of shareholders attending") and has been granted a login account to participate in the General Meeting and/or vote electronically.
2. **General Meeting/Online General Meeting:** The 2025 Annual General Meeting of Shareholders, organized in an online format through the application of modern technology to transmit the images and sounds of the meeting, enabling shareholders/representatives of shareholders from different locations to participate, observe, discuss, vote on the presented items, and exercise their election rights during the meeting.
3. **Venue of the General Meeting:** the location where the Chairman of General Meeting attends and presides over the General Meeting.
4. **Online General Meeting System:** the software/application/website used by the Company to facilitate the organization of the General Meeting and electronic voting.
5. **Electronic voting:** the act of shareholders/representatives of shareholders casting votes before or during the General Meeting via the Online General Meeting System, including voting in elections held at the meeting .

6. **Registration to Attend the General Meeting** : the process by which shareholders/representatives of shareholders confirm their attendance on the Online General Meeting System, notifying the Company of their intention to participate in the meeting .
7. **Login information**: including the Login Code (the registration number as stated in the invitation to the meeting) and the OTP code sent to the registered phone number and/or email address of the shareholder/representative .
8. **Opening time of the Online General Meeting System/voting portal**: the time for Shareholders/Shareholder representatives to log in, confirm attendance at the meeting (check-in), authorize, view documents, submit discussion comments (if any) and vote on the contents presented at the General Meeting (except for the contents that must be voted on after the opening of the General Meeting).
9. **Closing time of the Online General Meeting System/voting portal**: the time when the Online General Meeting System closes access, locks voting... according to the announcement of the Chairman of General Meeting.
10. Abbreviations:
  - GMS**: General Meeting of Shareholders;
  - BOD**: Board of Directors;
  - BOS**: Board of Supervisors;
  - Company/HHV**: Deo Ca Traffic Infrastructure Investment Joint Stock Company

### ARTICLE 3. CONDITIONS FOR ATTENDING THE GENERAL MEETING

Shareholders whose names are on the List have the right to attend the General Meeting or authorize others to attend on their behalf, and have been granted a login account to the Online General Meeting System in order to participate in the General Meeting.

### ARTICLE 4. FORM OF ATTENDANCE

1. Shareholders/representatives of Shareholders are considered to have attended the General Meeting validly and fully when performing in one of the following forms:
  - a) Attending and voting electronically via the Online General Meeting System.
  - b) Conduct electronic voting but do not attend the online meeting in case the Online General Meeting System is opened before the official commencement of the General Meeting;
  - c) Successfully logging into the Online General Meeting System to register attendance (check-in procedure) but not participating in electronic voting.
  - d) Not attending and/or not voting electronically on the Online General Meeting System but submitting a Voting Form to the General Meeting. In this case, the Voting Form will only be opened at the time of checking the attendance rate to commence the General Meeting.
2. Methods for attending the online General Meeting:
  - a) Each Shareholder/Shareholder representative will be given only 01 (*one*) login account to access the Online General Meeting System. The Company provides login information and instructions for Shareholders/Shareholder representatives in the Meeting Invitation and in the General Meeting documents.

- b) A Shareholders/Shareholder representatives are considered to validly attend the General Meeting if the Shareholders/representatives has successfully logged into the account provided by the Company.
- c) The online General Meeting officially opens from **08:00 a.m on April..., 2025** (Vietnam time) for Shareholders/Shareholder representatives to log in and exercise their rights. For the content that must be voted on in the General Meeting and election, the electronic voting portal is opened according to the decision of the Chairman when conducting the General Meeting.

## **CHAPTER II**

### **RIGHTS AND OBLIGATIONS OF PARTIES RELATED TO THE GENERAL MEETING**

#### **ARTICLE 5. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS OR AUTHORIZED REPRESENTATIVES**

##### **1. Rights of Shareholders/Shareholder Representatives:**

- a) Shareholders/Shareholder Representatives have the right to attend the General Meeting, vote on all contents presented at the General Meeting and exercise other rights according to the provisions of law, the Charter and the Company's internal regulations.
- b) Shareholders/Shareholder Representatives log in to the Online General Meeting System at: <https://www.AGM2025.hhv.com.vn>, enter the login code (ownership registration number registered with VSDC) and OTP code (sent to registered phone number, email address) to participate online and vote electronically.
- c) Shareholders/Shareholder Representatives have the right to log in, register for participation and vote on the contents presented after the commencement of the General Meeting. The General Meeting is not in charge of halting or re-voting on issues that have already been decided.
- d) Shareholders have the right to authorize another person or the Chairman of the BOD, the Chief Executive Officer of the Company to attend and vote at the General Meeting by submitting an Authorization Letter via postal service or secure delivery to the Company's headquarters. Shareholders are fully responsible for the authorization information provided to the Company.

##### **2. Obligations of Shareholders/Shareholder representatives:**

- a) During the General Meeting, Shareholders/Shareholder Representatives must comply with the regulations of the General Meeting, respect the direction of the Presidium; behave civilly in the online environment and do not intentionally interfere, causing errors or interrupting the progress of the General Meeting.
- b) During the online discussion session, shareholders or shareholder representatives are required to dress formally.
- c) Shareholders/Shareholder Representatives participating the Online General Meeting System are responsible for: using appropriate equipment with a stable internet connection to continuously monitor the General Meeting; securing login information and being responsible for any risks and disputes related to participation using the login account granted. Shareholders ensure that their representatives (if any) will comply with the regulation in the same manner as the Shareholders.

- d) Regularly updating information about phone number, contact address, email address accurately, completely, honestly at the securities depository to receive login information and be responsible for this registered information.

**ARTICLE 6. PRESIDIUM, SECRETARIAT, VOTING AND ELECTION COMMITTEE, SHAREHOLDER QUALIFICATION VERIFICATION COMMITTEE, OTHER RELEVANT PARTIES AT THE MEETING VENUE**

The Presidium, Secretariat, Vote Counting and Election Committee, Shareholder Qualification Verification Committee, and other relevant parties when attending or serving the organization of the General Meeting at the main location (where the Chairman conducts the General Meeting) are responsible for:

1. Comply with the arrangements of the Organizing Committee; strictly comply with regulations on safety, disease prevention hygiene, fire prevention and other requirements of the Organizing Committee.
2. Subject to the management of the Chairman of the General Meeting (Presidium); maintaining order; minimizing noise; avoiding disruption the transmission line. Recording, photographing, filming or live streaming is only permitted with the approval of the Chairman.

**ARTICLE 7. RIGHTS AND OBLIGATIONS OF THE SHAREHOLDER QUALIFICATION VERIFICATION COMMITTEE**

1. The composition, duties and powers of the Shareholder Qualification Verification Committee are prescribed in the Charter and Internal Regulations on Corporate Governance.
2. Verification method: based on login information from the Shareholder/Shareholder Representative account, data is aggregated and extracted from the Online General Meeting System.
3. After reporting at the General Meeting, the Shareholder Qualification Verification Committee is required to document the results of the shareholder qualification verification and report to the Presidium.

**ARTICLE 8. RIGHTS AND OBLIGATIONS OF THE CHAIRMAN OF THE GENERAL MEETING AND THE PRESIDIUM**

1. The Presidium approved by the General Meeting consists of the Chairman and no more than 04 (*four*) other members to conduct the General Meeting.
2. The Presidium has the rights and obligations as prescribed by law, the Company's Charter and Regulations, and the following powers:
  - a) Follow the authorized agenda and execute the required actions to ensure that the general meeting is conducted lawfully, sensibly, and in a way that satisfies the desires of the majority of shareholders present;
  - b) Presenting or assigning personnel to present content at the General Meeting;
  - c) Conducting the General Meeting discussion; responding or assigning people to respond to issues raised at the General Meeting.
3. The decision of the Chairman of the General Meeting on issues arising outside the meeting agenda (if any) will have the most ultimate judgment.

## **ARTICLE 9. RIGHTS AND OBLIGATIONS OF THE SECRETARIAT**

1. The Secretariat of the General Meeting consists of the Company Secretary as Head and others appointed by the Chairman if necessary.
2. The Secretariat of the General Meeting has the duties and powers prescribed by law, the Charter, internal regulations of the Company and performs other tasks assigned by the Chairman of the General Meeting.

## **ARTICLE 10. RIGHTS AND OBLIGATIONS OF THE VOTE COUNTING AND ELECTION COMMITTEE**

1. The establishment of the Vote Counting and Election Committee is carried out in accordance with the provisions of the Charter and internal regulations on corporate governance.
2. Duties and powers of the Vote Counting and Election Committee:
  - a) Disseminating and guiding on voting and election methods at the General Meeting;
  - b) Synthesizing and recording voting results in the Minutes of Vote Counting honestly, accurately, completely and report to the General Meeting;
  - c) Verifying and announcing the list of Supervisor candidates for election at the General Meeting;
  - d) Assisting the Presidium in reviewing, resolving, and responding to recommendations and complaints about voting and election results (if any) and reporting to the GMS for decision;
  - e) Other duties and responsibilities assigned.

## **ARTICLE 11. RIGHTS AND OBLIGATIONS OF ONLINE GENERAL MEETING ORGANIZATION SERVICE PROVIDERS**

1. Fully and correctly perform obligations under the contract signed with the Company;
2. Proactively participate in handling and immediately resolving incidents (if any) with the highest responsibility so that the General Meeting is conducted objectively, legally, and on schedule;
3. Ensuring confidentially and transferring all related information, records and documents after the General Meeting;
4. Other rights and obligations as prescribed by law and signed contracts.

## **CHAPTER III PROCEDURE FOR CONDUCTING THE GENERAL MEETING**

### **ARTICLE 12. METHOD OF CONDUCTING THE GENERAL MEETING**

1. The general meeting must be opened at the scheduled time and in the form announced in the invitation letter, and it must be proceed according to the approved meeting agenda.
2. The general meeting shall discuss and vote on all items on the agenda, including election procedures.

### **ARTICLE 13. AGENDA, WORKING CONTENT OF THE GENERAL MEETING**

1. The meeting agenda must be approved by the GMS in the opening section and must clearly specify the time for each content in the meeting. Only the GMS has the right to decide to change the meeting agenda.

2. In case the Chairman of the General Meeting proposes to change the agenda, it must be approved by the GMS.

#### **ARTICLE 14. DISCUSSION AT THE GENERAL MEETING**

1. Discussion at the General Meeting shall be conducted in accordance with the provisions of law, the Charter and Article 7 of the Internal Regulations on Corporate Governance.
2. The Presidium will select a suitable way of regulating the General Meeting discussion based on the number of shareholders or shareholder representatives present and the time allotted for the meeting.
3. The General Meeting agreed that the total speaking time of a Shareholder/Shareholder representative shall not exceed 05 minutes/time. After this time limit, the Chairman of the General Meeting may request Shareholders/representatives of Shareholders to prepare written discussion opinions and send them to the Secretariat of the General Meeting.

#### **ARTICLE 15. APPROVAL OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

1. The approval of resolutions of the GMS is carried out in accordance with the provisions of Article 147 of the Law on Enterprises, Article 22 of the Charter, Article 6 and Article 7 of the Internal Regulations on Corporate Governance.
2. The procedure for electing the Supervisor shall be implemented in accordance with the provisions of Chapter V of this Regulation and other relevant provisions.

#### **ARTICLE 16. ELECTRONIC VOTING**

1. Voting timeframe:
  - a) The voting portal (electronic voting) is opened before the commencement of the General Meeting for Shareholders/representatives of Shareholders to exercise their voting rights until the end of voting according to the decision of the Chairman of the General Meeting.
  - b) Shareholders/legal representatives of Shareholders can log in to the Online General Meeting System from **08:00 on April..., 2025** (Vietnam time) to conduct electronic voting, except for issues that must be voted on at the meeting.
  - c) Online voting procedures are carried out at the General Meeting according to the instructions of the Presidium.
2. Voting method:
  - a) Shareholders/Shareholder representatives log in to the provided login account to conduct electronic voting.
  - b) Voting method:
    - Shareholders/shareholder representatives vote by clicking on 01 (one) of 03 (three) corresponding boxes "Agree" or "Disagree" or "No opinion" for each issue, content of request for opinion and clicking the "Submit vote" button to save and send the voting results.
    - Online election procedures are carried out according to the provisions of Chapter V of this Regulation.
  - c) The Chairman must announce the closing time of the voting portal so that Shareholders /Shareholder representatives can exercise their rights. Shareholders /Shareholder representatives cannot change any content that has been successfully voted from the time

the voting portal is closed. The voting result recorded on the system is the final result and the Company is exempted from all responsibilities if there are any complaints or disputes arising related to this result.

3. Valid vote: A valid vote is a vote that participates in voting, selects a voting option and completes the voting submission on the online system.
4. Any other electronic voting-related matters not covered by this regulation will be handled in compliance with the law, the Charter, and internal regulations on corporate governance.

#### **ARTICLE 17. VOTING BY SUBMITTING VOTES TO THE GENERAL MEETING**

1. Procedures by submitting votes to the General Meeting shall comply with the provisions of law, the Charter and Article 7 of the Internal Regulations on Corporate Governance.
2. The results through the voting forms shall be valid as voting by electronic voting.

#### **ARTICLE 18. MINUTES OF MEETINGS AND RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

1. Minutes of the GMS must ensure the contents according to the provisions of the Enterprise Law, the Charter and Internal Regulations on Corporate Governance.
2. Minutes of the meeting and Resolutions of the GMS must be prepared, submitted for approval before the closing of the General Meeting and disclosed in accordance with regulations.

### **CHAPTER IV ELECTION**

#### **ARTICLE 19. PRINCIPLES AND ORGANIZATION OF ELECTIONS**

1. Election principles:
  - a) Comply with the law, Charter and Company Regulations; ensure equality, fairness, democracy, objectivity and respect for the legitimate rights of Shareholders.
  - b) The election of the Supervisor must be by cumulative voting, conducted by **online voting** on the Online General Meeting System. The online election is recognized by the GMS and has the same value as the direct election at the General Meeting.
2. Specific election organization work includes:
  - a) The General Meeting approves the number and term of Supervisors to be elected;
  - b) The General Meeting approved the list of candidates eligible for election;
  - c) Conduct elections;
  - d) Counting votes, preparing minutes of vote counting and announcing election results;
  - e) The Chairman of General Meeting considers complaints and denunciations related to the election work and reports to the General Meeting for decision (if any).
3. Other issues related to the procedure for electing the Supervisors that are not specified in this Regulation shall be implemented in accordance with the provisions of law, the Charter and the Internal Regulations on Corporate Governance.

#### **ARTICLE 20. LIST OF CANDIDATES**

1. The list of candidates for Supervisors is prepared based on valid nomination and candidacy records according to regulations and must be approved by the General Meeting before the election.
2. The company is in charge of nominating applications, verifying the legitimacy and legality of nominations and candidacies, and compiling and disseminating the list of applicants in order to guarantee regulatory compliance.

#### **ARTICLE 21. CUMULATIVE VOTING METHOD**

1. Each Shareholder/Shareholder representative has a total number of votes (voting) corresponding to the total number of shares owned (including the number of shares owned and/or authorized) multiplied (x) by the number of elected Supervisors. Specifically according to the following formula:

$$\begin{array}{l} \text{Total number of votes of each} \\ \text{Shareholder/Shareholder} \\ \text{representative} \end{array} = \begin{array}{l} \text{Total number of} \\ \text{voting shares} \end{array} \times \begin{array}{l} \text{Number of elected} \\ \text{Supervisors} \end{array}$$

2. Shareholders/Shareholders representatives have the right to give all or part of their total votes to 01 (one) or several candidates.
3. The total number of votes for candidates of a Shareholder shall not exceed the total number of votes permitted by that Shareholder.

#### **ARTICLE 22. ELECTION ORGANIZATION AND SUPERVISION**

1. Before conducting the election, the Organizing Committee of the General Meeting is responsible for guiding and explaining how to vote online so that Shareholders can operate the system in a simple, convenient and correct manner.
2. Voting timeframe:
  - a) Shareholders conduct the election according to the direction of the Vote Counting and Election Committee after the General Meeting approves the number and term of Supervisors to be elected and the list of qualified candidates.
  - b) The election time is decided by the Chairman of the General Meeting but is at least 15 (fifteen) minutes.
  - c) Shareholders/Shareholder representatives still have the right to log in to vote after the online voting portal has opened, but the Company is not responsible for any objections or complaints related to the election procedure after it has been approved by the GMS.
3. Online voting procedure:
  - a) Shareholders/Shareholder representatives log in to the Online General Meeting System (at: <http://www.AGM2025.hhv.com.vn>) using the login code and OTP provided to participate in online voting.
  - b) The number of votes for each candidate is recorded on the system according to the number of votes directly entered by the Shareholder/legal representative of the Shareholder into the corresponding box for each candidate or divided equally among the total number of votes for one or more selected candidates if the Shareholder/legal representative of the Shareholder selects to vote equally.

- c) Once the shareholder or shareholder representative has finished and successfully submitted the vote results to the online voting system, the results cannot be altered. At the end of voting, the election results recorded on the system are the final results.
  - d) Validity of online voting action: A valid vote is the vote of a Shareholder/legal representative of a Shareholder who participates in the election using the login information provided by the Company, selects a voting option (clicks on cumulative voting or enters the number of votes) and completes sending the vote to the system.
  - e) In case the online election portal is interrupted due to technical errors (loss of connection due to transmission line errors, internet network errors, other technical errors), the Vote Counting and Election Committee must temporarily suspend the election period to fix the problem (if any). Once the disruption was fixed, online voting continued.
4. Election supervision
- a) The Vote Counting and Election Committee, on behalf of the GMS, organizes and supervises the election in accordance with the law, the Charter, internal regulations on corporate governance and this Regulation.
  - b) The Vote Counting and Election Committee is responsible for the honesty and accuracy of the election vote counting results.
5. The election vote counting results must be recorded by the Vote Counting and Election Committee with full content according to regulations; announced immediately at the General Meeting and recorded in the Resolution of the GMS.

#### ARTICLE 23. RIGHT TO QUESTION

- 1. In the event that there is proof that the election at the General Meeting violates the law and the Company's Charter, shareholders or their legal representatives are entitled to voice concerns and questions regarding matters pertaining to election procedures and vote counting.
- 2. The Chairman of the General Meeting is responsible for answering and resolving questions and complaints (if any) and recording them in the Minutes of the GMS.

### CHAPTER V TERMS OF IMPLEMENTATION

#### ARTICLE 24. TERMS OF IMPLEMENTATION

- 1. This Regulation consists of 05 Chapters, 24 Articles and must be approved by the GMS.
- 2. Any content pertaining to the 2025 Annual GMS of the Company that is not covered by this regulation will be carried out in compliance with the Charter, the Internal Regulations on Corporate Governance, the law, and any decisions made by the GMS.//.

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





**INSTRUCTIONS**  
**FOR ATTENDING AND EXERCISING RIGHTS AT THE 2025**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT**  
**STOCK COMPANY**

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## I. AUTHORIZATION TO ATTEND THE GENERAL MEETING

Shareholders can directly attend or authorize other organizations or individuals to attend the 2025 Annual General Meeting of Shareholders (*General Meeting*) of the Company.

In the event that authorization is required, shareholders must use the Power of Attorney form (*that is attached to the Meeting Invitation Letter*) or create their own authorization (*in line with the provisions of civil law and the information outlined in Article 17 of the Company's Charter*). The Power of Attorney must then be sent to the Company's headquarters via certified delivery or postal mail.

The Organizing Committee of the General Meeting will verify and grant access to the Online General Meeting System to the Authorized Person if the authorization is valid and legal.

## II. PROPOSING ISSUES TO THE GENERAL MEETING AGENDA

Shareholders or groups of shareholders who own at least 0.5 percent of the company's common shares (*or 21,612,776 HHV shares*) are entitled to suggest topics for the meeting agenda by submitting a written proposal to the company **by April 21, 2025** (Vietnam time), using the form that is posted with the meeting materials.

The Board of Directors (BOD) will consider accepting the proposal to include it in the agenda of the General Meeting. In case the proposal is rejected, the Board of Directors will respond in writing stating the reasons for rejection and disclose information in accordance with regulations.

## III. ATTENDING ONLINE MEETING AND VOTING ELECTRONICALLY

### 1. Preparation

To attend the General Meeting, Shareholders please prepare:

- Electronic devices with stable internet or 4G/5G connection and sound such as: Mobile phones, personal computers, tablets, etc.
- The mobile phone is using the phone number or email of the Shareholder declared when registering to open a securities account at the Securities Company (registered with the Vietnam Securities Depository and Clearing Corporation (VSDC)).
- Meeting invitation letter and/or Personal documents such as Citizen ID Card/Passport (to enter the ownership registration number on the Online General Meeting System).

### 2. Log in to the Online General Meeting System

**Step 1:** Use the prepared electronic device to access the Online General Meeting System at: <https://AGM2025.hhv.com.vn/> or scan the QR Code below:



**Step 2:** Select **Login as Shareholder**.

**Step 3:** Enter the Ownership Registration/Citizen ID Card/Passport Number stated in the Meeting Invitation and click **Continue** to move to the next step. In

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case the authorized representative logs in, please enter the representative's Citizen ID card/Passport number after completing the valid authorization procedure with the Company.

**Step 4:** Click on **OTP Code**. The system will send an OTP code to the registered phone number and email of the Shareholder/Shareholder Representative.

**Step 5:** Enter the received OTP Code in the **Enter OTP Code** box and click Login to enter the Online General Meeting System.

### 3. Attending and following the General Meeting

After logging into the Online General Meeting System, Shareholders can:

- View Shareholder information and authorization information (if any) displayed in the **Shareholder Account Information** section. If there are any errors, please contact the Company for support.
- View General Meeting documents: click **Download General Meeting documents** to download meeting documents and watch videos related to the General Meeting.
- Follow the General Meeting online: click on **Watch the General Meeting broadcast** to follow the meeting after it has opened (*this feature will be activated before the General Meeting opens*).
- Voting and Election: Click on **Voting - Election** to view and vote on the contents of the request for opinions and elections.
- Discussion: Click on the **Chat** icon to read announcements from the Organizing Committee or ask questions/discussion comments to the General Meeting.
- Log out of your account and return to the login screen: Click **Log Out**.

### 4. Voting and Election

**Step 1:** Click on **Voting - Election** .

**Step 2:** Shareholders check the personal information displayed on the votes. If there are any errors, Shareholders please contact the Company for correction.

#### 4.1. Voting

**Step 3:** Click on each **Voting Form**, elect the Supervisor for the term 2025 - 2030 to view the content or vote.

**Note:** Votes and elections can exist in the following states:

- **“Opening”, “Voting time remaining...”, “Election time remaining...”:** Shareholders are allowed to vote.
- **“Voting time has expired”, “Votes not opened”:** Shareholders are not allowed to vote.

**Step 4:** Click to activate the **General Voting feature for you and all authorized Shareholders** if you want to vote together (*you only need to vote once, the number of shares with voting rights of your Shareholders will now be equal to the total number of shares owned by you and the number of authorized shares from other Shareholders*) or turn it off to vote/elect on each representative card for each Shareholder.

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**Step 5:** Select “**Agree**” or “**Disagree**” or “**No opinion**” for each content in each Voting Form.

**Step 6:** Fill out the voting form and click **Submit** (at the bottom of each form) to confirm sending the form to the system. When the vote is successfully submitted, the vote will display the voting notification status and voting time.

#### **4.2. Election:**

**Steps 3 to 4** are performed similarly to the voting procedure above.

**Step 5:** Shareholders can vote in 2 ways:

- Enter the number of votes for each candidate. Shareholders click to turn off the feature **Divide votes equally for all selected candidates** then select the candidate they want to vote for and enter the number of votes; or
- Select the candidates you want to vote for and the system automatically divides the votes equally among these candidates. Shareholders click on the feature **Divide votes equally for all selected candidates** then click to select the candidate they want to vote for so that the system will automatically divide the votes equally among those selected candidates. Votes are only distributed to candidates selected by Shareholders.

**Step 6:** Fill out the ballot and click **Submit** (at the bottom of each ballot) to confirm sending the ballot to the system. When the vote is successfully submitted, the vote will display the voted notification status and voting time.

#### **4.3. Issuance of voting or election**

Shareholders who want to download voting/election, click on Issuance of votes and choose 1 of 2 forms of vote issuance:

- Download PDF file: Select **Download PDF file** and click **Confirm**. The system will automatically download the Shareholder's voting/election form (after filling in the content) to the device being used to log in.
- Receive by email: Select **Send by Email**, enter the email address (press Enter to add) then press **Confirm**. The system will send information about the voting/election content of Shareholders to the email address entered.

#### **5. Discussion**

**Step 1:** Shareholders click on the **Q&A** section to send questions/discussion comments to the General Meeting (if any).

**Note:** When logging into the system, the chat box will default to the **Notification** section. The notification box will only display notifications from the system and cannot be interacted with.

**Step 2:** Enter your question/discussion comment in the chat box and click **Send**. Questions/discussion comments from Shareholders will be received and responded to in accordance with regulations./.

**POWER OF ATTORNEY**

*For attending the 2025 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company*

**Name of shareholder:**.....  
ID/Passport/Business Registration Certificate/Foreign Investor Code:.....Date of issue:../../.....  
Contact address: .....  
Phone: ..... Email (if any):.....  
Own:.....**HHV shares**

**HEREBY AUTHORIZE:**

1. Name of authorized individual/organization:.....  
ID/Passport/Business Registration Certificate: .....Date of issue:../../.....  
Contact address: .....  
Phone: ..... Email (if any):.....

**Or authorize to:**

- 2  Chairman of the Board of Directors of HHV - **Mr. Ho Minh Hoang**
- .  General Director of HHV - **Mr. Nguyen Quang Huy**

With the number of authorized shares: -  Total number of shares owned, or:  
-  Other, ..... shares.

to be represented for me to attend and exercise shareholder rights at the 2025 Annual General Meeting (AGM) of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company corresponding to the number of authorized shares mentioned above according to the provisions of law and the Company's Charter. The authorized party may only perform the work within the scope of the above authorization and may not re-authorize to another organization/individual. The Parties have a clear understanding of the law and are committed to complying with current legal regulations, the Company Charter, and regulations related to the meeting. At the same time, the Parties commit to take full responsibility for this authorization and not to have any complaints or lawsuits against the Company. This Power of Attorney is effective from the date of signing until the Authorized Party completes all authorized work./.

**AUTHORIZED PARTY**  
(Sign and print full name, stamp - if any)

**AUTHORIZING PARTY**  
(Sign and print full name, stamp - if any)

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1. *This Form is for reference only. Shareholders can authorize themselves to attend the AGM in accordance with the provisions of civil law (the content must clearly state information about: Authorizing party; Authorized party; number of authorized shares; content, scope, and duration of authorization; signatures of the Authorizing party and the Authorized party)*

2. Please select Section 2 to authorize the Chairman of the Board of Directors or the General Director to attend the meeting. Or, complete Section 1 to authorize another organization or individual. In this case, shareholders should provide the phone number and email of the authorized party so that the Company can send an authentication code (OTP) for that person to log into the Online General Meeting System.

3. Shareholders are pleased to send the Power of Attorney Form (completed with information) via post/certified delivery to the Company's address.





**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
DEOCA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

**VOTING FORM**

*(Applicable to shareholders who do not vote via electronic voting)*

\*\*\*

Shareholder:.....

Full name of the Shareholder's representative (if any):.....

Citizen ID Card/Passport/Business Registration Certification No.: .....

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

Contact address:.....

Phone: ..... Fax (if any): ..... Email:.....

Total number of voting shares owned and authorized:..... shares.

**MATTERS:**

1. Approval of 2024 business performance, the 2025 Business and Production Plan, and other matters related to the Company's business development activities, as outlined in Report No. 327/2025/BC-HHV dated April 3<sup>rd</sup>, 2025, by the Board of Management (BOM).

Agree  Disagree  No opinion

2. Approval of the 2024 Audited Separate Financial Statements according to Submission No. 02/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025 of the Board of Directors (BOD):

Agree  Disagree  No opinion

3. Approval of the 2024 Audited Consolidated Financial Statement according to Submission No. 02/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025 of the BOD:

Agree  Disagree  No opinion

4. Approval of the selection of an independent auditing firm to audit the Company's financial statements and other reports (if any) will release in the 2025 fiscal year, as presented in Submission No. 02/2025/TTr-BKS dated April 3<sup>rd</sup>, 2025 by the Board of Supervisors (BOS):

Agree  Disagree  No opinion

5. Approval of the Audited Capital Utilization Report presented by the BOD in Submission No. 02/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025, regarding the issuance of additional shares to existing shareholders in 2023 for increasing charter capital:

Agree  Disagree  No opinion

6. Approval of Report No. 04/2025/BC-HĐQT dated April 3<sup>rd</sup>, 2025 by the BOD on the 2024 performance results of the BOD, the 2025 activity plan, and the remuneration for BOD members in 2025:

Agree  Disagree  No opinion

7. Approval of Report No. 01/2025/BC-BKS dated April 3<sup>rd</sup>, 2025, by the BOS regarding the assessment of the activity results of the Company, the BOD, the BOM, and the BOS in 2024; and the submission for approval of the remuneration payment for Supervisors in 2025:

Agree  Disagree  No opinion

8. Approval of the profit distribution plan, dividend payment for 2024, and the profit distribution plan for 2025, as presented in Submission No. 03/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025 by the BOD:

Agree  Disagree  No opinion

9. Approval of the plan to issue additional shares to increase the Company's charter capital and related matters, as presented in Submission No. 05/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025 by the BOD:

Agree  Disagree  No opinion

10. Approval of the cancellation of the 2024 additional share offering plan for existing shareholders under Resolution No. 04/2024/NQ-ĐHĐCĐ dated May 31<sup>st</sup>, 2024, of the 2024 Annual General Meeting of Shareholders:

Agree  Disagree  No opinion

11. Approval of the 2025 additional share offering plan for existing shareholders, as presented in Submission No. 06/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025 by the BOD:

Agree  Disagree  No opinion

12. Approval of amendments and supplements to certain provisions of the Charter and full approval of the revised and supplemented draft Charter, as presented in Submission No. 07/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025 by the BOD:

Agree  Disagree  No opinion

13. Approval of the number and term of Supervisors to be newly elected to replace those whose terms have expired, as presented in Submission No. 08/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025 by the BOD:

Agree  Disagree  No opinion

....., date ..... month ..... 2025

**Shareholder/Shareholder Representative**

*(Sign and print full name, stamp - if applicable)*

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Dear Shareholders, kindly complete this voting form, exercise your voting rights *(by selecting one of the three options)* for each item; subscribe, clearly write your full name *(and stamp, if applicable)*, and send it to the company at the address listed in the meeting invitation (recipient: Tran Tan Huy, Corporate Governance Officer, 0903 673 684).

**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT  
JOINT STOCK COMPANY**

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**REPORT  
ON THE BUSINESS PERFORMANCE IN 2024,  
THE BUSINESS AND PRODUCTION PLAN FOR 2025**

*Da Nang, March 2025*

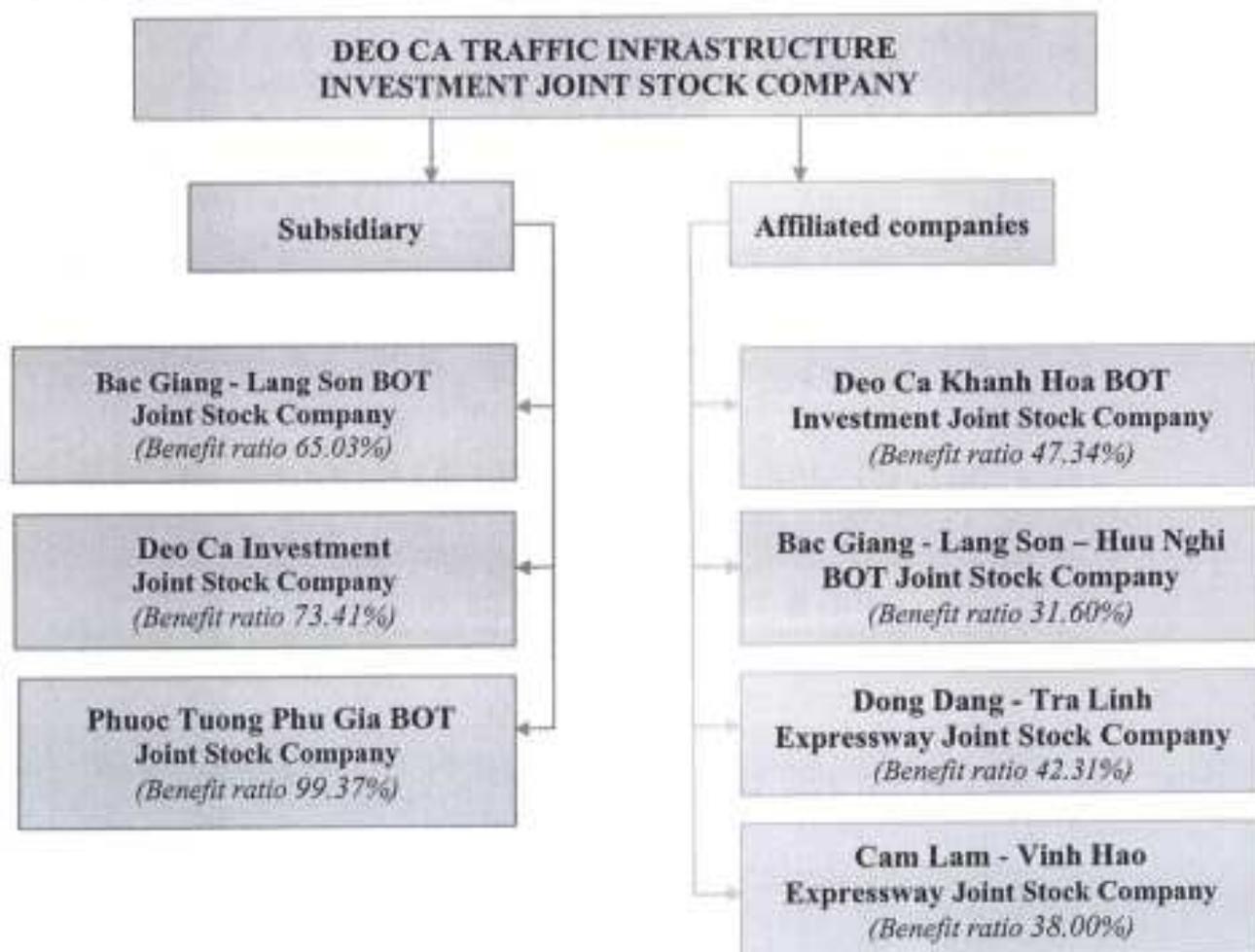
## REPORT ON THE BUSINESS PERFORMANCE IN 2024, THE BUSINESS AND PRODUCTION PLAN FOR 2025

Dear: General meeting of shareholders

The Board of Directors of Deo Ca Traffic Infrastructure Investment Joint Stock Company ("Company/HHV") reports the Company's production and business results in 2024 and the business plan for 2025 with the following specific contents:

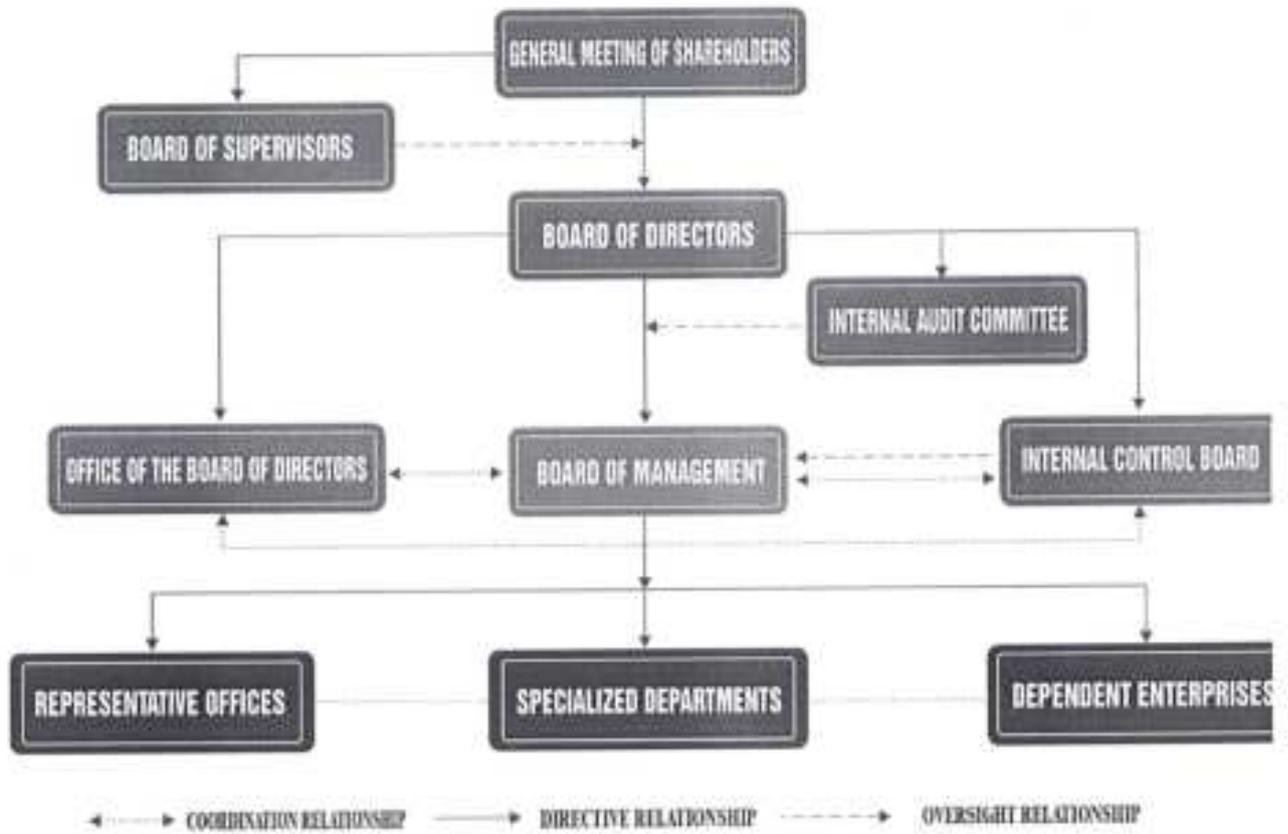
### PART I: COMPANY INFORMATION

#### 1. Business structure:



2. Company management structure chart:

ORGANIZATIONAL STRUCTURE OF THE COMPANY



## PART II

### PRODUCTION AND BUSINESS ACTIVITY RESULT IN 2024

#### I. MAIN IMPLEMENTED WORKS:

##### 1. Toll collection:

- Toll collection at the Projects is well organized and implemented in accordance with prescribed procedures, with regular investment in upgrading facilities and appropriate personnel arrangement.
- At the end of 2023, Deo Ca, Cu Mong, An Dan, and Ninh Loc toll stations increased their road service fees, contributing to increasing the Company's toll revenue in 2024. At the same time, traffic through toll stations also had good growth compared to last year, specifically:

No.	Management and operation of Toll Stations	2023		2024		Growth rate	
		Traffic	Revenue	Traffic	Revenue	Traffic	Revenue
		(Vehicles)	(billion VND)	(Vehicles)	(billion VND)		
<b>I</b>	<b>Toll stations of HHV subsidiaries</b>	<b>14.904.915</b>	<b>1,573</b>	<b>16,239,456</b>	<b>1.909</b>	<b>8%</b>	<b>21,4%</b>
1	Cu Mong	1.345.032	157,15	1.458.732	193,41	8%	23%
2	Deo Ca	2.694.704	359,28	2.969.602	475,2	10%	32%
3	Bac Hai Van	3.010.884	426,40	3.131.000	497,78	4%	17%
4	An Dan	3.205.112	233,30	3.530.489	291,84	10%	25%
5	Bac Giang - Lang Son Expressway	2.238.141	248,40	2.547.969	288,86	14%	16%
6	Km93+160 National Road 1 Bac Giang - Lang Son	2.411.042	148,88	2.601.664	165,76	8%	11%
<b>II</b>	<b>Toll station belongs to HHV's affiliated company</b>	<b>5.503.187</b>	<b>316</b>	<b>7.662.341</b>	<b>654</b>	<b>39%</b>	<b>107%</b>
1	Ninh Loc	5.503.187	316,21	5.993.635	370,92	9%	17%
2	Cam Lam - Vinh Hao Expressway	Not yet in operation		1.668.000	282,86		
	<b>Total</b>	<b>20.408.102</b>	<b>1,890</b>	<b>33.889.091</b>	<b>2,567</b>	<b>66%</b>	<b>36%</b>

- HHV's toll revenue in 2024 will reach VND 1,909 billion, an increase of 21.4% compared to 2023.

##### 2. Tunnel and highway operation and management:

- Operation management (O&M) and regular maintenance of transport infrastructure projects are HHV's strengths with experience and capacity recognized through a series of large projects such as Hai Van - Deo Ca - Co Ma - Cu Mong road tunnel, Bac Giang - Lang Son expressway, Trung Luong - My Thuan expressway, ...

- In 2024, the Company won the bid and signed 03 new contracts: (i) Tam Diep - Thung Thi - Truong Vinh tunnel management (part of Mai Son - National Highway 45 and Nghi Son - Dien Chau expressways); (ii) My Thuan - Can Tho expressway management; (iii) Cam Lam - Vinh Hao expressway management (including Nui Vung tunnel) with Cam Lam - Vinh Hao Expressway JSC.
- Revenue from O&M activities in 2024 reached **VND 393 billion**, an increase of VND 73 billion (+23%) compared to 2023.

### 3. Construction:

- HHV's construction output in 2024 reached **VND 1,195 billion**, an increase of 14% compared to 2023. Construction revenue is mainly recorded in the bid packages of Cam Lam - Vinh Hao Expressway Project, Quang Ngai - Hoai Nhon Expressway Project, Binh Dinh Province Coastal Road Project, Lien Chieu Port Coastal Road Project (City). Da Nang), My Thuan - Can Tho Expressway Project, reaching 1,162 billion VND, an increase of 05% compared to 2023.
- Some major projects that contributed to HHV's construction revenue in 2024:

No.	Project	Revenue (Billion VND)
1	Cam Lam - Vinh Hao Expressway	154,94
2	Quang Ngai - Hoai Nhon Expressway	872,36
3	Coastal road of Binh Dinh province	70,83
4	Coastal road connecting Lien Chieu Port	43,74
	<b>Total</b>	<b>1.142</b>

### 4. Other service and commercial activities:

- In 2024, HHV effectively carried out transit operations and other services, with revenue increasing significantly compared to previous years.
- Thanks to investment in machinery, equipment and flexible application of product contracting mechanism, the operation of the Mechanical Workshop is maintained stably, the output and quality of processed products meet the requirements of the Quang Ngai - Hoai Nhon Expressway Project, Lien Chieu Port Connection Road, ... and serve other activities of the Company.

### 5. Investment activities, capital increase in 2024:

#### 5.1. Investment activities:

- HHV's financial investments as of December 31, 2024:

No.	Investment company	Investment value as of 12/31/2023 (billion VND)	Investment increased during the year (billion VND)	Investment value as of 12/31/2024 (billion VND)	Benefit ratio as of 12/31/2024
1	Bac Giang - Lang Son BOT JSC	1.124,31	33,51	1.157,82	65,03%
2	Deo Ca Investment JSC	1.566,37	108,24	1.674,61	73,41%
3	Phuoc Tuong Phu Gia BOT JSC	272,33	22,12	294,45	99,37%
4	Cam Lam - Vinh Hao Expressway JSC (equity contribution)	-	391,40	391,40	38,00%
5	Cam Lam - Vinh Hao Expressway JSC (BCC)	61.750	452.338	514.088	-
5	Dong Dang - Tra Linh Expressway JSC	-	20,00	20,00	42,31%
6	ICV Vietnam Investment and Construction JSC	13,50	114,00	127,50	15,37%

(Source: HHV's audited separated financial statements for 2024)

- In 2024, HHV accompanied project enterprises to resolve existing problems in the project and initially achieved positive results, specifically:
  - ✓ The Ministry of Transport has disbursed 1,180 billion VND of the State budget capital committed to the Deo Ca Road Tunnel Project.
  - ✓ The Ministry of Transport has submitted to the Government plan to resolve difficulties and obstacles in a number of BOT traffic projects, including a proposal to allocate VND 2,280 billion to replace the revenue from La Son - Tuy Loan toll station for the Deo Ca road tunnel project and a proposal to allocate VND 4,600 billion from the state budget to support the Bac Giang - Lang Son expressway project. In Conclusion Notice No. 43/TB-VPCP dated February 13, 2025, the Prime Minister directed the Ministry of Transport to urgently review existing problems and obstacles in a number of BOT transport projects to submit to the Government for submission to the National Assembly at the earliest session (expected in June 2025).
  - ✓ The Dong Dang - Tra Linh Expressway project's investment policy was approved for adjustment, increasing the proportion of state budget capital participating in the project to 70% according to Decision No. 1436/QĐ-TTg dated November 20, 2024 of the Prime Minister. The state budget capital participating in the project is expected to be 9,800 billion VND.

### **5.2. Dividend payment:**

HHV has issued shares to pay dividends in 2023 according to the plan approved by the 2024 Annual General Meeting of Shareholders in Resolution No. 02/2024/NQ-DHDCD dated May 31, 2024 with a payout ratio of 5%. Total value of dividends paid is 205,753,590,000 VND.

### **5.3. Capital mobilization:**

- In early 2024, the Company completed the plan to offer shares to existing shareholders in 2023, raising nearly VND 830 billion. The Company's charter capital increased from VND 3,293 billion to VND 4,116 billion. The proceeds from the offering were used by the Company to invest in capital contributions, business cooperation in project enterprises, invest in machinery and equipment and supplement capital for production and business activities according to the Resolution of the General Meeting of Shareholders.
- On November 8, 2024, the Board of Directors of the Company implemented the Plan to offer individual shares to increase charter capital according to Resolution of the Annual General Meeting of Shareholders No. 03/2024/NQ-DHDCD dated May 31, 2024. Expected issuance value is 415 billion VND. Currently, the Company is carrying out procedures with the State Securities Commission to get approval for the issuance plan.

## **6. Other activities:**

- Promote training activities to improve human resource quality, ensuring to meet the increased workload. Outstanding training programs implemented during the year include: corporate governance, corporate culture, behavioral culture and soft skills, training in operational management certificates (tunnels, bridges and roads), fire prevention and fighting, first aid, etc.
- Cooperate with prestigious universities/colleges and vocational schools to organize training courses to grant degrees, certificates, and improve professional skills in new fields such as railways, metro, technology, etc. In 2024, the Company cooperated with Deo Ca Group JSC (parent company) to organize a training program for PhD students for members of the Board of Directors and the Board of Management; Master's degree in Construction Project Management for the Middle Management group (department heads, etc.); training for University Diploma 2 in High-speed Railway and Urban Railway for the Engineering group.
- Organize/participate in social activities, charity, community activities, environmental protection, activities of Party organizations, grassroots trade unions, Women's Union, Youth Union.

## **II. BUSINESS RESULTS IN 2024:**

### **1. Business results of the parent company:**

Unit: billion VND

No.	Target	2023	Plan in 2024	Results in 2024	Growth rate compared to 2023	Plan completion level in 2024
1	Net revenue	1.465,52	1.732,40	1.733,04	+18%	100%
2	Profit after tax	173,92	161,8	197,45	+14%	122%

- The parent company's full-year revenue reached **VND 1,733.04 billion**, up 18% compared to 2023, achieving the annual plan. Revenue growth is mainly due to construction and installation activities. Construction revenue is mainly recorded in the bidding packages of Cam Lam - Vinh Hao Expressway Project, Quang Ngai - Hoai Nhon Expressway Project, Binh Dinh Province Coastal Road Project, Lien Chieu Port Coastal Road Project, My Thuan - Can Tho Expressway Project.
- Profit after tax (PAT) of the parent company reached **VND 197.45 billion**, up 14% compared to 2023.

## 2. Consolidated business results:

Unit: billion VND

No.	Target	2023	2024 Plan	2024 Results	Growth rate compared to 2023	Plan completion level in 2024
1	Net revenue	2.685,54	3.146,40	3.308,25	+23%	105%
2	Profit after tax	364,46	404,1	495,1	+36%	123%

- HHV's consolidated revenue reached **VND 3,308.25 billion**, up 23% compared to 2023, exceeding the plan by 5%. Consolidated revenue mainly comes from BOT toll collection activities (accounting for 59% of total revenue) and construction and installation activities (accounting for 39% of total revenue).
- Thanks to revenue growth, consolidated after-tax profit also witnessed corresponding growth, reaching **VND 495.1 billion**, up 36% over the same period last year, exceeding the approved plan by 23%.

**PART III**  
**THE BUSINESS AND PRODUCTION PLAN FOR 2025**

**I. Action plan for 2025:**

**1. Bidding and development of new projects and jobs:**

**1.1. Investment and business cooperation in projects under the public - private partnership method (PPP projects):**

- In 2025, HHV will continue to contribute equity capital to infrastructure PPP projects, expected as follows:

*Unit: billion VND*

<b>Project enterprise receiving investment</b>	<b>Present Capital contribution value</b>	<b>Plan to contribute additional capital in 2025</b>
Deo Ca Investment JSC	1.674,61	77,9
Bac Giang - Lang Son BOT JSC	1.157,82	17,3
Dong Dang - Tra Linh Expressway JSC	20	236

- For the Bac Giang - Lang Son Expressway Project and the Deo Ca Road Tunnel Project, the Company will continue to work with project enterprises to closely monitor the progress of handling existing problems and obstacles of competent State agencies.
- In addition, HHV will also seek business cooperation opportunities and invest in other potential transport infrastructure projects such as: Ho Chi Minh City - Trung Luong - My Thuan Expressway Project Phase 2, Tan Phu - Bao Loc Expressway Project, Dong Dang - Tra Linh expressway project phase 2...

**1.2. Construction organization of new projects:**

In 2025, HHV will continue to implement signed construction contracts, in which the packages of the Quang Ngai - Hoai Nhon and Dong Dang - Tra Linh Expressway Projects will contribute the majority of construction revenue. At the same time, the Company develops plans to implement new projects/packages such as the Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway , etc..

*Unit: Billion VND*

<b>No.</b>	<b>Project name</b>	<b>Planned output</b>	<b>Planned revenue</b>
1	Coastal road of Binh Dinh province	185	177
2	Quang Ngai - Hoai Nhon Expressway	747	794
3	Coastal road connecting Lien Chieu Port - Da Nang City	67,1	66,8
4	Dong Dang - Tra Linh Expressway	230	212
5	Ho Chi Minh City - Thu Dau Mot - Chon Thanh Expressway	20,4	16,9
6	Other projects	136,8	125,8
	<b>Total</b>	<b>1,386.3</b>	<b>1,392.5</b>

### 1.3. Bidding for Operation and Management packages:

- In the period of 2023 - 2025, the Ministry of Transport will resolutely direct the construction of a series of new road infrastructure projects to complete the planning of the North - South expressway system on time, aiming to have 3,000 km of expressway nationwide by 2025; this will be a great opportunity for HHV to continue developing, participating in the management, exploitation and regular maintenance of thousands of km of expressway after being put into use from 2023 to 2025.
- With the capacity and experience in operation management proven through a series of large transport infrastructure projects, HHV will continue to participate in the bidding for the management and operation of public investment transport infrastructure projects and expressway projects completed in 2025.

### 2. Other works:

- Training:
  - ✓ Continue to promote internal training activities, make full use of Deo Ca Practical Training Center to serve the development of the quality of human resources. At the same time, strengthen cooperation with Universities/Colleges, international partners to organize human resource training programs, ready to welcome projects in new fields such as high-speed railways, metro, etc.
  - ✓ Training plan for 2025: continue to maintain internal training programs, provide training and issue related practice certificates for personnel in the field of traffic infrastructure project management; ensure the quality and progress of training programs in conjunction with Universities/Colleges (training of doctoral students, Diploma 2 in railway, metro, etc.)
- Maintain good environmental protection in all activities of the Company; promote social programs and activities for the community. At the same time, continue to facilitate the activities of Party organizations, grassroots trade unions, and Youth Unions.

## II. Business plan for 2025:

### 1. Parent company's production and business plan:

*Unit: billion VND*

No.	Target	2024	2025	Growth rate
1	Output	1.786,95	1.913,52	+7%
2	Net revenue	1.733,04	1.937,64	+12%
3	Profit after tax	197,45	217,55	+10%

### 2. Consolidated business production plan:

*Unit: billion VND*

No.	Target	2024	2025	Growth rate
1	Total revenue	3.308,25	3.584,98	+8%
2	Profit after tax	495,10	555,62	+12%

### 3. Capital raising plan:

The company plans to continue to mobilize capital to ensure resources for investment in new projects and expansion of production and business activities, through the following options:

- Implement and complete the Plan for private offering of shares to increase charter capital according to Resolution of the Annual General Meeting of Shareholders No. 03/2024/NQ-DHCD dated May 31, 2024. The issuance value is 415 billion VND.
- Offering additional shares to existing shareholders: 497.4 billion VND.

Above is the Report on production and business results in 2024 and production and business plan in 2025 of Deo Ca Traffic Infrastructure Investment Joint Stock Company. The Executive Board respectfully submits to the General Meeting of Shareholders for consideration and approval./.

**Sent to:**

- As above;
- Board of Directors;
- Board of Supervisors;
- Saved: Administration Office, Planning and Technical Department.

**PP. GENDERAL DIRECTOR  
DEPUTY GENERAL MANAGER**



**Ngô Trung Nam**

No.: 02/2025/TTr-HĐQT

Da Nang, April 3<sup>rd</sup>, 2025

**SUBMISSION**

**On approving the 2024 Audited Financial Statements and the Report on the capital utilization related to the additional offering of shares to Existing Shareholders of the Company in 2023**

Dear: **General meeting of shareholders.**

- Pursuant to the Law on Enterprises 2020 and relevant legal provisions;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 and implementing documents;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);
- Based on the Company's audited separated and consolidated financial statements for 2024 and related documents and records.
- Based on Audited Capital Utilization report obtained from the issuance increasing charter capital from VND 3,292,503,510,000 to VND 4,116,801,690,000 related to the public offering of additional shares as of March 13, 2025.

The Board of Directors (BOD) respectfully submit to the General Meeting of Shareholders (GMS) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV) for consideration and approval of the Company's audited separated and consolidated financial statements for the fiscal year 2024 and the Audited Report on capital utilization raised from the Company's public offering of shares, specifically as follows:

**1. Approval of the Company's audited 2024 Financial Statements:**

- a) Key indicators according to the audited 2024 Consolidated Financial Statements are as follows:

Unit: Vietnamese Dong

No.	Content	December 31, 2024	December 31, 2023
1	Total assets	38.906.360.732.239	36.780.154.788.883
2	Equity	10.929.626.950.095	8.732.901.329.464
3	Revenue, other income	3.437.696.631.817	2.762.457.296.266
4	Cost of goods sold	1.967.049.198.935	1.605.123.307.081
5	Management costs, financial expenses, other expenses	892.080.341.534	732.613.372.034
6	Profit before tax	578.567.091.348	424.720.617.151
7	Profit after tax	495.104.828.065	364.457.217.861
8	Accumulated undistributed profit	1.116.710.675.697	921.898.501.789

b) Key indicators according to the audited 2024 Separated Financial Statements are as follows:

Unit: Vietnamese Dong

No.	Content	December 31, 2024	December 31, 2023
1	Total assets	6.174.503.367.628	4.615.596.461.544
2	Equity	4.731.341.306.058	3.705.543.397.267
3	Revenue, other income	1.792.711.677.360	1.489.275.724.685
4	Cost of goods sold	1.475.751.635.501	1.209.906.487.277
5	Management costs, financial expenses, other expenses	66.034.390.822	62.647.640.357
6	Accounting profit before tax	250.925.651.037	216.721.597.051
7	Profit after tax	197.451.166.791	173.917.230.009
8	Undistributed accumulated earnings	392.144.735.679	404.094.331.188

The Company's 2024 separate and consolidated financial statements have been audited by Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS). The full text of HHV's audited separated and consolidated financial statements for 2024 is published on the Company's website at the link: <http://www.hhv.com.vn/ShareholderRelations/FinancialStatements/2024>. The BOD respectfully submit to the General Meeting of Shareholders for approval the Company's audited separated financial statements and consolidated financial statements for 2024.

## 2. Approval of the Audited Report on the capital utilization raised from the Company's public offering of shares

The BOD respectfully submits to the General Meeting of Shareholders for approval the Audited Capital Utilization report obtained from the issuance increasing charter capital from VND 3,292,503,510,000 to VND 4,116,801,690,000 related to the public offering of additional shares as of March 13, 2025.

This report on capital use has been audited by Southern Auditing and Accounting Financial Consultancy Services Company Limited (AASCS) - selected by the 2024 Annual General Meeting of Shareholders as the audit firm for HHV's 2024 Financial Statements. The full text of the Audited Report on Capital Utilization is attached to this Submission.

The BOD respectfully submits to the General Meeting of Shareholders for consideration and approval.

Best regards ./.

Sent to:

- As above;
- Board of supervisors (monitoring);
- Saved: in office



PP. BOARD OF DIRECTORS  
CHAIRMAN

Ho Minh Hoang



**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**  
**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING**  
**CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000**  
**RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

**As of March 13, 2025**  
**(Audited)**

**AUDITED BY:**

**SOUTHERN AUDITING AND ACCOUNTING FINANCIAL CONSULTING SERVICES**  
**CO., LTD (AASCS).**  
**MEMBER OF MSI GLOBAL ALLIANCE**

**Address: 29 Vo Thi Sau, Dakao Ward, District 1, Ho Chi Minh City**

**Tel: (028) 3820 5944 - 3820 5947**

**Fax: (028) 3820 5942**

**Email: [info@aascs.com.vn](mailto:info@aascs.com.vn)**

**Website: [www.aascs.com.vn](http://www.aascs.com.vn)**

**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

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## DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

### REPORT OF THE BOARD OF MANAGEMENT

The Board of Management of Deo Ca Traffic Infrastructure Investment Joint Stock Company (the "Company") presents this report and Capital Utilization Report raised from the issuance of shares to increase the Company's charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 as of March 13, 2025 (hereinafter referred to as the "Capital Utilization Report").

Deo Ca Traffic Infrastructure Investment Joint Stock Company was established in accordance with the Business Registration Certificate No. 0400101965 issued by the Department of Planning and Investment of Da Nang City on 24 June 2010; register for the 34th amendment on 22 August 2024.

The Company's shares were approved for listing under Decision No. 717/QĐ-SGDHCM dated 23 December 2021 and officially traded on 20 January 2022 on the Ho Chi Minh City Stock Exchange with the stock symbol HHV. The number of listed securities as at 31/12/2024 is 432,255,528 shares.

Actual contributed capital as at 13/03/2025 is: **VND 4,322,555,280,000**

The head office is located at: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam.

Business sectors : Trading, providing services, construction

#### Principal activities :

Direct support service activities for road transport: toll collection, road fare collection, management, exploitation, maintenance, repair and maintenance of road tunnels, highways, national highways and other traffic infrastructure works, ensuring traffic when natural disasters occur in the assigned area, except for liquefying gas for transportation, excluding: types of direct support services for road transport that foreign-invested enterprises are not allowed to provide according to the provisions of law; other road passenger transport: passenger transport business on fixed routes including: transporting motorbikes, motorbikes, bicycles with the drivers of those vehicles and pedestrians through road tunnels, highways by specialized vehicles; passenger transport business by bus, excluding: other types of road passenger transport services that foreign-invested enterprises are not allowed to provide according to the provisions of law; road freight transport, direct support service activities for railway transport; loading and unloading of goods; construction of all types of houses; construction of railway works, road works, electricity works, water supply and drainage works, telecommunications works, communications works, hydraulic works, mining works, processing and manufacturing works, other public works and other civil engineering works; demolition, site preparation; exploitation of stone, sand, gravel, clay and other minerals;

Printing and services related to printing; production of non-alcoholic beverages, mineral water, construction wood products, refined petroleum products, plastics and synthetic rubber in primary forms, construction materials from clay, concrete and products from concrete, cement and plaster, electricity production, consumer electronics, metal components, other metal products and other production not elsewhere classified; mechanical processing, metal treatment and coating; repair of machinery, equipment, electrical equipment, prefabricated metal products and other equipment; installation of industrial machinery and equipment, installation of electrical systems, water supply and drainage systems, heating and air conditioning systems and other construction systems; completion of construction works and other specialized construction activities; wholesale, maintenance and repair of automobiles and other motor vehicles, retail of passenger cars; wholesale of computers, peripheral equipment and software, electronic and telecommunications equipment and components; other machinery, equipment and spare parts; metals and metal ores, other construction materials and installation equipment, other specialized wholesale and retail; short-term accommodation services; restaurants and mobile catering services; cinema and other telecommunications activities;

**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

Programming, consulting, system administration, information technology services and other services related to computers; information portals, data processing, leasing and related activities; real estate business, land use rights owned, used or leased; architectural activities, management consulting and related technical consulting; technical testing and analysis; advertising; other professional, scientific and technological activities not elsewhere classified; leasing of motor vehicles, machinery, equipment and other tangible goods without operators; supply and management of labor resources, temporary labor; activities of centers, agencies consulting, introducing and brokering labor, employment; reservation services and support services related to tourism promotion and organization; security system services; general support services; industrial cleaning and specialized works; general office administration services, photocopying, document preparation and other specialized office support activities; call center service activities; trade promotion and introduction organization; other remaining business support service activities not elsewhere classified; primary education; intermediate education; college education; other education not elsewhere classified; educational support services; other medical activities not elsewhere classified; creative, artistic and entertainment activities.

**Company's structure**

<i>Company's name</i>	<i>% Benefit</i>	<i>% Voting right</i>	<i>Investment capital (VND)</i>
<b>Subsidiaries company: 03 companies</b>			
Bac Giang - Lang Son BOT JSC	65.03%	65.03%	1,157,824,390,000
Deo Ca Investment JSC	73.41%	73.41%	1,674,617,650,000
Phuoc Tuong Phu Gia BOT JSC	99.37%	99.37%	294,455,000,000
<b>Associates company and joint ventures company: 04 companies</b>			
Cam Lam - Vinh Hao Expressway JSC	38.00%	38.00%	391,400,000,000
Khanh Hoa Deo Ca BOT Investment JSC	47.34%	50.00%	122,000,000,000
Bac Giang - Lang Son - Huu Nghi BOT JSC	31.60%	31.60%	45,504,000,000
Dong Dang - Tra Linh Expressway JSC	42.31%	55.00%	20,000,000,000

List of dependent accounting affiliated units without legal status:

<b>Company's name</b>	<b>Address</b>
Construction Enterprise	Approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City
Hai Van Trading Service Production Enterprise	Approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City
Hai Van Tunnel Management and Operation Enterprise	Approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City
Hai Van Tunnel Management and Operation Enterprise	Hao Son Hamlet, Hoa Xuan Nam Commune, Dong Hoa Town, Phu Yen Province
Cu Mong Tunnel Management and Operation Enterprise	Long Thanh Hamlet, Xuan Loc Commune, Song Cau Town, Phu Yen Province
Bac Giang - Lang Son Expressway Management and Operation Enterprise	Km81+140, Bac Giang - Lang Son Expressway, Ho Son Commune, Huu Lung District, Lang Son Province
Trung Luong - My Thuan Expressway Management and Operation Enterprise	Tan Phong Hamlet, Tan Hoi Commune, Cai Lay Town, Tien Giang Province
Cam Lam - Vinh Hao Expressway Management and Operation Enterprise	Luong Cang Hamlet, Nhon Son Commune, Ninh Son District, Ninh Thuan Province, Viet Nam
Tam Diep - Dien Chau Expressway Management and Operation Enterprise	Tho Loc Village, Ha Linh Commune, Ha Trung District, Thanh Hoa Province, Vietnam
Representative Office in Hanoi	278 Thuy Khue, Thuy Khue Ward, Tay Ho District, Hanoi City, Vietnam
Representative Office in Ho Chi Minh City	32 Thach Thi Thanh Street, Tan Dinh Ward, District 1, Ho Chi Minh City

**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

**Events after the accounting closing date for the Capital Utilization Report on the share issuance raising charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000:**

The Board of Management of the Company confirms that there have been no material events occurring after March 13, 2025 up to the date of the preparation of these report that have not been reviewed for adjustment or disclosure in the Capital Utilization Report.

**THE BOARD OF DIRECTORS, THE BOARD OF MANAGEMENT, THE BOARD OF SUPERVISORS, LEGAL REPRESENTATIVE AND CHIEF ACCOUNTANT**

The Board of Directors:

		<b>Appoint time</b>	<b>Dismission time</b>
Mr. Ho Minh Hoang	Chairman	31/05/2024	
Mr. Nguyen Tan Dong	Vice Chairman	31/05/2024	
Mr. Nguyen Huu Hung	Vice Chairman	31/05/2024	
Mr. Vo Thuy Linh	Member	31/05/2024	
Mr. Tran Chung	Member	31/05/2024	
Mr. Nguyen Quang Huy	Member	31/05/2024	
Mr. Hoang Van Hai	Independent member	31/05/2024	
Mr. Ho Quang Loi	Independent member	31/05/2024	

The Board of Management:

		<b>Appoint time</b>	<b>Dismission time</b>
Mr. Nguyen Quang Huy	General Director	21/12/2020	
Mr. Tran Van Chi	Permanent Deputy General Director	14/02/2022	
Mr. Ngo Truong Nam	Permanent Deputy General Director	01/10/2024	
Mr. Vo Ngoc Trung	Deputy General Director	10/12/2020	
Mr. Tran Van Dung	Deputy General Director	14/01/2021	
Mrs. Nguyen Quynh Mai	Deputy General Director	30/03/2021	
Mr. Le Chau Thang	Deputy General Director	14/02/2022	

The Board of Supervisors:

		<b>Appoint time</b>	<b>Dismission time</b>
Mr. Nguyen Minh Giang	Section head	31/05/2024	
Mrs. Cam Thi Minh Hai	Controller	17/06/2020	
Mrs. Phan Thi Mai	Controller	26/04/2021	

Legal representative:

		<b>Appoint time</b>	<b>Dismission time</b>
Mr. Nguyen Quang Huy	General Director	21/12/2020	

Chief Accountant:

		<b>Appoint time</b>	<b>Dismission time</b>
Mr. Nguyen Van An		17/06/2020	

**AUDITOR**

Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCs) has been appointed to audit the Capital Utilization Report raised from the issuance of shares to increase charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 of the Company up to March 13, 2025.

**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

**Statement of responsibility of the Board of Management for the Capital Utilization Report raised from the issuance of shares to increase the Company's charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 by March 13, 2025**

The Board of Management of the Company is responsible for preparing the Capital Utilization Report raised from the issuance, which give a true and fair view of the use of capital raised from the issuance of shares to increase the Company's charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 by March 13, 2025.

The Board of Management of the Company ensures that documents and accounting books are kept to reflect the Capital Utilization Report raised from this issuance of the Company, with honesty and reasonableness at any time and ensures that the Capital Utilization Report raised from this issuance complies with current regulations of the State.

The Board of Management of the Company commits that the Capital Utilization Report raised from this issuance has honestly and reasonably reflected the situation of using capital raised from the issuance of shares to increase the Company's charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 as of March 13, 2025, in accordance with Vietnamese accounting standards and regimes and in compliance with current relevant regulations.

**OTHER ENGAGEMENT**

The Board of Management engage that the Company has not broken obligation announcing information on the stock exchange following the Circular No.96/2020/TT-BTC dated 16 November 2020 issued by the Ministry of Finance.

*Da Nang, March 13, 2025*

**On behalf of the Board of Management**



**Nguyen Quang Huy  
General Director**



No.: 269A/BCKT/TC/2025/AASCS

**INDEPENDENT AUDITORS' REPORT**

**To: The Shareholders, The Board of Directors, The Board of Management of  
DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

We have audited the Capital Utilization Report raised from the issuance of shares to increase charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 ("Capital Utilization Report raised from the issuance") of Deo Ca Traffic Infrastructure Investment Joint Stock Company ("Company") up to March 13, 2025 and the accompanying notes to the Capital Utilization Report raised from the issuance of shares to increase charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000, prepared on March 13, 2025, from pages 07 to 87, related to the event of offering additional shares to the public.

**Responsibility of the Board of Management**

The Company's Board of Management is responsible for the preparation and fair presentation of the Capital Utilization Report raised from the Company's issuance in accordance with the accounting standards as presented in Note 3 - Basis for preparation of the Capital Utilization Report raised from the issuance applied thereto and is responsible for such internal control which the Board of Management determines necessary to enable the preparation of the Capital Utilization Report raised that are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these Capital Utilization Report raised from the issuance based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Capital Utilization Report raised from the issuance are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in Capital Utilization Report raised from the issuance of Company. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of Capital Utilization Report raised from the issuance, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of Capital Utilization Report raised from the issuance in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management as well as evaluating the overall presentation of Capital Utilization Report raised from the issuance.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Auditor's opinion**

In our opinion, the Capital Utilization Report raised from the issuance as at March 13, 2025 has been prepared, in all material respects, in accordance with the accounting standards as set out in Note 3 - Basis for preparation of the Capital Utilization Report raised from the issuance.

## Another problem

Without denying the above opinion, we draw the readers' attention to Note 3.2 - Purpose of the Capital Utilization Report raised from the issuance raised up to March 13, 2025 related to the event of additional public offering of shares and is only used to meet the Company's purposes and submitted to the competent authorities. Therefore, this Report may not be suitable for other purposes or issued to other third parties.

*Ho Chi Minh City, March 24, 2025*

Southern Auditing and Accounting  
Financial Consulting Services Co., Ltd (AASCS)  
Deputy General Director



**Le Van Tuan**

Certificate of Auditing Registration  
No. 0479-2023-142-

**Auditor**

**Le Van Tan**

Certificate of Auditing Registration  
No. 4318-2023-142-1

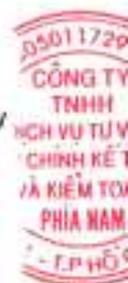
**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000**

*As of March 13, 2025*



**1. General information about the share issuance to increase charter capital**

Name of the stock offered	Shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company
Stock type	Common shares
Stock code	HHV
Issue price	10,000 VND/share
Number of shares registered for offering	82,337,587 share
Total expected capital raised	VND 823,375,870,000
Implementation rate	4:1 (01 existing share is entitled to 01 purchase right, 04 purchase rights are entitled to buy 01 new share)
Method of issuing	Offering to existing shareholders by exercising purchase rights
Deadline for registration to buy shares	
- Offering to Existing Shareholders	From December 6, 2023 to December 26, 2023
- Offering to Other Investors	From January 10, 2024 to January 15, 2024



**2. Proceeds from the stock issuance**

Total number of shares registered for offering	82,337,587	share
Number of odd shares issued and cancelled	7,769	share
The remaining shares have not been distributed yet because existing shareholders did not register to buy or pay for the purchase <sup>(1)</sup>	7,122,462	share
Total number of shares actually successfully offered	82,329,818	share
Offering price to existing shareholders	10,000	VND/share
Redistribution price for investors to buy undistributed shares	11,000	VND/share
<b>Total proceeds from the stock offering</b>	<b>830,420,642,000</b>	<b>VND</b>
<b><i>In there</i></b>		
<i>Total proceeds from the stock offering</i>	<i>830,420,642,000</i>	<i>VND</i>
<i>Total issuance costs</i>	<i>504,900,000</i>	<i>VND</i>
<b><i>Total net proceeds from the offering <sup>(2)</sup></i></b>	<b><i>829,915,742,000</i></b>	<b><i>VND</i></b>
<i>In there</i>		
<i>Increase in Owners' capital <sup>(3)</sup></i>	<i>823,298,180,000</i>	<i>VND</i>
<i>Increase in Surplus equity <sup>(4)</sup></i>	<i>6,617,562,000</i>	<i>VND</i>

## **2. Proceeds from the stock issuance (continued)**

(1) *The total number of shares offered to the public for sale to existing shareholders that were not registered by existing shareholders to exercise their purchase rights. The Board of Directors has decided to continue offering these shares to other investors and has successfully offered them to the PYN ELITE FUNDS Investment Fund (NON-UCITS) according to the following Resolutions: Resolution No. 01/2024/NQ-HDQT dated January 5, 2024, Resolution No. 02/2024/NQ-HDQT dated January 8, 2024 and Resolution No. 03/2024/NQ-HDQT dated January 19, 2024 of the Company's Board of Directors.*

(2) *According to Notice No. 22/KHDNVN480 dated January 16, 2024 on confirmation of the balance in the blocked account as of January 16, 2024 of Vietnam Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch on the total amount of shares purchased has been fully paid into blocked account No. 113002641826 of Deo Ca Traffic Infrastructure Investment Joint Stock Company at Vietnam Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch.*

(3) *Total par value of additional shares successfully issued to existing shareholders.*

(4) *The offering price of the remaining undistributed shares of the additional offering to existing shareholders in 2023 is VND 11,000/share (VND 1,000/share higher than the par value), resulting in a capital surplus of VND 7,122,462,000; The total cost of the issuance is VND 504,900,000. Accordingly, the capital surplus target increases by VND 6,617,562,000.*

## **3. Capital utilization plan**

Base:

Resolution No. 04/2023/NQ-ĐHĐCĐ dated April 24, 2023 of the 2023 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company on approving the Plan to offer additional shares to existing shareholders (details in the report No. 10/2023/TTr-HĐQT dated April 1, 2023 of the Board of Directors ("BOD") of the Company on approving the Plan to offer additional shares to existing shareholders);

Resolution No. 23/2023/NQ-HĐQT dated August 15, 2023 of the Company's Board of Directors on approving the detailed plan for offering additional shares to existing shareholders;

Resolution No. 03/2024/NQ-HĐQT dated January 19, 2024 of the Board of Directors of the Company on Approval of the results of the additional share offering to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company;

Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Board of Directors of the Company on Adjusting the plan to use capital raised from the additional share offering to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company.

Resolution No. 01/2024/NQ - Shareholders' Meeting dated May 31, 2024 of the Shareholders' Meeting approving the adjustment of the plan to use capital raised from the additional offering of shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company according to the submission No. 05/2024/TTr-HĐQT dated April 4, 2024.

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**3. Capital utilization plan (continued)**

The proceeds from the offering will be used as follows :

No.	Capital usage content	Density (%)	Amount according to capital usage plan (VND)	Expected usage time
<b>I.</b>	<b>Contribute capital to invest in project enterprises</b>	<b>25.56%</b>	<b>212,141,882,000</b>	
1.1	<i>Contribute capital to Deo Ca Investment Joint Stock Company</i>	13.04%	108,243,670,000	Used
1.2	<i>Contribute capital to Bac Giang - Lang Son BOT Joint Stock Company</i>	4.04%	33,509,340,000	Used
1.3	<i>Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway</i>	8.48%	70,388,872,000	2024 -2025
<b>II.</b>	<b>Additional capital for the Company's operations</b>	<b>74.44%</b>	<b>617,773,860,000</b>	
2.1	<i>Payment of short-term loans at credit institutions</i>	18.07%	150,000,000,000	2024
2.2	<i>Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities.</i>	9.88%	82,000,000,000	2024
2.3	<i>Supplement working capital to serve the Company's production and business activities (including but not limited to: payment of subcontractor debts, purchase of raw materials, equipment, advances to contractors/suppliers, other arising costs...)</i>	-	-	-
2.4	<i>Business cooperation with Cam Lam - Vinh Hao Expressway Joint Stock Company (Investment and construction component project of Cam Lam - Vinh Hao section under the Project to build some expressway sections on the North - South East route in the period of 2017 - 2020)</i>	46.48%	385,773,860,000	2024
	<b>Total</b>	<b>100.00%</b>	<b>829,915,742,000</b>	

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**4. The Capital Utilization Report**

The situation of using capital raised from the share issuance to increase charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 as of March 13, 2025 is specifically as follows:

Unit: VND

No.	Capital usage content	Amount according to approved plan	Actual amount used	Remaining unused capital as of March 13, 2025 <sup>(1)</sup>
<b>I.</b>	<b>Contribute capital to project enterprises <sup>(2)</sup></b>	<b>212,141,882,000</b>	<b>212,141,882,000</b>	
1.1	Contribute capital to Deo Ca Investment Joint Stock Company <sup>(3)</sup>	108,243,670,000	108,243,670,000	
1.2	Contribute capital to Bac Giang - Lang Son BOT Joint Stock Company <sup>(4)</sup>	33,509,340,000	33,509,340,000	
1.3	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway <sup>(5)</sup>	70,388,872,000	70,388,872,000	
<b>II.</b>	<b>Additional capital for the Company's operations</b>	<b>617,773,860,000</b>	<b>617,773,860,000</b>	
2.1	Payment of short-term loans at credit institutions <sup>(6)</sup>	150,000,000,000	150,000,000,000	
2.2	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities <sup>(7)</sup>	82,000,000,000	82,000,000,000	
2.3	Supplement working capital to serve the Company's production and business activities (including but not limited to: payment of subcontractor debts, purchase of raw materials, equipment, advances to contractors/suppliers, other arising costs...)			



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**4. The Capital Utilization Report (continued)**

No.	Capital usage content	Amount according to approved plan	Actual amount used	Remaining unused capital as of March 13, 2025 <sup>(1)</sup>
2.4	<i>Business cooperation with Cam Lam - Vinh Hao Expressway JSC (Investment and construction component project of Cam Lam - Vinh Hao section under the Project to build some expressway sections on the North - South East route in the period of 2017 - 2020) <sup>(8)</sup></i>	385,773,860,000	385.773.860.000	
<b>Total</b>		<b>829.915.742.000</b>	<b>829,915,742,000</b>	

**Notes:**

(1) Based on the results of the additional share offering to existing shareholders in 2023 and the adjustment of the plan for using the capital raised from the offering approved by the Company's General Meeting of Shareholders, the actual amount raised was VND 829,915,742,000. The Company has used a part of the raised capital for purposes in the correct order of priority and in accordance with the actual implementation status of the projects. As of March 13, 2025, the Company has used up VND 829,915,742,000. The remaining unused amount from the offering is VND 0.

(2) According to the capital use plan approved by the Company's General Meeting of Shareholders in Resolution No. 01/2024/NQ-DHDCD dated May 31, 2024, the amount used for the purpose of implementing the project is VND 212,141,882,000. As of March 13, 2025, the Company has used VND 212,141,882,000 of the total amount collected from the offering plan for the purposes of implementing the project according to plan.

(3) The investment in Deo Ca Investment Joint Stock Company with the amount of VND 108,243,670,000 is made based on Resolution No. 23/2023/NQ-HĐQT dated August 15, 2023 of the Board of Directors of the Company on approving the detailed plan for offering additional shares to existing shareholders and Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Board of Directors of the Company on adjusting the plan for using capital raised from the offering of additional shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company. The Board of Directors of Deo Ca Investment Joint Stock Company has approved the results of offering shares to existing shareholders and increasing charter capital in Resolution No. 01/2024/NQ-HĐQT dated March 8, 2024. Deo Ca Investment Joint Stock Company has completed the procedures for changing charter capital and Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City for the 24th time on March 29, 2024.

(4) The investment in Bac Giang Lang Son BOT Joint Stock Company with the amount of VND 33,509,340,000 was made based on Resolution No. 23/2023/NQ-HĐQT dated August 15, 2023 of the Board of Directors of the Company on approving the detailed plan for offering additional shares to existing shareholders and Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Board of Directors of the Company on adjusting the plan for using capital raised from the offering of additional shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company. Bac Giang Lang Son BOT Joint Stock Company has completed the procedures for changing charter capital and the 19th Business Registration Certificate dated March 11, 2024.

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**4. The Capital Utilization Report (continued)**

**Notes (continued):**

(5) The investment in Dong Dang - Tra Linh Expressway Joint Stock Company with the amount of VND 70,388,872,000 is made based on Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Board of Directors of the Company and Resolution No. 01/2024/NQ-ĐHĐCĐ dated May 31, 2024 of the Company's Shareholders' Meeting on Adjusting the plan to use capital raised from the additional offering of shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company, Official Dispatch No. 07/CV/DDTL dated December 26, 2023 of Dong Dang - Tra Linh Expressway Joint Stock Company on contributing Owner's capital according to Business Registration Certificate No. 4800935176, Business Registration Certificate No. 4800935176 was first issued by the Department of Planning and Investment of Cao Bang province on December 18, 2023.

(6) The Company made short-term loan payments at credit institutions in accordance with Resolution No. 23/2023/NQ-HĐQT dated August 15, 2023 of the Board of Directors of the Company on approving the detailed plan for offering additional shares to existing shareholders; Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Board of Directors of the Company and Resolution No. 01/2024/NQ – ĐHĐCĐ dated May 31, 2024 of the Shareholders' Meeting of the Company on adjusting the plan for using capital raised from the offering of additional shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company. The Company has made short-term loan payments at Vietnam Joint Stock Commercial Bank for Industry and Trade, Vietnam Prosperity Joint Stock Commercial Bank and Tien Phong Commercial Joint Stock Bank.

(7) The Company invests in and purchases machinery, equipment, and means of transport to serve the Company's regular production and business activities based on Resolution No. 23/2023/NQ-HĐQT dated August 15, 2023 of the Board of Directors of the Company on approving the detailed plan for offering additional shares to existing shareholders; Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Board of Directors of the Company and Resolution No. 01/2024/NQ-ĐHĐCĐ dated May 31, 2024 of the Company's Shareholders' Meeting on adjusting the plan for using capital raised from the offering of additional shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company.

(8) The investment in business cooperation with Cam Lam - Vinh Hao Expressway Joint Stock Company with the amount of VND 385,773,860,000 is implemented based on Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Board of Directors of the Company and Resolution No. 01/2024/NQ - Shareholders' Meeting dated May 31, 2024 of the Company's Shareholders' Meeting on Adjusting the plan to use capital raised from the additional offering of shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company, Resolution of the Board of Directors No. 27/2023/NQ-HĐQT dated September 20, 2023 on Approval of signing/implementation of the Business Cooperation Contract with Cam Lam - Vinh Hao Expressway Joint Stock Company, Business Cooperation Contract No. 01/2023/HĐHTKD/BOT CLVH – HHV dated September 20, 2023 signed between Deo Ca Traffic Infrastructure Investment Joint Stock Company and Cam Lam - Vinh Hao Expressway Joint Stock Company and attached appendices.

Da Nang, March 13, 2025

**Deo Ca Traffic Infrastructure Investment Joint Stock Company**



**Nguyen Quang Huy**  
General Director

**Nguyen Van An**  
Chief Accountant

**Hoang Thi Minh Nguyet**  
Prepared by

**NOTE TO THE CAPITAL UTILIZATION REPORT OBTAINED  
FROM THE ISSUANCE INCREASING CHARTER CAPITAL  
FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000**

*As of March 13, 2025*

**1. THE COMPANY'S OPERATIONS CHARACTERISTICS**

**1.1. Form of ownership**

Deo Ca Traffic Infrastructure Investment Joint Stock Company was established in accordance with the Business Registration Certificate No. 0400101965 issued by the Department of Planning and Investment of Da Nang City on June 24, 2010; register for the 34<sup>th</sup> amendment on August 22, 2024.

The Company's shares were approved for listing under Decision No. 717/QĐ-SGDHCM dated 23 December 2021 and officially traded on January 20, 2022 on the Ho Chi Minh City Stock Exchange with the stock symbol HHV. The number of listed securities as at 31/12/2024 is 432,255,528 shares.

Actual contributed capital as at 13/03/2025 is: VND 4,322,555,280,000

The head office is located at: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam.

**1.2. Business sectors**

Trading, providing services, construction

**1.3. Business line**

Direct support service activities for road transport: toll collection, road fare collection, management, exploitation, maintenance, repair and maintenance of road tunnels, highways, national highways and other traffic infrastructure works, ensuring traffic when natural disasters occur in the assigned area, except for liquefying gas for transportation, excluding: types of direct support services for road transport that foreign-invested enterprises are not allowed to provide according to the provisions of law; other road passenger transport: passenger transport business on fixed routes including: transporting motorbikes, motorbikes, bicycles with the drivers of those vehicles and pedestrians through road tunnels, highways by specialized vehicles; passenger transport business by bus, excluding: other types of road passenger transport services that foreign-invested enterprises are not allowed to provide according to the provisions of law; road freight transport, direct support service activities for railway transport; loading and unloading of goods; construction of all types of houses; construction of railway works, road works, electricity works, water supply and drainage works, telecommunications works, communications works, hydraulic works, mining works, processing and manufacturing works, other public works and other civil engineering works; demolition, site preparation; exploitation of stone, sand, gravel, clay and other minerals;

Printing and services related to printing; production of non-alcoholic beverages, mineral water, construction wood products, refined petroleum products, plastics and synthetic rubber in primary forms, construction materials from clay, concrete and products from concrete, cement and plaster, electricity production, consumer electronics, metal components, other metal products and other production not elsewhere classified; mechanical processing, metal treatment and coating; repair of machinery, equipment, electrical equipment, prefabricated metal products and other equipment; installation of industrial machinery and equipment, installation of electrical systems, water supply and drainage systems, heating and air conditioning systems and other construction systems; completion of construction works and other specialized construction activities; wholesale, maintenance and repair of automobiles and other motor vehicles, retail of passenger cars; wholesale of computers, peripheral equipment and software, electronic and telecommunications equipment and components; other machinery, equipment and spare parts; metals and metal ores, other construction materials and installation equipment, other specialized wholesale and retail; short-term accommodation services; restaurants and mobile catering services; cinema and other telecommunications activities;



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**1. THE COMPANY'S OPERATIONS CHARACTERISTICS (continued)**

Programming, consulting, system administration, information technology services and other services related to computers; information portals, data processing, leasing and related activities; real estate business, land use rights owned, used or leased; architectural activities, management consulting and related technical consulting; technical testing and analysis; advertising; other professional, scientific and technological activities not elsewhere classified; leasing of motor vehicles, machinery, equipment and other tangible goods without operators; supply and management of labor resources, temporary labor; activities of centers, agencies consulting, introducing and brokering labor, employment; reservation services and support services related to tourism promotion and organization; security system services; general support services; industrial cleaning and specialized works; general office administration services, photocopying, document preparation and other specialized office support activities; call center service activities; trade promotion and introduction organization; other remaining business support service activities not elsewhere classified; primary education; intermediate education; college education; other education not elsewhere classified; educational support services; other medical activities not elsewhere classified; creative, artistic and entertainment activities.

**1.4. Company's structure**

<i>Company's name</i>	<i>% Benefit</i>	<i>% Voting right</i>	<i>Investment capital (VND)</i>
<b>Subsidiaries company: 03 companies</b>			
Bac Giang - Lang Son BOT JSC	65.03%	65.03%	1,157,824,390,000
Deo Ca Investment JSC	73.41%	73.41%	1,674,617,650,000
Phuoc Tuong Phu Gia BOT JSC	99.37%	99.37%	294,455,000,000
<b>Associates company and joint ventures company: 04 companies</b>			
Cam Lam - Vinh Hao Expressway JSC	38.00%	38.00%	391,400,000,000
Khanh Hoa Deo Ca BOT Investment JSC	47.34%	50.00%	122,000,000,000
Bac Giang - Lang Son - Huu Nghi BOT JSC	31.60%	31.60%	45,504,000,000
Dong Dang - Tra Linh Expressway JSC	42.31%	55.00%	20,000,000,000

List of dependent accounting affiliated units without legal status:

<i>Company's name</i>	<i>Address</i>
Construction Enterprise	Approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City
Hai Van Trading Service Production Enterprise	Approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City
Hai Van Tunnel Management and Operation Enterprise	Approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City
Hai Van Tunnel Management and Operation Enterprise	Hao Son Hamlet, Hoa Xuan Nam Commune, Dong Hoa Town, Phu Yen Province
Cu Mong Tunnel Management and Operation Enterprise	Long Thanh Hamlet, Xuan Loc Commune, Song Cau Town, Phu Yen Province
Bac Giang - Lang Son Expressway Management and Operation Enterprise	Km81+140, Bac Giang - Lang Son Expressway, Ho Son Commune, Huu Lung District, Lang Son Province
Trung Luong - My Thuan Expressway Management and Operation Enterprise	Tan Phong Hamlet, Tan Hoi Commune, Cai Lay Town, Tien Giang Province
Cam Lam - Vinh Hao Expressway Management and Operation Enterprise	Luong Cang Hamlet, Nhon Son Commune, Ninh Son District, Ninh Thuan Province, Viet Nam
Tam Diep - Dien Chau Expressway Management and Operation Enterprise	Tho Loc Village, Ha Linh Commune, Ha Trung District, Thanh Hoa Province, Vietnam
Representative Office in Hanoi	278 Thuy Khue, Thuy Khue Ward, Tay Ho District, Hanoi City, Vietnam
Representative Office in Ho Chi Minh City	32 Thach Thi Thanh Street, Tan Dinh Ward, District 1, Ho Chi Minh City

## **DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

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### **2. FISCAL YEAR AND ACCOUNTING CURRENCY**

The Company's fiscal year is from 1 January to 31 December yearly.

Capital Utilization Report raised from the issuance is prepared up to March 13, 2025

The currency used in accounting records is Vietnam Dong (VND).

### **3. BASIS FOR PREPARING CAPITAL UTILIZATION REPORT**

#### **3.1. Basis for preparing the Capital Utilization Report raised from the issuance**

The Company applies the Vietnamese Enterprise Accounting Regime and Vietnamese Accounting Standards issued by the Ministry of Finance :

Circular No. 200/2014/TT-BTC dated December 22, 2014 of the Ministry of Finance guiding the Vietnamese Enterprise Accounting Regime;

Decision 149/2001/QĐ-BTC dated December 31, 2001 on promulgating 04 Vietnamese Accounting Standards (Batch 1);

Decision 165/2002/QĐ-BTC dated December 31, 2002 on promulgating 06 Vietnamese Accounting Standards (Batch 2);

Decision 234/2003/QĐ-BTC dated December 31, 2003 on promulgating 06 Vietnamese Accounting Standards (Batch 3);

Decision 12/2005/QĐ-BTC dated February 15, 2005 on promulgating 06 Vietnamese Accounting Standards (Batch 4);

Decision 100/2005/QĐ-BTC dated December 28, 2005 on promulgating and promulgating 04 Vietnamese Accounting Standards (Batch 5);

The Capital Utilization Report raised from the issuance of shares to increase the Company's charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 is presented in Vietnamese Dong (VND) in accordance with the reporting purpose presented in Note 3.2 and the accounting policy presented in Note 3.3 of this report.

The Company entered the results of the public offering of additional shares to increase its charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 and the use of this capital is based on the following bases :

- Pursuant to the Securities Law dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ;
- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of contents on offering, issuing securities, public offering, repurchasing shares, registering public companies and canceling public status;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company;
- Pursuant to Resolution No. 04/2023/NQ-ĐHĐCĐ dated April 24, 2023 of the 2023 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company on approving the Plan to offer additional shares to existing shareholders;

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### 3. BASIS FOR PREPARING CAPITAL UTILIZATION REPORT (continued)

#### 3.1. Basis for preparing the Capital Utilization Report raised from the issuance (continued)

- Pursuant to Resolution No. 23/2023/NQ-HĐQT dated August 15, 2023 of the Company's Board of Directors ("BOD") on approving the detailed plan for offering additional shares to existing shareholders;
- Pursuant to the Certificate of Registration for Public Offering of Shares No. 384/GCN-UBCK issued by the Chairman of the State Securities Commission on November 13, 2023;
- Pursuant to Public Offering Notice No. 725/2023/TB-HHV of Deo Ca Traffic Infrastructure Investment Joint Stock Company dated November 13, 2023;
- Pursuant to Resolution No. 28/2023/NQ-HĐQT dated November 13, 2023 of the Board of Directors of Deo Ca Traffic Infrastructure Investment Joint Stock Company on implementing the public offering of additional shares;
- Pursuant to Notice No. 3232/TB-VSD dated November 17, 2023 of the Vietnam Securities Depository and Clearing Corporation on the last registration date and confirmation of the list of securities owners to exercise the right to purchase additional shares offered for sale of Deo Ca Traffic Infrastructure Investment Joint Stock Company;
- Pursuant to Notice No. 1852/TB-SGDHCM dated November 20, 2023 of Ho Chi Minh City Stock Exchange on the last registration date to exercise the right to purchase additional shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company;
- Pursuant to Official Dispatch No. 22/KHDNVN480 dated January 16, 2024 of Vietnam Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch regarding confirmation of the balance of the blocked account to receive money to buy shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company with detailed statement of blocked account transactions;
- Pursuant to the Resolutions of the Board of Directors of the Company: Resolution No. 01/2024/NQ-HĐQT dated January 5, 2024 on approving the results of the additional offering of shares to existing shareholders and the plan to handle undistributed shares of the additional public offering of shares in 2023; Resolution No. 02/2024/NQ-HĐQT dated January 8, 2024 on offering the remaining undistributed shares in the additional offering of shares to existing shareholders in 2023 of the Company; Resolution No. 03/2024/NQ-HĐQT dated January 19, 2024 on approving the results of the additional offering of shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company;
- Pursuant to Report No. 63/2024/BC-HHV dated January 26, 2024 of Deo Ca Traffic Infrastructure Investment Joint Stock Company on reporting the results of the public offering of shares);
- Pursuant to Official Dispatch No. 834/UBCK-QLCB dated February 1, 2024 of the State Securities Commission regarding the report on the results of the public share offering of Deo Ca Traffic Infrastructure Investment Joint Stock Company. In which, the State Securities Commission confirmed that it had received the document reporting the results of the public share offering of the Company;
- Pursuant to Business Registration Certificate No. 0400101965 issued by the Department of Planning and Investment of Da Nang City on June 24, 2010, changed for the 33rd time on February 2, 2024;
- Pursuant to Report No. 104/2024/BC-HHV dated February 6, 2024 of Deo Ca Traffic Infrastructure Investment Joint Stock Company on Reporting changes in the plan to use capital/amount of money collected from the offering/issuance (according to the Certificate of registration for public share offering No. 384/GCN-UBCK issued by the Chairman of the State Securities Commission on November 13, 2023);



### **3. BASIS FOR PREPARING CAPITAL UTILIZATION REPORT (continued)**

#### **3.1. Basis for preparing the Capital Utilization Report raised from the issuance (continued)**

- Pursuant to Resolution No. 07/2024/NQ-HĐQT dated February 5, 2024 of the Company's Board of Directors on Adjusting the plan to use capital raised from the additional share offering to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company;
- Pursuant to the Securities Registration Certificate No. 107/2015/GCNCP-VSDC-8 registered for the 8th change on February 16, 2024 of Vietnam Securities Depository and Clearing Corporation ;
- Decision No. 119/QĐ-SGDHCM dated March 6, 2024 of the General Director of HoChiMinh Stock Exchange on approving the Company to change its securities listing registration .
- Resolution No. 01/2024/NQ-ĐHĐCĐ dated May 31, 2024 of the Shareholders' Meeting approving the adjustment of the plan to use capital raised from the additional offering of shares to existing shareholders in 2023 of Deo Ca Traffic Infrastructure Investment Joint Stock Company according to the submission No. 05/2024/TTr-HĐQT dated April 4, 2024.

#### **3.2. Purpose of preparing the Capital Utilization Report raised from the issuance**

The Capital Utilization Report raised from the issuance is prepared to reflect the changes in The Capital Utilization Report raised from the issuance of shares to increase charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 up to March 13, 2025 related to the event of offering additional shares to the public. This report is used to report to the Company's General Meeting of Shareholders at the annual meeting and to submit to the State Securities Commission of Vietnam, HoChiMinh Stock Exchange, Viet Nam Securities Depository and Clearing Corporation and other regulatory agencies as prescribed by law. This report may not be suitable for other purposes. The audit report of The Capital Utilization Report raised from our share issuance is only used for the Company's internal purposes and submitted to the above competent authorities and is not used for other purposes or issued to other third parties.

The Capital Utilization Report raised from the issuance only presents the indicators of The Capital Utilization Report raised from this issuance as of March 13, 2025, and does not extend to the entire Financial Statement of the Company.

#### **3.3. Summary of significant accounting policies**

##### *Owners' equity*

Owner's equity reflects the capital contributed according to the Company's charter and is entered at the total par value of issued shares.

##### *Surplus equity*

Surplus equity reflects the difference (increase or decrease) in the amount of money received from issuing shares higher or lower than the par value (including the case of reissuing treasury shares), as well as expenses directly related to the issuance of shares or sale of treasury shares minus tax effects, which are entered as a reduction in surplus equity.

##### *Treasury Stock*

Common shares issued upon repurchase by the Company are classified as treasury shares in the equity section. The value of treasury shares that reduce equity includes the repurchase price and costs directly attributable to the purchase of treasury shares.

**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

**3. BASIS FOR PREPARING CAPITAL UTILIZATION REPORT (continued)**

*Treasury Stock (continued)*

When treasury shares are sold (reissued treasury shares), the cost of treasury shares is determined using the weighted average method. The difference between the selling price of treasury shares and the cost of treasury shares is recorded in the Surplus equity account.

*Da Nang, March 13, 2025*

**Deo Ca Traffic Infrastructure Investment Joint Stock Company**



**Nguyen Quang Huy**  
General Director

A blue ink handwritten signature of Nguyen Van An is written over a horizontal line.

**Nguyen Van An**  
Chief Accountant

A blue ink handwritten signature of Hoang Thi Minh Nguyet is written over a horizontal line.

**Hoang Thi Minh Nguyet**  
Prepared by

**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

**1. Summary of changes in owner's capital investment as of March 13, 2025:**

No.	SHAREHOLDER NAME	CONTRIBUTED CAPITAL AS OF 01/01/2024		CAPITAL INCREASE THROUGH OFFERING TO EXISTING SHAREHOLDERS		CAPITAL INCREASE CHANGES DUE TO ISSUANCE OF SHARES TO PAY DIVIDENDS IN 2023		CAPITAL REDUCTION		CONTRIBUTED CAPITAL AS OF 13/03/2025
		CAPITAL	NUMBER OF SHARES	CAPITAL	NUMBER OF SHARES	CAPITAL	NUMBER OF SHARES	CAPITAL	NUMBER OF SHARES	CAPITAL
1	Owner's equity	3,293,503,510,000	329,350,351	823,298,180,000	82,329,818	205,753,590,000	20,575,359	-	-	4,322,555,280,000
	Common shares	3,293,503,510,000	329,350,351	823,298,180,000	82,329,818	205,753,590,000	20,575,359	-	-	4,322,555,280,000
2	Surplus equity	(876,900,000)	-	6,617,562,000				-	-	5,740,662,000
3	Treasury Stock									
	<b>Owner's equity</b>	<b>3,292,626,610,000</b>	<b>329,350,351</b>	<b>829,915,742,000</b>	<b>82,329,818</b>			-	-	<b>4,328,295,942,000</b>

**2. Summary of the use of capital raised from the offering from the closing date of the offering to March 13, 2025:**

1. Capital mobilized from shareholders:	823,298,180,000 VND
2. Net proceeds	829,915,742,000 VND
3. Amount disbursed as of March 13, 2025:	829,915,742,000 VND
4. Remaining capital not fully disbursed by March 13, 2025 (4) = (2) - (3):	- VND



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

**3. Details of the use of capital raised from the offering from the closing date of the offering to March 13, 2025:**

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
1	Deo Ca Investment JSC	02/02/2024	Vietinbank	Contribute capital to Deo Ca Investment JSC - Deo Ca road tunnel project (including Deo Ca tunnel, Co Ma tunnel, Cu Mong tunnel, Hai Van tunnel)	21,600,000,000
2	Bac Giang - Lang Son BOT JSC	02/02/2024	Vietinbank	Contribute capital to BOT Bac Giang Lang Son JSC - Bac Giang - Lang Son Expressway project	8,600,000,000
3	Cam Lam - Vinh Hao Expressway JSC	05/02/2024	Vietinbank	Business cooperation with Cam Lam - Vinh Hao Expressway Joint Stock Company (Investment and construction component project of Cam Lam - Vinh Hao section under the Project to build some expressway sections on the North - South East route in the period of 2017 - 2020)	100,000,000,000
4	Cam Lam - Vinh Hao Expressway JSC	26/02/2024	Vietinbank	Business cooperation with Cam Lam - Vinh Hao Expressway Joint Stock Company (Investment and construction component project of Cam Lam - Vinh Hao section under the Project to build some expressway sections on the North - South East route in the period of 2017 - 2020)	46,000,000,000
5	Bac Giang - Lang Son BOT JSC	29/02/2024	Vietinbank	Contribute capital to BOT Bac Giang Lang Son JSC - Bac Giang - Lang Son Expressway project	24,909,340,000
6	Deo Ca Investment JSC	29/02/2024	Vietinbank	Contribute capital to Deo Ca Investment JSC - Deo Ca road tunnel project (including Deo Ca tunnel, Co Ma tunnel, Cu Mong tunnel, Hai Van tunnel)	86,643,670,000
7	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Principal payment of loan account number 803005855093	5,310,373,183
8	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Principal payment of loan account number 805005855174	7,054,576,366
9	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Principal payment of loan account number 803005866695	567,756,227
10	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Principal payment of loan account number 801005873092	427,234,500
11	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Principal payment of loan account number 805005890684	538,309,548
12	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank		543,758,705
13	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Interest payment account number 806005891776	1,139,659

**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
14	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Interest payment account number 805005890684	1,128,237
15	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Interest payment account number 801005873092	948,109
16	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Interest payment account number 803005866695	1,259,952
17	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Interest payment account number 803005855093	11,784,663
18	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	06/03/2024	Vietinbank	Interest payment account number 805005855174	15,655,362
19	Dong Dang - Tra Linh Expressway JSC	06/03/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	6,539,872,000
20	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 805005900244	2,689,729,502
21	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 805005916744	2,833,690,050
22	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 809005920218	1,151,666,979
23	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 805005926913	776,710,745
24	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 809005932799	2,127,472,511
25	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 808005934930	1,601,342,012
26	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 808005932823	243,429,615
27	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 800005934048	2,466,434,244
28	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 800005948935	2,699,640,793
29	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Principal payment of loan account number 802005888565	4,540,896,894
30	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Interest payment account number 802005888565	19,034,445
31	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	15/03/2024	Vietinbank	Interest payment account number 805005900244	11,274,757





**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
47	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 809005960504	617,159,079
48	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 808005983383	3,186,836,020
49	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 802005988808	5,152,234,008
50	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 809005991659	1,045,909,904
51	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 806006008760	949,805,200
52	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 809006023813	513,883,247
53	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 804006025828	1,158,737,568
54	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 809006025875	1,907,521,749
55	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 806006044207	1,599,887,395
56	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 802006061848	188,460,000
57	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 808006062195	1,901,579,952
58	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 800006061891	728,349,152

**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
59	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 806006064950	274,243,200
60	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 805006065022	4,153,572,908
61	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 800006064983	1,283,075,814
62	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 800006077859	1,773,981,530
63	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 802006077872	525,288,000
64	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 806006080840	528,433,213
65	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 802006086632	482,115,011
66	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 806006105894	997,331,200
67	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 806006104844	1,227,460,117
68	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 803006104861	1,391,420,848
69	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 803006115115	501,427,320
70	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 803006115154	215,992,493
71	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 807006125383	250,561,074



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
72	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 806006136360	1,071,176,250
73	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 801006141732	1,618,333,061
74	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 807006138206	508,700,425
75	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Principal payment of loan account number 800006010073	1,785,037,885
76	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 804005949176	9,927,431
77	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 800005947863	2,340,417
78	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 809005980504	1,008,054
79	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 808005983383	5,194,979
80	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 802005988808	8,398,847
81	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 809005991659	1,704,977
82	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 806006008760	1,548,313
83	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 800006010073	2,909,856



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
84	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 800006064983	2,091,590
85	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 800006077859	2,891,833
86	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 802006077872	856,291
87	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 806006080840	861,418
88	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 802006086632	785,913
89	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 806006105894	1,625,787
90	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 801006141732	2,482,922
91	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 807006138206	780,471
92	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 803006115154	352,097
93	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 806006104844	2,000,928
94	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 803006104861	2,268,206



## CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES

As of March 13, 2025

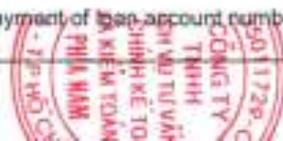
No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
95	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 803006115115	817,395
96	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 807006125383	384,422
97	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 809006023813	837,700
98	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 804006025828	1,888,901
99	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 809006025875	3,109,522
100	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 808006062195	3,099,836
101	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 806006136360	1,643,448
102	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 806006044207	2,608,035
103	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 802006061848	307,215
104	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 800006061891	1,187,309
105	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 806006064950	447,054
105	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	01/04/2024	Vietinbank	Interest payment account number 805006065022	6,770,893



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
107	Thang Long Auto Business One Member Company Limited	02/04/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	2,032,000,000
108	Thang Long Auto Business One Member Company Limited	02/04/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	1,104,000,000
109	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 805005958672	3,531,383,888
110	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 808005963293	1,008,115,266
111	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 807005973451	684,806,434
112	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 801005980789	1,610,847,000
113	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 803005981040	537,291,302
114	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 801005997566	1,366,868,880
115	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 804006007970	990,894,720
116	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 808006024019	1,094,786,393
117	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 803006023273	5,845,950,720
118	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 803006027120	3,563,262,929



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
119	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 806006045367	3,487,815,959
120	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 802006048259	356,880,944
121	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 804006060752	1,402,109,524
122	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 809006061061	778,777,876
123	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 808006062350	388,000,000
124	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 802006064602	374,011,000
125	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Principal payment of loan account number 803006070278	1,031,045,813
126	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 805005958672	12,804,214
127	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 808005963293	2,071,470
128	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 807005973451	1,407,137
129	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 803005981040	1,104,023
130	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 801005980789	3,309,959

**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
131	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 801005997566	2,808,634
132	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 804006007970	2,036,085
133	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 808006024019	2,249,561
134	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 803006023273	12,012,227
135	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 806006045367	7,166,745
136	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 804006060752	2,881,047
137	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 802006064602	768,516
138	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 803006070276	2,118,588
139	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 803006027120	7,321,773
140	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 802006048259	732,865
141	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 809006061061	1,600,228
142	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	04/04/2024	Vietinbank	Interest payment account number 808006062350	797,261



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
143	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Principal payment of loan account number 800006086659	5,079,281,334
144	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Principal payment of loan account number 802006088328	1,036,002,129
145	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Principal payment of loan account number 805006105844	323,046,958
146	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Principal payment of loan account number 807006113522	2,078,107,154
147	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Principal payment of loan account number 800006118212	529,692,953
148	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Principal payment of loan account number 808006128364	409,716,796
149	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Interest payment account number 808006128364	1,100,062
150	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Interest payment account number 800006118212	1,422,189
151	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Interest payment account number 807006113522	5,978,117
152	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Interest payment account number 805006105844	929,313
153	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Interest payment account number 802006088328	2,980,280
154	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	08/04/2024	Vietinbank	Interest payment account number 800006086659	14,611,631



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
155	Dai Thinh Automobile JSC	11/04/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	98,000,000
156	Viet Han Specialized Equipments Company Limited	12/04/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	648,000,000
157	Viet Han Specialized Equipments Company Limited	12/04/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	561,000,000
158	Viet Han Specialized Equipments Company Limited	12/04/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	705,000,000
159	Thang Long Auto Business One Member Company Limited	09/05/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	636,000,000
160	Vietnam Machine Investment Development JSC - Da Nang Branch	10/05/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	420,000,000
161	Vietnam Machine Investment Development JSC - Da Nang Branch	20/05/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	980,000,000
162	Gia Hung Phat Construction Mechanical Company Limited	02/06/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	132,632,100
163	Viet Han Specialized Equipments Company Limited	28/06/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	1,512,000,000
164	Cam Lam - Vinh Hao Expressway JSC	26/06/2024	Vietinbank	Business cooperation with Cam Lam - Vinh Hao Expressway Joint Stock Company (Investment and construction component project of Cam Lam - Vinh Hao section under the Project to build some expressway sections on the North -	114,916,341,000
165	Gia Hung Phat Construction Mechanical Company Limited	23/07/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	116,993,890
168	Cam Lam - Vinh Hao Expressway JSC	24/07/2024	Vietinbank	Business cooperation with Cam Lam - Vinh Hao Expressway Joint Stock Company (Investment and construction component project of Cam Lam - Vinh Hao section under the Project to build some expressway sections on the North -	15,046,099,000

**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

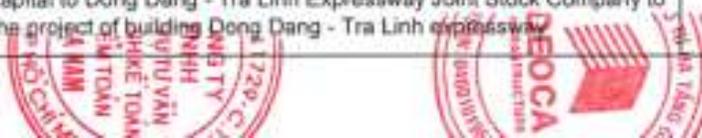
No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
167	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	26/07/2024	Vietinbank	Principal payment of loan account number 801006201933	1,004,742,035
168	Joint Stock Commercial Bank for Industry and Trade - Da Nang Branch	26/07/2024	Vietinbank	Thanh toán một phần nợ gốc TK vay 809006211037	60,188,677
169	Minh Long Industrial Material And Equipment JSC	26/08/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	43,500,000
170	Vietnam - Australia Environment JSC	13/09/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	400,000,000
171	Thang Long Auto Business One Member Company Limited	30/09/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	50,000,000
172	Thang Long Auto Business One Member Company Limited	30/09/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	50,000,000
173	Thang Long Auto Business One Member Company Limited	14/10/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	843,000,000
174	Thang Long Auto Business One Member Company Limited	14/10/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	673,000,000
175	Dong Dang - Tra Linh Expressway JSC	15/10/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	8,443,370,432
176	Viet Han Specialized Equipments Company Limited	29/10/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	1,170,000,000
177	Dai Thinh Automobile JSC	06/11/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	582,000,000
178	Dong Dang - Tra Linh Expressway JSC	14/11/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	2,732,000,000



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
179	Dong Dang - Tra Linh Expressway JSC	14/11/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	5,563,000,000
180	Dong Dang - Tra Linh Expressway JSC	15/11/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	435,826,774
181	TCE Service And Equipment JSC	25/11/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	1,800,000,000
182	Dong Dang - Tra Linh Expressway JSC	26/11/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	3,970,500,000
183	Dong Dang - Tra Linh Expressway JSC	02/12/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	3,232,500,000
184	Dong Dang - Tra Linh Expressway JSC	02/12/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	432,900,000
185	Dong Dang - Tra Linh Expressway JSC	03/12/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	20,442,000,000
186	Deo Ca Group JSC	04/12/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	30,000,000,000
187	Vietnam - Australia Environment JSC	04/12/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	140,000,000
188	Viet Han Specialized Equipments Company Limited	19/12/2024	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	1,309,000,000
189	Dong Dang - Tra Linh Expressway JSC	23/12/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	18,000,000,000
190	Dong Dang - Tra Linh Expressway JSC	23/12/2024	Vietinbank	Contribute capital to Dong Dang - Tra Linh Expressway Joint Stock Company to implement the project of building Dong Dang - Tra Linh expressway	596,900,794



**CAPITAL UTILIZATION REPORT OBTAINED FROM THE ISSUANCE INCREASING CHARTER CAPITAL FROM VND 3,293,503,510,000 TO VND 4,116,801,690,000 RELATED TO THE PUBLIC OFFERING OF ADDITIONAL SHARES**

*As of March 13, 2025*

No.	NAME	DOCUMENT		CONTENT	AMOUNT
		DAY	BANK		
191	Viet Han Specialized Equipments Company Limited	20/02/2025	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	2,730,000,000
192	Deo Ca Group JSC	11/03/2025	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	30,000,000,000
193	Deo Ca Group JSC	12/03/2025	Vietinbank	Purchase of machinery, equipment and means of transport to serve the Company's regular production and business activities	2,713,874,010
<b>Total</b>					<b>829,915,742,000</b>

Da Nang, March 13, 2025

Deo Ca Traffic Infrastructure Investment Joint Stock Comp.

**DECCA**  
INFRASTRUCTURE

Nguyen Quang Huy

General Director

Nguyen Van An

Chief Accountant

Hoang Thi Minh Nguyet

Prepared by

**SUBMISSION**

**On profit distribution, dividend payment in 2024  
and profit distribution plan in 2025**

Dear: **General meeting of shareholders.**

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and relevant legal provisions;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);

Based on the 2024 business performance results and the 2025 business plan of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV), the Board of Directors (BOD) hereby reports and respectfully submits to the 2025 Annual General Meeting of Shareholders (AGMS) for consideration and approval the profit distribution plan, the 2024 dividend payment, and the 2025 profit distribution plan of the Company, as follows

**I. Plan for Distribution of Profit After Corporate Income Tax in 2024**

1. The achieved results of key business performance indicators and the proposed plan for distributing profit after corporate income tax in 2024, specifically as follows

(Unit: VND)

No.	Target	Value
<b>I</b>	<b>BUSINESS PERFORMANCE RESULTS OF THE PARENT COMPANY IN 2024</b>	
1.1	Net revenue from sales and services	1.733.040.502.322
1.2	Profit after corporate income tax	197.451.166.791
1.3	Undistributed profit after tax	392.144.735.679
<b>II</b>	<b>CONSOLIDATED BUSINESS PERFORMANCE RESULTS IN 2024:</b>	
2.1	Net revenue from sales and services	3.308.251.591.277
2.2	Profit after corporate income tax	495.104.828.065
2.2.1	<i>Profit after tax of parent company</i>	<i>426.416.159.039</i>
2.2.2	<i>Profit after tax of non-controlling shareholders</i>	<i>68.688.669.026</i>
2.3	Undistributed profit after tax	1.116.710.675.697
<b>III</b>	<b>CHARTER CAPITAL</b>	
3.1	Company's charter capital as of December 31, 2024	4.322.555.280.000
3.2	Expected charter capital after the end of the private share offering according to Resolution No. 03/2024/NQ-ĐHĐCĐ dated May 31, 2024 of the Company's General Meeting of Shareholders and Resolutions of the Board of Directors related to the implementation of the private share offering plan.	4.737.555.280.000

IV	PLAN FOR DISTRIBUTION OF PROFIT AFTER TAX IN 2024	
4.1	Deduction from Project Development Investment Fund (2.53% of Profit after tax according to the Parent Company's separate audited financial statements)	5.000.000.000
4.2	Pay dividends in 2024 by shares (05% of charter capital after completing the private share offering plan in section 3.2; equivalent to 60.41% of undistributed profit after tax according to the audited separate financial statements of 2024 of the parent company; 21.21% of undistributed profit after tax according to the audited consolidated financial statements of 2024).	236.877.760.000

2. To implement the above 2024 dividend payment plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan to issue shares to pay dividends, specifically as follows:

1. Stock name:	Shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company
2. Stock type:	Common stock
3. Stock code:	<b>HHV</b>
4. Stock value:	10,000 VND/share
5. Expected charter capital of the Company at the time of dividend payment*:	4,737,555,280,000 VND
6. Number of treasury shares:	not have
7. Estimated number of shares outstanding at the time of dividend payment*:	473,755,528 shares
8. Number of shares expected to be issued to pay maximum dividends:	<b>23,687,776 shares</b>
9. Total value of shares issued at maximum par value:	<b>236,877,760,000 VND</b>
10. Expected increase in charter capital:	- Charter capital before issuance: <b>4,737,555,280,000 VND</b>
	- Charter capital increased after issuing dividend shares (at par value): <b>236,877,760,000 VND</b>
	- Charter capital after issuance: <b>4,974,433,040,000 VND</b>

11. Issuing form:	Issuing shares to pay dividends
12. Ratio of number of shares issued/Total number of shares outstanding:	05%
13. Exercise ratio:	20:1 (At the record date for shareholders exercising their rights, shareholders owning 01 share will receive 01 right, shareholders owning 20 rights will receive 01 new share).
14. Expected issue date:	In 2025, after receiving approval from the State Securities Commission.
15. Issuer:	Existing shareholders whose names are on the List of Shareholders on the last registration date to exercise the right to receive dividends in shares provided by Vietnam Securities Depository and Clearing Corporation (VSDC) according to regulations.
16. Funding source:	Undistributed profit after tax according to the Company's audited 2024 Financial Statements.
17. Principles for rounding and handling fractional shares:	<p>The number of shares issued will be rounded down to the nearest unit, and fractional fractions (if any) will be eliminated.</p> <p><i>For example: On the record date, shareholder Nguyễn Văn A holds 50 (fifty) shares, entitling them to receive a stock dividend of 2.5 shares. According to the plan for handling odd shares, the number of dividends paid in shares that Shareholder Nguyen Van A will receive after rounding down to the unit is 2 (two) shares. The fractional shares of 0.5 shares in the decimal place will be canceled.</i></p>
18. Transfer restrictions:	<p>Issued shares are not subject to transfer restrictions. Shareholders may not transfer their rights to a third party.</p> <p>Shareholders with restricted transfer status are still entitled to receive dividends paid in shares. The number of additional shares received is not subject to transfer restrictions.</p>
19. Purpose of issue:	Issuing shares to pay dividends in 2024
20. The General Meeting of Shareholders assigned the Board of Directors to carry out the following tasks related to the issuance of shares to pay dividends in 2024:	- Carry out procedures, processes, and documents, including developing detailed plans, supplementing, amending, and completing issuance plans as required by competent State agencies and/or in accordance with actual circumstances, and signing relevant legal documents and records to implement the issuance plan legally, in accordance with regulations, and ensuring the rights of Shareholders and the

	<p>Company.</p> <ul style="list-style-type: none"> <li>- Select the time of issuance, develop, complete, amend and supplement (if any) the stock issuance dossier to submit to the competent authority to ensure compliance with legal regulations;</li> <li>- Decide on the time to close the shareholder list to exercise rights, other time frames related to the implementation of the issuance plan and carry out procedures to close the shareholder list according to regulations;</li> <li>- Carry out procedures to ensure that the issuance of shares meets the regulations on foreign ownership ratio for the industries in which the Company registers to do business;</li> <li>- Carry out necessary procedures as prescribed by the Business Registration Authority to change the Company's business registration related to changing the charter capital corresponding to the results after completing the issuance;</li> <li>- Amend, supplement and update relevant provisions in the Company Charter to record the charter capital and new shares after completing the issuance and notify and disclose information in accordance with legal regulations;</li> <li>- Carry out procedures to register for additional depository at Vietnam Securities Depository and Clearing Corporation (VSDC) and register for additional listing at Ho Chi Minh City Stock Exchange. Ho Chi Minh City for the entire number of shares issued according to the plan approved by the General Meeting of Shareholders to ensure compliance with the provisions of law;</li> <li>- Depending on each specific case, the Board of Directors is authorized/assigned to the General Director - Legal Representative of the Company to perform all or one or several tasks related to the issuance of shares to pay dividends in 2024 approved by the General Meeting of Shareholders.</li> </ul>
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*(\*)*: Charter capital and expected number of shares after the end of the private share offering according to Resolution No. 03/2024/NQ-DHDCD dated May 31, 2024 of the 2024 Annual General Meeting of Shareholders and Resolutions of the Board of Directors related to the implementation of this private share offering plan.

## **II. Profit distribution plan for 2025:**

Based on the Company's production and business plan for 2025, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the 2025 profit distribution plan as follows:

1. Plan to pay dividends in 2025 in cash or shares, expected maximum payment level is 05% (five percent) of par value of shares but guaranteed not to be higher than undistributed profit after tax according to audited separate financial statements of 2025 of the Parent Company.

2. Approve the 2025 dividend advance and authorize the Board of Directors, based on the Company's business results and business plans at each point in time and ensuring cash flow optimization, to have full authority to decide on all matters related to the 2025 dividend advance, including whether or not to make the dividend advance, the dividend advance level, time, payment method and other matters related to the dividend advance to Shareholders.
3. For the remaining profits, the General Meeting of Shareholders authorizes the Board of Directors to decide and set aside funds according to the provisions of the Company's Charter to ensure effective use for production and business activities in the following years.

Best regards./.

*Sent to*

- As above;
- Board of supervisors (report);
- Saved: Meeting documents

**PP. BOARD OF DIRECTORS**  
**CHAIRMAN**



**Ho Minh Hoang**



**REPORT**

**On activity results of Board of Directors in 2024 and action plan for 2025**

Dear: **General Meeting of Shareholders**

The Board of Directors (*BOD*) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV) reports on the BOD activity result in 2024 and the 2025 action plan, as follows:

**I. ACTIVITY RESULTS OF THE BOD IN 2024**

**1. On the personnel structure of the BOD**

The BOD of HHV for the 2024 - 2029 term was elected at the 2024 Annual General Meeting of Shareholders (*AGM*) with 08 (eight) members ensuring compliance with current laws and the Company's Charter, including:

No.	Full name	Position	Term
1	<b>Ho Minh Hoang</b>	Chairman of the BOD (Non-Executive Member)	2024 - 2029
2	<b>Nguyen Tan Dong</b>	Vice Chairman of BOD (Non-Executive Member)	2024 - 2029
3	<b>Nguyen Huu Hung</b>	Vice Chairman of BOD (Non-Executive Member)	2024 - 2029
4	<b>Vo Thuy Linh</b>	(Non-Executive Member)	2024 - 2029
5	<b>Tran Chung</b>	(Non-Executive Member)	2024 - 2029
6	<b>Nguyen Quang Huy</b>	Member of BOD, General Director	2024 - 2029
7	<b>Hoang Van Hai</b>	Independent Member	2024 - 2029
8	<b>Ho Quang Loi</b>	Independent Member	2024 - 2029

During the past year, all members of the BOD have operated in compliance with the laws, Charter, and Internal Regulations of the Company. The members of the BOD have participated in corporate governance training programs and have been awarded public company governance certificates.

**2. BOD' activities in fiscal year 2024**

**2.1. Implementation status of the Resolutions of the 2024 Annual General Meeting of Shareholders**

The 2024 Annual General Meeting of Shareholders issued 07 Resolutions to decide on contents and issues within its authority. The results of implementing the Resolutions of the General Meeting of Shareholders are specifically as follows:

a) Regarding the Company's business performance in 2024:

The company has completed the business plan targeted for 2024 according to the Resolution of the General Meeting of Shareholders. The results of the implementation of the 2024 business plan approved in Resolution No. 01/2024/NQ-DHDCD dated May 31, 2024 of the General Meeting of Shareholders as follows:

*Unit: billion VND*

No	Criteria (Parent company)	2023	2024 Plan	2024 Results	Growth rate compared to 2023	2024 Completion rate
1	Revenue	1.465,52	1.732,40	1.733,04	+18%	100%
2	Profit after tax	173,92	161,8	197,45	+14%	122%

*Unit: billion VND*

No.	Criteria (consolidated)	2023	2024 Plan	2024 Results	Growth rate compared to 2023	2024 Completion rate
1	Net revenue	2.685,54	3.146,40	3.308,25	+23%	105%
2	Profit after tax	364,46	404,1	495,1	+36%	123%

c) The BOD has approved the detailed plan, selected investors and directed the submission of documents to the State Securities Commission (SSC) to implement the private offering of shares according to Resolution of the General Meeting of Shareholders No. 03/2024/NQ-DHCD dated May 31, 2024.

d) The Company has not yet implemented the Plan to offer additional shares to existing shareholders according to Resolution of the General Meeting of Shareholders No. 04/2024/NQ-DHDCD dated May 31, 2024 because it has not completed the private offering of shares according to Resolution of the General Meeting of Shareholders No. 03/2024/NQ-DHDCD. The BOD will submit to the General Meeting of Shareholders for consideration to cancel this plan and approve the Plan to offer additional shares to existing shareholders in 2025.

e) The Company has signed a contract with Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS) to audit the Financial Statements and other Reports issued in 2024 according to Resolution of the Shareholders' Meeting No. 01/2024/NQ-DHDCD dated May 31, 2024.

f) The Company has registered to add 04 new business lines and amended the detailed content of 03 existing business lines according to Resolution of the Shareholders' Meeting No. 05/2024/NQ-DHCD dated May 31, 2024. Certificate of new business lines and

occupations has been published in accordance with regulations.

g) Issued the Charter (amended, supplemented), Internal regulations on corporate governance (amended, supplemented), Regulations on organization and operation of the BOD and Regulations on organization and operation of the Supervisory Board according to Resolution of the General Meeting of Shareholders No. 06/2024/NQ-DHCD dated May 31, 2024.

h) Has made provisions for the Fund and completed the payment of dividends for 2023 according to Resolution of the Shareholders' Meeting No. 02/2024/NQ-ĐHĐCĐ dated May 31, 2024. Based on the current financial situation of the Company and in order to optimize the use of financial resources for HHV's investment and business activities in the coming time, we respectfully submit to the General Meeting of Shareholders for consideration and approval the transfer of the entire Charter Capital Reserve Fund to the Company's Development Investment Fund.

## **2.2. Results of other activities of the BOD in 2024**

### ***a) Summary of meetings and resolutions issued by the BOD***

In 2024, the BOD held 33 meetings and issued 50 Resolutions to decide on matters within its authority. Meetings are conducted in accordance with the law and the Company's Charter and Internal Regulations. The members of the BOD fully attended, actively participated in discussions and voted to pass the Resolutions with an approval rate of 100% (*details of the BOD' Resolutions issued in 2024 are in Section 5, Part II of the 2024 Corporate Governance Report published on January 25, 2025*).

### ***b) Management and supervision of the BOD***

- Had a meeting with the BOD to assess the Company's situation and set out specific directions, targets and plans to effectively implement the Company's production and business activities.

- Assigned tasks to each member of the BOD in charge of each specific field of operation to empower the members of the BOD to proactively monitor, supervise, and inspect the BOD in implementing investment policies and deploying key production and business activities to ensure compliance with regulations, quality, and progress requirements.

- Closely supervised the Company's financial and accounting work as well as the preparation, issuance and audit of Financial Statements, Capital Use Reports and other important reports arising during the year of the Company.

- Direct and supervise the preparation and successful organization of the Company's 2024 Annual General Meeting of Shareholders. Immediately after the Congress, the BOD directed the Board of Management to immediately deploy important tasks and work necessary to implement the Resolutions passed by the General Meeting of Shareholders.

- Monitor and supervise the organization and management of the BOD' personnel and set targets and directions to continuously improve the business management capacity, maintain a working environment imbued with the culture of "*Deo Ca people*", dynamic, modern, creative, "*dare to think - dare to do - dare to take responsibility*".

- Monitor and supervise information disclosure and shareholder relations in accordance with regulations. Important contents and information directly related to the Company's operations are published promptly and fully.

In general, the activities of the BOD in 2024 were carried out carefully, in compliance with legal regulations, the Company's Charter and ensuring effectiveness, efficiency, objectivity and transparency.

### **3. Activities of subcommittees under the BOD**

In 2024, the Internal Control Board and Internal Audit Board proactively implemented an operational plan to ensure compliance with the assigned functions and tasks. The specific results are as follows:

- Regularly monitor compliance with the law, the Company's Charter and the implementation of resolutions of the General Meeting of Shareholders, the BOD, the Board of Management and all levels of management in the Company.

- Monitor production and business activities and financial situation of the Company and its affiliated units. Supervised and inspected all aspects of production and business management and operations according to approved plans through pre-audit - concurrent audit - post-audit and pre-audit - post-audit - review control processes.

- Monitor, examine, evaluate and give opinions on the compliance, accuracy and honesty in presenting the Company's Financial Statements, Capital Use Reports and other Reports issued during the year.

- Monitor, evaluate and give opinions on compliance and timeliness in information disclosure and shareholder relations activities of the Company.

- Provided assessment reports on the adequacy and effectiveness of the internal governance system and risk management; independently and objectively made recommendations regarding governance, risk management and internal control processes in accordance with the actual situation of the Company.

### **4. Remuneration, operating expenses and other benefits of the BOD and Board members**

The Company has fully paid the 2024 remuneration to the members of the BOD in accordance with the law and the approved rate of the General Meeting of Shareholders with a total payment of VND 1,740,000,000. Details on remuneration and other benefits of each member of the BOD are disclosed in Section 1, Appendix 1 of the audited 2024 Financial Statements.

Pursuant to the provisions of the Company's Charter and the BOD' performance in 2024, the BOD respectfully submits to the General Meeting of Shareholders for consideration and approval of the remuneration level for Board members in 2025, as follows:

<b>No.</b>	<b>Title</b>	<b>Salary level (VND/month)</b>
1	Chairman of BOD	30.000.000
2	Vice Chairman of BOD	20.000.000
3	Member of BOD	15.000.000

Regarding payment method, the General Meeting of Shareholders assigns the BOD the right to: (1) monthly advance payment of 80% (*eighty percent*) of the monthly remuneration at the above estimated level after approval; the remaining remuneration shall be settled and paid within a maximum of 45 ( forty-five ) days from the end of the 2025 fiscal year and (2) decide on the settlement and payment of remuneration for 2025 within the approved remuneration level.

#### **5. Activities of independent members of the BOD in 2024**

In 2024, the independent members of the BOD fully performed their assigned duties and powers, including:

- Fully participated in meetings of the BOD; reviewed, gave opinions and voted independently on resolutions of the BOD, especially those related to investment activities, finance, contracts and transactions with related parties.
- Monitor the implementation of the Resolutions of the General Meeting of Shareholders; inspect and give opinions on the legality and reasonableness of the Company's production and business activities according to the approved plan.
- Monitor the Company's financial situation and provide independent opinions and recommendations for the BOD to consider adjusting operations to ensure compliance with legal regulations and suitability with the Company's reality;
- Supervise and give opinions on the management and operation of the Company by the BOD, including issues of human resources, salaries and policies for employees.
- Exercise certain powers and responsibilities in internal control, risk management, and supervision of the BOD' activities in the Company's main areas of operation.
- Monitor and provide independent assessment of the Company's and the BOD' operations in 2024. Details of the assessment of the independent members of the BOD on the Company's and the BOD' operations in 2024 are according to the Assessment Report of the independent members of the BOD attached to this Report.

#### **6. Report on contracts and transactions between HHV and related parties**

The contracts and transactions between HHV and related parties in 2024 were reported and announced by the Company on January 25, 2025 in Appendix 2, Appendix 3 and Appendix 4.1 of the Corporate Governance Report No. 01/2025/BCQT-HHV dated January 25, 2025.

All contracts and transactions between HHV and related parties are submitted to competent authorities for approval before signing; at the same time, information is sent to the Supervisory Board to participate in control according to regulations. Meetings of the BOD to review and approve contracts and transactions with related parties are held in accordance with proper procedures. All BOD' approval resolutions are publicly announced immediately after signing and promulgation.

### **II. ACTIVITY PLAN OF BOD FOR 2025**

Based on the Company's performance results achieved in 2024 and persisting with the strategic goal of focused growth, the BOD sets out the orientation and operational plan for 2025, as follows:

1. Directing and supervising the implementation of production and business activities according to the Resolution of the Annual General Meeting of Shareholders; focusing on: (i) Investing in new projects; (ii) Improving capacity, diversifying capital sources according to the PPP++ model; (iii) Strengthening international cooperation in human resource training and railway - metro technology transfer to "anticipate" upcoming railway infrastructure projects; (iv) Continuing to invest in new, modernizing machinery, equipment and vehicles to improve construction capacity and bid for new projects.

2. Supervise labor recruitment, talent attraction, human resource planning combined with training to ensure quality human resources for the Company's long-term development plan with the motto "*Culture and Human Resources are two things that cannot be borrowed*" and spread corporate culture with core values "Aspiration - Perseverance - Gratitude" to create an environment and motivation for sustainable development.

3. Promote digital transformation, gradually invest and facilitate the application of modern technology, artificial intelligence (AI) and automation in management and operation in the Company's main areas of operation.

4. Regularly monitor and evaluate the suitability of the Charter and internal regulations and rules to promptly adjust and improve them to suit current laws and the Company's development requirements in each stage.

5. Continue to build a corporate governance system according to good practices; organize the development and approval of the Sustainable Development (ESG) strategy framework and ESG practices in the Company; promote the assignment of specific tasks and powers to each member of the BOD in the direction of promoting a sense of responsibility and in accordance with professional qualifications and operational experience.

6. Coordinate and facilitate the Board of Supervisors and independent agencies and organizations, and Shareholders to participate in monitoring and inspecting the Company's operations to ensure the promotion and enhancement of transparency in the operations of public enterprises.

Above is the Report on the BOD' performance in 2024 and the 2025 operating plan. The BOD respectfully submits to the General Meeting of Shareholders for approval./.

**Sent to**

- As above;
- Board of supervisors (report);
- Saved: in office

**PP. BOARD OF DIRECTORS**

**CHAIRMAN**



**Ho Minh Hoang**

*Hanoi, March 31<sup>st</sup>, 2025*

**REPORT**

**On assessment of Independent Members of the Board of Directors on the activities of the  
Company and the Board of Directors in 2024**

Dear: **Annual General Meeting of Shareholders 2025.**

Based on the scope of duties and powers prescribed by law and the Company's Charter, the independent members of the Board of Directors (BOD) report to the General Meeting of Shareholders (GMS) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company / HHV) on their assessment of the Company's and the BOD's performance in 2024, as follows:

**I. GENERAL ASSESSMENT OF THE BOD'S PERFORMANCE IN 2024**

1. In 2024, the activities of the BOD and each member of the BOD complied with the law, the Charter and the internal regulations of the Company. The members of the BOD have performed their duties with a high sense of responsibility, seriousness and transparency in their work.
2. BOD meetings are held in accordance with prescribed procedures, ensuring substance. BOD members attended fully, actively participated in discussions, and provided comprehensive and well-considered assessments. This contributed to high-quality resolutions that were practical, legally compliant, and aligned with the resolutions of the General Meeting of Shareholders. At regular meetings, issues related to orientation, production and business development strategy, corporate finance, management system improvement, risk management, digital transformation investment and corporate culture are reviewed, updated, considered, evaluated and adjusted appropriately by the BOD.
3. The BOD has fully performed its functions of management, inspection and supervision of the Company's business operations. The BOD' inspection and supervision of the BOD is carried out regularly and closely, ensuring that the Company's operations are run smoothly and in compliance with strategic directions and current regulations.
4. The BOD has focused on improving the Company's governance capacity through many measures (hiring independent evaluation and consulting units to evaluate the Company's governance situation; participating in training programs, conferences, forums on corporate governance, etc.), building a suitable roadmap and implementing it to maintain the application of good corporate governance practices, implementing ESG practices and the Company's development strategy.
5. The BOD, the Board of Management and the Board of Supervisors have coordinated regularly and closely in handling and resolving work to make timely and correct decisions and solutions to ensure the Company's business operations are continuous, smooth and effective.

**II. ASSESSMENT OPINIONS OF EACH INDEPENDENT MEMBER ON THE  
ACTIVITIES OF THE COMPANY AND THE BOD IN 2024.**

**1. Comments from Mr. Hoang Van Hai - Independent member of the BOD :**

- The Company's financial statements, capital utilization reports and other important reports issued in 2024 have been prepared, audited/reviewed and published promptly, fully, accurately, honestly and accurately reflecting the Company's financial situation.
- Contracts and transactions between HHV and related parties arising in 2024 will be reported to the BOD for review and approval before signing. In the review meetings of the BOD, members of the BOD with interests related to contracts and transactions are required not to participate in voting according to regulations. The contents of all contracts and related transactions are publicly announced for Shareholders to monitor, avoiding conflicts affecting the interests of Shareholders and the Company.
- In 2024, the activities of the subcommittees of the BOD will be in accordance with their assigned functions, tasks and powers. Thematic audits and controls are carried out as planned, focused and appropriate to the Company's operations. The concluding reports and evaluation opinions of the subcommittees have significantly contributed to establishing and operating the Company's risk warning and internal control systems effectively, efficiently and in accordance with the actual conditions of the enterprise.

**2. Comments from Mr. Ho Quang Loi - Independent member of the BOD:**

- Acknowledge and appreciate the policies and efforts of the BOD in human resource management, training to improve the quality of human resources as well as paying **Full** salaries and benefits to employees according to signed labor contracts. Salary regulations and non-salary regimes are regularly updated and submitted to the BOD for approval to apply in accordance with regulations. Through monitoring, it is found that the Company's employees are satisfied with the salary and other benefits paid and feel secure in working and staying with the Company for a long time. At the same time, no feedback or complaints have been received from employees regarding salary and benefits payments, demonstrating that the Company's BOD always cares about and thoroughly resolves the legitimate suggestions and aspirations of employees.
- The company has done a good job of communication, information disclosure and shareholder relations in accordance with regulations. Important information about the Company's operations has been disclosed promptly and fully; at the same time, the Company always receives, processes and responds promptly to Shareholders' opinions and suggestions.
- In addition, the BOD and the Executive Board have paid attention to and created favorable conditions for the activities of the Party organization and grassroots Trade Union in 2024. This has contributed significantly to spreading corporate culture as well as gathering and mobilizing employees to join hands for the development of the Company.

Best regards./.

**INDEPENDENT MEMBER OF THE BOARD  
OF DIRECTORS**

**Hoang Van Hai**

**INDEPENDENT MEMBER OF THE  
BOARD OF DIRECTORS**

**Ho Quang Loi**



**REPORT**

**On the assessment of the activity results of the Company, the Board of Directors, the Board of Management, and the Board of Supervisors in 2024; and the submission for approval of the remuneration payment for Supervisors in 2025**

**Dear: General meeting of shareholders.**

Performing the functions and tasks of the Board of Supervisors (*BOS*) in accordance with the provisions of law and the Company's Charter, the *BOS* of Deo Ca Traffic Infrastructure Investment Joint Stock Company (*Company / HHV*) respectfully submits to the General Meeting of Shareholders (*GMS*) a report assessing the activity results of the Company, the Board of Directors (*BOD*), the Board of Management (*BOM*), *BOS* in 2024; and submit for approval the remuneration payment for Supervisors in 2025, specifically as follows:

**I. EVALUATION FOR THE PERFORMANCE RESULT OF THE COMPANY, ACTIVITY RESULT OF BOD, GENERAL DIRECTOR, BOS IN 2024**

**1. Company's performance results.**

a) In 2024, the Company's production and business activities will be maintained continuously, have steps of development and achieve many positive results. The *BOS* regularly Supervised the activities of the *BOD*, the management and operation of the *BOM* and the Company's affiliated units. Conduct periodic control of Financial Reports (*FS*), supervise the *BOD* in performing financial and accounting work, recording books, data, documents, and other related records to ensure they are complete, standard, reasonable, valid, honest, and accurate. The Company has implemented investment activities, production and business development according to targets and plans approved by the General Meeting of Shareholders and in compliance with legal regulations; During the year, the Company achieved the following:

- Issued shares to pay dividends at a rate of **5%**. Total value of dividends paid: 205,753,590,000 VND;

- Completed the plan to offer shares to existing shareholders in 2023, raising nearly 830 billion VND. The Company's charter capital increased from VND 3,293 billion to VND 4,116 billion;

- The Company has implemented the Plan to offer individual shares to increase charter capital according to Resolution of the Annual General Meeting of Shareholders No. 03/2024/NQ-DHCD dated May 31, 2024. Expected issuance value: 415 billion VND;

- *HHV's* toll collection revenue in 2024 will reach VND 1,909 billion, an increase of 21.4% compared to 2023;

- Construction and installation revenue reached VND 1,151 billion, up 9.98% compared to 2023, mainly recorded in the bid packages of the Cam Lam - Vinh Hao

expressway project, the Quang Ngai - Hoai Nhon expressway project, the Binh Dinh coastal road project, the Lien Chieu Port connecting road, the My Thuan - Can Tho project...

b) The BOS agrees with the contents of the separate and consolidated financial statements for 2024 and the 2024 production and business results report prepared by the BOD and submitted to the General Meeting of Shareholders for approval.

c) The Company's 2024 separate and consolidated financial statements have been audited by Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS) - the auditing unit approved by the General Meeting of Shareholders at the 2024 annual meeting, in agreement with the auditor's opinion of full approval, without any important notes/exceptions. The results of the basic indicators implemented in 2024 are shown in the consolidated financial statements as follows:

- Regarding assets:

*Unit: billion VND*

No.	Content	As of December 31, 2024	As of December 31, 2023
1	Current assets	1.283	1.176
2	Long-term assets	37.623	35.604
<b>TOTAL ASSETS</b>		<b>38,906</b>	<b>36.780</b>

- About equity:

*Unit: billion VND*

No.	Content	As of December 31, 2024	As of December 31, 2023
1	Liabilities	27.977	28.047
2	Equity	10.930	8.733
<b>TOTAL CAPITAL</b>		<b>38,906</b>	<b>36.780</b>

- On consolidated production and business results:

*Unit: billion VND*

No.	Content	As of December 31, 2024	As of December 31, 2023
1	Net revenue	3.308	2.686
2	Total accounting profit before tax	579	425
3	Profit after corporate income tax	495	364

## 2. Results of supervising the activities of the BOD and the BOM

### a) Evaluation of the BOD activity result

The results of the BOS's supervision in 2024 for the BOD are specifically as follows:

- Supervise the BOD in organizing the 2024 Annual General Meeting of Shareholders; participate in reviewing and giving opinions on the Reports and Proposals of the BOD and the BOM submitted to the General Meeting of Shareholders at the annual meeting as prescribed.

- Appointing Supervisors to attend BOD meetings, as well as supervising the BOD' direction and implementation of the Resolutions of the General Meeting of Shareholders.

- Regularly update and review the list of major shareholders, related parties of HHV and internal persons of the Company; Supervise and provide necessary comments on the approval and implementation of contracts and transactions between HHV and the parent company, subsidiaries and other related parties.

- Supervise and evaluate the effectiveness and compliance level of the Company's internal control and audit systems, governance regulations, reporting regimes, and risk management and early warning mechanisms.

Through Supervising, the BOS found: The BOD has performed the administration and management of the Company in accordance with its authority and duties as prescribed by law, in accordance with the Charter and Resolutions of the General Meeting of Shareholders; In 2024, the BOS highly appreciated the serious, frank and independent working spirit of the Board members; the BOD' Resolutions were adopted in accordance with regulations, in accordance with the Company's reality on the basis of discussion.

#### **b) Results of Supervising the activities of the BOD**

Based on the prescribed duties and powers, the BOS has implemented supervision work for the BOD in managing the Company's daily production and business activities, specifically as follows:

- In 2024, the BOD has proactively researched and proposed specific plans to fully implement the Resolutions of the General Meeting of Shareholders and the BOD; been flexible in assigning and delegating management authority to carry out assigned tasks; regularly maintained periodic meetings to evaluate, handle and resolve issues to help the Company's production and business activities be continuous, in compliance with the law, safe and effective; the BOS has sent BOS personnel to attend some important and necessary meetings.

- The BOD has seriously and fully reported to the General Meeting of Shareholders/BOD for approval before implementing investments, signing contracts, and transactions of great value, directly affecting the financial situation of the Company, contracts between HHV and related parties and other important issues, ensuring responsibility for prudence, honesty and avoiding conflicts of interest in corporate governance activities.

- In 2024, the BOS has not received any recommendations or feedback from Shareholders regarding violations by the BOD in performing assigned duties and powers.

### **3. Results of Supervising contracts and transactions between the Company and related parties**

a) Contracts and transactions with Related Parties arising during the year have been specifically and fully reported by the Company in the 2024 Audited Financial Report and the 2024 Management Report.

b) Through attending meetings and checking and reviewing the Minutes and Resolutions of the General Meeting of Shareholders/BOD on the approval of the above transactions, the BOS found that: the contracts and transactions approved were within the approved authority; the announcement and reporting of the transactions were carried out fully, promptly and transparently in accordance with regulations.

#### **4. Evaluation of the Company's Performance Reports, Financial Reports, and Reports evaluating the Company's management and operations.**

The Company's business performance report, financial statements and other reports are all fully sent to the BOS for review and appraisal before reporting to the General Meeting of Shareholders in accordance with regulations. Through appraisal, the BOS found that the Reports honestly and fully reflected the Company's activities and financial situation in 2024.

#### **5. Recommendations of the BOD**

- Continue to improve the operational capacity of the Company's Departments/ Offices; complete the mechanism; put the internal audit system into effective operation to ensure compliance with regulations and minimize errors;

- Strengthening the management and effective operation of investment and construction projects;

- Promote training and human resource development, build policies for employees and rotate staff appropriately, in accordance with the current situation and development requirements of the Company.

## **II. SELF-ASSESSMENT REPORT ON THE ACTIVITY RESULTS OF THE BOS AND OF EACH MEMBER IN 2024**

### **1. Evaluation of activity of BOS**

a) Based on the operational plan approved by the 2024 Annual General Meeting of Shareholders, the BOS held 02 meetings with the full participation of members to summarize and evaluate operational results, develop operational plans for each stage, assign tasks to each Supervisor in accordance with their expertise and implement the annual control plans according to assigned functions and tasks.

b) Develop and submit to the 2024 Annual General Meeting of Shareholders for approval the 2023 BOS's Operation Report and 2024 Operation Plan, the Proposal for selecting an independent auditor for 2024, and submit for approval the Regulations on organization and operation of the BOS in accordance with regulations.

c) In 2024, the BOS performed its work with a careful attitude and with the goal of serving the interests of Shareholders and the strong development of the Company. The BOS has fully completed its 2024 tasks according to the plan approved by the General Meeting of Shareholders.

### **2. Evaluate the activity result of each Supervisor**

a) Regarding personnel situation: Mr. Nguyen Minh Giang - Chief of the BOS has completed his term and has been elected by the 2024 Annual General Meeting of

Shareholders as Supervisor for the new term (2024 - 2029). At the BOS meeting after the Congress, the Supervisors unanimously elected Mr. Nguyen Minh Giang to continue holding the position of Head of the Company's BOS.

Currently, Ms. **Cam Thi Minh Hai** - Supervisor (term 2020 - 2025) has finished her term of office. The BOS has notified the Company's BOD to submit to the General Meeting of Shareholders for consideration of election of replacement at the 2025 annual meeting in accordance with regulations.

b) In 2024, HHV's BOS will operate stably with a structure of 03 (three) members assigned the following tasks:

No.	Full name	Title	Assigned tasks
1	<b>Nguyen Minh Giang</b>	Chief of BOS	Representatives of the BOS participate and speak at meetings of the General Meeting of Shareholders, BOD, BOM and other meetings of the Company. In case of inability to attend, another member may be assigned to attend; general control of the activities of the BOD and the BOM in the administration and management of the company; other tasks under the authority of the Head of the BOS.
2	<b>Cam Thi Minh Hai</b>	Supervisor	Responsible for controlling and supervising the Company's activities related to accounting, statistics, and financial statement preparation; reviewing accounting books and accounting records. Supervise the Company's financial situation; assess the completeness, legality and honesty of the Company's business situation report, annual and 6-month financial statements; Supervise the internal control system, internal audit and other issues related to the company's finance and accounting.
3	<b>Phan Thi Mai</b>	Supervisor	Responsible for supervising the Company's activities related to legal issues including compliance with the provisions of law, the Charter and regulations in the Company's business activities; receiving and proposing solutions to resolve complaints and opinions of Shareholders; reviewing contracts and transactions between the Company and related parties in accordance with the provisions of law and the Company's Charter; other issues related to corporate law.

c) Evaluation of the performance of the Supervisors in 2024:

- Within the scope of assigned work, each Supervisor has clearly demonstrated his/her capacity and sense of responsibility for the assigned tasks; performed regular supervision with an independent and objective role in the Company's activities and the highest goal is to

protect the legitimate rights and interests of Shareholders, contributing to improving the transparency and efficiency of the Company's production and business activities.

- Attend all meetings invited by the BOD and the BOM. Supervise each content specifically and closely. Each member, depending on their expertise and assigned field, has provided timely, appropriate, and regulated opinions and recommendations for the BOD and the BOM to refer to.

### III. ACTIVITY PLAN OF BOS FOR 2025

Based on the Company's business orientation and plan as well as the coordination mechanism between the BOD, the BOM and the BOS that has been established in inspection and supervision activities, the BOS develops the 2025 operating plan for submission to the General Meeting of Shareholders for approval, as follows:

1. Focus on inspection and supervision of the rationality, legality, honesty and level of prudence in management and operation of business activities;

2. Closely Supervise the implementation of the contents approved by the General Meeting of Shareholders to ensure that the Company's operations are in line with the set direction and goals, contributing to protecting the best interests of the Company and Shareholders.

3. Strengthen the supervision and periodic and unscheduled inspection of financial accounting records, accounting, preparation and auditing of the Company's financial statements. Review and evaluate the effectiveness of internal control, internal audit, and risk management systems to provide timely recommendations and warnings to the BOD and the BOM in administrative and operational management.

5. Strengthen supervision and Supervising of the Company's information disclosure and shareholder relations activities.

### III. REMUNERATION FOR SUPERVISORS IN 2025

#### 1. Results of remuneration, operating expenses and other benefits of the BOS in 2024

a) At the 2024 Annual General Meeting of Shareholders, the specific remuneration level for the Company's Supervisors in 2024 was approved. The Company has made full payment according to the content approved by the General Meeting of Shareholders with the total remuneration for the Supervisors in 2024 being **VND 348,000,000** (*Three hundred and forty eight million VND*). Details of remuneration paid to each Supervisor are as follows:

No.	Full name	Position	Remuneration in 2024 (VND)
1	Nguyen Minh Giang	Chief of BOS	180.000.000
2	Phan Thi Mai	Supervisor	84.000.000
3	Cam Thi Minh Hai	Supervisor	84.000.000
	<b>Total:</b>		<b>348,000,000</b>

- Payment of administrative costs and other related costs serving the operation of the BOS complies with the Company's internal regulations and rules and is accounted for in

general management costs to ensure full compliance with regulations.

## 2. Compensation Plan for Supervisors in 2025

Pursuant to the provisions of law and the Company's Charter on the authority to decide on remuneration, bonuses and other benefits for members of the BOS, we respectfully submit to the General Meeting of Shareholders for consideration and approval:

- Remuneration levels for Company Supervisors in 2025 are as follows:

No.	Title	Remuneration level (VND/month)
1	Chief of BOS	15.000.000
2	Supervisor	7.000.000

- Regarding payment method, after the General Meeting of Shareholders approves the payment level: Monthly advances of 80% (*eighty percent*) of the monthly remuneration are made between the 1st and 10th of each month; the remaining remuneration is settled and paid within a maximum of 45 ( forty-five ) days from the end of the 2025 fiscal year.

Total remuneration and other benefits (if any) paid to the Supervisor as prescribed by law will be summarized and reported to the General Meeting of Shareholders at the following annual meeting.

Respectfully submit to the General Meeting of Shareholders for consideration and approval to have a basis for implementation to ensure compliance with regulations.

Best regards./.

**Sent to**

- As above;
- BOD (for information);
- BOM (for information);
- Saved: in office

**PP. BOARD OF SUPERVISORS**

**CHIEF**



**Nguyen Minh Giang**

PP. BOARD OF SUPERVISORS



**SUBMISSION**

**On the selection of independent auditors for the 2025 fiscal year**

Dear: **General meeting of shareholders.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and related regulations;
- Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019 and related regulations;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);

In performing the responsibilities and powers prescribed in the Company's Charter, the Board of Supervisors (BOS) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company / HHV) respectfully submit to the Company's 2025 Annual General Meeting of Shareholders ( AGM ) for consideration and approval of the selection of an independent auditor for the 2025 fiscal year, as follows:

**1. Selection criteria:**

The independent auditing unit selected to provide auditing services for the Financial Statements and other Reports of HHV issued in 2025 must meet the following conditions:

- a) Is an independent, reputable auditing company approved by the Ministry of Finance and the State Securities Commission (SSC) to conduct audits for issuing organizations and listed companies;
- b) Is a unit with a team of experts and auditors with qualifications and extensive experience in the field of auditing financial statements according to prescribed standards;
- c) There is no conflict of interest when performing the audit of financial statements for HHV;
- d) Meet the requirements on quality and progress of financial statement audits according to the regulations of the State Securities Commission and relevant laws;
- e) Have appropriate and competitive service fees.

**2. Suggested comments:**

Pursuant to current legal regulations, the Supervisory Board proposes that the General Meeting of Shareholders approve:

- a) Criteria for selecting an auditing unit for fiscal year 2025 are in section 1 above.
- b) Approve the list of auditing companies to select an auditing unit to independently review and audit the financial statements and other reports issued by the Company in 2025, including:

- International Auditing and Valuation Company Limited (IAV)
- ASCO Audit and Valuation Firm Company Limited (ASCO)
- Southern Auditing & Accounting Financial Consultancy Services Company Limited (AASCS).

c) Authorize the Board of Directors (*BOD*) to decide on the selection of one of three auditing companies from the list of auditing companies unanimously approved by the General Meeting of Shareholders to independently review and audit the financial statements and other reports issued by the Company in 2025. In case of necessity for the legitimate interests of the Company, the BOD may decide to select another independent auditing unit (outside the list approved by the General Meeting of Shareholders) but must meet the selection criteria in Section 1 and other conditions as prescribed by law.

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

Best regards./.

*Sent to*

- As above;
- BOD;
- Saved: in BOS.

**PP. BOARD OF SUPERVISORS**

**CHIEF**



**Nguyen Minh Giang**



No.: 05/2025/TTr-HĐQT

Da Nang, April 3<sup>rd</sup>, 2025

**SUBMISSION**

**On increasing the Charter Capital of Company**

Dear: **General meeting of shareholders.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and relevant legal provisions;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2021 of the Government detailing the implementation of a number of articles of the Securities Law, and relevant legal provisions;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);
- Based on the actual situation and capital needs to expand production, business and investment of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV).

The Board of Directors (BOD) respectfully presents to the 2025 Annual General Meeting of Shareholders (AGM) for consideration and approval of the policy of increasing the Company's charter capital in 2025, as follows:

**I. THE NECESSITY OF INCREASING CHARTER CAPITAL**

HHV identifies strategy and vision to 2030, the Company continues to maintain its leading position in the field of road infrastructure investment in Vietnam. In the coming period, HHV will promote the development of production and business activities, expand the scale of operations, strengthen cooperation, and develop investment in new transport infrastructure projects, including the North-South high-speed railway project. Based on the assessment of the actual production and business situation, based on the above orientation and objectives, increasing HHV's charter capital is necessary to improve financial capacity, balance capital sources for regular activities and investment activities of HHV as well as prepare resources to implement the proposed development plans, thereby contributing to bringing stable and long-term profits, ensuring benefits for shareholders.

**II. INFORMATION ON THE COMPANY'S OUTSTANDING SHARES**

1. Name of the issuing organization : Deo Ca Traffic Infrastructure Investment Joint Stock Company
2. Share's name : Shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company .
3. Stock code : **HHV**
4. Stock type : Common stock



5. Face value : 10,000 VND/share
6. Number of outstanding shares : **432,255,528 shares**
7. Contributed charter capital : **4,322,555,280,000 VND** (*In words: Four thousand three hundred and twenty two billion, five hundred and fifty five million, two hundred and eighty thousand dong*)
8. The number of shares expected to be in circulation after completing the private offering of shares according to Resolution No. 03/2024/NQ-DHĐCĐ dated May 31, 2024 of the General Meeting of Shareholders and Resolutions of the BOD related to the implementation of this issuance plan. : **473,755,528 shares**
9. Expected charter capital after completing the private share offering according to Resolution No. 03/2024/NQ-DHĐCĐ dated May 31, 2024 of the General Meeting of Shareholders and Resolutions of the BOD related to the implementation of this issuance plan. : **4,737,555,280,000 VND** (*In words: Four thousand seven hundred thirty seven billion, five hundred fifty five million, two hundred eighty thousand dong*)

### III. PLAN TO ISSUE ADDITIONAL SHARES TO INCREASE CHARTER CAPITAL

The BOD submits to the General Meeting of Shareholders for consideration and approval of the plan to issue shares to increase the Company's charter capital, specifically including:

1. Total number of additional shares expected to be issued: **73,432,106 shares**, implemented through the following plans in order:
  - a) Plan to issue shares to pay dividends in 2024: **23,687,776 shares**.
  - b) Plan to offer additional shares to existing shareholders: **49,744,330 shares**.
2. Total expected increase in charter capital: **734,321,060,000 VND**.
3. Expected charter capital after issuance: **5,471,876,340,000 VND**.
4. In case the expected amount of money is not collected, the Company will implement the plan to borrow capital from existing Shareholders/Members of the BOD/Related Parties/other entities or select and adjust the appropriate investment and capital use plan to ensure the principle of not affecting the capital source as well as the regular production and business activities of HHV.



#### IV. IMPLEMENTATION OF THE PLAN TO INCREASE THE COMPANY'S CHARTER CAPITAL

To implement the issuance plans in the Company's charter capital increase plan mentioned above, the BOD submits to the General Meeting of Shareholders for authorization and assignment to the BOD to:

1. Decide on all procedures and work related to the issuance of additional shares in accordance with the provisions of the Enterprise Law, the law on securities and the securities market, the Company Charter and the Resolution of the General Meeting of Shareholders.
2. Review and adjust the Issuance Plan as required by the Competent Authority to ensure compliance with legal regulations.
3. Select a specific time to carry out the stock offering to ensure optimizing the interests of Shareholders and the Company as well as the possibility of success of the offering;
4. Decide to adjust the plan for using capital raised from the stock offering (if necessary, in accordance with the Company's production and business activities) and carry out procedures related to information disclosure in accordance with regulations;
5. Approve and direct the General Director - Legal Representative of the Company to issue the Charter (amended, supplemented) and carry out procedures to change the business registration content to record the new charter capital according to the actual capital successfully issued.

Respectfully submit./.

**Sent to**

- As above;
- Board of supervisors (for reporting);
- Saved in: BOD Office; Meeting documents.

**PP. BOARD OF DIRECTORS**

**CHAIRMAN**



**Ho Minh Hoang**

**SUBMISSION**

**On approval of the Plan to Offer Additional Shares to Existing Shareholders in 2025**

Dear: **General meeting of shareholders.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and relevant legal provisions;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2021 of the Government detailing the implementation of a number of articles of the Securities Law; and other relevant legal provisions;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);
- Based on the actual situation and capital needs to expand production, business and investment of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV).

**A. STATUS OF THE PLAN TO OFFER ADDITIONAL SHARES TO EXISTING SHAREHOLDERS IN 2024 ACCORDING TO RESOLUTION NO. 04/2024/NQ-ĐHĐCĐ DATED MAY 31, 2024 OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING:**

**I. Details of approved plan:**

1. Shares offered: Shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company
2. Stock code: HHV
3. Type of shares offered: Common shares
4. Total number of shares expected to be issued: maximum 75,862,363 shares (Seventy-five million, eight hundred sixty-two thousand, three hundred sixty-three shares)
5. Total expected issued value at face value: maximum 758,623,630,000 VND (Seven hundred fifty-eight billion, six hundred twenty-three million, six hundred thirty thousand VND)
6. Issuance rate (number of shares to be issued / number of shares expected at the time of issuance): 15%
7. Target audience of the offering: Existing shareholders, including both domestic and foreign shareholders whose names are on the shareholder list as of the final registration date to exercise the right to purchase shares.
8. Method of offering: Offering to existing shareholders through the exercise of purchase rights.

9. Expected implementation time: After receiving approval from the State Securities Commission.
10. Purpose of the offering and use of proceeds from the offering to existing shareholders: All funds to be raised from the offering to existing shareholders will be used to arrange capital for participation in the Huu Nghi - Chi Lang border gate expressway project and/or the Dong Dang (Lang Son Province) - Tra Linh (Cao Bang Province) expressway project (through lending or business cooperation with the project enterprise or other forms in accordance with the law), as well as supplementing capital for workforce training and science and technology development.

## II. Implementation status:

The plan for the additional issuance of shares to existing shareholders was initially expected to be carried out after the Company completed the issuance of shares to pay dividends for 2023 and the private placement of shares according to Resolution No. 03/2024/NQ-DHDCD of the Annual General Meeting of Shareholders dated May 31, 2024. However, due to the prolonged implementation period of the two aforementioned issuance plans, the Company was unable to carry out the procedures for the additional issuance of shares to existing shareholders as approved by the AGM 2024.

Based on the evaluation of the actual production and business operations of the Company, with the aim of enhancing financial capacity, balancing capital sources for ongoing operations and investment in HHV's infrastructure projects, thereby generating stable profits and ensuring shareholder benefits, the Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMOS) of the Company for consideration the cancellation of the plan for the additional issuance of shares to existing shareholders in 2024, which was approved by the Annual General Meeting of Shareholders 2024 in Resolution No. 04/2024/NQ-DHDCD dated May 31, 2024, and the approval of the plan for the additional issuance of shares to existing shareholders to increase the charter capital of HHV, as follows:

### B. PLAN TO OFFER ADDITIONAL SHARES TO EXISTING SHAREHOLDERS

1. Name of the issuing organization: Deo Ca Traffic Infrastructure Investment Joint Stock Company.
2. Issued shares: Shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company.
3. Stock code: HHV.
4. Stock type: Common stock.
5. Stock value: 10,000 (Ten thousand) VND/share.
6. Total number of shares expected at the time of issuance <sup>(1)</sup>: **497,443,304 shares** (Four hundred and ninety seven million, four hundred and forty three thousand, three hundred and four shares).

(1) The expected number of outstanding shares after the Company completes the share issuance to pay dividends in 2024 according to Report No., 03/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025, of the BOD.

7. Maximum total number of shares expected to be issued: **49,744,330 shares** (*Forty-nine million, seven hundred and forty-four thousand, three hundred and thirty shares*).
8. Total expected issuance value at maximum par value: **497,443,300,000 VND** (*Four hundred and ninety seven billion, four hundred and forty three million, three hundred thousand VND*).
9. Maximum expected issuance ratio (*number of shares expected to be issued/number of shares expected at the time of issuance*): **10%** (*ten percent*).
10. Expected charter capital after successful issuance: **5,471,876,340,000 VND** (*Five thousand four hundred and seventy one billion, eight hundred and seventy six million, three hundred and forty thousand VND*).
11. Issued objects: Existing shareholders, including domestic shareholders and foreign shareholders whose names are on the list on the last registration date to close the shareholder list to exercise the right to purchase shares.
12. Offering method: Offer for sale to existing shareholders by exercising purchase rights.
13. Expected exercise rate: **10:1** (*Existing shareholders owning 01 share will receive 01 right, every 10 rights will be able to buy 01 new share*).

In case the actual total number of shares expected at the time of issuance (item 6) is different from this Proposal, the General Meeting of Shareholders authorizes the BOD to adjust the issuance ratio and the right exercise ratio accordingly (*up to the maximum equivalent to the maximum total number of shares expected to be issued (item 7)/Total number of shares at the time of issuance*).

14. Transfer restrictions: Additional shares offered to existing shareholders are not subject to transfer restrictions.
15. Expected offering price: The General Meeting of Shareholders authorizes/assigns the BOD to decide on the appropriate issuance price for existing shareholders and not lower than the par value of the shares.
16. Transfer of stock purchase rights: Shareholders who own purchase rights can transfer their purchase rights to one or more other individuals/organizations. The transferee of purchase rights will not be allowed to transfer the rights to a third party.  
Shareholders in restricted transfer status still receive the right to purchase shares. The number of additional shares purchased from this purchase right is not subject to transfer restrictions.
17. Handling of arising fractional shares: The number of additional shares issued to existing shareholders will be rounded down to the nearest unit. Odd shares (*if any*) will be cancelled.

*For example: On the record date, Shareholder Nguyen Van A owns 175 (one hundred and seventy-five) shares, at that time Shareholder A will be entitled to 175 purchase rights, equivalent to the right to buy 17.5 new shares. According to the plan for handling odd shares, the number of shares that Shareholder Nguyen Van A is entitled to buy after*

rounding down to the unit is 17 (seventeen) shares. The fractional shares of 0.5 shares in the decimal place will be canceled.

18. Solution in case shares are not sold out as planned:

In case the shares are not fully distributed as planned because existing shareholders and investors do not exercise their purchase rights (if any), the General Meeting of Shareholders authorizes the BOD to:

- Option to sell to other entities at a price not lower than the offering price to existing shareholders. The distribution of unsold shares is carried out in accordance with legal regulations;
- The remaining shares not fully distributed to existing shareholders when offered for sale to other entities under this plan will be restricted from transfer for a period of 01 (one) year from the date of completion of the offering in accordance with the law;
- In case the deadline for distributing shares expires according to the provisions of law (including the extended period, if any), if there are still undistributed shares, these undistributed shares will be canceled and the BOD will decide to end the offering.

19. Estimated time of implementation: After approval of the State Securities Commission.

20. Level of stock dilution after issuance

Issuing additional shares to existing shareholders may result in dilution risks, including:

- Diluted Basic Earnings Per Share (EPS)
- Dilution Book Value Per Share (BVPS)
- Dilution of holdings and voting rights
- Dilution of stock trading price, specifically:

On the trading date without the right to purchase additional shares issued by existing shareholders, the price of the Company's shares will be technically adjusted by the market according to the following formula:

$$\text{Market price (adjusted)} = \frac{\text{PR}(t-1) + I_1 * \text{PR}}{1 + I_1}$$

In which:

- **PR(t- 1)** is the Trading Price of the Company's shares on the day before the record date for exercising rights.
- **PR** is the Additional Issue Price for Existing Shareholders.
- **I<sub>1</sub>** is the Capital Gain Ratio.

21. Minimum expected success rate: Comply with the provisions of law.

22. Purpose of offering and plan for using capital raised from the offering to existing shareholders:

The expected amount of money collected from the offering to existing shareholders will be used to supplement capital for investment, production and business activities, and to pay the Company's debts, as follows:

No.	Form of capital use	Estimated capital employed (million VND)	Expected time of capital utilization
1	Payment for the transfer of shares of Cam Lam - Vinh Hao Expressway JSC and shares of ICV Vietnam Construction Investment JSC to Deo Ca Group JSC	495.400	2025 - 2026
2	Purchase of machinery, equipment, means of transport, and other fixed assets to serve the Company's operations.	2.043,3	
	<b>Total</b>	<b>497,443.3</b>	

The capital allocated for each of the above purposes can be changed, adjusted/flexibly rotated in the Company's activities and capital use purposes to suit the situation at the time of issuance. The General Meeting of Shareholders authorizes the BOD to develop and decide on a detailed capital use plan and/or adjust, supplement, or amend the detailed capital use plan in accordance with the actual business situation of the Company at the time of issuance and the time of using the additional capital to ensure compliance with legal regulations..

23. Shares successfully offered under the issuance plan will be registered for additional deposit at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional listing at the Ho Chi Minh City Stock Exchange (HOSE) in accordance with legal regulations.
24. The Company commits not to repurchase its own shares during the process of offering additional shares to existing Shareholders.
25. Ensure that the issuance of shares meets the foreign ownership ratio: The General Meeting of Shareholders authorizes the BOD to decide on a detailed offering plan to ensure that the issuance of shares meets the foreign ownership ratio in accordance with the Company's Charter and legal regulations.

#### **C. AUTHORIZATION AND ASSIGNMENT OF GENERAL MEETING OF SHAREHOLDERS TO THE BOD**

The BOD submits to the General Meeting of Shareholders for approval of authorization and assignment the BOD to organize implementation, including but not limited to, the following tasks:

1. Carry out specific tasks to implement the issuance plan to ensure compliance with current legal regulations.
2. The decision on the specific issuance price of all the above shares ensures the principles as prescribed in the above Issuance Plan.
3. Decide on the specific time to carry out the issuance; decide on adjusting the specific offering implementation ratio at the time of issuance (if any).

4. Develop and decide on a detailed capital usage plan in accordance with the Company's business and investment situation at the time of issuance; balance and adjust the plan for using capital mobilized from the issuance in accordance with the actual situation;
5. Implement the issuance plan;
6. Carry out procedures to close the shareholder list for issuance, decide on a plan to handle undistributed shares due to existing shareholders and investors not registering to buy or not paying for the purchase (if any);
7. Select and decide to select an issuance consulting organization/Securities company to advise the Company during the issuance;
8. Decide whether or not to use an underwriter; select and decide on an organization /securities company to underwrite the offering.
9. Amending and supplementing the Company Charter to record the new charter capital and shares according to the actual results of the issuance to increase charter capital;
10. Deploy and approve necessary documents to register additional securities at Vietnam Securities Depository and Clearing Corporation (VSDC) and register for additional listing changes of shares at Ho Chi Minh City Stock Exchange. Ho Chi Minh Stock Exchange (HOSE);
11. Carry out procedures to change business registration and change charter capital according to the results of the above issuance with the competent State agency;
12. Implement all necessary procedures to issue and increase the Company's charter capital according to the plan approved by the Company's General Meeting of Shareholders, ensuring compliance with legal regulations;
13. Direct, control and handle issues arising during the implementation of the above contents;
14. Depending on each specific case, the BOD is authorized/assigned to the General Director to perform all, one or some of the specific tasks mentioned above.

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

Best regards./.

*Sent to*

- As above;
- Board of Supervisors
- Save: BOD Office; Meeting documents

**PP. BOARD OF DIRECTORS**

**CHAIRMAN**



**Ho Minh Hoang**

No.: 07/2025/TTr-HĐQT

Da Nang, April 3<sup>rd</sup>, 2025

**SUBMISSION**

**On amending and supplementing the contents of a number of articles  
of the Company Charter**

Dear: **General Meeting of shareholders.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and related regulations;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 and related regulations;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);
- Based on the actual situation of management and operation of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV) in the past time.

The Company's current Charter has been approved by the 2024 Annual General Meeting of Shareholders with content in accordance with legal regulations and is an important basis for implementing the administration and management of the Company's operations. However, periodic review of the Charter is necessary, not only to update new regulations but also to meet practical requirements in order to continue to improve corporate governance efficiency. On that basis, the Board of Directors (BOD) respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of amendments and supplements to a number of articles of the Company Charter, specifically as follows:

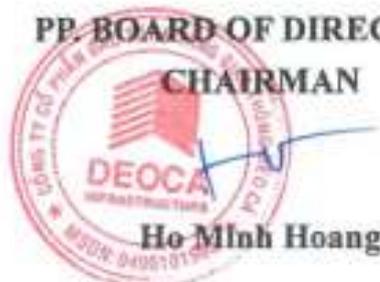
1. Approving for amending and supplementing the contents of a number of articles of the current Charter. The details of the content to be revised and supplemented are in the Appendix attached to this Report.
2. Approving the full text of the draft Charter (amended and supplemented) of the Company based on the consolidation of the above-mentioned amended and supplemented contents approved by the General Meeting of Shareholders and inheriting other articles and provisions of the current Charter.
3. The General Meeting of Shareholders assigns the General Director - Legal Representative of the Company to carry out necessary procedures to issue the new Charter (amended and supplemented) approved by the General Meeting of Shareholders to uniformly apply to replace the current Charter (and Appendices) of HHV.

Best regards./.

Sent to

- As above;
- Board of Supervisors (report);
- Saved in: BOD Office; Office

**PP. BOARD OF DIRECTORS  
CHAIRMAN**



**Ho Minh Hoang**



APPENDIX

**On amending and supplementing the contents of a number of articles of the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company**

*(Issued with Submission No.: 07/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025, of the Company's BOD)*

NO.	Content of Articles and Clauses in the current Charter	Content of the amendment and supplement Charter	Notes
1	<p><b>Introduction:</b></p> <p>This Charter (amended and supplemented) was approved by the 2024 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company under Resolution No. 06/2024/NQ-ĐHĐCĐ dated May 31, 2024 and amended the content related to charter capital under Resolution No. 36/2024/NQ-HĐQT dated August 13, 2024 of the Board of Directors after the end of the share issuance to pay dividends in 2023. The Charter consists of 65 (sixty-five) Articles, divided into 13 (thirteen) Chapters, is duly issued and will regulate all activities of Deo Ca Traffic Infrastructure Investment Joint Stock Company.</p>	<p><b>Introduction:</b></p> <p>This Charter (amended and supplemented) was approved by the 2025 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company in Resolution No. 01/2025/NQ-ĐHĐCĐ dated .../.../2025. The Charter consists of 65 (sixty-five) Articles, divided into 13 (thirteen) Chapters, is duly promulgated and will regulate all activities of Deo Ca Traffic Infrastructure Investment Joint Stock Company.</p>	<p>The issuance date of Resolution No. 01/2025/NQ-ĐHĐCĐ will be updated accordingly to reflect the actual date.</p>
2	<p><b>ARTICLE 8. OTHER SECURITIES CERTIFICATES</b></p> <p>1. The Company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the securities market.</p> <p>...</p>	<p><b>ARTICLE 8. OTHER SECURITIES CERTIFICATES</b></p> <p>1. The Company may issue other types of securities <b>according to the decision of the General Meeting of Shareholders or the Board of Directors, ensuring compliance with the provisions of law on securities and the securities market.</b></p> <p>...</p>	<p>Amend to comply with current legal regulations on the authority to decide on the issuance of other securities (bonds, etc.) of the BOD.</p>



3	<p><b>ARTICLE 15. GENERAL MEETING OF SHAREHOLDERS</b></p> <p>...</p> <p>2. The General Meeting of Shareholders has the following rights and obligations:</p> <p>...</p> <p>h) Deciding to select, replace, add, or abolish the Company's business lines and fields;</p> <p>...</p>	<p><b>ARTICLE 15. GENERAL MEETING OF SHAREHOLDERS</b></p> <p>...</p> <p>2. The General Meeting of Shareholders has the following rights and obligations:</p> <p>...</p> <p>h) Deciding to select, <b>amend</b>, supplement, and abolish the Company's business lines and fields;</p> <p>...</p>	
4	<p><b>ARTICLE 17. AUTHORIZATION TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS</b></p> <p>...</p>	<p><b>ARTICLE 17. EXERCISING THE RIGHT TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS</b></p> <p>...</p>	Modify the title to match the content specified in the Terms.
5	<p><b>ARTICLE 19. CONVENTION, AGENDA AND INVITATION TO THE GENERAL MEETING OF SHAREHOLDERS</b></p> <p>...</p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>...</p> <p>f) Determining the time and place of the meeting;</p> <p>...</p>	<p><b>ARTICLE 19. CONVENTION, AGENDA AND INVITATION TO THE GENERAL MEETING OF SHAREHOLDERS</b></p> <p>...</p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>...</p> <p>f) Determine <b>the format</b>, time and location of the meeting;</p> <p>...</p>	Modify to suit the Company's actual operations,
6	<p><b>ARTICLE 27. RESPONSIBILITIES, POWERS, AND OBLIGATIONS OF THE BOARD OF DIRECTORS</b></p> <p>...</p> <p>2. The Board of Directors shall have the following powers and obligations:</p> <p>...</p>	<p><b>ARTICLE 27. RESPONSIBILITIES, POWERS, AND OBLIGATIONS OF THE BOARD OF DIRECTORS</b></p> <p>...</p> <p>2. The Board of Directors shall have the following powers and obligations:</p> <p>...</p>	

<p>b) Submit to the General Meeting of Shareholders the business plan, financial plan, and annual budget for the following year. From the time the previous year's operational plan ends until the General Meeting of Shareholders approves the business plan, financial plan, and budget for the following year, the Company shall operate under a temporary business, financial, and budget plan approved by the Board of Directors, ensuring compliance with applicable laws, this Charter, and the Company's internal regulations.</p> <p>...</p> <p>d) Decide on the sale of unsold shares within the number of shares authorized for offering for each type; determine additional capital mobilization through other forms in accordance with the law; determine the selling price of shares, bonds, and convertible securities under its authority or as authorized by the General Meeting of Shareholders.</p> <p>...</p> <p>f) Propose the issuance of bonds, convertible bonds, and warrants that entitle holders to purchase shares at a predetermined price.</p> <p>...</p> <p>m) Decide on investment plans and projects within the authority of the Board of Directors as prescribed by law, this Charter, and the Company's internal regulations; decide on policies for conducting surveys and research for investment purposes, as well as selecting organizations to</p>	<p>b) Submit to the General Meeting of Shareholders the business plan for the following year.</p> <p>...</p> <p>d) Decide on the sale of unsold shares within the number of shares authorized for offering for each type; decide on the issuance of corporate bonds, except for types of bonds under the authority of the General Meeting of Shareholders; determine additional capital mobilization through other forms in accordance with the law; determine the selling price of the Company's shares and bonds.</p> <p>...</p> <p>f) Propose the issuance of convertible bonds, bonds with warrants, and other types of securities under the authority of the General Meeting of Shareholders.</p> <p>...</p> <p>m) Decide on investment plans and investment projects within its authority and limits as prescribed by law, this Charter, and the Company's internal regulations.</p> <p>...</p>	
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	<p>prepare investment projects that are not included in the business plan approved by the General Meeting of Shareholders.</p> <p>n) Decide on investments that are not included in the business plan and budget with a value ranging from 35% (thirty-five percent) to less than 65% (sixty-five percent) of the annual business plan and budget.</p> <p>...</p>	<p>n) Decide on investments that are not included in the business plan, with a value ranging from 35% (thirty-five percent) to less than 65% (sixty-five percent) of the Company's total asset value as recorded in the most recently audited financial statements.</p> <p>...</p>	
7	<p><b>ARTICLE 38. COMPANY MANAGER</b></p> <p>...</p> <p>2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Other company executives must have the responsibility and diligence necessary to support the Company in achieving its operational and organizational goals.</p> <p>...</p>	<p><b>ARTICLE 38. COMPANY MANAGER</b></p> <p>...</p> <p>2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. The company's executives must have the necessary responsibility and diligence to support the Company in achieving its operational and organizational goals.</p> <p>...</p>	<p>Amending the phrase "<i>Other company executive officer</i>" to "<i>Company executive officer</i>".</p>
8	<p><b>ARTICLE 42. CHIEF OF BOARD OF SUPERVISORS</b></p> <p>1. The Chief of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors on the principle of majority. The Chief of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Company's</p>	<p><b>ARTICLE 42. CHIEF OF BOARD OF SUPERVISORS</b></p> <p>1. The Chief of the Board of Supervisors is elected by the Board of Supervisors from among <b>the members of the</b> Board of Supervisors; the election, dismissal and removal are based on the majority principle. The Chief of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business</p>	<p>Amend for clarity and compliance with provisions in Clause 2, Article 168 of the Law on Enterprises.</p>

	business activities. ...	administration or a major related to the Company's business activities. ...	
9	<p><b>ARTICLE 58. FUNDS AND PROFIT DISTRIBUTION</b></p> <p>1. The establishment of the fund in accordance with the law is decided by the General Meeting of Shareholders.</p> <p>2. Every year, the Company must allocate an amount from its after-tax profit to the reserve fund to supplement the Charter Capital according to the provisions of law. This deduction shall not exceed 05 (<i>five percent</i>) of the Company's after-tax profit and shall be deducted until the Reserve Fund is equal to 10% ( ten percent ) of the Company's charter capital.</p> <p>...</p>	<p><b>ARTICLE 58. FUNDS AND PROFIT DISTRIBUTION</b></p> <p>1. The establishment and allocation of funds are decided by the General Meeting of Shareholders in accordance with the provisions of law.</p> <p>2. <i>Remove</i></p> <p>...</p>	Modify to suit the Company's actual operations.
10	<p><b>ARTICLE 65. EFFECTIVE DATE</b></p> <p>1. This Charter (amended and supplemented) consists of 13 Chapters and 65 Articles, unanimously approved by the Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company in Resolution No. 06/2024/NQ-DHDCD dated May 31, 2024 and amends the content related to charter capital according to Resolution No. 36/2024/NQ-HDQT dated August 13, 2024 of the Board of Directors after the end of the share issuance to pay dividends in 2023; effective from August 13, 2024 and also approves the full validity of this Charter.</p> <p>...</p>	<p><b>ARTICLE 65. EFFECTIVE DATE</b></p> <p>1. This Charter (amended and supplemented) consists of 13 Chapters and 65 Articles, unanimously approved by the Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company in <b>Resolution No. 01/2025/NQ- DHDCD</b> dated .../.../2025 ; effective from April 25, 2025 and also approved the full validity of this Charter.</p> <p>...</p>	The issuance date of Resolution No. 01/2025/NQ-DHDCD will be updated accordingly to reflect the actual date.



**DRAFT**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**DEOCA**  
INFRASTRUCTURE

**CHARTER OF**  
**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT**  
**JOINT STOCK COMPANY**

*Da Nang, April ..., 2025*



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This Charter (amended and supplemented) was approved by the 2025 Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company in Resolution No. 01/2025/NQ-DHĐCĐ dated .../.../2025. The Charter consists of 65 (*sixty-five*) Articles, divided into 13 (*thirteen*) Chapters, is duly promulgated and will regulate all activities of Deo Ca Traffic Infrastructure Investment Joint Stock Company.

## CHAPTER I

### DEFINITIONS OF TERMS IN THE CHARTER

#### ARTICLE 1. DEFINITIONS AND EXPLANATION

1. In this Charter, the following terms shall be construed as follows:
  - a) "Company" means DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY;
  - b) "Charter" means this Charter of the Company , including any amendments, supplements, and replacements of this Charter (if any) approved by the Company's General Meeting of Shareholders from time to time;
  - c) "Charter capital" refers to the total par value of shares sold or registered to be purchased upon the establishment of the Company and is specified in Article 6 of this Charter;
  - d) "Voting capital" refers to equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - e) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, 9th session, on June 17, 2020;
  - f) "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, 8th session on November 26, 2019;
  - g) "Vietnam" means the Socialist Republic of Vietnam;
  - h) "Establishment Date" refers to the date on which the Company was first granted its Certificate of Business Registration or equivalent documents;
  - i) "Managers" refers to the Chairman of the Board of Directors, member of the Board of Directors, and the General Director;
  - j) "Executives /Board of Management" refers to the General Director, Deputy General Director(s), and Chief Accountant;
  - k) "Insiders" refers to individuals holding key management and administrative positions within the Company, including:
    - (i) Chairman of the Board of Directors, member of the Board of Directors;
    - (ii) Legal representative of the Company;

- (iii) General Director, Deputy General Director(s), Financial Director, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors;
  - (iv) Chief of the Board of Supervisors and Supervisors;
  - (v) Company Secretary;
  - (vi) Company Executive Officer;
  - (vii) Authorized person to disclose information.
- l) "Related Person" refers to any individual or organization having a relationship as specified in Clause 46, Article 4 of the Law on Securities, as follows:
- (i) The Company and its Insiders;
  - (ii) Companies, organizations, and individuals owning more than 10% (*ten percent*) of the Company's voting shares or contributed capital;
  - (iii) An organization or individual that, in relation to another organization or individual, directly or indirectly controls or is controlled by that organization or individual, or is under the same control with that organization or individual;
  - (iv) An individual is the biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, brother-in-law, sister-in-law of that individual;
  - (v) A contractual relationship in which one organization or individual represents another;
  - (vi) Other organizations and individuals are related persons according to the provisions of the Law on Enterprises;
  - (vii) Other cases as prescribed by law.
- m) The Company's "Term of Operation" is the term of operation specified in Article 2 of this Charter;
- n) "Shareholder" means an individual or organization that owns at least 01 (*one*) share of the Company;
- o) "Founding Shareholder" means a Shareholder who owns at least 01 (*one*) common share and has signed the list of founding shareholders of the Company;
- p) "Major Shareholder" refers to a Shareholder owning 5% (*five percent*) or more of the Company's voting shares;
- q) "Dividend" means the net profit paid for per share in the form of cash or other assets;
- r) "Liquidation Committee" means a body established for the purpose of dissolving the Company as provided for in Article 61 of this Charter;

- s) "Independent Members of Board of Directors" means members of the Board of Directors who meet the standards and conditions prescribed in Clause 2, Article 155 of the Law on Enterprises ;
  - t) "Non-executive Members of Board of Directors " means members of Board of Directors who are not the General Director, Deputy General Director(s), Chief Accountant;
  - u) "Capital Management Representative" refers to a person appointed or authorized by the Company to represent part or all of the Company's capital contribution and shares at other enterprises to exercise the rights and obligations of Shareholders at those enterprises;
  - v) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;
  - w) "Personal legal documents" refer to one of the following: Citizen Identification Card, Identity Card, Passport, other legal personal identification documents.
  - x) "Legal documents of the organization" refer to one of the following: Decision on Establishment, Certificate of Business Registration, and other equivalent documents.
2. "Law" means all laws, decrees, circulars, decisions and other legally effective documents issued by any State Agency (including amendments, supplements or replacements from time to time) and related to the Company. In this Charter, references to one or more provisions or any document shall include amendments, supplements or replacements of such provisions or documents.
3. The headings (Chapters and Articles of this Charter) are used for reference purposes only and do not affect the interpretation or content of the provisions of this Charter.
4. Any word or term in this Charter which is not defined or interpreted herein (if not inconsistent with the subject or context) shall have the same meaning as in the Enterprise Law.

## **CHAPTER II**

### **NAME, FORM OF COMPANY, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION AND OPERATING TIME OF THE COMPANY**

#### **ARTICLE 2. NAME, FORM OF COMPANY, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION AND OPERATING TIME OF THE COMPANY**

- 1. Company Name:
  - a) Company Name in Vietnamese: CÔNG TY CP ĐẦU TƯ HẠ TẦNG GIAO THÔNG ĐÈO CẢ
  - b) Company Name in English: DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

- c) Trading name: DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY
- d) Abbreviation: DII
2. Form of company the Company operates in the form of a joint stock company, with legal status under the provisions of the Enterprise Law and current laws. The Company is an independent legal entity, not responsible for the debts or other obligations and responsibilities of the Shareholders, unless otherwise expressly agreed in accordance with the provisions of law.
3. Company registered office:
  - a) Head office address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam
  - b) Phone: 0236. 3730 574
  - c) E-mail: info@hhv.com.vn
  - d) Website: <http://www.hhv.com.vn>
4. The Company may establish branches, representative offices, and business locations in accordance with the provisions of law and this Charter to carry out the Company's operational objectives in accordance with the resolutions and decisions of the General Meeting of Shareholders or the Board of Directors.
5. The term of operation of the Company is indefinite from the date of establishment, except in cases of termination of operation pursuant to Articles 60 and 61 of this Charter.

### **ARTICLE 3. LEGAL REPRESENTATIVE OF THE COMPANY**

1. The General Director is the legal representative of the Company.
2. The legal representative of the Company is an individual representing the Company to exercise the rights and obligations incurred from the Company's transactions, representing the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.
3. The legal representative of the Company has the following responsibilities:
  - a) Perform assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum lawful interests of the Company;
  - b) Be loyal to the lawful interests of the Company; do not abuse their position, title and use information, know-how, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

- c) Promptly, fully, and accurately notify the Company if they or their related persons own or have controlling shares or capital contributions in other enterprises;
  - d) Other responsibilities as prescribed by law and this Charter.
4. The legal representative of the Company is personally responsible for damages to the Company due to violations of the responsibilities prescribed in this Charter.

### **CHAPTER III**

#### **OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY**

##### **ARTICLE 4. OBJECTIVES OF BUSINESS ACTIVITIES**

1. Company's business lines: The Company is permitted to engage in production and business activities in all industries and professions not prohibited by law when it meets the conditions (if any) and has been registered and notified to the Business Registration Authority in accordance with the provisions of law.
2. The Company's business lines are specifically specified in Appendix 1 attached to this Charter. This Appendix is an integral part of the Charter and is amended and supplemented (if any) by decision of the General Meeting of Shareholders at each time.
3. The Company's operational objective is to mobilize and use for the right purpose and effectively legal capital sources in developing production and business in investment, construction, management, operation and exploitation, maintenance and repair of traffic infrastructure works and other fields with the aim of maximizing profits, increasing profits for shareholders, creating jobs and stable income for employees, contributing to the State budget and developing the Company to become stronger and more sustainable.

##### **ARTICLE 5. SCOPE OF BUSINESS AND ACTIVITIES**

1. The Company is permitted to engage in all business activities within its registered business lines as specified in this Charter, notify changes to registration contents to the Business Registration Authority and publish on the National Business Registration Information Portal.
2. In addition to the business activities in Clause 1 of this Article, the Company is entitled to freely operate in industries and professions that are not prohibited by law and in accordance with the decisions of the General Meeting of Shareholders at each time. For conditional business activities, the Company must satisfy business conditions as prescribed by relevant specialized laws.

## CHAPTER IV

### CHARTER CAPITAL, SHARES, SHAREHOLDERS

#### ARTICLE 6. CHARTER CAPITAL, SHARES

1. The Company's charter capital is VND 4,322,555,280,000.  
*(In words: Four trillion, three hundred and twenty two billion, five hundred and fifty five million, two hundred and eighty thousand VND).*
2. The total charter capital of the Company is divided into 432,255,528 *(four hundred and thirty-two million, two hundred and fifty-five thousand, five hundred and twenty-eight)* shares with a par value of 10,000VND/share.
3. The company may change its charter capital when approved by the General Meeting of Shareholders and in compliance with applicable laws.
4. The shares of the Company on the date of adoption of this Charter are common shares. The rights and obligations of Shareholders holding common shares are stipulated in Article 13 of this Charter.
5. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in compliance with applicable laws.
6. Common shares must be preferentially offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise provided by the General Meeting of Shareholders. The company must announce the offering of shares, the announcement must clearly state the number of shares offered and the minimum registration period for purchase so that shareholders can register to purchase according to the provisions of law. Shareholders have the right to transfer their preemptive rights to purchase shares to others. The number of shares that a Shareholder or transferee of preemptive rights does not subscribe to will be decided by the Board of Directors. The Board of Directors may distribute such shares to Shareholders or to other persons on such terms and in such manner as the Board of Directors deems appropriate, but may not sell such shares on terms more favourable than those offered to existing Shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by the Company in the manner prescribed in this Charter and applicable laws.
8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the securities market.

## ARTICLE 7. SHARE CERTIFICATE

1. A share is a certificate issued by the Company, a book entry, or electronic data confirming a Shareholder's ownership of one or more shares in the Company. Shares must include the following main details:
  - a) Name, business registration number, head office address of the Company;
  - b) Number of shares and type of shares;
  - c) The par value of each share and total par value of shares stated on the share certificate;
  - d) Full name, contact address, nationality, and legal document number of the individual for individual Shareholders; name, business registration number or legal document number of the organization, and head office address for organizational Shareholders;
  - e) Signature of the company's legal representative;
  - f) Registration number in the company's shareholder register and date of issue of shares;
  - g) Other details as prescribed by the Law on Enterprises for preferred shares (*if any*).
2. The form, content, and other matters related to the Company's shares shall comply with the provisions of the Enterprise Law, the Securities Law, other relevant laws and regulations of the Stock Exchange where the Company registers to trade or list.
3. Within 24 (*twenty-four*) hours from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 24 ( *twenty-four*) hours from the date of full payment for share purchase as prescribed in the Company's Share Issuance Plan (or another period as prescribed by the issuance terms), the owner of the shares shall be issued a share certificate. Shareholders shall not be required to pay the Company for printing or other related costs (*if any*) to be issued with stock certificates, except for mandatory costs as prescribed in the Company's Stock Issuance Plan.
4. In case the shares are lost, damaged, or otherwise destroyed, the Shareholder shall be reissued shares by the Company upon the Shareholder's request. The Shareholder's request must include the following details:
  - a) Information about shares that have been lost, damaged or otherwise destroyed;
  - b) Commit to take responsibility for disputes incurred from the re-issuance of new shares.

## ARTICLE 8. OTHER SECURITIES CERTIFICATES

1. The Company may issue other types of securities according to the decision of the General Meeting of Shareholders or the Board of Directors, ensuring compliance with the provisions of law on securities and the securities market.
2. Bond or other securities certificates of the Company (except for offer letters, temporary certificates, and similar documents) are issued with the specimen signature

of the Company's Legal Representative and the Company's seal (if any), unless otherwise required by law.

3. The company must carry out procedures to notify and register the securities certificate sample at the competent regulatory authority according to the provisions of law.

#### **ARTICLE 9. TRANSFER OF SHARES**

1. All common shares are freely transferable, except as provided in Clause 3 of this Article and as otherwise required by law. Listed shares registered for trading on the Stock Exchange shall be transferred in compliance with the laws on securities and the securities market.
2. Share transfers may be conducted through contractual agreements or transactions on the stock market. In case of contractual transfers, the transfer documents must be signed by both the transferor and the transferee or their authorized representatives. In case of transactions on the securities market, the transfer procedures shall be comply with the laws on securities.
3. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to buy newly offered shares and other rights as prescribed by law.

#### **ARTICLE 10. RECOVERY OF PAYMENTS FOR REPURCHASED SHARES OR DIVIDENDS**

In case the payment for repurchased shares or dividends is made in violation of the provisions of Clause 1, Article 134 and Article 135 of the Law on Enterprises, the Shareholder must return to the Company the amount of money or other assets received; in case the Shareholder cannot return to the Company, all members of the Board of Directors shall be jointly liable for the debts and other financial obligations of the Company within the value of the amount of money or assets paid to the Shareholder that has not been returned.

#### **ARTICLE 11. SHAREHOLDER REGISTRATION**

1. The company must establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. The shareholder register can be a paper document or an electronic data set recording information about the share ownership of the Company's Shareholders.
2. The shareholder register includes the following main details:
  - a) Name and head office address of the Company;
  - b) Total number of shares authorized to be offered, types of shares authorized to be offered and number of shares authorized to be offered of each type;

- c) Total number of shares sold of each type and value of contributed equity;
  - d) Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, business registration number or legal document number of the organization, head office address for organizational Shareholders;
  - e) Number of shares of each type of each Shareholder, date of share registration.
3. The shareholder register is kept at the Company's head office or other organizations with the function of keeping the shareholder register according to the provisions of the law on securities and the securities market. Shareholders have the right to check, look up, extract and copy the names and contact addresses of the Company's Shareholders from the shareholder register.
  4. In case a Shareholder changes his/her contact address, he/she must promptly notify the Company to update the shareholder register. The Company shall not be liable for any failure to contact Shareholders resulting from their failure to notify the Company of a change in contact address.
  5. The Company must promptly update changes in Shareholders in the shareholder register upon request of relevant Shareholders as prescribed in this Charter.

#### ARTICLE 12. RIGHTS OF SHAREHOLDERS

1. Shareholders are owners of the Company, with rights and obligations corresponding to the number and type of shares they hold. Shareholders shall only be liable for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. Common shareholders have the following rights:
  - a) Attend, express opinions at the General Meeting of Shareholders, and exercise voting rights directly or through authorized representatives or other forms as prescribed by law and this Charter. Each common share carries 01 (*one*) vote.
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Freely transfer their shares to others, except in the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - d) Have preemptive rights to purchase new shares in proportion to their existing common shareholding in the Company;
  - e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
  - f) Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions and decisions of the General Meeting of Shareholders;

- g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and fulfilled payments to Shareholders holding other types of shares of the Company in accordance with the provisions of law;
  - h) Shareholders who have voted not to pass the resolution on the reorganization of the Company or amendments the rights and obligations of Shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises and Clause 4 of this Article;
  - i) Be treated equally. Each share of the same type grants the Shareholder equal rights, obligations and benefits. In case the Company has preferred shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to all Shareholders;
  - j) Have full access to periodic and irregular information published by the Company in accordance with the law;
  - k) Shareholders have the right to protect their legitimate rights and interests. In case the resolution or decision of the General Meeting of Shareholders or the Board of Directors violates the law or infringes upon the fundamental rights of Shareholders as prescribed by law, Shareholders have the right to request the suspension or annulment of such resolution or decision according to the procedures prescribed by law. In case resolutions and decisions violate the law and cause damage to the Company, the Board of Directors, the Board of Supervisors, and the General Director shall be liable to compensate the Company as per their responsibilities. Shareholders have the right to request the Company to compensate for damages according to the provisions of law;
  - l) Other rights as prescribed by law and this Charter.
3. A shareholder or group of shareholders holding 05% (*five percent*) or more of the total common shares of the Company has the following rights:
- a) Request holding General Meeting of Shareholders in the following cases:
    - (i) The Board of Directors seriously violates the rights of Shareholders, the obligations of the Company's managers or makes decisions beyond the delegated authority;
    - (ii) Other cases as prescribed in Point d Clause 5 and Point d, Clause 6, Article 16 of this Charter.

The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the following details: full name, contact address, nationality, legal document number of the individual for individual Shareholders;

name, enterprise code or legal document number of the organization, head office address for organizational Shareholders; number of shares and time of share registration of each Shareholder, total number of shares of the entire group of Shareholders and ownership ratio in the total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond authority.

- b) Review, look up, and extract minutes, resolutions, decisions of the Board of Directors, semi-annual and annual Financial Statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
- c) Request the Board of Supervisors to examine each specific matter related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following details: full name, contact address, nationality, and legal document number for individual Shareholders; name, enterprise code, or legal document number of the organization, head office address for organizational Shareholders; number of shares and the date of share registration of each Shareholder, total number of shares of the entire group of shareholders and their ownership ratio in the total number of shares of the Company; matters to be inspected, purpose of inspection;
- d) . Proposing issues to be included in the agenda of the General Meeting of Shareholders as prescribed in Clause 5, Article 19 of this Charter.
- e) Nominate candidates for election to the Board of Directors and Board of Supervisors. The nomination of candidates for election to the Board of Directors and the Board of Supervisors shall be carried out as follows:
  - (i) Common Shareholders may nominate themselves or form groups to nominate candidates for election to the Board of Directors and the Board of Supervisors. When forming a group, Common Shareholders must notify the attending Shareholders of the group meeting before the opening of the General Meeting of Shareholders.
  - (ii) Based on the number of members of the Board of Directors and the Board of Supervisors, Shareholders or groups of Shareholders are entitled to nominate 01 (*one*) or more candidates for the Board of Directors and the Board of Supervisors in accordance with the following regulations:

- A shareholder or group of shareholders holding from 05% (*five percent*) to less than 10% (ten percent ) of the total number of common shares of the Company may nominate 01 ( one ) candidate;
- Shareholders or groups of Shareholders holding from 10% (*ten percent*) to less than 30% (thirty percent ) of the total number of common shares of the Company may nominate a maximum of 02 ( two ) candidates;
- Shareholders or groups of Shareholders holding from 30% (*thirty percent*) to less than 40% (forty percent ) of the total number of common shares of the Company may nominate a maximum of 03 ( three ) candidates;
- Shareholders or groups of Shareholders holding from 40% (*forty percent*) to less than 50% ( fifty percent ) of the total number of common shares of the Company may nominate a maximum of 04 ( four ) candidates;
- Shareholders or groups of Shareholders holding from 50% (*fifty percent*) to less than 60% (sixty percent ) of the total number of common shares of the Company may nominate a maximum of 05 ( five ) candidates;
- Shareholders or groups of Shareholders holding from 60% (*sixty percent*) to less than 70% ( seventy percent ) of the total number of common shares of the Company may nominate a maximum of 06 ( six ) candidates;
- A shareholder or group of shareholders holding from 70% (*seventy percent*) to less than 80% ( eighty percent ) of the total number of common shares of the Company may nominate a maximum of 07 ( seven ) candidates;
- A shareholder or group of shareholders holding 80% (*eighty percent*) or more of the total number of common shares of the Company may nominate a maximum of 08 ( eight ) candidates.

In case the number of candidates nominated by a Shareholder or group of Shareholders is lower than the number of candidates they are entitled to nominate as prescribed in this clause, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other Shareholders.

- f) Other rights as prescribed by law and this Charter.
4. Shareholders have the right to request the Company to repurchase their shares in the following cases:
- a) Shareholders who have voted against the resolution on reorganizing the Company or changing the rights and obligations of Shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, stating clearly the name and address of the Shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the Company within 10 (*ten*) days from the

date the General Meeting of Shareholders passes a resolution on the matters specified in this point.

- b) The Company must repurchase shares at the request of the Shareholder as prescribed in Point a, Clause 4 of this Article at market price or price calculated according to the principles prescribed in the Company Charter within 90 (*ninety*) days from the date of receipt of the request. In case of failure to agree on price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 (*three*) valuation organizations for Shareholders to choose from and that choice shall be the final decision.
5. Other rights as prescribed by law and this Charter.

### ARTICLE 13. OBLIGATIONS OF SHAREHOLDER

Common shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations on corporate governance;
2. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
3. Fully and punctually pay for subscribed shares as prescribed;
4. Capital contributed in common shares may not be withdrawn from the Company in any manner, except in the case of shares being repurchased by the Company or another person. Otherwise, Shareholder and the person with related interests in the Company shall be jointly liable for the Company's debts and other assets within the value of the withdrawn shares and any damages incurred;
5. Keep confidential the information provided by the Company according to the provisions of this Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic voting or other electronic form;
  - d) Submit voting ballots to the meeting via mail, fax, email;
  - e) Submit voting ballots by other means as prescribed by the Company.
7. Major shareholders shall not allowed to use their advantages to affect the legitimate rights and interests of the Company and other shareholders as prescribed by law and

- this Charter; at the same time, they are obliged to disclose information as prescribed by law.
8. Be personally liable for any of the following acts committed on behalf of the Company in any manner:
    - a) Violation of the law;
    - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
    - c) Pay off outstanding debts before financial risks to the Company.
  9. Other obligations as prescribed by law.

## CHAPTER V

### STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL

#### ARTICLE 14. STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director.

## SECTION 1

### GENERAL MEETING OF SHAREHOLDERS

#### ARTICLE 15. GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders, comprising all Shareholders with voting rights, is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
  - a) Approve the Company's development orientation, goals and strategies;
  - b) Approve the audited annual financial statements;
  - c) Determine the type of shares and the total number of shares of each type that may be offered for sale. Determine the annual dividend payment rate for each type of share in accordance with the provisions of law and the rights attached to that type of share;
  - d) Approve the list of independent auditing firm; determine independent auditing companies to conduct audits of the company's operations, and dismiss independent auditors when deemed necessary;

- e) Determine the number of members of the Board of Directors and the Board of Supervisors. Elect, dismiss, or remove members of the Board of Directors and Supervisors. determine the budget, total remuneration, bonuses and other legal benefits for the Board of Directors and the Board of Supervisors;
- f) Approve the internal regulations on corporate governance; Regulations on organization and operation of the Board of Directors, Regulations on organization and operation of the Board of Supervisors;
- g) Decide to amend and supplement the Company Charter;
- h) Deciding to select, amend, supplement, and abolish the Company's business lines and fields;;
- i) Decide to reorganize and dissolve the Company;
- j) Review and handle violations by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its Shareholders;
- k) Decide to invest, purchase, lease, borrow, lend, mortgage, pledge, guarantee, implement measures to ensure the performance of the Company's obligations, compensate, sell, liquidate the Company's or its branches' assets or through other contracts and transactions with a value of 65% (*sixty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
- l) Decide whether the Company will repurchase more than 10% (*ten percent*) of the total number of shares sold of each type;
- m) Decide whether the Company or its branches sign contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% (*thirty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
- n) Determine the allocation rates for financial reserve funds, development investment funds, emulation and reward funds and other types of funds in accordance with the provisions of law and this Charter;
- o) Other rights and obligations as prescribed by law.

#### **ARTICLE 16. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS**

1. The General Meeting of Shareholders shall convene annually 01 (*once*) a year and within four ( 4 ) months from the end of the fiscal year. If necessary, the Board of Directors decides to extend the annual General Meeting of Shareholders but not beyond 06 (*six*) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable meeting location. The Annual General Meeting of Shareholders shall discuss and decide on matters as prescribed by law and this Charter, but must ensure the following matters:
  - a) Approve the Company's annual business plan;
  - b) Approve audited annual financial statements. In case the Company's audited annual financial statements contains material exceptions, adverse opinions or rejections, the Company shall invite a representative of the approved audit firm to attend the annual General Meeting of Shareholders to provide explanations on relevant matters;
  - c) Report of the Board of Directors on the corporate governance and performance of the Board of Directors and its individual members;
  - d) Report of the Board of Supervisors on the Company's business results; performance results of the Board of Directors and the General Director; Self-assessment report on performance results of the Board of Supervisors and Supervisors;
  - e) Dividend rate for each class of shares;
  - f) Determine the budget or total remuneration, bonuses, and other legal benefits for the Board of Directors and the Board of Supervisors;
  - g) Approve the list of approved auditing firms and determine approved auditing firms to conduct audits of the Company's operations when deemed necessary;
  - h) Decide to invest, purchase, lease, borrow, lend, mortgage, pledge, guarantee, implement measures to ensure the performance of the Company's obligations, compensate, sell, liquidate the Company's or its branches' assets or through other contracts and transactions with a value of 65% (*sixty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
  - i) Decide whether the Company or its branches sign contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value of 35% (*thirty-five percent*) or more of the total value of the Company's assets recorded in the most recent audited financial statements;
  - j) Other matters within the authority of the General Meeting of Shareholders as prescribed by law and this Charter.
3. The General Meeting of Shareholders has the right to convene annual and extraordinary meetings or solicit written opinions from shareholders to decide on and approve all matters within the decision-making authority of the General Meeting of Shareholders as prescribed in this Article.
4. All resolutions and decisions within the authority of the General Meeting of Shareholders as prescribed by law and the Company's Charter may be approved by the

General Meeting of Shareholders by voting at the meeting or by soliciting written opinions.

5. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
  - a) The Board of Directors deems it necessary for the lawful interests of the Company;
  - b) The number of remaining Board of Directors members, independent Board of Directors members, and Supervisors falls below the minimum required by law, or the number of Board of Directors members is reduced by more than 1/3 (*one third*) compared to the number of members prescribed in this Charter;
  - c) The annual balance sheet, quarterly or semi-annual financial statements, or audited financial statements of the fiscal year indicate that the charter capital has been reduced by half (1/2) compared to the beginning of the period;
  - d) At the request of a Shareholder or group of Shareholders as prescribed in Clause 3, Article 12 of this Charter. In this case, the request to convene a General Meeting of Shareholders shall be made in writing, clearly stating the reasons and purposes of the meeting, signed by all relevant Shareholders, or prepared in multiple copies to ensure that all relevant Shareholders have signed;
  - e) At the request of the Board of Supervisors;
  - f) Other cases as prescribed by law and this Charter.
6. Convening an extraordinary meeting of shareholders:
  - a) The Board of Directors must convene the General Meeting of Shareholders within 30 (*thirty*) days from the date the number of remaining Board of Directors members, independent Board of Directors members, or Supervisors is as prescribed in Point b, Clause 5 of this Article or from the date of receipt of the request prescribed in Point d, e, and f, Clause 5 of this Article.
  - b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall be liable to compensate the Company for any damages incurred.
  - c) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a of this Clause, within the next 30 (*thirty*) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders. If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall be liable to compensate the Company for any damages incurred.
  - d) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point c of this Clause, within the next 30 (*thirty*) days, the Shareholder or group of Shareholders making the request prescribed in Point d, Clause 5 of this

Article shall have the right to act on behalf of the Company to convene the General Meeting of Shareholders as prescribed by law. In this case, the Shareholder or group of Shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions and decisions of the General Meeting of Shareholders.

- e) All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost does not include expenses incurred by Shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

#### **ARTICLE 17. EXERCISING THE RIGHT TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS**

1. Individual Shareholders or Authorized Representatives of organizational Shareholders may attend in person or authorize one or more individuals or organizations to attend the meeting on their behalf through one of the following forms:
  - a) Attend and vote in person at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic voting, or other electronic means;
  - d) Send voting ballots to the meeting via mail, fax, or email;
  - e) Send voting ballots by other means as prescribed by the Company.
2. Organizations and individuals who are Shareholders owning at least 05% (*five percent*) of the total number of common shares of the Company may authorize up to 03 (three) representatives. In case a Shareholder appoints multiple authorized representatives, the number of shares assigned to each representative must be specifically determined. In case the Shareholder does not specify the corresponding number of shares for each authorized representative, the shares shall be divided equally among all authorized representatives.
3. The authorization for an individual or organization to represent a Shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be made in writing. The authorization document shall be prepared in accordance with the provisions of civil law and the content of the authorization document must clearly state: Name of the authorizing shareholder; name of the authorized individual or organization; number of authorized shares; content of authorization; scope of authorization; duration of authorization; signatures of both the authorizing party and the authorized party. The signatures in the authorization document must comply with the following regulations:

- a) In case an individual Shareholder is the principal, the authorization document shall be signed by the Shareholder or their legal representative and the person authorized to attend the meeting;
  - b) In case the organizational Shareholder is the principal, the authorization document shall be signed by its legal representative, its authorized representative (if any), and the person authorized to attend the meeting;
  - c) In other cases, the authorization document shall be signed by the legal representative of the Shareholder and the person authorized to attend the meeting.
4. The person authorized to attend the General Meeting of Shareholders shall submit the authorization document upon registration before entering the meeting room. In case of sub-authorization, the meeting attendee shall additionally present the initial authorization document of the Shareholder or the authorized representative of the organizational Shareholder (if not previously registered with the Company).
  5. An authorized representative must meet the qualifications and conditions prescribed by law.
  6. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when if any the following cases occur:
    - a) The authorizing person has died, has limited civil capacity, or has lost civil capacity by law;
    - b) The authorizing person has revoked the authorization;
    - c) The authorizing person has revoked the authority of the agent.

This provision shall 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 General Meeting of Shareholders is reconvened.

#### **ARTICLE 18. CHANGE OF RIGHTS**

1. Resolutions and decisions of the General Meeting of Shareholders regarding the change or cancellation of special rights attached to a type of preferential shares shall take effect when approved by Shareholders representing 65% (*sixty-five percent*) or more of the total votes of all Shareholders present and voting at the meeting.
2. Resolutions and decisions of the General Meeting of Shareholders on matters that adversely change the rights and obligations of shareholders holding preferred shares shall only be passed if they are approved by shareholders holding preferred shares of the same type holding 75% (*seventy-five percent*) or more of the total number of preferred shares, either by being present and voting in favor at the meeting or by voting in favor through written ballots..

3. The convening of a meeting of Shareholders holding a type of preferred shares to approve the aforementioned changes in rights shall only be valid when there is the participation of at least 02 (*two*) Shareholders (or their authorized representatives) and holding at least 1/3 ( *one third* ) of the par value of the issued shares of that type. In case the required quorum is not met, the meeting will be reconvened within the next 30 (*thirty*) days and the holders of shares of that type (regardless of the number of people and number of shares) present in person or through authorized representatives will be considered to have the required number of delegates. At meetings of the Shareholders holding the above-mentioned preference shares, the holders of shares of that class present in person or by proxy may request a secret ballot. Each share of the same class has equal voting rights at the above meetings.
4. The procedures for conducting such separate meetings are similar to the provisions in Articles 20, 21 and 22 of this Charter.
5. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

#### **ARTICLE 19. CONVENING, AGENDA AND INVITATIONS TO THE GENERAL MEETING OF SHAREHOLDERS**

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders in the cases specified in Article 16 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 (*ten*) days before the date on which the notice convening to the General Meeting of Shareholders is sent. The company must disclose information about the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (*twenty*) days prior to the record date.

In case the shares have been registered for securities depository at the Vietnam Securities Depository and Clearing Corporation (or other similar agency), the list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared in accordance with the provisions of the law on securities and the securities market.

- b) Provide information and handle complaints related to the shareholder list;
- c) Prepare meeting agenda and content;
- d) Prepare meeting materials;

- e) Draft resolutions of the General Meeting of Shareholders according to the expected agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, Supervisors (if any);
  - f) Determine the format, the time and venue of the meeting;
  - g) Notify and send invitations to the General Meeting of Shareholders to all Shareholders entitled to attend the meeting in accordance with the provisions of law and this Charter;
  - h) Other work serving the General Meeting of Shareholders.
3. The notice convening to the General Meeting of Shareholders shall be sent to all Shareholders entitled to attend the meeting by hand delivery, post, or other means that ensure receipt at the contact address of the Shareholders registered or provided for communication purposes. The notice shall also be published on the Company's website, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. In case the Shareholder has notified the Company in writing of the fax number, email address, or in case the Shareholder has registered the fax number or email address at the Vietnam Securities Depository and Clearing Corporation (or other similar agency) and the List of Shareholders entitled to attend the General Meeting of Shareholders established by the Vietnam Securities Depository and Clearing Corporation (or other similar agency) has a fax number or email address, the notice convening to the General Meeting of Shareholders may be sent to that fax number or email address. In case the Shareholder is an employee of the Company, the meeting notice may be contained in a sealed envelope and delivered to them personally at their place of work. Notice convening to the General Meeting of Shareholders must be sent to all Shareholders in the List of Shareholders entitled to attend the meeting at least 21 (*twenty one*) days before the opening date of the meeting (from the date the notice is validly sent or delivered).
4. The agenda and materials of the Shareholders' Meeting related to the matters to be voted on at the meeting shall be sent to the Shareholders and/or posted on the Company's website. In case the documents are not sent together with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to the entire meeting materials, enabling Shareholders can access them, including:
- a) The meeting agenda and materials to be used in the meeting;
  - b) Voting ballot;
  - c) List and details information of candidates in case of election of members of Board of Directors, Supervisors (if any);
  - d) Draft resolutions for each issue on the agenda.

5. Shareholders or groups of shareholders, as prescribed in Clause 3, Article 12 of this Charter, have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least 03 (*three*) working days before the scheduled opening date of the General Meeting of Shareholders. The proposal must clearly state the Shareholder's name, contact address, nationality, and legal identification number for individual Shareholder; the name, enterprise code, or legal identification number, and head office address for the organizational Shareholder; the number of each type of shares held by the Shareholder, and the proposed matters to be included in the meeting agenda.
6. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 5 of this Article if it falls under any of the following cases:
  - a) The petition was sent in violation of the provisions of Clause 5 of this Article;
  - b) At the time the Company receives the proposal, the Shareholder or group of Shareholders does not hold 05% (*five percent*) or more of common shares as prescribed in Clause 3, Article 12 of this Charter;
  - c) The proposed matters do not fall within the authority of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law and this Charter.

In case the convener the General Meeting of Shareholders rejects the proposal as prescribed in Clause 6 of this Article, at least 02 (*two*) working days before the scheduled opening date of the General Meeting of Shareholders, the convener must respond in writing and clearly state the reasons.

7. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 5 of this Article in the proposed agenda and venue of the meeting, except for the case specified in Clause 6 of this Article. The proposal shall be officially added to the agenda and venue of the meeting if approved by the General Meeting of Shareholders.

#### **ARTICLE 20. CONDITIONS AND PROCEDURES FOR OPENING THE GENERAL MEETING OF SHAREHOLDERS**

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents at least 50.1% (*fifty point one percent*) of the total number of votes.
2. In case the first meeting fails to meet the quorum requirement as prescribed in Clause 1 of this Article, the notice convening to the second meeting must be sent within 30 (*thirty*) days from the scheduled date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall be held when the number of

Shareholders and authorized representatives of Shareholders attending the meeting represents at least 33% (thirty-three percent) of the total number of votes.

3. In case the second meeting does not meet the conditions for holding it as prescribed in Clause 2 of this Article, the notice convening to the third meeting must be sent within 20 (*twenty*) days from the scheduled date of the second meeting. In this case, the third General Meeting of Shareholders is held regardless of the total number of votes of the Shareholders and authorized representatives attending the meeting.
4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda attached to the notice convening as prescribed in Clause 4, Article 19 of this Charter.

#### **ARTICLE 21. PROCEDURES FOR CONDUCTING MEETINGS AND VOTING AT GENERAL MEETINGS OF SHAREHOLDERS**

1. Before opening the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:
  - a) When registering shareholders, the Company shall issue to each Shareholder or legal representative of a Shareholder with voting rights a Voting Card and/or Voting Ballot, depending on the the Meeting Agenda. The Voting Ballots shall state the shareholder registration number, full name of the Shareholder, full name of the authorized representative and the number of votes of that Shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. The Voting Ballot shall state the shareholder registration number, full name of the shareholder, full name of the authorized representative, and the issue requiring shareholder opinion. The Chairman of the General Meeting of Shareholders has the right to determine the application of voting method through Voting Cards or Voting Ballots for each voting item.
  - b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and shall have the right to participate and vote at the meeting upon completion of registration registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of previously voted items shall remain unchanged.
2. The Chairman of the General Meeting of Shareholders, the Secretary or the Secretariat and the Vote Counting Committee are elected according to the following provisions:
  - a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors or a member of the

- Board of Directors authorized by the Chairman of the Board of Directors to chair the meeting is absent or temporarily unable to work or unable to perform the authorized work, the Permanent Vice Chairman of the Board of Directors (if any) shall chair the meeting. In case both the Chairman and Vice Chairman of the Board of Directors (permanent) are absent or temporarily unable to work, the remaining members of the Board of Directors shall elect 01 (*one*) of them to chair the meeting by the majority vote. In case the meeting chairman cannot be elected, the Head of the Board of Supervisors will direct the General Meeting of Shareholders to elect the meeting chairman and the person receiving the highest number of votes will chair the meeting.
- b) Except as provided in in Point a of this Clause, the person who signs the notice convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairman of the meeting and the person receiving the highest number of votes shall chair the meeting.
  - c) The meeting chairman may nominate a number of personnel to form the Presiding Committee (members of the Board of Directors, Board of Management,...) to co-chair the meeting of the General Meeting of Shareholders. The list of the Presiding Committee shall not exceed 05 (*five*) people and must be approved by the General Meeting of Shareholders at the meeting.
  - d) The Secretary or Secretariat of the General Meeting of Shareholders is the personnel(s) specified in Article 36 of this Charter. In case the Secretary or staff in the Secretariat is absent or temporarily unable to work due to force majeure, the Chair shall appoint 01 (*one*) or several other people to act as Secretary or Secretariat of the meeting.
  - e) The General Meeting of Shareholders elects 01 (*one*) or a number of people to the Vote Counting Committee at the request of the meeting chairman. In case the General Meeting of Shareholders does not vote, the meeting chairman shall elect 01 (*one*) or several people to the Vote Counting Committee. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the meeting chairman. The number of members of the Vote Counting Committee shall not exceed 03 (*three*) people, unless otherwise decided by the General Meeting of Shareholders.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically identify the time for each issue in the meeting agenda.
  4. The meeting chair has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the will of the majority of the meeting attendees. The convener or chair of the General Meeting of Shareholders, after careful consideration, may take such measures as he or she deems appropriate to:

- a) Adjust the number of people present at the main meeting location; arrange seats at the meeting venue of the General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at the location;
  - c) Facilitate Shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all measures if deemed necessary. Measures taken may include issuing entry permits or using other forms of options.
5. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:
- a) Require all attendees of the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures.
  - b) Request the competent authority to maintain order at the meeting; expel those who fail to with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or refuse to undergo security screening at the General Meeting of Shareholders.
6. The Chairman has the right to postpone a General Meeting of Shareholders that has met the required quorum for no more than 03 (*three*) working days from the scheduled opening date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seating for all attendees;
  - b) The media at the meeting venue does not ensure that shareholders attending the meeting can participate, discuss and, vote;
  - c) There are people attending the meeting who obstruct, disrupt order, and risk making the meeting not be conducted fairly and legally.
7. In case the chairman postpones or suspends the General Meeting of Shareholders in violation of of Clause 6 of this Article, the General Meeting of Shareholders shall elect 01 (*one*) other person from among the meeting attendees to replace the chairman in conducting the meeting until its end, and the validity of the voting results at that meeting shall not be affected.
8. The General Meeting of Shareholders discusses and votes on each item on the meeting agenda. Voting is conducted using Voting Cards (approving, disapproving, or no opinion) and/or Ballot Papers depending on the content.

At the meeting, for the contents voted by Voting Cards, the number of voting cards in favor shall be counted first, followed by the number of votes against, and finally the total number of votes in favor or against is counted to decide. Shareholders or authorized representatives are only allowed to vote for 01 (*one*) out of 03 ( *three* ) decisions of approval, disapproval, or no opinion for each vote item. In case a

Shareholder or authorized representative votes for 02 (*two*) or more decisions in the same discussion content, this vote is considered invalid. For matters that are voted on through Voting Ballot, Voting Ballot will be collected when the contents have been voted on by Shareholders. The vote counting results were announced by the Chairman immediately before the adjournment of the meeting.

9. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that Shareholders attend and vote by electronic voting or other electronic forms in accordance with the provisions of law, this Charter, and other regulations and rules of the Company.

## **ARTICLE 22. APPROVAL OF THE RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS**

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting or by soliciting written opinions.
2. Except for the cases specified in Clause 2, Article 18 and Clause 9, Article 23 of this Charter, the resolution of the General Meeting of Shareholders on the following matters shall be adopted if approved by the number of Shareholders representing at least 65% (*sixty-five percent*) of the total number of votes of all Shareholders present and voting at the meeting:
  - a) Types of shares and the total number of shares of each type;
  - b) Change of business lines and sectors;
  - c) Change in the Company's governance structure;
  - d) Investment project or sale of assets with a value of 65% (*sixty-five percent*) or more of the total asset value recorded in the Company's most recent audited financial statement;
  - e) Reorganization and dissolution of the Company;
  - f) Other matters as prescribed by law.
3. Resolutions on other matters within the authority of the General Meeting of Shareholders shall be passed if approved by the number of Shareholders representing at least 51% (*fifty-one percent*) of the total number of votes of all Shareholders attending and voting at the meeting, except for the cases specified in Clause 2 and Clause 4 of this Article, Clause 2 of Article 18, and Clause 9 of Article 23 of this Charter.
4. Voting to elect members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each Shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors, and the Shareholder has the right to concentrate all or part of their total votes on 01 (*one*) or several candidates. The elected members of the Board of Directors or Board of Supervisor are

determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 (*two*) or more candidates receiving the same number of votes for the final member position of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the election regulations depending on the decision of the General Meeting of Shareholders at the time of election or the Company Charter.

5. Resolutions and decisions of the General Meeting of Shareholders must be notified to Shareholders entitled to attend the General Meeting of Shareholders within 15 (*fifteen*) days from the date the resolution or decision is passed and must be disclosed in accordance with the provisions of law on securities and the securities market. The requirement to send resolutions and decisions of the General Meeting of Shareholders may be fulfilled by posting them on the Company's website.
6. Resolutions and decisions of the General Meeting of Shareholders approved by Shareholders representing 100% (*one hundred percent*) of the total number of voting shares shall be legally valid and effective even if the order and procedures for convening the meeting and passing such resolutions and decisions violate the provisions of the Law on Enterprises and this Charter.
7. The dismissal and removal of members of the Board of Directors and the Board of Supervisors shall be conducted in the form of regular voting.

#### **ARTICLE 23. AUTHORITY AND PROCEDURES FOR SOLICITING WRITTEN OPINIONS FROM SHAREHOLDERS TO PASS RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

The authority and procedures for soliciting written opinions from shareholders to pass resolutions and decisions of the General Meeting of Shareholders are implemented according to the following provisions:

1. The Board of Directors has the right to solicit written opinions from Shareholders to pass resolutions and decisions of the General Meeting of Shareholders on all matters within its the authority as prescribed by law and this Charter when deemed necessary for the lawful interests of the Company.
2. The Board of Directors must prepare the Opinion Form, draft resolutions and decisions of the General Meeting of Shareholders, and documents explaining the draft resolutions and decisions, and send them to all Shareholders with voting rights at least 15 (*fifteen*) days prior the deadline for returning the Opinion Form. The requirements and methods for submitting the Opinion Form and accompanying documents shall comply with the provisions in Clauses 3 and 4, Article 19 of this Charter.
3. The opinion form must have the following main contents:

- a) Name, head office address, business registration number of the Company;
  - b) Purpose of consultation;
  - c) Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, head office address, business registration number or legal document number of the organization for organizational Shareholders or full name, contact address, nationality, legal document number of the individual for authorized representative of organizational Shareholders; number of shares of each type and number of votes of the Shareholders;
  - d) Matters requiring opinions to pass resolutions and decisions;
  - e) Voting options include approval, disapproval, and no opinion for each matter being voted on;
  - f) Deadline for sending completed Opinion Forms to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send the completed Opinion Form to the Company by mail, fax or email according to the following regulations:
- a) In case of sending a letter, the completed Opinion Form must be signed by the individual Shareholder; the authorized representative, or the legal representative of the organizational Shareholder. The completed Opinion Form must be sent to the Company in sealed envelopes, which must not be opened prior to the vote counting;
  - b) In case of sending by fax or email, the completed Opinion Form sent to the Company must be kept confidential until the vote counting.
  - c) Opinion Forms sent to the Company after the deadline specified in the Opinion Form or opened in the case of mailing or disclosed in the case of faxing or emailing shall be determined to be invalid. Unreturned ballots will be considered abstentions. Invalid ballots, ballots without response information and ballots not returned will not be counted in the total number of ballots used to calculate the voting percentage.
5. The Board of Directors organizes the vote counting, and the Vote Counting Committee conducts the vote counting and prepares the Vote Counting Minutes under the supervision of the representative of the Board of Supervisors and/or of 01 (*one*) Shareholder who does not hold a management position in the Company. The vote counting minutes must have the following main contents:
- a) Name, head office address, business registration number of the Company;
  - b) Purpose and matters to be consulted to pass the resolution;
  - c) Number of Shareholders with total number of votes participated in the vote, in which distinguishing between valid and invalid votes and method of sending Voting ballots, with an appendix of list of Shareholders participating in the vote;

- d) Total number of votes for, against and abstentions on each issue;
  - e) Matters passed and corresponding passing percentages;
  - f) Full name and signature of the Chairman of the Board of Directors, Head of the Vote Counting Committee (if any), the vote counter and the representative of the Board of Supervisors and/or Shareholders participating in supervising the vote counting.
6. Members of the Board of Directors, the Vote Counting Committee (if any), the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Minutes; and jointly responsible for damages incurred from resolutions and decisions passed due to dishonest and inaccurate vote counting.
  7. Minutes of vote counting and resolutions and decisions must be sent to Shareholders within 15 (*fifteen*) days from the date of completion of vote counting. The sending of the Minutes of vote counting and resolutions and decisions can be replaced by posting them on the Company's website within 24 (*twenty-four*) hours from the time of the end of vote counting.
  8. The completed ballots, the Minutes of vote counting, the full text of the adopted resolutions and decisions and related documents attached to the ballots must all be kept at the Company's head office.
  9. Resolutions of the General Meeting of Shareholders are passed by written voting if approved by shareholders holding at least 51% (*fifty-one percent*) of the total votes of all shareholders with voting rights and are as valid as those passed at the General Meeting of Shareholders.

#### **ARTICLE 24. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, video-recorded, or recorded and stored in other electronic forms. Minutes must be made in Vietnamese and maybe made in a foreign language and have the following main contents:
  - a) Name, head office address, business registration number of the Company;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Meeting agenda and content;
  - d) Full name of the Chairman and the Head of the Secretariat or Secretary of the meeting;
  - e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f) Number of Shareholders and total number of votes of Shareholders attending the meeting, appendix of list of registered shareholders, representatives of Shareholders attending the meeting with corresponding number of shares and votes;

- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of Shareholders attending the meeting;
  - h) Matters passed and corresponding percentage of votes passed;
  - i) Full name and signature of the Chairman and the Chief Secretary or Secretary of the meeting. In case the Chairman, the Chief Secretary or the Secretary refuses to sign the minutes of the General Meeting of Shareholders, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full required content as prescribed in this Article. The meeting minutes shall clearly state that the Chairman, the Chief Secretary or the Secretary refused to sign the meeting minutes and the Board of Directors appointed 01 (*one*) member of the Board of Directors to sign and issue the resolution or decision of the General Meeting of Shareholders. If all members of the Board of Directors are absent or refuse to sign the meeting minutes, the General Meeting of Shareholders shall appoint 01 (*one*) person among the Shareholders attending the meeting to sign the meeting minutes and resolutions and decisions approved by the General Meeting of Shareholders at the meeting on behalf of the General Meeting of Shareholders.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and the Chief Secretary or the Secretary of the meeting or other person signing the Minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the Minutes.
  3. Minutes of the General Meeting of Shareholders that are prepared in Vietnamese and in a foreign language have equal legal effect. In case there is any difference in content between the Vietnamese minutes and the foreign language minutes, the Vietnamese version shall prevail.
  4. Minutes of meetings, resolutions and decisions approved by the General Meeting of Shareholders, meeting records, list of Shareholders registered to attend the meeting with the signatures of Shareholders, proxy documents to attend the meeting and all other documents related to the General Meeting of Shareholders must be kept at the Company's head office.

The Chairman of the Board of Directors or the person who convenes the General Meeting of Shareholders is responsible for organizing the storage of meeting minutes, resolutions, decisions passed by the General Meeting of Shareholders, and all documents related to the General Meeting of Shareholders as stated in this clause. Minutes of the General Meeting of Shareholders are considered authentic evidence of the contents and work conducted at the General Meeting of Shareholders, unless there are objections to the contents of the Minutes submitted in accordance with prescribed procedures after the Minutes are disclosed or sent and there is a decision to cancel them by the competent authority.

5. Minutes of the General Meeting of Shareholders, resolutions, decisions passed and relevant documents attached to the meeting invitation must be disclosed in accordance with the provisions of law on information disclosure on the stock market and must be sent to all Shareholders within 15 (*fifteen*) days from the end of the meeting; the sending of the vote counting minutes can be replaced by posting on the Company's website.

#### **ARTICLE 25. REQUEST FOR CANCELLATION OF A RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS**

Within 90 (*ninety*) days from the date of receipt of the resolution, decision, or Minutes of the General Meeting of Shareholders, or Minutes of the vote counting for soliciting opinions of the General Meeting of Shareholders, the Shareholder or group of Shareholders specified in Clause 3, Article 12 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution, decision, or any part thereof of the resolution, decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders and passing the resolution breach the Law on Enterprises and the Charter, except for circumstances specified in Clause 6, Article 22 of this Charter;
2. The content of the resolution breaches the Law or the Charter

#### **ARTICLE 26. EFFECTIVENESS OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

1. Resolutions and decisions of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date stated in such resolution or decision.
2. Resolutions and decisions of the General Meeting of Shareholders approved by 100% (*one hundred percent*) of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolutions and decisions violate the provisions of the Law on Enterprises and this Charter.
3. In case a Shareholder or group of Shareholders requests the Court or Arbitration to annul the Resolution of the General Meeting of Shareholders as prescribed in Article 25 of this Charter, such resolutions and decisions shall remain effective until the Court or Arbitration's decision to annul such resolution or decision takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority. In case the resolution or decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person with the authority to convene the General Meeting of Shareholders shall be responsible for reorganizing the General Meeting of Shareholders within 30 (*thirty*) days in accordance with the procedures prescribed by law and this Charter.

**SECTION 2**  
**BOARD OF DIRECTORS**

**ARTICLE 27. RESPONSIBILITIES, RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS**

1. The Board of Directors is the Company's management body, with full authority on behalf of the Company to decide and exercise the Company's rights and obligations that are not within the authority of the General Meeting of Shareholders.
2. The Board of Directors has the following powers and duties:
  - a) Determine the Company's strategy, medium-term development plan, and annual business plan;
  - b) Submit to the General Meeting of Shareholders the business plan for the following year;
  - c) Propose the types of shares and the total number of shares of each type that can be offered;
  - d) Decide on the sale of unsold shares within the number of shares authorized for offering for each type; decide on the issuance of corporate bonds, except for types of bonds under the authority of the General Meeting of Shareholders; determine additional capital mobilization through other forms in accordance with the law; determine the selling price of the Company's shares and bonds;
  - e) Conduct the valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;
  - f) Propose the issuance of convertible bonds, bonds with warrants, and other types of securities under the authority of the General Meeting of Shareholders;
  - g) Propose the dividend rate to be submitted to the General Meeting of Shareholders for approval; determine the timeline and procedures for dividend payment or handling losses incurred during the business process;
  - h) Propose restructuring, reorganization, and dissolution of the Company; requesting bankruptcy of the Company;
  - i) Decide whether the Company will repurchase no more than 10% (*ten percent*) of the total number of shares of each type sold within 12 ( *twelve* ) months and determine the purchase price for these shares as prescribed in Article 133 of the Law on Enterprises;
  - j) Be jointly responsible for the recovery of payment for repurchased shares or dividends contrary to the provisions of law and this Charter;
  - k) Determine the organizational structure and internal governance regulations of the Company; determine the establishment of subsidiaries, branches, representative offices

of the Company and the contribution of capital and purchase of shares of other enterprises within the scope of authority;

- l) Determine market development, marketing, and technology solutions;
- m) Decide on investment plans and investment projects within its authority and limits as prescribed by law, this Charter, and the Company's internal regulations;
- n) Decide on investments that are not included in the business plan, with a value ranging from 35% (thirty-five percent) to less than 65% (sixty-five percent) of the Company's total asset value as recorded in the most recently audited financial statements;
- o) Decisions on investment, purchase, lease, compensation for damage, sale, liquidation of assets of the Company or branches with value from 35% (*thirty-five percent*) to less than 65% (*sixty-five percent*) of the total value of the Company's assets recorded in the most recent audited financial statements;
- p) Approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, implement measures to ensure the performance of the Company's obligations and other contracts and transactions with a value from 35% (*thirty-five percent*) to less than 65% (*sixty-five percent*) of the total value of assets recorded in the Company's most recent audited financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Clause 2, Article 15 of this Charter;
- q) Determine the Company's signing of contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% (*thirty-five percent*) of the total value of the Company's assets recorded in the most recent audited financial statements;
- r) Determine business matters or transactions that the Board of Directors deems require approval within the scope of its authority and responsibilities;
- s) Appoint representatives and managers of the Company's investment capital in enterprises in which the Company invests capital, and determine the remuneration and other benefits of those people;
- t) Determine the use of financial reserve funds, development investment funds, emulation and reward funds and other funds (if any) of the Company;
- u) Elect, dismiss, remove the Chairman of the Board of Directors from among the members of the Board of Directors; appoint, dismiss, sign a contract, terminate the contract with the General Director; appoint, dismiss, remove the Deputy General Director(s), Chief Accountant, Directors of branches, Head of Representative Office of the Company; determine salary and other benefits of personnel appointed by the Board of Directors;

- v) Supervise and direct the General Director and other Company managers in the daily business operations of the Company and must report to the General Meeting of Shareholders on this supervision and direction by the Board of Directors;
  - w) Submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders. In case the Board of Directors fails to submit the Company's annual Financial Statements to the General Meeting of Shareholders, these reports shall be considered invalid;
  - x) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain written opinions from shareholders for the General Meeting of Shareholders to approve matters within its authority;
  - y) Decision to promulgate the Regulations on organization and operation of the Board of Directors, Internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decision to promulgate the Regulations on information disclosure and other internal regulations of the Company;
  - z) Other rights and obligations as prescribed by law and this Charter.
3. The Board of Directors and its affiliated units must fully comply with the responsibilities and obligations prescribed by law, this Charter and the decisions of the General Meeting of Shareholders and the following responsibilities:
- a) Ensure that the Company's operations comply with the provisions of law, the Company's Charter and the Company's internal regulations;
  - b) Be responsible to Shareholders for the Company's operations; treat all Shareholders equally and respect the lawful interests of those with interests related to the Company;
  - c) Develop internal regulations on corporate governance, regulations on organization and operation of the Board of Directors for approval by the General Meeting of Shareholders;
  - d) Monitor and prevent conflicts of interest of members of the Board of Directors, Board of Supervisors, General Director and other Company managers, including misuse of Company assets and abuse of related party transactions;
  - e) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the Company;
  - f) Report on the governance and performance of the Board of Directors and each member of the Board of Directors at the Annual General Meeting of Shareholders.
4. The report of Board of Directors on the corporate governance and performance of the Board of Directors and each member of the Board of Directors at the Annual General Meeting of Shareholders must ensure the following contents:

- a) Evaluate the Company's operations and governance situation during the fiscal year;
- b) Activities, remuneration, operating expenses and other lawful interests of the Board of Directors and each member of the Board of Directors;
- c) Summary of Meeting of Board of Directorss and resolutions and decisions of the Board of Directors;
- d) The performance of the Independent Members of Board of Directors and the independent members' assessment of the performance of the Board of Directors;
- e) Activities of subcommittees under the Board of Directors (if any);
- f) Report on transactions between the Company, subsidiaries, companies in which the Company controls more than 50% (*fifty percent*) of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 03 ( three ) years prior to the time of the transaction;
- g) Results of supervision for the General Director;
- h) Results of supervision of other Company managers;
- i) Future plans.

**ARTICLE 28. COMPOSITION AND TERM OF OFFICE, STANDARDS, DISMISSAL, APPOINTMENT AND SUPPLEMENT OF MEMBERS OF BOARD OF DIRECTORS**

1. The Board of Directors has from 07 (*seven*) to 09 ( nine ) members. The specific number of Board of Directors members is decided by the General Meeting of Shareholders from time to time.
2. The term of office of a member of the Board of Directors is 05 (*five*) years and can be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 02 (*two*) consecutive terms. A member of the Company's Board of Directors may not concurrently be a member of the Board of Directors at more than 05 (*five*) other companies.
3. In case all members of the Board of Directors complete their terms, those members will continue to be members of the Board of Directors until a new member is elected to replace them and assume their duties.
4. The Company's Board of Directors structure must ensure that there are at least 02 (*two*) Independent Members of the Board of Directors and at least 1/3 ( one third ) of the total number of Board of Directors members are non-executive members.
5. Standards and conditions for Board of Directors members:

- a) Board of Directors members must meet the following qualifications and conditions:
- (i) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises or prohibited by law from being a member of the Board of Directors of an enterprise;
  - (ii) Have professional qualifications and experience in business administration or in the Company's business field, industry or profession and do not necessarily have to be a Shareholder of the Company;
  - (iii) A member of the Board of Directors of the Company may concurrently serve on a member of the Board of Directors of up to 05 (*five*) other companies and is not prohibited by law.
  - (iv) Other standards and conditions as prescribed by law.
- b) Independent members of the Board of Directors must meet the following standards and conditions:
- (i) Not being a person currently working for the Company, the parent company or a subsidiary of the Company; not being a person who has worked for the Company, the parent company or a subsidiary of the Company within the last 03 (*three*) consecutive years;
  - (ii) Not a person receiving salary or remuneration from the Company, except for allowances that Board of Directors members are entitled to according to regulations;
  - (iii) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
  - (iv) Not being a person who directly or indirectly owns at least 01% (*one percent*) of the total number of voting shares of the Company;
  - (v) Not a person who has served as the Board of Directors or the Board of Supervisors of the Company for at least 05 (*five*) consecutive years before, except in the case of being appointed continuously for 02 ( *two* ) terms.
  - (vi) Other standards and conditions as prescribed by law.
- c) An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the standards and conditions specified in this clause and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an

independent member of the Board of Directors within 06 (*six*) months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

- d) The standards and conditions specified in this Article shall also apply to additional or replacement members of the Board of Directors.
6. A member of the Board of Directors shall cease to hold office in the event that he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:
- a) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
- (i) A member of the Board of Directors does not meet the standards and conditions prescribed in Clause 5 of this Article;
  - (ii) The Board of Directors member has submitted a resignation letter to the Company's head office and it is accepted;
  - (iii) Other cases as prescribed by law.
- b) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
- (i) A member of the Board of Directors does not attend meetings of the Board of Directors and/or does not participate in other activities of the Board of Directors continuously for 06 (*six*) months and during this time the Board of Directors does not allow that member to be absent and has ruled that his/her position is vacant, except in cases of force majeure;
  - (ii) When a member of the Board of Directors has 01 (*one*) or some of the following behaviors:
    - Failure to exercise rights and obligations honestly, carefully and to the best of one's ability to ensure the maximum lawful interests of the Company and Shareholders;
    - Disloyalty to the Company by performing one or more acts including but not limited to: using the Company's information, secrets, business opportunities, abusing the Company's position, title and assets for personal gain or to serve the interests of other organizations or individuals, harming the lawful interests of the Company and shareholders;
    - Having acts that cause difficulties, obstructions or any other acts of a similar nature that affect the smooth operation and progress of the Company's administration and management, including but not limited to acts such as: Intentionally not attending the Meeting of Board of Directors despite being duly summoned, refusing to sign the meeting minutes without a valid reason, not performing or not fully performing the work assigned by the Board of Directors,

causing division and disunity within the Company and/or having actions that cause events that cause loss and affect the reputation and brand image of the Company;

- Failure to promptly, fully and accurately notify the Company of one's interests in other organizations; transactions with other organizations or individuals that may cause conflicts with the Company's lawful interests;
- Committing acts of illegal competition with the Company or facilitating third parties to harm the lawful interests of the Company.

(iii) Other cases as prescribed by law.

7. Members of the Board of Directors may be dismissed, removed, or replaced by resolutions or decisions of the General Meeting of Shareholders, other than those specified in this Charter, when deemed necessary.
8. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a) The number of Board of Directors members is reduced by more than  $\frac{1}{3}$  (*one third*) compared to the number specified in this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 (*sixty*) days from the date the number of members is reduced by more than  $\frac{1}{3}$  ( *one third* );
  - b) The number of independent members of the Board of Directors and non-executive members of the Board of Directors has decreased and does not ensure the ratio as prescribed in Clause 4 of this Article;
  - c) Other cases as prescribed by law.

Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent General Meeting of Shareholders.

9. The Company must disclose information about receiving resignations, elections, appointments, dismissals, and removals of members of the Board of Directors in accordance with the provisions of law on information disclosure on the stock market and the Company's Information Disclosure Regulations.

#### **ARTICLE 29. NOMINATION/SELF-NOMINATION OF CANDIDATE TO THE BOARD OF DIRECTORS**

1. In case the Board of Directors candidates have been identified, information related to the Board of Directors candidates shall be included in the documents of the General Meeting of Shareholders and shall be announced at least 10 (*ten*) days before the opening date of the General Meeting of Shareholders on the Company's website so that

Shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully and for the highest lawful interests of the Company if elected as a member of the Board of Directors.

2. Information regarding Board of Directors candidates to be published includes:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Working process;
  - d) Other management positions the candidate holds, including Board of Directors of another company;
  - e) Evaluation report on the candidate's contribution to the Company in case the candidate is a current member of the Company's Board of Directors;
  - f) Benefits related to the Company and its related parties (if any);
  - g) Full name of the Shareholder or group of Shareholders nominating that candidate (if any);
  - h) Other information (if any).

The Company must disclose information about the companies in which the candidate holds the position of Board of Directors member, other management positions and the Board of Directors candidate's related interests in the Company (if any).

3. Shareholders or groups of Shareholders owning at least 05% (*five percent*) of the total number of common shares have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors is carried out as follows:
  - a) Common Shareholders may nominate themselves or may voluntarily form a group to nominate candidates for the Board of Directors. The formation of this group of Shareholders must be notified to the Organizing Committee of the General Meeting of Shareholders before the nomination is made, and at the same time, the attending Shareholders must be notified before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the ownership ratio of the total number of common shares at the Company, the Shareholder or group of Shareholders specified in Point a of this Clause has the right to nominate 01 (*one*) or a number of people as specified in Point e, Clause 3, Article 12 of this Charter as candidates for the Board of Directors. In case the number of Board of Directors candidates nominated by a Shareholder or group of Shareholders is lower than the

number of candidates they are entitled to nominate as prescribed in this clause, the remaining candidates shall be nominated by the Board of Directors and other Shareholders.

- c) In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by law and this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance and the Regulations on Organization and Operation of the Board of Directors. The nomination of candidates for the Board of Directors by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

### **ARTICLE 30. CHAIRMAN, VICE CHAIRMAN BOARD OF DIRECTORS**

1. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are elected, dismissed and removed by the Board of Directors from among the members of the Board of Directors. Board of Directors The Company has 01 (*one*) Chairman of the Board of Directors and from 02 ( *two* ) to 03 ( *three* ) Vice Chairman of the Board of Directors. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.
2. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Develop programs and plans of activities of the Board of Directors;
  - b) Prepare agenda, content, and documents for meetings; convene, preside over, and chair meetings of Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Chair of the General Meeting of Shareholders. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual audited financial statements, the Board of Directors' management and performance reports, and the General Director's and other business executives' performance monitoring reports to the Shareholders at the General Meeting of Shareholders;
  - e) Direct, monitor and supervise the implementation of resolutions and decisions of the Board of Directors;
  - f) Organize the assignment of tasks to members of the Board of Directors to perform the duties and powers of the Board of Directors in accordance with the law and the Company's Charter, and be responsible to the General Meeting of Shareholders and the law for their work;
  - g) Decide to establish the Board of Directors Office under the Board of Directors to assist the Board of Directors; Determine the functions, tasks and powers of the Board of

- Directors Office, Determine the appointment, dismissal, transfer, assignment of work, remuneration policies, income and other matters for personnel working at the Board of Directors Office;
- h) Ensure timely, accurate and clear communication between Board of Directors members and the Chairman of the Board of Directors;
  - i) Create favorable conditions for Board of Directors members to operate independently and effectively and establish constructive relationships among Board of Directors members;
  - j) Comply with the obligations and responsibilities of a manager, including the responsibility to be careful, the responsibility to be honest and avoid conflicts of interest, the responsibility for damages and compensation according to the provisions of law and the Company's Charter;
  - k) Other rights and obligations as prescribed by law, this Charter and authorization and/or assignment of the Board of Directors.
3. The Vice Chairman of the Board of Directors are responsible for supporting and assisting the Chairman of the Board of Directors in performing the rights and obligations prescribed in this Article. The Board of Directors may have a permanent Vice Chairman of the Board of Directors. The rights and obligations of the Standing Vice Chairman of the Board of Directors are prescribed in this Charter, the Internal Regulations on Corporate Governance, the Regulations on Organization and Operation of the Board of Directors, the decisions of the Board of Directors and in accordance with the provisions of law.
  4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Chairman of the Board of Directors must authorize in writing 01 (*one*) other member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members of the Board of Directors shall elect 01 (*one*) person among the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.
  5. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement to hold the position of Chairman of the Board of Directors within 10 (*ten*) days from the date of

receipt of the resignation or the resolution or decision on dismissal or removal taking effect.

**ARTICLE 31. RIGHTS AND RESPONSIBILITIES, REMUNERATIONS AND OTHER LEGAL BENEFITS OF MEMBERS OF BOARD OF DIRECTORS**

1. Members of the Board of Directors have full rights as prescribed by law and this Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of the units within the Company.
2. Members of Board of Directors have the following rights and responsibilities:
  - a) Perform their duties honestly and carefully for the highest lawful interests of the Shareholders and the Company;
  - b) Attend all Meeting of Board of Directorss and comment on matters discussed;
  - c) Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;
  - d) Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, other companies in which the Company controls more than 50% (*fifty percent*) of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 03 ( three ) years prior to the time of the transaction;
  - e) Disclose information when trading the Company's shares in accordance with the law.
  - f) Independent Board of Directors members must prepare an evaluation report on the performance of the Board of Directors.
  - g) Other rights and responsibilities as prescribed by law and this Charter.
3. The Company has the right to pay remuneration, bonuses and other legitimate benefits to members of the Board of Directors according to business results and efficiency.
4. Members of the Board of Directors, excluding authorized representatives, are entitled to remuneration, bonuses and other legitimate benefits for the work they undertake. The remuneration of the Board of Directors is decided by the General Meeting of Shareholders.
5. The total amount of remuneration paid to members of the Board of Directors and the amount of remuneration paid to each member shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and other relevant legal provisions, and shall be detailed as a separate item in the Company's annual Financial Statement and must be reported to the General Meeting of Shareholders at the annual meeting.

6. A Board of Directors member holding an executive position or a Board of Directors member serving on a Board of Directors committee or performing other duties which, in the opinion of the Board of Directors, are outside the normal scope of duties of a Board of Directors member shall be compensated in the form of a lump sum, a separate salary, a percentage of profits or in other form as determined by the Board of Directors.
7. Board of Directors members are entitled to be reimbursed for all reasonable travel, accommodation, meals and other expenses incurred by them in the performance of their Board of Directors responsibilities, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

### ARTICLE 32. MEETING OF BOARD OF DIRECTORS

1. The first meeting of the Board of Directors term must be held within 07 (*seven*) working days from the date of completion of the election of the Board of Directors for that term to elect the Chairman of the Board of Directors and Determine other matters within the authority of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than 01 (*one*) member with the highest number of votes or the highest and equal percentage of votes, the members shall vote by majority rule to select 01 ( *one* ) of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least *once* per quarter and may convene extraordinary meetings. Meeting of Board of Directorss are held at the Company's registered head office address or other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors or the convener of the Meeting of Board of Directors in accordance with the provisions of law. The order and procedures of meetings must comply with the provisions of law, this Charter, the Internal Regulations on Corporate Governance and the Regulations on Organization and Operation of the Board of Directors.
3. Regular meetings of Board of Directors :  
The Chairman of the Board of Directors must convene a Meeting of Board of Directors, prepare a meeting agenda, send meeting invitations and related documents to members of the Board of Directors at least 05 (*five*) working days before the meeting date.
4. Extraordinary Meeting of Board of Directorss:  
The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without justifiable reason, when deemed necessary or upon request of one of the following subjects:
  - a) More than 1/2 (*one-half*) of the Board of Directors members;

- b) At least 02 (*two*) members of the Board of Directors;
  - c) Independent members of Board of Directors;
  - d) General Director or at least 05 (*five*) other managers;
  - e) Board of Supervisors.
5. The proposal specified in Clause 4 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
6. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (*seven*) working days from the date of receipt of the meeting request document specified in Clause 4 of this Article. In case the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the person requesting has the right to replace the Chairman of the Board of Directors in convening the Meeting of Board of Directors.
7. Meeting of Board of Directors Notice and Agenda:
- a) The Chairman of the Board of Directors or the person convening the Meeting of Board of Directors must send a meeting invitation to the members of the Board of Directors at least 05 (*five*) working days before the meeting date. The notice of the Meeting of Board of Directors must be made in writing in Vietnamese and must specifically identify the time and place of the meeting, the meeting agenda, the issues to be discussed and voted on at the meeting; attached to the notice of meeting must be documents related to the issues to be discussed and voted on at the meeting and the members' voting ballots. In case the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors deems it necessary to convene an urgent meeting or there is a request from more than 1/2 (*one-half*) of the members of the Board of Directors, the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors may convene the meeting immediately after sending the meeting invitation and the meeting documents may be provided to the members of the Board of Directors with the meeting invitation or sent immediately at the Meeting of Board of Directors.
  - b) Notice of Meeting of Board of Directors may be sent by invitation, telephone, post, fax, electronic means or other method as decided by the Board of Directors but must ensure that it reaches the contact address of each member of the Board of Directors registered with the Company.
  - c) A member of the Board of Directors has the right to refuse to receive notice of a Meeting of Board of Directors and such refusal must be expressed in writing, by letter, fax, email or other means guaranteed to reach the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors. In this case, it is considered that the person convening the Meeting of Board of Directors has sent the meeting

invitation in accordance with the regulations and that Board of Directors member does not attend the Meeting of Board of Directors, unless that Board of Directors member attends the Meeting of Board of Directors according to the meeting invitation or has a written cancellation of the refusal to receive the meeting invitation.

- d) Board of Directors members may request additional meeting agenda content by letter, fax, email or other means to the Chairman of the Board of Directors or the convener of the Meeting of Board of Directors. The Chairman of the Board of Directors or the convener of the Meeting of Board of Directors must include additional items on the agenda if they are approved by all members of the Board of Directors attending the Meeting of Board of Directors. Any refusal to include additional items in the meeting must be stated publicly at the Meeting of Board of Directors and recorded in the Meeting of Board of Directors minutes.
8. The Chairman of the Board of Directors or the convener of the Meeting of Board of Directors must send the meeting invitation and accompanying documents to the Supervisors as to the members of the Board of Directors. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.
9. Meeting of Board of Directorss shall only be held when  $\frac{3}{4}$  (*three-quarters*) or more of the total number of Board of Directors members are present, including authorized representatives of Board of Directors members attending the meeting if approved by a majority of Board of Directors members. In case the first convened meeting does not meet the conditions to proceed, the Meeting of Board of Directors may be convened for the second time within 07 (*seven*) days from the date of the first scheduled meeting. In this case, the meeting is held if more than half ( $\frac{1}{2}$ ) of the Board of Directors members attend the meeting, including the authorized representative of the Board of Directors member attending the meeting if approved by the majority of the Board of Directors members.
10. Voting at the Meeting of Board of Directors:
  - a) Each member of the Board of Directors or person authorized by a member of the Board of Directors to directly attend the Meeting of Board of Directors will have 01 (*one*) vote.
  - b) A member of the Board of Directors shall not vote on matters relating to contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the lawful interests of the Company. A Board of Directors member shall not be counted as a quorum for a Meeting of Board of Directors on decisions on which the member does not have a vote.
  - c) Where a question arises at a meeting of the Board of Directors relating to the extent of a Board of Directors member's interest or to the voting rights of a member which cannot be resolved by the voluntary renunciation of the voting rights of that Board of

Directors member, the question shall be referred to the Chairman of the meeting and the Chairman's decision in relation to all other Board of Directors members shall be final, unless the nature or extent of the interest of the Board of Directors member concerned has not been fully and properly disclosed.

11. Resolutions and decisions of the Board of Directors are passed if approved by the majority of Board of Directors members attending the meeting (over 50%). In case the number of votes for and against are equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. The contents approved by the Board of Directors are issued in the form of resolutions and decisions.
12. Board of Directors members must attend all Meeting of Board of Directorss. A Board of Directors member may authorize another person to attend the meeting and vote if approved by a majority of the Board of Directors members.
13. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another person to attend the meeting and vote as prescribed in Clause 12 of this Article.
  - c) Attend and vote by online conference, electronic voting or other similar means;
  - d) Send voting ballots to the meeting via mail, fax, email;
  - e) Submit ballots by other means as determined by the Board of Directors.

In case of sending voting ballots to the meeting by mail, the voting ballots must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors or the person convening the Meeting of Board of Directors at least 01 (*one*) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

14. The Chairman of the Board of Directors or the person convening the Meeting of Board of Directors shall decide to convene the Meeting of Board of Directors in an online or other electronic form or a combination of both online and in-person or in another form suitable to the Company's modern technological conditions at the time of the meeting and holding the Meeting of Board of Directors in these forms is more convenient for the Board of Directors members than in-person meetings, provided that each member attending the meeting can:
  - a) Hear each other Board of Directors member or authorized representative of a Board of Directors member speaking at the meeting;
  - b) Speak to all other participants simultaneously without any member having to appear before the others. Discussion between members may be conducted directly by telephone or by other means of communication or a combination of these methods.

The location of the Meeting of Board of Directors held as prescribed in this clause shall be decided by the Chairman and shall be determined as the place where the Chairman attends the meeting. A member of the Board of Directors or a member's authorized representative shall be deemed to be present at the meeting when the member or the member's authorized representative confirms his/her attendance by speaking or other valid forms of roll call as requested by the chairperson prior to the meeting.

The procedures, conditions and issues related to the application of modern information technology to Meeting of Board of Directors as prescribed in this clause and/or the form of electronic voting at Meeting of Board of Directors and/or sending voting ballots to Meeting of Board of Directors via mail, fax, email or other methods decided by the Chairman of the Board of Directors or the convener of the Meeting of Board of Directors in accordance with the provisions of law and this Charter.

Resolutions and decisions adopted at a Meeting of Board of Directors in an online or other electronic form or a combination of both online and in person in accordance with the provisions of law and this Charter shall take effect immediately after the end of the meeting but must be confirmed by minutes of the meeting kept in a form appropriate to the form of the meeting and clearly showing all statements and votes of all members of the Board of Directors attending this meeting.

15. Meeting of Board of Directors Minutes:

- a) Meeting of Board of Directorss must be minuted and may be recorded, transcribed and retained in various electronic forms. Minutes must be made in Vietnamese and can be made in a foreign language. Minutes of the Meeting of Board of Directors must be detailed, clear and ensure the following contents:
  - (i) Name, head office address, business registration number of the Company;
  - (ii) Time and place of meeting;
  - (iii) Purpose, agenda and content of the meeting;
  - (iv) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
  - (v) Issues discussed and voted on at the meeting;
  - (vi) Summarize the opinions of each member attending the meeting in chronological order;
  - (vii) Voting results, including members who approve, disapprove and, abstain;
  - (viii) The matter passed and the corresponding passing percentage;

- (ix) Full name and signature of the chairman and the person taking the minutes, except for the case specified in Point b of this Clause;
  - (x) Full name and signature of each member attending the meeting or person authorized to attend the meeting;
  - (xi) Other contents as prescribed by law and this Charter (if any).
- b) The minutes are considered valid in case the minutes are made in multiple copies and each copy has the full name and signature of the chairman, the minute taker and the signature of at least 01 (*one*) member of the Board of Directors with voting rights attending the meeting. In case the chairman or the minute taker refuses to sign the minutes of the Meeting of Board of Directors, but if all other members of the Board of Directors attending and agreeing to approve the minutes of the meeting and signing them and having all the contents as prescribed in Point a of this Clause, except for Section ix of Point a of this Clause, then these minutes shall be valid. The meeting minutes clearly state that the Chairman and the minute taker refused to sign the minutes and the Board of Directors appointed another member of the Board of Directors with voting rights to sign and issue the resolution or decision of the Board of Directors. The chairperson and the minute taker shall be personally responsible for any damage caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, this Charter and relevant laws.
- c) The chairperson, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Meeting of Board of Directors minutes. A Board of Directors member or a person authorized by a Board of Directors member who attended and voted at meetings of the Board of Directors but refused to sign the minutes of the meeting does not exempt that member from the obligations in respect of which he or she participated in voting. At the same time, the refusal to confirm one's participation, obligations at the meeting or obligations of the Board of Directors is the basis for the Board of Directors to propose that the General Meeting of Shareholders consider the qualifications of this member.
- d) The Chairman of the Board of Directors is responsible for transferring the meeting minutes and resolutions and decisions approved by the Board of Directors to the members of the Board of Directors and the Company's Board of Supervisors. The minutes of the Meeting of Board of Directorss are authentic evidence of the work conducted at the Meeting of Board of Directorss, unless there is an objection to the content of the minutes within 10 (*ten*) days from the date the minutes are sent.
- e) Minutes of Meeting of Board of Directors and documents used in the meeting must be kept at the Company's head office.

- f) Minutes drawn up in Vietnamese and foreign languages have equal legal effect. In case there is any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.
16. Effectiveness of resolutions and decisions of the Board of Directors
- a) Resolutions and decisions of the Board of Directors shall take effect from the effective date clearly stated in such resolution or decision. In case the effective date is not clearly stated in the resolution or decision of the Board of Directors, the effective date of that resolution or decision is the date the resolution or decision is passed.
  - b) In case a member of the Board of Directors requests to file a lawsuit or directly files a lawsuit against a resolution or decision that has been passed, the resolution or decision being sued will continue to be enforced until the Court or Arbitration makes a different decision, except in cases where temporary emergency measures are applied according to the decision of a competent authority.
17. The Board of Directors shall comply with the provisions of law, this Charter and resolutions and decisions of the General Meeting of Shareholders when performing its functions, rights and obligations. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law or this Charter or a resolution or decision of the General Meeting of Shareholders causing damage to the Company, the members who vote in favor of the resolution or decision must jointly bear personal responsibility for that resolution or decision and must compensate the Company for the damage; the members who vote against the resolution or decision mentioned above are exempted from liability. In this case, a Shareholder or group of Shareholders owning 5% (*five percent*) or more of the total number of common shares has the right to request the Board of Directors to suspend the implementation of the above resolution or decision.

### **ARTICLE 33. OBTAINING WRITTEN OPINIONS FROM MEMBERS OF THE BOARD OF DIRECTORS**

1. The Chairman of the Board of Directors has the right to consult with members of the Board of Directors to approve decisions within the authority of the Board of Directors when deemed necessary for the lawful interests of the Company.
2. The Chairman of the Board of Directors is responsible for preparing the Opinion Form and explanatory documents on the content requiring the opinion of Board of Directors members. Documents must be sent to Board of Directors members at least 05 (*five*) working days before the time of collecting opinions and making decisions. The method of sending documents shall comply with the provisions of law and this Charter on sending documents to Meeting of Board of Directorss.
3. The opinion form must have the following main contents:
  - a) Name, head office address, business registration number of the Company;

- b) Purpose of consultation;
  - c) Full name of Board of Directors members;
  - d) Issue to be consulted;
  - e) Voting options: agree, disagree and no opinion;
  - f) Deadline for sending completed opinion forms to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Each vote on a corresponding issue in the Opinion Ballot is considered a vote of a Board of Directors member on that issue. Each member of the Board of Directors has 01 (*one*) vote. The response form must be signed by the Board of Directors member whose opinion is being sought. Votes sent to the Company after the deadline for submitting ballots or not following the instructions in the Votes are considered invalid and will not be counted in the total number of votes for calculating the voting ratio.
5. The Chairman of the Board of Directors conducts the vote counting. The vote counting is recorded in minutes and must be carried out under the supervision of a representative of the Board of Supervisors.

The vote counting minutes must include the following complete contents:

- a) Name, head office address, business registration number of the Company;
  - b) Time and place of vote counting;
  - c) Purpose and issues to be consulted;
  - d) Total number of votes with voting rights, votes in favor, against, and abstentions;
  - e) Issue passed and corresponding passing percentage;
  - f) Signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.
6. The Chairman of the Board of Directors and the signatories of the vote counting minutes are jointly responsible for the accuracy and truthfulness of the vote counting content.
7. The content approved by the majority of members in the vote counting minutes must be made into a resolution and approved decision. Resolutions and decisions passed by way of written consent of Board of Directors members are as effective and valid as resolutions and decisions passed at a Meeting of Board of Directors.
8. The Board of Directors decides to issue regulations and documents guiding the procedures for obtaining written opinions from Board of Directors members.
9. The minutes of vote counting and resolutions and decisions passed by the Board of Directors must be sent to the members of the Board of Directors and the Board of Supervisors within 10 (*ten*) days from the date of making the minutes.

10. Meeting documents, voting slips, vote counting minutes, full text of resolutions and decisions passed by the Board of Directors must be kept at the Company's head office.

#### **ARTICLE 34. SUBCOMMITTEES OF THE BOARD OF DIRECTORS**

1. The Board of Directors may establish and authorize actions to subordinate subcommittees based on the needs of the Company's management activities and in accordance with the provisions of law. The number of members of the subcommittee is decided by the Board of Directors and must have a minimum of 03 (*three*) people including Board of Directors members and external members. The activities of the subcommittee must comply with the provisions of law, this Charter and the regulations of the Board of Directors. The subcommittee's resolution is only effective when a majority of members attend and vote to pass it at the subcommittee meeting.
2. Board of Directors members of subcommittees may receive a certain rate of remuneration and salary depending on the nature and volume of work of each subcommittee and as decided by the Board of Directors.
3. External members serving on subcommittees under the Board of Directors are paid remuneration, salaries according to labor contracts or service contracts or other forms of agreements, provided that they are approved by the Board of Directors before the General Director signs contracts with these personnel.
4. Actions to implement resolutions and decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with the provisions of law, this Charter and internal regulations on corporate governance.

#### **ARTICLE 35. PERSON IN CHARGE OF CORPORATE GOVERNANCE**

1. The Board of Directors appoints at least 01 (*one*) person as the Corporate Governance Officer to support corporate governance at the Company. The term of office of the Corporate Governance Officer is decided by the Board of Directors but is a maximum of 05 (*five*) years. The Board of Directors may appoint an Assistant Corporate Governance Officer from time to time.
2. The person in charge of corporate governance must meet the following standards and conditions:
  - a) Have knowledge of the law;
  - b) Not to concurrently work for an approved auditing organization that is auditing the Company's financial statements;
  - c) Other standards as prescribed by law, this Charter and decisions of the Board of Directors.
3. The person in charge of corporate governance has the following rights and obligations:

- a) Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and Shareholders;
  - b) Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
  - c) Advice on meeting procedures;
  - d) Attend meetings;
  - e) Consulting on procedures for preparing resolutions and decisions of the Board of Directors in accordance with legal regulations;
  - f) Provide financial information, copies of Meeting of Board of Directors minutes and other information to members of the Board of Directors and the Board of Supervisors;
  - g) Monitor and report to the Board of Directors on the Company's information disclosure activities.
  - h) Act as a point of contact with stakeholders;
  - i) Keep information confidential in accordance with the provisions of law and this Charter;
  - j) Other rights and obligations as prescribed by law and this Charter.
4. The Board of Directors may dismiss or remove the Corporate Governance Officer when the majority (over 50%) of the Board of Directors members with voting rights agree and appoint 01 (*one*) new Corporate Governance Officer to replace him/her, but not contrary to current legal regulations on labor and rights under the signed contract.
- a) The person in charge of corporate governance may be dismissed by the Board of Directors in the following cases:
    - (i) Not meeting the standards and conditions as prescribed in Clause 2 of this Article;
    - (ii) Have a resignation letter and it is accepted;
    - (iii) Due to work needs, personnel transfers and rotation of the Company;
    - (iv) Due to the health of the person in charge of corporate governance not being able to continue working;
    - (v) Other cases permitted by law.
  - b) The person in charge of corporate governance may be removed by the Board of Directors in the following cases:
    - (i) Failure to complete tasks or violation of Company rules and regulations;

- (ii) Violation of the law but not to the extent of having to terminate the employment contract;
  - (iii) Other cases permitted by law.
5. The Company must notify and publish information about the appointment, receipt of resignation, dismissal, and removal of the Person in charge of corporate governance in accordance with the provisions of law and this Charter.
  6. The person in charge of corporate governance may concurrently hold the position of Company Secretary if he/she meets the standards and conditions prescribed by law and this Charter. The holding of concurrent positions as prescribed in this clause must be decided by the Board of Directors.

#### **ARTICLE 36. COMPANY SECRETARY**

When deemed necessary, the Board of Directors shall appoint a Company Secretary with a term of office, number and qualifications as decided by the Board of Directors in accordance with the provisions of law to assist the Board of Directors and the Chairman of the Board of Directors in performing the obligations within their authority as prescribed by law and this Charter. The Board of Directors may dismiss, remove the Secretary and/or dissolve the Company Secretariat but not contrary to current labor laws. The rights and obligations of the Company Secretary or Secretariat are as follows:

1. Prepare for the organization of meetings of the General Meeting of Shareholders, Board of Directors at the request of the Board of Directors or the Board of Supervisors;
2. Record minutes of meetings of the General Meeting of Shareholders and Board of Directors;
3. Support Board of Directors members in performing assigned rights and obligations;
4. Assist the Board of Directors in applying and implementing corporate governance principles;
5. Support the Company in building shareholder relations and protecting the legitimate rights and interests of Shareholders;
6. Ensure that resolutions and decisions of the General Meeting of Shareholders and Board of Directors are consistent with this Charter and current laws;
7. Provide information, copies of minutes of meetings of the General Meeting of Shareholders, Board of Directors, Board of Supervisors and other information to Shareholders, members of the Board of Directors, controller as required by work in accordance with the provisions of law and internal regulations of the Company;
8. Support the Company in complying with its obligations to provide information, publicize information and administrative procedures;

9. Have the right to refuse to execute requests that violate the provisions of law, this Charter and/or the Company's internal regulations;
10. Keep information confidential in accordance with the provisions of law and this Charter.
11. Receive salary, remuneration and other benefits as prescribed in the labor contract, this Charter and the Company's internal regulations.

### SECTION 3

## GENERAL DIRECTOR AND OTHER MANAGERS

### ARTICLE 37. MANAGEMENT ORGANIZATION

The Company's management system must ensure that the management apparatus is subject to the direction, supervision and responsibility of the Board of Directors for the Company's daily business operations. The Company has 01 (*one*) General Director, a number of Deputy General Directors, 01 ( *one* ) Chief Accountant and other business executives appointed by the Board of Directors. The General Director and Deputy General Directors may concurrently be members of the Board of Directors and may be appointed, dismissed, or removed by the Board of Directors by resolution or decision passed in accordance with the provisions of law and this Charter. The General Director may not concurrently hold the position of Chairman of the Board of Directors.

### ARTICLE 38. COMPANY MANAGER

1. Company managers include General Director, Deputy General Director and Chief Accountant.
2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. The company's executives must have the necessary responsibility and diligence to support the Company in achieving its operational and organizational goals.
3. Salary, bonus, benefits and other terms in the labor contract for the General Director will be decided by the Board of Directors. Contracts with other Company managers will be decided by the Board of Directors or the General Director in accordance with the provisions of law, this Charter and relevant internal regulations and rules of the Company.
4. Salaries and bonuses of Company managers are included in the Company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions, are detailed as a separate item in the Company's annual Financial Statement and must be reported to the General Meeting of Shareholders at the annual meeting.

## ARTICLE 39. APPOINTMENT, DISMISSAL, DUTIES AND POWERS OF THE GENERAL DIRECTOR

1. The Board of Directors appoints 01 (*one*) member of the Board of Directors or hires another person as General Director. Information on the salary, allowances and other benefits of the General Director must be reported at the nearest General Meeting of Shareholders and shown as a separate item in the Company's annual financial statements and annual reports.
2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director is 05 (*five*) years and can be reappointed for an unlimited number of terms. The General Director must be a person with professional qualifications and experience in business administration of the Company, meeting other standards and conditions as prescribed by law, this Charter, the Company's internal regulations and the following standards and conditions:
  - a) Not falling under the cases prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b) Not to be a family member of the Company's manager, the Company's Controller and parent company; the representative of state capital, the representative of enterprise capital at the Company and parent company.
4. The General Director has the following rights and obligations:
  - a) Determine issues related to the Company's daily business operations that are not within the authority of the General Meeting of Shareholders and the Board of Directors as prescribed by law and this Charter, including representing the Company in signing contracts, financial transactions, business, trade, labor, etc.; organize and operate the Company's daily production and business operations according to best management practices and within the scope of prescribed authority.
  - b) Organize the implementation of resolutions and decisions of the Board of Directors and the Company's approved business plans and investment plans;
  - c) Proposing organizational structure plan and internal management regulations of the Company;
  - d) Decisions on investment, purchase, lease, compensation, sale, liquidation of assets of the Company or branches with value up to less than 35% (*thirty-five percent*) of the total value of the Company's assets recorded in the most recent audited financial statements and must be reported to the Board of Directors at the most recent meeting;
  - e) Approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, and implement measures to ensure the Company's performance of obligations for

- contracts, transactions, and other contracts and transactions with a value of less than 35% (*thirty-five percent*) of the total value of the Company's assets recorded in the most recent audited financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter.
- f) Determine investments not included in the business plan and budget with a value of less than 35% (*thirty-five percent*) of the annual business plan and budget value, except for cases under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter;
  - g) Manage and use the Company's reward and welfare funds and be responsible for reporting to the Board of Directors on the management and use of the above funds in each fiscal year;
  - h) Recommend the number and positions of business executives that the Company needs for the Board of Directors to appoint or dismiss, remove when necessary to apply the organizational structure to manage and operate the activities proposed by the Board of Directors;
  - i) Appoint, dismiss, and remove management positions in the Company, except for positions within the authority of the Board of Directors;
  - j) Labor recruitment;
  - k) Determine salaries and other benefits for employees in the Company, including management positions under the appointment authority of the General Director;
  - l) Issue internal regulations and rules within authority;
  - m) Propose plans to pay dividends or handle business losses;
  - n) Prepare the next year's financial plan and budget to submit to the Board of Directors for review before submitting to the General Meeting of Shareholders for approval;
  - o) No later than December 31 of each year, the General Director must prepare the Company's detailed operating plan for the following fiscal year on the basis of meeting budget requirements as well as being consistent with the Company's 5 (*five*) year financial plan;
  - p) Enjoy salary, bonus and other legal benefits according to the agreement and regulations and rules of the Company;
  - q) Implement the approved annual work plan;
  - r) Propose measures to improve the management and operations of the Company;
  - s) Prepare the Company's long-term, annual and monthly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and monthly management activities according to the operating plan. The annual budget (including the balance

- sheet, business performance report and projected cash flow statement) for each fiscal year shall be submitted to the Board of Directors and shall include the information specified in the Company's regulations;
- t) Carry out all other activities within the authority prescribed in this Charter and the Company's regulations and rules;
  - u) Other rights and obligations as prescribed by law and this Charter.
5. The General Director must manage the Company's daily business operations in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company, resolutions and decisions of the General Meeting of Shareholders, the Board of Directors and other regulations and rules of the Company. In case of operations contrary to these regulations causing damage to the Company, the General Director shall be responsible before the law and must compensate the Company for the damage.
6. The General Director is responsible to the Board of Directors for the performance of assigned duties and powers and must report to this body when requested.
7. The Board of Directors may dismiss or remove the General Director when the majority of Board of Directors members attending the meeting vote in favor and appoint a new General Director to replace him. In case the General Director is also a member of the Board of Directors, the General Director has no voting rights.

#### SECTION 4

#### BOARD OF SUPERVISORS

#### ARTICLE 40. NOMINATION, APPOINTMENT OF MEMBER OF BOARD OF SUPERVISOR

1. The nomination and election of Controllers shall be carried out similarly to the provisions in Article 29 of this Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough as required by law and this Charter, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The procedure for the incumbent Board of Supervisors to introduce additional candidates for the Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect controller in accordance with the provisions of law.

#### ARTICLE 41. COMPOSITION, RIGHTS AND RESPONSIBILITIES OF THE CONTROLLER

1. Unless otherwise decided by the General Meeting of Shareholders, the number of members of the Company's Board of Supervisors is 03 (*three*) people elected by the

General Meeting of Shareholders for a term of 05 ( five ) years and can be re-elected for an unlimited number of terms. The Controller need not be a shareholder of the Company. The Board of Supervisors must have more than half (1/2) of its members permanently residing in Vietnam.

2. Controllers must meet the following standards and conditions:
  - a) Not falling under the cases prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b) Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the Company's business operations;
  - c) Not being a family member of the Board of Directors, General Director and other managers of the Company and the parent company;
  - d) Not a manager of the Company; not necessarily a Shareholder or employee of the Company;
  - e) Not working in the accounting or finance department of the Company;
  - f) Not be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 03 (*three*) consecutive years;
  - g) Not being the representative of the enterprise's capital, the representative of the State's capital at the parent company and at the Company;
  - h) Other standards and conditions as prescribed by law and this Charter.
3. Rights and obligations of the Controller:
  - a) The Controller has the rights prescribed by the Law on Enterprises, relevant laws, this Charter and the Company's internal regulations and rules; including the right to receive information and documents related to the Company's operations.
  - b) The controller has the following obligations:
    - (i) Comply with the provisions of law, this Charter, the Company's internal regulations and rules and professional ethics in performing assigned rights and obligations;
    - (ii) Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the maximum lawful interests of the Company;
    - (iii) Be loyal to the lawful interests of the Company and Shareholders; do not abuse position, title and use information, know-how, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
    - (iv) Other obligations as prescribed by law and this Charter.

- c) In case of violating the provisions on obligations in Point b of this Clause causing damage to the Company or others, the Controller shall be personally or jointly responsible for compensating for such damage. Income and other benefits that the Controller obtains due to the violation must be returned to the Company.
4. The controller shall be dismissed in the following cases:
    - a) No longer meeting the standards and conditions to be a Controller as prescribed in Clause 2 of this Article;
    - b) Have a resignation letter sent to the Company's headquarters and accepted;
    - c) Other cases as prescribed by law and this Charter.
  5. The controller shall be dismissed in the following cases:
    - a) Failure to complete assigned tasks or work;
    - b) Failure to exercise his/her rights and obligations for 06 (*six*) consecutive months, and during this time the Board of Supervisors does not allow that member to be absent and has decided that his/her position is vacant, except in cases of force majeure;
    - c) Repeatedly violating or seriously violating the obligations of a Controller as prescribed by law, this Charter, and other regulations and rules of the Company;
    - d) According to the resolution and decision of the General Meeting of Shareholders;
    - e) Other cases as prescribed by law and this Charter.
  6. In case the term of the Controller ends at the same time as the new Controller has not been elected, the Controller whose term has expired shall continue to exercise his rights and perform his obligations until the new Controller is elected and takes office.

#### **ARTICLE 42. HEAD OF BOARD OF SUPERVISORS**

1. The Chief of the Board of Supervisors is elected by the Board of Supervisors from among **the members of the** Board of Supervisors; the election, dismissal and removal are based on the majority principle. The Chief of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Company's business activities..
2. The Chief of the Board of Supervisors has the following rights and obligations:
  - a) Convene the Board of Supervisors meeting;
  - b) Request the Board of Directors, General Director and other Company managers to provide relevant information to report to the Board of Supervisors;
  - c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders;

- d) Other rights and obligations as prescribed by law, Charter, regulations and other rules of the Company.

#### **ARTICLE 43. RIGHTS AND OBLIGATIONS OF THE BOARD OF SUPERVISORS**

1. The Board of Supervisors has the rights and obligations as follows:
  - a) Supervise the Board of Directors and General Director in managing and operating the Company, and be responsible to the General Meeting of Shareholders in performing assigned tasks;
  - b) Check the rationality, legality, honesty and rate of prudence in management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and Financial Statementing;
  - c) Assess the completeness, legality and honesty of the Company's business situation report, annual and 06 (*six*) month Financial Statement, management assessment report of the Board of Directors and submit the assessment report at the annual General Meeting of Shareholders;
  - d) Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
  - e) Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems;
  - f) Review the Company's accounting books, accounting records and other documents, the Company's management and operations when deemed necessary or by resolution of the General Meeting of Shareholders or at the request of a Shareholder or group of Shareholders holding 5% (*five percent*) or more of the Company's total common shares;
  - g) Conduct an inspection upon request of a Shareholder or group of Shareholders holding 5% (*five percent*) or more of the Company's total common shares within 07 ( *seven* ) working days from the date of receipt of the request. Within 15 (*fifteen*) days from the date of completion of the inspection, the Board of Supervisors must report on the issues requested for inspection to the Board of Directors and the requesting Shareholder or group of Shareholders. The inspection by the Board of Supervisors as prescribed in this point must not hinder the normal operation of the Board of Directors and must not disrupt the Company's business operations.
  - h) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities;

- i) Attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Company; receive resolutions, decisions, minutes of meetings of the General Meeting of Shareholders, Board of Directors and related documents at the same time and in the same manner as for Shareholders and members of the Board of Directors;
- j) In case of discovering that a member of the Board of Directors, the General Director or other Company managers violates the provisions on responsibilities and obligations of business managers and operators according to the Enterprise Law, relevant laws, this Charter and the Company's internal regulations and rules, the Board of Supervisors must immediately notify the Board of Directors in writing within 48 (*forty-eight*) hours from the time of discovering the violation, requesting the violator to stop the violation and take measures to remedy the consequences;
- k) Use independent consultants and the Company's internal audit department to perform assigned tasks;
- l) Has the right to consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
- m) Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; Determine the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary;
- n) Discuss with the independent auditor the nature and scope of the audit before commencing the audit;
- o) Seek independent professional or legal advice and ensure the involvement of external experts with relevant experience and expertise in the Company's work as deemed necessary;
- p) Discuss the difficulties and problems discovered from the mid-term or final audit results as well as any issues that the independent auditor wants to discuss;
- q) Review the independent auditor's report and the responses of the Board of Directors, the General Director or other Company managers;
- r) Monitor the Company's financial situation, legality and compliance with the law in the activities of Board of Directors members, General Director, other Company managers;
- s) Consider the results of internal investigations and feedback from the Board of Directors, the CEO or other Company managers;
- t) Ensure coordination of activities with the Board of Directors, General Director and Shareholders;
- u) Be responsible to Shareholders for its monitoring activities;

- v) Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;
- w) Report on the activities of the Board of Supervisors at the annual General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 16 of this Charter and must ensure the following contents:
  - (i) Report on the Company's business results, on the performance of the Board of Directors and General Director;
  - (ii) Self-assessment report on performance of the Board of Supervisors and Controller;
  - (iii) Remuneration, operating expenses and other legitimate benefits of the Board of Supervisors and each controller as prescribed in Article 172 of the Law on Enterprises and Article 45 of this Charter;
  - (iv) Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors;
  - (v) Results of monitoring the Company's operations and finances;
  - (vi) Report on the assessment of transactions between the Company, subsidiaries, companies in which the Company controls 50% (*fifty percent*) or more of the charter capital with members of the Board of Directors, General Director, other executives of the Company and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Director, other executives of the Company are founding members or business managers within the 03 ( three ) most recent years prior to the time of the transaction;
  - (vii) Results of supervision of the Board of Directors, General Director and other executives of the Company;
  - (viii) Results of the assessment of the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director and the Shareholders.
- x) Have the right to access the Company's records and documents kept at the head office, branches or other locations, and have the right to visit the workplace of the Company's managers and employees during working hours;
- y) Has the right to request the Board of Directors, members of the Board of Directors, the General Director and other Company managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company;
- z) Other rights and obligations as prescribed by law and this Charter.

2. The Board of Directors, members of the Board of Directors, the General Director and other Company managers must provide fully, accurately and promptly all information and documents related to the management, operation and business activities of the Company as requested by the Board of Supervisors or the controller. The Company Secretary or Secretariat must ensure that all copies of financial information, other information provided to members of the Board of Directors, meeting invitations, ballots for members of the Board of Directors, minutes of meetings, resolutions, decisions of the General Meeting of Shareholders, Board of Directors, reports of the General Director submitted to the Board of Directors, documents issued by the Company and documents accompanying the above documents must be provided to the controller at the same time and in the same manner as they are sent to Shareholders or members of the Board of Directors.

#### **ARTICLE 44. BOARD OF SUPERVISORS MEETING**

1. The Board of Supervisors must meet at least 02 (*two*) times a year and the meeting is held when 2/3 ( *two-thirds* ) or more of the number of Supervisors attend the meeting.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend the Board of Supervisors meeting and answer questions that need clarification.
3. The meeting of the Board of Supervisors must be recorded in minutes and may be recorded, transcribed and stored in other electronic forms. Minutes of the Board of Supervisors meeting must be detailed, clear and ensure the following contents:
  - a) Name, head office address, business registration number of the Company;
  - b) Time and place of meeting;
  - c) Purpose, agenda and content of the meeting;
  - d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
  - e) The matter was discussed and approved at the meeting;
  - f) Summarize the opinions of each member attending the meeting in chronological order;
  - g) Voting results, including members who approve, disapprove and have no opinion;
  - h) The matter passed and the corresponding passing percentage;
  - i) Full name and signature of each member attending the meeting or authorized person attending the meeting and the person taking the minutes.
  - j) Other contents as prescribed by law and the Company Charter (if any).
4. The minute taker and the Supervisors attending the meeting must sign the meeting minutes. In case the minutes taker and/or meeting participants refuse to sign the

- minutes of the Board of Supervisors meeting, but if signed by all other members of the Board of Supervisors attending the meeting and containing all the contents as prescribed in Clause 3 of this Article, except for Point i, Clause 3 of this Article, then these minutes shall be valid. The meeting minutes clearly state that the minute taker and/or the controller participating the meeting refused to sign the meeting minutes.
5. The meeting chair, the minute taker and the signatories of the meeting minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Supervisors meeting minutes.
  6. Minutes of meetings of the Board of Supervisors and documents used in the meetings must be kept at the Company's head office to determine the responsibilities of each controller.

#### **ARTICLE 45. SALARY, REMUNERATION, BONUS AND OTHER LEGAL BENEFITS OF THE MEMBER OF BOARD OF SUPERVISORS**

1. Controllers are paid salaries and remuneration according to their work and enjoy other legal benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other legal benefits and annual operating budget of the Board of Supervisors.
2. Controllers are paid for meals, accommodation, travel, independent consulting services and other reasonable expenses incurred when they exercise their assigned rights and obligations. The total cost shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions and must be detailed as a separate item in the Company's annual Financial Statement and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **CHAPTER VI**

#### **RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, BOARD OF SUPERVISOR, GENERAL DIRECTOR AND OTHER MANAGERS**

#### **ARTICLE 46. RESPONSIBILITY OF CAUTION**

1. Members of the Board of Directors, the Board of Supervisors, the General Director and other Company managers are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly, carefully and in the best lawful interests of the Company.
2. Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the

Company's business operations must explain the nature and content of that work to the Board of Directors and the Board of Supervisors and may only perform it with the approval of the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

#### **ARTICLE 47. RESPONSIBILITY TO BE HONEST AND AVOID CONFLICTS OF INTEREST**

1. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers must disclose relevant interests in accordance with the provisions of the Enterprise Law, relevant legal provisions and the following provisions:
  - a) The Company must compile and update the list of related persons of the Company as prescribed in Point 1, Clause 1, Article 1 of this Charter and their respective contracts and transactions with the Company.
  - b) Members of the Board of Directors, Board of Supervisors, General Directors and other managers of the Company must declare to the company their related interests, including:
    - (i) Name, enterprise code, head office address, business lines of the enterprise in which these subjects own or own capital contributions or shares; ratio and time of ownership, ownership of such capital contributions or shares;
    - (ii) Name, enterprise code, head office address, business lines of the enterprise in which the related persons of these entities own, jointly own or separately own capital contributions or shares of more than 10% (*ten percent*) of charter capital.

The declaration prescribed in this point must be made within 07 (*seven*) working days from the date of incurred of related interests; any amendment or supplement must be notified to the Company within 07 ( *seven* ) working days from the date of the corresponding amendment or supplement.

2. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers who directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Company and know that they have an interest in it must publicly disclose the nature and content of that interest at the meeting where the General Meeting of Shareholders or the Board of Directors first considers the issue of approving this contract or transaction. In case a member of the Board of Directors, Board of Supervisors, the General Director and another Company managers do not know that he or she or his related person has a related interest at the time the contract or transaction is signed with the Company, the member of the Board of Directors, Board of Supervisors, the General Director and the Company manager must publicly disclose and notify the Chairman of the Board of Directors of this related interest within 24 (*twenty-four*) hours from the time he or she knows that he or she has

- an interest or will have an interest in the related transaction or contract and is obliged to prove their impartiality and objectivity in this contract or transaction. The handling of contracts and transactions that violate the provisions of this clause shall comply with the provisions of law and this Charter.
3. Members of the Board of Directors, the Board of Supervisors, the General Director and other Company managers must be loyal to the interests of the Company and the Shareholders. Company managers and their related persons may only use information obtained through their positions to serve the lawful interests of the Company. They are not allowed to use information, know-how, or business opportunities that may bring legitimate benefits to the Company and the Company's assets for personal gain or to serve the interests of other organizations or individuals.
  4. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers are obliged to notify in writing the Board of Directors and Supervisors of transactions between the Company, subsidiaries, and other companies in which the Company controls more than 50% (*fifty percent*) of charter capital with that entity itself or with related persons of that entity as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of law on information disclosure on the stock market.
  5. A member of the Board of Directors shall not vote on transactions that benefit that member or their related person as prescribed by law and this Charter.
  6. Member of Board of Directors, Board of Supervisors, General Directors, other Company managers and their related persons shall not use or disclose to others inside information to carry out related transactions.
  7. The Company must enter into written contracts on the basis of equality and voluntariness when conducting transactions with related persons of the Company and may apply necessary measures to prevent Shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of the Company.
  8. The Company shall not provide loans or guarantees to individual Shareholders and related persons of such individual Shareholders.
  9. The Company is not allowed to provide loans or guarantees to Shareholders who are organizations and related persons of such Shareholders who are individuals, except in cases where the Shareholders are subsidiaries that do not have shares or capital contributions held by the State and have contributed capital or purchased shares of the Company before July 1, 2015.
  10. The Company shall not provide loans or guarantees to related persons of institutional Shareholders, except where otherwise provided by law or/and where the Company and

the institutional Shareholders' related persons are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of this Charter.

11. The Company may only conduct the following transactions after approval by the General Meeting of Shareholders:

- a) Providing loans or guarantees to members of the Board of Directors, Board of Supervisors, General Directors, other Company managers who are not Shareholders and related individuals and organizations of these entities.

In case the Company provides loans or guarantees to related organizations of members of the Board of Directors, Board of Supervisors, General Directors, other Company managers, and the Company and such organizations are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, it must be approved by the General Meeting of Shareholders or the Board of Directors according to the provisions of this Charter before implementation.

- b) Transactions with a value of 35% (*thirty-five percent*) or more or transactions resulting in a total transaction value incurred within 12 ( twelve ) months from the date of the first transaction having a value of 35% ( *thirty-five percent* ) or more of the total asset value recorded in the most recent Financial Statement between the Company and one of the following entities:
  - (i) Member of Board of Directors, Board of Supervisors, General Directors, other Company managers and related persons of these entities;
  - (ii) Shareholders, authorized representatives of Shareholders owning more than 10% (*ten percent*) of the total common equity capital of the Company and their related persons;
  - (iii) Enterprises in which members of the Board of Directors, Board of Supervisors, General Directors and other Company managers of the Company own or own capital contributions or shares;
  - (iv) Enterprises in which related persons of members of the Board of Directors, Board of Supervisors, General Directors and other Company managers own, jointly own or separately own capital contributions or shares of more than 10% (*ten percent*) of charter capital.
- c) Contracts, loan transactions, asset sales with a value greater than 10% (*ten percent*) of the total asset value recorded in the most recent Financial Statement between the Company and shareholders owning 51% ( *fifty-one percent* ) or more of the total number of voting shares or related persons of such shareholders.

12. The Board of Directors approves contracts and transactions specified in Clause 11 of this Article with a value of less than 35% (*thirty-five percent*) of the total asset value recorded in the Company's most recent Financial Statement.
13. Contracts or transactions between the Company and one or more members of the Board of Directors, Board of Supervisors, General Director, other Company managers and individuals and organizations related to these subjects shall not be invalid in the following cases:
  - a) For contracts or transactions with a value of less than or equal to 35% (*thirty-five percent*) of the total value of assets recorded in the most recent Financial Statement, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Board of Supervisors, the General Director, and other Company managers have been reported to the Board of Directors or the subcommittee of the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests.
  - b) For contracts or transactions with a value greater than 35% (*thirty-five percent*) or transactions resulting in a transaction value incurred within 12 ( twelve ) months from the date of the first transaction with a value of 35% ( *thirty-five percent* ) or more of the total asset value recorded in the most recent Financial Statement, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, Board of Supervisors, General Directors, and other Company managers have been announced to the Shareholders and approved by the General Meeting of Shareholders by the approval vote of Shareholders with no related interests representing at least 65% ( *sixty-five percent* ) of the total remaining votes.
14. Members of the Board of Directors, Board of Supervisors, General Meeting of Shareholders, other business executives or their related persons are not allowed to buy or sell or deal in any other form with the securities of the Company or its subsidiaries at the time they have information that will certainly affect the price of such securities while other Shareholders are not aware of this information.
15. A contract or transaction shall be void and handled in accordance with the provisions of law when it is signed or performed without approval as prescribed in this Article, causing damage to the Company. The person signing the contract, the Shareholder, member of the Board of Directors, Board of Supervisors, the General Director or other related Company managers must jointly compensate for the damage incurred and return to the Company the benefits gained from the performance of such contract or transaction.

#### **ARTICLE 48. LIABILITY FOR DAMAGES AND COMPENSATION**

1. Members of the Board of Directors, Board of Supervisors, General Directors and other company managers who violate their obligations and responsibilities of honesty, fail to

- fulfill their obligations with the necessary care and professional capacity shall be responsible for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution that has been, is or may be initiated, including civil and administrative cases and not claims or lawsuits initiated or authorized by the Company, in the event that such person has been or is a member of the Board of Directors, Board of Supervisors, General Director, other company managers, employee or representative authorized by the Company who has been or is performing duties under the authorization of the Company, provided that such person has acted honestly and prudently for the highest lawful interests of the Company in compliance with the law and this Charter and there is no evidence confirming that such person has violated their responsibilities and obligations.
  3. Compensation costs include judgment costs, fines, and payments actually incurred (including attorneys' fees) or deemed reasonable in resolving these cases within the framework of the law. The Company reserves the right to purchase insurance for such persons to avoid the above mentioned liability.

## CHAPTER VII

### RIGHT TO REVIEW THE COMPANY BOOKS AND RECORDS AND RIGHT TO SUE

#### ARTICLE 49. RIGHT TO REVIEW BOOKS AND RECORDS

1. Common shareholders have the right to look up the company's books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy this Charter, minutes of the General Meeting of Shareholders and resolutions and decisions of the General Meeting of Shareholders.
  - b) A shareholder or group of shareholders owning 5% (*five percent*) or more of the Company's total common shares has the right to directly or through an authorized person to review, look up, and extract the minutes or resolutions, decisions of the Board of Directors, mid-year or annual Financial Statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other records and documents, except for documents related to the Company's trade secrets and business secrets.

Requests to review, look up, and extract records and documents specified in this Article by a representative of a Shareholder or group of Shareholders must be made in writing and accompanied by a power of attorney from the Shareholder or group of Shareholders that person represents or 01 (*one*) certified copy of this power of attorney. Shareholders or groups of Shareholders and authorized persons as prescribed

- in this Article shall be jointly liable in case information, records and documents are used for personal purposes or to serve the interests of other organizations or individuals or cause damage to the Company or other Shareholders.
2. Members of the Board of Directors, Board of Supervisors, General Directors and other Company managers have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
  3. The Company must keep this Charter and amendments and supplements to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of meetings, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the Shareholders and the business registration authority are notified of the location where these documents are stored.
  4. This charter must be published on the Company's website.

**ARTICLE 50. RIGHT TO INITIATE LEGAL ACTION AGAINST MEMBERS OF THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR**

1. Shareholders or groups of shareholders owning at least 01% (*one percent*) of the total number of common shares of the Company have the right, on their own or on behalf of the Company, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors or the General Director to request the return of benefits or compensation for damages to the Company or others in the following cases:
  - a) Violation of the responsibilities of the Company's manager as prescribed in Article 165 of the Law on Enterprises;
  - b) Failure to perform, incomplete performance, untimely performance or performance contrary to the provisions of law or this Charter, resolutions and decisions of the Board of Directors regarding assigned rights and obligations;
  - c) Abuse of position, power and use of information, know-how, business opportunities and other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
  - d) Other cases as prescribed by law and this Charter.
2. The order and procedures for filing a lawsuit shall comply with the provisions of the law on civil procedure. The cost of filing a lawsuit in case a Shareholder or group of Shareholders files a lawsuit on behalf of the Company shall be included in the Company's expenses, except in the case where the plaintiff's lawsuit request is rejected.

3. Shareholders and groups of shareholders as prescribed in this Article have the right to review, look up and extract necessary information according to the decision of the Court or Arbitration before or during the lawsuit process.

## **CHAPTER VIII**

### **LABOR AND TRADE UNION**

#### **ARTICLE 51. LABOR AND TRADE UNION**

1. Labor recruitment

The Company directly recruits, hires and terminates employees in accordance with Vietnamese law and on the basis of the annual human resource plan approved by the Board of Directors. The company gives priority to recruiting Vietnamese workers. For highly skilled technical workers, managers or positions that Vietnamese workers cannot meet, the Company may recruit foreign workers to replace them, provided that there is a plan to train Vietnamese workers to replace them within a reasonable period of time.

2. No later than December 31 of the year, the General Director must prepare a plan for the following year's human resources and submit it to the Board of Directors for approval on matters related to recruitment, termination of employment, salary funds, social insurance, benefits, rewards and discipline for managers and employees as well as the Company's relationships with recognized trade unions in accordance with the best management standards, practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

3. Other labor issues

All specific and direct issues related to the Company's human resources, including labor contracts, collective labor agreements, working hours, holidays, wages, insurance, recruitment, training, inspection, labor dispute resolution and other related issues will be managed and resolved by the General Director in accordance with the provisions of law, this Charter, and the Company's internal management regulations.

4. Trade Union

Company employees have the right to establish, operate and join Trade Unions and Trade Unions must operate in accordance with Vietnamese law.

The company signs collective labor agreements with employee representatives in accordance with the provisions of the Labor Code and related regulations.

**CHAPTER IX**  
**FINANCE AND RELATED ISSUES**

**ARTICLE 52. BANK ACCOUNT**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam in accordance with the provisions of law and on the basis of the Company's operational requirements.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts in accordance with the provisions of law.

**ARTICLE 53. FISCAL YEAR**

The Company's fiscal year begins on January 1 of each year and ends on December 31 of that year. The first fiscal year begins on the date of issuance of the Certificate of Business Registration and ends on the 31st day of December of the year in which the Certificate of Business Registration is issued. The end of the last fiscal year is the date of dissolution of the Company.

**ARTICLE 54. ACCOUNTING REGIME**

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall establish accounting books in Vietnamese and keep accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions incurred mainly in one foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.

**ARTICLE 55. ANNUAL, SEMI-ANNUAL, AND QUARTERLY FINANCIAL STATEMENTS**

1. The company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company publishes audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submits them to competent state agencies.

2. Annual financial statements must include full reports, appendices, and notes as prescribed by law on corporate accounting. Annual financial statements must honestly and objectively reflect the Company's operations and business results. In case the Company is a parent company, at the end of the fiscal year, in addition to the annual Financial Statement, the Company must also prepare the consolidated Financial Statement of the parent company in accordance with the provisions of the law on accounting, and a summary report of the annual business results of the parent company and subsidiaries.
3. The Company must prepare and publish audited six-month financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.
4. Audited financial statements are published on the Company's website.
5. Interested organizations and individuals have the right to inspect or photocopy the audited annual Financial Statement during working hours at the Company's headquarters in accordance with the provisions of law and this Charter and must pay the cost of photocopying according to the Company's regulations.

#### **ARTICLE 56. ANNUAL REPORTS, INFORMATION DISCLOSURES AND PUBLIC ANNOUNCEMENTS**

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

#### **ARTICLE 57. COMPANY AUDIT**

1. At the annual meeting, the General Meeting of Shareholders shall appoint 01 (*one*) independent auditing company, legally operating in Vietnam or approve a list of independent auditing companies and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the following fiscal year based on the agreed terms and conditions approved by the Board of Directors.
2. The audit report must be attached to the Company's annual financial statements. These documents must be submitted to the Board of Directors within 70 (*seventy*) days of the end of the fiscal year. The Board of Directors shall send the Audited Financial Statement together with the Company's business performance report and the report evaluating the Company's management and operation to the Board of Supervisors for appraisal at least 30 (*thirty*) days before the opening date of the Annual General Meeting of Shareholders.
3. The independent auditor performing the audit of the Company's financial statements is invited to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements if the

Audit Report of the Company's financial statements contains material exceptions or the shareholders, the Chairman of the Board of Directors, the Board of Supervisors or the person convening the meeting deems it necessary.

#### **ARTICLE 58. FUNDS AND PROFIT DISTRIBUTION**

1. The establishment and allocation of funds are decided by the General Meeting of Shareholders in accordance with the provisions of law.
2. Pay dividends
  - a) The General Meeting of Shareholders decides on the rate of dividend payment and the form of annual dividend payment from the Company's retained earnings in accordance with the provisions of law and this Charter.
  - b) Dividends must be paid in full within 06 (*six*) months from the date of the end of the Annual General Meeting of Shareholders approving the dividend payment. Pursuant to the Law on Enterprises, the Law on Securities and other relevant legal provisions, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. On this date, persons registered as Shareholders or holders of other securities are entitled to receive dividends in cash or shares, notices or other documents.
  - c) The Company does not pay interest on dividends or payments relating to a class of shares.
  - d) The Board of Directors may recommend to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the body implementing this resolution.
  - e) In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Dividend payment may be made directly or by cheque or postal money order to the registered address of the beneficiary shareholder or through a bank based on the bank account details provided by the shareholder. In case the Company pays dividends by postal payment order to the registered address of the beneficiary Shareholder, that Shareholder shall bear the risks incurred from the registered address of the Shareholder. In case the Company pays dividends by bank transfer according to the bank details provided by the Shareholder but the Shareholder does not receive the money, the Company shall not be responsible for the amount of money the Company has transferred to this Shareholder. Dividend payments for stocks listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
  - f) With the approval of the General Meeting of Shareholders, the Board of Directors may decide and notify that the holders of common shares shall receive dividends in common shares in lieu of cash dividends. These additional shares for dividend

- payment are recorded as fully paid shares on the basis that the value of the dividend shares must be equivalent to the cash amount of the dividend payment.
- g) In case a Shareholder transfers his/her shares between the time of completion of the shareholder list and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.
3. Other issues related to profit distribution are carried out in accordance with the provisions of law.

## **CHAPTER X COMPANY SEAL**

### **ARTICLE 59. SEAL**

1. The Company's seal includes the seal made at the seal engraving facility and the seal in the form of a digital signature according to the provisions of law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the official seal of the Company, branches, representative offices and other units of the Company.
3. The Board of Directors and the General Director use and manage the Company's seal in accordance with the law and the Company's internal management regulations.

## **CHAPTER XI REORGANIZATION, DISSOLUTION AND BANKRUPTCY**

### **ARTICLE 60. REORGANIZATION, DISSOLUTION AND BANKRUPTCY**

1. The General Meeting of Shareholders has the right to Determine the reorganization of the Company, including division, separation, consolidation, merger, conversion of Company type or other forms of restructuring in accordance with the provisions of Vietnamese law. The reorganization of the Company must be conducted in a manner decided by the General Meeting of Shareholders in accordance with the provisions of law and this Charter.
2. The company may be dissolved or terminated in the following cases:
  - a) According to the resolution and decision of the General Meeting of Shareholders;
  - b) The company no longer has the minimum number of shareholders as prescribed by the Law on Enterprises for a period of 06 (six) consecutive months without completing procedures to convert the type of enterprise;
  - c) Business registration certificate revoked according to law;
  - d) Other cases as prescribed by law.

3. The order and procedures for dissolving the Company shall comply with the provisions of Article 208 of the Law on Enterprises and relevant legal provisions. The bankruptcy of the Company shall comply with the provisions of the law on bankruptcy.

#### **ARTICLE 61. LIQUIDATION**

1. At least 06 (*six*) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 ( three ) members, of which 02 ( two ) members are appointed by the General Meeting of Shareholders and 01 ( one ) member is appointed by the Board of Directors from 01 ( one ) independent auditing company. The Liquidation Board prepares its own operating regulations. The members of the Liquidation Board appointed by the General Meeting of Shareholders may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Authority on the date of establishment and date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and relevant agencies and organizations.
3. Proceeds from the liquidation of the Company shall be paid in the following order:
  - a) Liquidation costs;
  - b) Salaries, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
  - c) Tax debts and payments of tax nature that the Company must pay according to regulations;
  - d) Other debts of the Company.
4. The remaining money after paying all debts specified in Clause 3 of this Article shall be distributed to the Shareholders in proportion to their share ownership in the Company. Preferred shareholders have priority in payment.

### **CHAPTER XII**

#### **SETTLEMENT OF INTERNAL DISPUTES**

#### **ARTICLE 62. IN THE EVENT OF A DEADLOCK BETWEEN THE BOARD OF DIRECTORS AND SHAREHOLDERS**

Unless otherwise provided by law or this Charter, a Shareholder or group of Shareholders owning 05% (*five percent*) or more of the total number of common shares of the Company has the right to file a lawsuit at a competent Court to request the dissolution of the Company on one or more of the following grounds:

1. The members of Board of Directors are not unified in managing and operating the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the Board of Directors to operate;
2. The Shareholders are not unified in managing and operating the Company's affairs, so they cannot obtain the required number of votes as prescribed for the General Meeting of Shareholders to operate;
3. There is disagreement and division among the Shareholders and within the Company, making dissolution the most beneficial option for all Shareholders.

#### **ARTICLE 63. SETTLEMENT OF INTERNAL DISPUTES**

1. In case of any dispute or complaint related to the Company's operations, the rights and obligations of the Shareholders as prescribed in the Enterprise Law, this Charter, other legal provisions or agreements between:
  - a) Shareholders with the Company;
  - b) Shareholders with the Board of Directors, Board of Supervisors or other Company managers.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall require each party to present information relating to the dispute within 30 (*thirty*) working days from the date the dispute arises. In case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint 01 (*one*) independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 (*six*) weeks from the date of starting the conciliation process or if the conciliator's decision is not accepted by the parties, any party may bring the dispute to Arbitration or a competent Court as prescribed by law.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The costs of the Court shall be made at the discretion of the Court.

### **CHAPTER XIII**

#### **FINAL TERMS**

#### **ARTICLE 64. SUPPLEMENT AND AMENDMENT TO CHARTER**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different

from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

**ARTICLE 65. EFFECTIVE DATE**

1. This Charter (amended and supplemented) consists of 13 Chapters and 65 Articles, unanimously approved by the Annual General Meeting of Shareholders of Deo Ca Traffic Infrastructure Investment Joint Stock Company in Resolution No. 01/2025/NQ-DHDCD dated .../.../2025 ; effective from April 25, 2025 and also approved the full validity of this Charter.
2. This Charter is in Vietnamese and is made in 05 (*five*) original copies, having equal value and must be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company, replacing the Charter previously approved by the General Meeting of Shareholders and any amendments and supplements (if any).
4. Copies or extracts of this Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 (*one-half*) of the total number of members of the Board of Directors./.

**DEO CA TRAFFIC INFRASTRUCTURE  
INVESTMENT JOINT STOCK COMPANY**

**LEGAL REPRESENTATIVE**

*(Sign, state full name, title and stamp)*





APPENDIX 1

Business lines of Deo Ca Traffic Infrastructure Investment Joint Stock Company

No.	Name of business lines	Code of of business lines
1.	Other road passenger transport Detail: Trade in fixed-route passenger transport includes: transporting motorbikes, motorbikes, bicycles, drivers and pedestrians through Hai Van road tunnel, Deo Ca - Co Ma road tunnel, Cu Mong road tunnel, by specialized vehicles: Trade in Passenger transport by bus	4932
2.	Road freight transport Detail: Trade in Car transport Transport of oversized and overweight goods.	4933
3.	Real estate business, trading of own or rented property and land use rights Detail: Real estate business. Warehouse, parking lot, office rental (excluding activities: Investing in building cemetery infrastructure to transfer land use rights associated with infrastructure)	6810
4.	Repair of prefabricated metal products.	3311
5.	Repair of machinery and equipment.	3312
6.	Electrical equipment repair.	3314
7.	Repair other equipment.	3319
8.	Installation of industrial machinery and equipment.	3320
9.	Electrical installation.	4321
10.	Demolition. Detail: Demolition of buildings and other structures (excluding:	4311



No.	Name of business lines	Code of of business lines
	Dismantling of used ships)	
11.	Site preparation.	4312
12.	Other specialized construction activities.	4390
13.	Completing the construction work.	4330
14.	Motor vehicle rental.	7710
15.	Wholesale of other machinery, equipment and spare parts. Detail: Wholesale all machinery, equipment and spare parts permitted for distribution according to regulations (excluding types of machinery, equipment and spare parts that foreign-invested enterprises are not permitted to export, import and distribute according to regulations of law)	4659
16.	Wholesale of computers, peripherals and software. (excluding import and distribution of computers, peripherals and software containing recorded items on any material)	4651
17.	Computer programming.	6201
18.	Computer consulting and computer system administration.	6202
19.	Information technology services and other services related to computers.	6209
20.	Wholesale of other construction materials and installation equipment.	4663
21.	Loading and unloading of goods.	5224
22.	Maintenance and repair of automobiles and other motor vehicles.	4520
23.	Quarrying of stone, sand, gravel, clay	0810

No.	Name of business lines	Code of business lines
	Detail: Exploitation of construction stone and sand.	
24.	Short-term accommodation services Detail: Tourist accommodation business.	5510
25.	Management consulting activities Detail: Consulting on contractor selection and project management. Management and operation of urban public lighting systems.	7020
26.	Installation of other building systems.	4329
27.	Production of non-alcoholic beverages, mineral water Detail: Production of bottled purified water and clean ice cubes.	1104
28.	Restaurants and mobile food services Detail: Restaurant, eatery, food stall.	5610
29.	Other specialized wholesale not elsewhere classified Detail: Wholesale of common chemicals (except toxic chemicals banned by the State); Wholesale of asphalt emulsion. Wholesale fire prevention and fighting equipment.	4669
30.	Other manufacturing not elsewhere classified Detail: Manufacture and assemble vehicles and equipment for spraying asphalt and spreading stone.	3290
31.	Mechanical processing; metal treatment and coating Detail: Production and installation of traffic cones, signs, cement concrete culverts and soft guardrails for road traffic. Manufacturing, repairing steel bridge girders and repairing construction equipment, vehicles and other mechanical manufacturing.	2592
32.	Production of refined petroleum products	1920

No.	Name of business lines	Code of business lines
	Detail: Production of asphalt emulsion.	
33.	General office administrative services.	8211
34.	Photocopying, document preparation and other specialized office support activities Detail: Photo, prepare documents.	8219
35.	Temporary labor supply. Detail: Supply of temporary domestic labor (excluding activities of supplying or sending workers to work abroad under contract)	7820
36.	Service activities related to calls.	8220
37.	Other telecommunications activities Detail: Telecommunication services, domain name registration and maintenance services.	6190
38.	Wholesale of electronic and telecommunications equipment and components. (excluding import and distribution activities of electronic and telecommunications equipment and components containing recorded items on any material)	4652
39.	Printing (except printing on metal packaging, printing on fabric, fiber, textile, rattan, knitting products; not including publishing printing activities)	1811
40.	Services related to printing. (excluding services related to publishing activities)	1812
41.	Advertising (no stamping, cutting, bending, welding, painting at headquarters; excluding tobacco advertising activities)	7310

No.	Name of business lines	Code of business lines
42.	Organization of introduction and trade promotion.	8230
43.	Manufacture of metal components (not operating at headquarters).	2511
44.	Manufacture of other fabricated metal products not elsewhere classified (not operating at headquarters).	2599
45.	Other human health activities n.e.c	8699
46.	Retail sale of other new goods in specialized stores Detail: Retail sale of flowers and ornamental plants in specialized stores, retail sale of souvenirs, wickerwork products, and handicrafts in specialized stores (excluding: souvenirs such as books, newspapers, specialized magazines and periodicals, and recorded items on all materials)	4773
47.	Electricity generation.	3511
48.	Reservation services and support services related to tourism promotion and organization Detail: Organizing tour guide services for visiting Hai Van road tunnel, Deo Ca - Co Ma road tunnel, Cu Mong road tunnel, Phu Gia - Phuoc Tuong tunnel, 37km section of National Highway 1 BOT Deo Ca - Khanh Hoa and Part 1 of National Highway 1, Bac Giang - Lang Son section.	7990
49.	Construction of processing and manufacturing facilities.	4293
50.	Construction of other civil engineering works.	4299
51.	Road construction Detail: Road construction; Repair of traffic works. Road surface painting	4212



No.	Name of business lines	Code of of business lines
	using reflective thermoplastic paint technology.	
52.	Industrial cleaning and specialized works.	8129
53.	Retail sale of cars (9 seats or less).	4512
54.	Installation of water supply, drainage, heating and air conditioning systems.	4322
55.	Construction of other public works.	4229
56.	Renting of machinery, equipment and other tangible goods without operator.	7730
57.	Construction of mining works.	4292
58.	<b>Direct support service activities for road transport</b> <b>Detail: Toll collection, road toll collection, management and maintenance of Hai Van road tunnel, Deo Ca - Co Ma road tunnel, Cu Mong road tunnel, Phuoc Tuong - Phu Gia road tunnel, Mui Trau tunnel. Manage, maintain and repair assigned national highways. Ensure traffic when natural disasters occur in the assigned area (except for liquefaction of natural gas for transport).</b>	<b>5225 (main)</b>
59.	Creative, artistic and entertainment activities (except for activities prohibited by the State).	9000
60.	Manufacture of consumer electronics products Detail: Production of telecommunications equipment and supplies (not operating at headquarters).	2640
61.	Portal (except for information prohibited by the State and press activities).	6312

No.	Name of business lines	Code of of business lines
62.	Data processing, leasing and related activities.	6311
63.	Wholesale of automobiles and other motor vehicles. Detail: Wholesale of cars (12 seats or less).	4511
64.	Other remaining business support service activities not elsewhere classified Detail: Import-export entrustment, technology transfer research and production of information technology and telecommunications software; Customs declaration.	8299
65.	Labor supply and management Detail: Supply and management of domestic labor resources.	7830
66.	Activities of centers, agencies, consultants, referrals and labor and employment brokers (not including labor leasing, brokerage, introduction, recruitment and labor supply for enterprises with the function of exporting labor and supplying and managing workers to work abroad).	7810
67.	Wholesale of metals and metal ores Detail: Wholesale iron and steel.	4662
68.	Building different kinds of houses Detail: Construction of civil and industrial works.	4101
69.	Building a house not for living. Detail: Construction of civil and industrial works.	4102
70.	Construction of electrical works. (excluding construction activities of multi-purpose Hydropower and Nuclear Power of special economic and social importance)	4221

No.	Name of business lines	Code of business lines
71.	Construction of water supply and drainage works.	4222
72.	Railway construction.	4211
73.	Direct support service activities for railway transport. (excluding management and exploitation activities of national railway and urban railway infrastructure systems invested by the State)	5221
74.	Construction of hydraulic works.	4291
75.	Construction of telecommunications and information technology works.	4223
76.	Manufacture of concrete and products from concrete, cement and plaster Detail: Production of concrete and steel components for construction.	2395
77.	Architectural activities and related technical consultancy Detail: Supervision of construction and completion of civil, industrial and traffic works. Establishment of construction investment project (feasibility study report). Advise: Prepare bidding documents, prepare request documents, evaluate bid documents and proposal documents. Design of civil and industrial works. Design of traffic works (bridges, roads). Architectural design. Construction planning design. Electrical design of projects (power lines, stations and transformer stations up to 110KV, lighting systems). Electrical and water design in construction. Design of hydraulic works. Design of ventilation, heating and air conditioning for construction works. Engineering geological survey. Site survey. Construction investment project management (excluding construction investment cost management). Construction supervision and completion of irrigation and hydroelectric works. Construction supervision and completion of traffic works (bridges, roads). Construction supervision and completion of civil and industrial works. Consulting and supervising construction of power lines and transformer stations with voltage levels up to 35KV or lower. Consulting on investment in construction of power lines and transformer stations with	7110

No.	Name of business lines	Code of business lines
	voltage levels up to 35KV or lower. Consulting on preparing bidding documents, preparing request documents, evaluating bidding documents and proposal documents. Design of civil electrical systems. Ventilation and air conditioning design. Design and installation of electrical equipment systems, substation lines up to 220KV. Supervision of installation of civil and industrial equipment. Supervision of installation of civil and industrial electrical equipment. Consulting on the design of electrical systems, civil works, ventilation and air conditioning design, design and installation of electrical systems for traffic works, design and installation of electrical equipment, power lines and transformer stations up to 220KV (consulting and examining within the scope of registered design profession). Design review of traffic works (tunnels, bridges, roads, traffic safety works). Consulting and installation of fire prevention and fighting systems. Design of fire prevention and fighting systems.	
78.	Security system services	8020
79.	<p>Technical testing and analysis</p> <p>Detail: Construction specialized testing, including construction soil testing, construction water testing, construction material testing, construction component and product testing, construction structure testing.</p>	7120
80.	<p>other education n.e.c.</p> <p>Detail: Labor safety training services, labor hygiene, fire prevention and fighting safety training.</p>	8559
81.	<p>Comprehensive support services</p> <p>Detail: Fire protection services business.</p>	8110
82.	<p>Other professional, scientific and technical activities not elsewhere classified</p> <p>Detail: Technology transfer services, including: Technology transfer brokerage; Technology transfer consulting; Technology assessment; Technology transfer promotion; Environmental impact assessment report</p>	7490

No.	Name of business lines	Code of business lines
	consulting.	
83.	Production of building materials from clay (not operating at headquarters).	2392
84.	Construction wood products manufacturing (no active base camp and legally sourced wood).	1622
85.	Production of plastic and synthetic rubber in primary form Detail: Production of plastic products for construction: plastic doors, windows, blinds, curtains, baseboards, artificial reservoirs, wall floors or ceiling coverings in rolls or panels, plastic sanitary equipment such as plastic swimming pools, showers, bathtubs, washbasins (not operating at headquarters).	2013
86.	Motion picture projection activities	5914
87.	Other mining not elsewhere classified Detail: Exploitation of hill land and other minerals licensed by competent authorities, excluding: minerals prohibited from exploitation according to the provisions of law.	0899

**SUBMISSION**

**Regarding the election of the Company's Supervisor (term 2025 - 2030)**

Dear: General Meeting of Shareholders

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and relevant regulations;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities and relevant regulations;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (the "Charter").

In accordance with applicable laws and the Company's current Charter, the Board of Directors (BOD) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company / HHV) respectfully submits to the 2025 Annual General Meeting of Shareholders (AGM) for consideration and approval of the election of a replacement Supervisor due to the expiration of the previous term, as follows:

**1. Election of a Replacement Supervisor**

- a) Number of Supervisors whose term has expired after 5 years (five) as stipulated in the Company's Charter: 1 (one) person, specifically Ms. **Cam Thi Minh Hai** (Term 2020 - 2025).
- b) Term of the newly elected Supervisor: 05 (five) years (2025 - 2030)
- c) Number of Supervisors to be elected at the AGM: 01 (one) person.
- d) Standards and conditions for the elected Supervisor: The elected Supervisor must meet the qualifications and conditions as stipulated by the Law on Enterprises, the Company's Charter, and internal regulations.

**2. Prepare a list of candidates for election**

The list of candidates for election as Supervisors, to be considered by the General Meeting of Shareholders, is compiled from individuals who meet the required qualifications, conditions, and nomination documents as stipulated, nominated by shareholders or shareholder groups holding at least 5% (five percent) of the total common shares of the Company and/or nominated by the incumbent Supervisory Board or other shareholders, and will be publicly disclosed at least 10 (ten) days before the opening of the GMS to allow shareholders to review before voting.

To ensure compliance with current legal regulations, the Company's Charter, and to align with HHV's operational needs in the coming period, the BOD respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

**Recipient:**

- As above;
- Saved in office.

**FOR BOARD OF DIRECTORS  
CHAIRMAN**



**Ho Minh Hoang**

**NOTICE**

**On the Nomination and Candidacy of Candidates for the Election of Supervisors for  
Deoca Traffic Infrastructure Investment Joint Stock Company (Term 2025 - 2030)**

Dear: Valued Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 (the Law on Enterprises) and the Charter and Regulations of Deoca Traffic Infrastructure Investment Joint Stock Company ("*Company*" / "*HHV*"), the Board of Directors ("*BOD*") of HHV hereby announces the nomination and candidacy process for the election of Supervisors at the 2025 Annual General Meeting of Shareholders ("*AGM*") for the 2025 - 2030 term, as follows:

**I. NUMBER, TERM, QUALIFICATIONS, AND REQUIREMENTS FOR SUPERVISORS TO BE ELECTED**

1. Number of Supervisors to be elected: **01 (one) Supervisor.**
2. Term of the elected Supervisor: 05 years (2025 - 2030).
3. Qualifications and requirements for HHV Supervisors:
  - (a) Must not fall under any prohibitions from enterprise management as specified in Clause 2, Article 17 of the Law on Enterprises;
  - (b) Must hold a degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other fields relevant to HHV's business operations;
  - (c) Must not have familial relationships with any members of the BOD, the General Director, or other key managers of HHV and its parent company (Deoca Group Joint Stock Company);
  - (d) Must not be a manager of HHV and is not required to be a shareholder or employee of HHV;
  - (e) Must not be employed in HHV's accounting or finance departments;
  - (f) Must not be a member or employee of an auditing firm that audited HHV's financial statements in the past 03 (*three*) consecutive years;
  - (g) Must not be a representative of capital contributions from enterprises or the State at the parent company (Deoca Group Joint Stock Company) or HHV;
  - (h) Must meet other requirements as prescribed by law and HHV's Charter.

**II. NOMINATION AND CANDIDACY FOR SUPERVISOR ELECTION**



## 1. Nomination and Candidacy Rights

- (a) Shareholders or groups of shareholders (as per the shareholder list as of the record date, March 20, 2025) who own at least 05% (five percent) of the total common shares of the Company have the right to nominate candidates for the Supervisor election (term 2025 - 2030), provided that the candidates meet all the qualifications and conditions stated in Section I of this Notice.
- (b) The formation of a shareholder group must be notified to the AGM Organizing Committee before submitting the nomination. Additionally, it must be disclosed to shareholders attending the meeting before the AGM commences. The maximum number of candidates that a shareholder or shareholder group is entitled to nominate, as stipulated in HHV's Charter, is as follows:

No.	Percentage of Common Shares Owned by Shareholder/Shareholder Group <sup>(*)</sup>	Maximum Number of Candidates Eligible for Nomination and Candidacy
1	From 05% to less than 10%	01
2	From 10% to less than 30%	02
3	From 30% to less than 40%	03
4	From 40% to less than 50%	04
5	From 50% to less than 60%	05
6	From 60% to less than 70%	06
7	From 70% to less than 80%	07
8	80% or more	08

(\*) Total common shares of HHV as of the 2025 AGM date: 432,255,528 shares

## 2. Nomination and Candidacy Application Requirements:

- (a) The nomination and candidacy application must include the following documents:
- Nomination/Candidacy Form for the Supervisor election (as per the template);
  - Candidate Information Form (self-declared by the candidate, as per the template);
  - A certified copy of the candidate's valid Citizen ID card/Passport or other legally Identification;
  - Certified copies of the candidate's academic degrees, professional certificates (if any);
  - A valid Power of Attorney or Meeting Minutes of the Nominating Shareholder Group (including details of participating shareholders, number of shares owned by each shareholder, nomination content (and signatures and seals, if applicable),

*of all participating shareholders*), in cases where shareholders form a group to nominate a candidate.

- (b) All application documents must be in Vietnamese. Any Vietnamese certified copies and translations from foreign languages must be duly certified by competent authorities as required by law.
- (c) The forms related to the nomination and candidacy application are publicly available and fully posted on the Company's website at <https://www.hhv.com.vn> and on the online AGM platform at <https://www.AGM2025.hhv.com.vn>.

### 3. Nomination and Candidacy Application Deadline and Submission Address

Shareholders are kindly requested to submit the original nomination and candidacy application to the Company's headquarters no later than **12:00 PM on April 14, 2025** (*Vietnam time*) at the following address:

**DEOCA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY**

Address: Km11+500, Southern approach road to Hai Van Tunnel, Hoa Hiep Bac Ward, Lien Chieu District, Da Nang City, Viet Nam

Recipient: Tran Tan Huy – Phone: 0903 673 684.

The Board of Directors will review and compile a list of candidates who meet the required standards and conditions, which will be submitted to the 2025 Annual General Meeting of Shareholders for approval before the official election takes place.

Best regards./.

**Recipient:**

- As above;
- Board of Supervisors;
- Saved in office.

**FOR BOARD OF DIRECTORS**

**CHAIRMAN**



**Ho Minh Hoang**

**NOMINATION OF CANDIDATES**

**For the Election of Supervisors of Deo Ca Traffic Infrastructure Investment Joint Stock Company (term 2025 - 2030)**

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To: **Deo Ca Traffic Infrastructure Investment Joint Stock Company**

Name of Shareholder (Representative of Shareholder Group):.....  
 Citizen ID Card/PP/Business Registration Certificate/Foreign Investor Code:.....  
 Date of issue:...../...../..... Place of issue:.....  
 Legal Representative/Authorized representative of shareholders as organization (if any):.....  
 Contact address:.....  
 Phone:..... Fax: ..... Email:.....

Total shares owned (as of the record date March 20, 2025): ..... shares, accounting for .....% of the total outstanding common shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company.

Pursuant to applicable laws, the Charter, and Notification No. 09/2025/TB-HĐQT dated 03/4/2025 issued by the Board of Directors regarding the nomination and self-nomination of candidates for the election of Supervisors (Term 2025 - 2030); I/We hereby agree to nominate the following individuals as candidates for consideration by the 2025 Annual General Meeting of Shareholders for election as Supervisors of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Term 2025 - 2030) as follow:

No.	Name in full	Remarks
1	Mr./Ms.:.....	.....
...	Mr./Ms.:.....	.....

*(Enclosed are the Candidate Information Form (as per the template) and relevant degrees, certificates, and supporting documents. In the case of a shareholder group nomination, a valid Power of Attorney or a Meeting Minutes of the Nominating Shareholder Group must be attached.)*

**I / We hereby undertake that:**

- The nominated candidates fully meet the qualifications and conditions required by law and the HHV's Charter to be elected as Supervisors.
- We are eligible to nominate candidates as per regulations and take full responsibility for the accuracy, truthfulness, and legality of this nomination.
- We agree that the Company may publicly disclose relevant information about the nominated candidates in accordance with legal regulations to allow shareholders to review before the election.

**Best regards!**

**CANDIDATES**

*(Sign and print full name, stamp - if applicable)*



14. Number of HHV shares held as of...../...../..... (if any):.....

accounting for .....% of charter capital. Including:

- Shares held as a representative:.....shares, accounting for .....% of charter capital.

- Shares owned personally:.....shares, accounting for .....% of charter capital.

15. Holding Commitments (if any): .....

16. **List of related Parties of the declarant:** (According to the provisions of Point 1, Clause 1, Article 1 of the current HHV Charter)

No.	Name of individual/ organization	Position held at HHV	Citizen ID/Passport number (for individuals) or Business Registration Certificate number, Operating License or equivalent legal documents (for organizations), date of issue, place of issue	Number of HHV shares held and ownership percentage of charter capital (if any)	Relationship with the declarant
..... .....	..... .....	..... .....	..... .....	..... .....	..... .....
..... .....	..... .....	..... .....	..... .....	..... .....	..... .....
..... .....	..... .....	..... .....	..... .....	..... .....	..... .....

17. Related interests to HHV (if any):.....

.....  
.....  
.....

18. Conflicting interests with HHV (if any):.....

.....  
.....  
.....

19. Illegal acts (if any): .....

.....

**I hereby undertake:**

- The information and details provided in this Candidate Information Form are completely truthful, accurate, and complete, and I take full responsibility for the accuracy of this declaration;
- I do not violate any regulations regarding the nomination and candidacy for the Supervisor position as stipulated by the Company and applicable laws;
- If elected as a Supervisor (period 2025 – 2030), I pledge to carry out assigned responsibilities honestly, meticulously, in compliance with the law, the Charter, the Company's laws, and for the greatest legitimate interests of the Company and Shareholders;
- I agree that the Company may publicly disclose the information and contents of this Candidate Information Form in accordance with regulations to allow the General Meeting of Shareholders to review before the voting process./.

....., ....., 2025

**Applicant**

*(Signature and write full name)*



**DRAFT**

**RESOLUTION**

**On the approval of matters under the authority  
of the General Meeting of Shareholders**

**GENERAL MEETING OF SHAREHOLDERS  
DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK  
COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and relevant legal provisions;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company ("Charter");
- Pursuant to the Minutes of the Annual General Meeting of Shareholders No. 01/2025/BB-ĐHĐCĐ dated ....., 2025, of of Deo Ca Traffic Infrastructure Investment Joint Stock Company ("Company" / "HHV").

**RESOLUTION:**

**Article 1.** Approving the 2024 business performance, the 2025 business and production plan, and other matters related to the Company's business development activities, as outlined in Report No. 327/2025/BC-HHV dated April 3<sup>rd</sup>, 2025, by the Board of Management.

**Article 2.** Approving the Report No. 04/2025/BC-HĐQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors on the activity result of the Board of Director for 2024, the activity plan for 2025, and the submission for approval of the remuneration payment for members BOD in 2025.

**Article 3.** Approving the Report No. 01/2025/BC-BKS dated April 3<sup>rd</sup>, 2025, of the Board of Supervisors on the assessment of the activity results of the Company, the Board of Directors, the Board of Management, and the Board of Supervisors in 2024, and the submission for approval of the remuneration payment for Supervisors in 2025..

**Article 4.** Approving the 2025 remuneration levels to be paid to the Board of Directors and Board of Supervisors according to Report No. 04/2025/BC-HĐQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors and Report No. 01/2025/BC-BKS dated April 3<sup>rd</sup>, 2025, of the Board of Supervisors, as follows:

1. Remuneration to be paid to the Board of Directors and the Board of Supervisors of the Company in 2025:



No.	Title	Remuneration level (VND/month)
<b>I. BOARD OF DIRECTORS</b>		
1	Chairman of the Board of Directors	30,000,000
2	Vice Chairman of the Board of Directors	20,000,000
3	Member of the Board of Directors	15,000,000
<b>II. BOARD OF SUPERVISORS</b>		
1	Chief of the Board of Supervisors	15,000,000
2	Supervisors	7,000,000

2. Agreed to approve the remuneration payment method for 2025 as follows:
- Advance monthly payments of **80%** (*eighty percent*) of the monthly remuneration as per the remuneration level approved by the General Meeting of Shareholders in this Article. The remaining remuneration will be settled and paid within a maximum of 45 (*forty-five*) days from the date of the end of fiscal year 2025.
  - Assigning the Board of Directors to implement the remuneration payment in 2025 within the approved remuneration level. The total remuneration paid to the Board of Directors and the Supervisors in 2025 must be summarized and reported to the General Meeting of Shareholders at the 2026 Annual General Meeting in accordance with regulations.

**Article 5.** Approving the Company's 2024 Separate Financial Statements and Consolidated Financial Statements audited by Southern Auditing & Accounting Financial Consultancy Services Company Limited (AASCS) according to Report No. 02/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors.

**Article 6.** Approving the Report on the utilization of capital raised from the issuance to increase charter capital from VND 3,293,503,510,000 to VND 4,116,801,690,000 related to the public offering of additional shares, for the period from the completion date of the issuance to the date March 13<sup>th</sup>, 2025, audited according to Report No. 02/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors.

**Article 7.** Approval of matters related to the selection of an independent audit firm for the fiscal year 2025, as follows:

- The independent audit firm selected to provide auditing services for the Company's financial statements and other reports issued in 2025 must meet the following conditions:

- a) Be a reputable independent audit firm, approved by the Ministry of Finance and the State Securities Commission as eligible to conduct audits for issuers and listed companies;
  - b) Have a team of experts and auditors with high professional qualifications and extensive experience in auditing financial statements in accordance with applicable auditing standards;
  - c) Have no conflicts of interest or any other contradictions that may affect independence and objectivity when auditing the Company's financial statements;
  - d) Meet the requirements for audit quality and reporting timelines as prescribed by the State Securities Commission and relevant laws;
  - e) Offer reasonable and competitive service fees.
2. Approving the list of independent audit firms and authorizing the Board of Directors to decide on selecting the independent audit firm for the fiscal year 2025 from one of the following firms:
- **International Auditing and Valuation Company Limited (IAV);**
  - **ASCO Audit and Valuation Firm Company Limited (ASCO);**
  - **Southern Auditing and Accounting Financial Consultancy Service Company Limited. (AASCS).**
3. In case of necessity for the legitimate interests of the Company, the General Meeting of Shareholders authorizes the Board of Directors to decide on selecting another independent audit firm (outside the approved list in Clause 2 of this Article), but the selected firm must meet the standards and conditions as specified in Clause 1 of this Article and comply with other legal requirements.

**Article 8.** Approving the plan to issue additional shares to increase the Company's charter capital and related matters according to Submission No. 05/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors.

**Article 9.** Approving the amendments and supplements of the contents of a number of articles of the Company Charter and approving the full text of the new draft Charter (amended and supplemented) according to Submission No. 07/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors. The Charter (amended and supplemented) shall take effect from the date of adoption of this Resolution. The General Meeting of Shareholders assigns the General Director - Legal Representative of the Company to carry out necessary procedures to issue the new Charter (amended and supplemented) approved in this Article.

**Article 10.** Approving the matters related to the election of a new Supervisor to replace the Company Supervisor whose term of office has expired, as follows:

1. The term of office of the newly elected Supervisors is: 05 (*five*) years (2025 - 2030).
2. The number of Supervisors to be elected : 01 (*one*) person.



3. Approving the election results at the Meeting as follows: Mr./Ms.:  
..... has been elected as Supervisor of Deo Ca Traffic  
Infrastructure Investment Joint Stock Company for the 2025 – 2030 term.

**Article 11.** Shareholders, the Board of Directors, the Board of Supervisors, the General Director, and relevant individuals are responsible for implementing this Resolution.

This Resolution shall take effect from the date of signing./.

**Recipient:**

- As Article 11;
- Filed at the Company's office;
- Office of the Board of Directors.

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

**CHAIRMAN OF THE BOARD OF  
DIRECTORS  
Ho Minh Hoang**





**DRAFT**

**RESOLUTION**

**On approving the profit distribution, dividend payment plan for 2024  
and profit distribution plan for 2025**

**GENERAL MEETING OF SHAREHOLDERS**

**DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK  
COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020, and relevant legal provisions;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019, and implementing documents;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);
- Considering Report No. 03/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025, of the Board of Directors (BOD) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV) on profit distribution, dividend payment in 2024 and profit distribution plan in 2025;
- Pursuant to the Minutes of the Annual Meeting No. 01/2025/BB-ĐHĐCĐ dated ....., 2025, of the General Meeting of Shareholders of the Company.

**RESOLUTION:**

**Article 1.** Approving the 2024 profit distribution and dividend plan of Company as follows:

1. Provisioning for the Company's Project Development Investment Fund: **VND 5,000,000,000 VND** (equivalent to 2.53% of Profit after tax according to the 2024 Audited Separate Financial Statement of the Parent Company).
2. Paying dividend in 2024 by shares: **VND 236,877,760,000** (05% of charter capital after completing the private share offering according to Resolution No. 03/2024/NQ-ĐHĐCĐ dated May 31<sup>st</sup>, 2024, of the 2024 Annual General Meeting of Shareholders; equivalent to 60,41% of undistributed profit after tax according to the audited separate financial statements of 2024 of the Parent Company and 21,21% of undistributed profit after tax according to the audited consolidated financial statements of 2024).

**Article 2.** Approving the plan to issue shares to pay dividends in 2024 according to Report No. 03/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025, of the Company's BOD, specifically as follows:

1. Name of the issuing organization: **Deo Ca Traffic Infrastructure Investment Joint Stock Company.**
2. Stock type: Ordinary shares.
3. Stock code: **HHV**
4. Stock value: 10,000 VND/share.
5. Expected charter capital of the Company at the time of dividend payment (*after the end of the private share offering according to Resolution No. 03/2024/NQ-DHDCD dated May 31<sup>st</sup>, 2024, of the General Meeting of Shareholders*): **4,737,555,280,000 VND** (*In words: Four thousand seven hundred and thirty seven billion, five hundred and fifty five million, two hundred and eighty thousand VND*).
6. Number of shares expected to be outstanding at the time of dividend payment (*after the end of the private share offering according to Resolution No. 03/2024/NQ-DHDCD dated May 31<sup>st</sup>, 2024, of the General Meeting of Shareholders*): **473,755,528 shares** (*In words: Four hundred and seventy three million, seven hundred and fifty five thousand, five hundred and twenty eight shares*).
7. Number of treasury shares: Not have.
8. Maximum number of shares expected to be issued: **23,687,776 shares** (*In words: Twenty-three million, six hundred and eighty-seven thousand, seven hundred and seventy-six shares*).
9. Total value of shares issued at maximum par value: **236,877,760,000 VND** (*In words: Two hundred and thirty six billion, eight hundred and seventy seven million, seven hundred and sixty thousand VND*).
10. Expected charter capital after issuance: **4,974,433,040,000 VND** (*In words: Four thousand nine hundred and seventy four billion, four hundred and thirty three million, forty thousand VND*).
11. Issuance form: Issue shares to pay dividends.
12. Ratio of number of shares issued/Total number of shares outstanding: **05%** (*five percent*)
13. Right exercise ratio: **20:1** (*At the record date for shareholders exercising their rights, shareholders owning 01 share will receive 01 right, shareholders owning 20 rights will receive 01 new share*).
14. Expected issuance date: In 2025, after receiving approval from the State Securities Commission (SSC).
15. Issued subjects: Existing shareholders whose names are on the List of Shareholders on the last registration date to exercise the right to receive dividends provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) as prescribed.
16. Funding source: Undistributed profit after tax according to the Company's audited separate financial statements for 2024.



17. Principles for rounding and handling fractional shares: The number of shares issued will be rounded to the nearest unit, decimal parts (if any) will be canceled.

*For example: On the record date, Shareholder Nguyen Van A owns 50 (fifty) shares, then Shareholder A will receive a dividend of 2.5 shares. According to the plan for handling odd shares, the number of dividends paid in shares that Shareholder Nguyen Van A will receive after rounding down to the unit is 2 (two) shares. The fractional shares of 0.5 shares in the decimal place will be canceled.*

18. Transfer restrictions: Issued shares are not subject to transfer restrictions. Shareholders may not transfer their rights to a third party. Shareholders with restricted transfer status are still entitled to receive dividends paid in shares. The number of additional shares received is not subject to transfer restrictions.
19. Purpose of Issuance: Issue shares to pay dividends in 2024.
20. The General Meeting of Shareholders assigned the BOD to carry out procedures and work related to the issuance of shares to pay dividends in 2024 as follows:
- a) Carrying out procedures, processes, and documents, including developing detailed plans, supplementing, amending, and completing issuance plans as required by competent authorities and/or in accordance with actual circumstances, and signing relevant legal documents and records to implement the issuance plan legally, in accordance with regulations, and ensuring the rights of shareholders and the Company.
  - b) Selecting the time of issuance, develop, complete, amend and supplement (if any) the stock issuance dossier to submit to the competent authority to ensure compliance with legal regulations;
  - c) Deciding on the time to close the list of shareholders to exercise rights, other milestones related to the implementation of the issuance plan and carry out procedures to close the list of shareholders according to regulations;
  - d) Carrying out procedures to ensure that the issuance of shares meets the regulations on foreign ownership ratio for the industries in which the Company registers to do business;
  - e) Carrying out necessary procedures as prescribed by the Business Registration Authority to change the Company's business registration information related to changing the charter capital corresponding to the results after completing the issuance;
  - f) Amending, supplementing and updating relevant provisions in the Company's Charter to record the charter capital and new shares after completing the issuance and notify and disclose information in accordance with legal regulations;
  - g) Carrying out procedures to register for additional depository at VSDC and register for additional listing at Ho Chi Minh City Stock Exchange for the entire number of



shares issued according to the plan approved by the General Meeting of Shareholders to ensure compliance with legal regulations;

- h) Depending on each specific case, the BOD is authorized/assigned to the General Director - Legal Representative of the Company to perform all or one or several tasks related to the issuance of shares to pay dividends in 2024 approved by the General Meeting of Shareholders in this Resolution.

**Article 3.** Approving the 2025 profit distribution plan according to Report No. 03/2025/TTr-HDQT dated April 3<sup>rd</sup>, 2025, of the BOD, as follows:

1. Approving the plan to pay dividends in 2025 in cash or shares with the expected payout ratio of **05%** (*five percent*) of the par value of shares but ensuring that it is not higher than the undistributed profit after tax according to the audited separate financial statements of 2025 of the Parent Company.
2. Approving the policy of interim dividend payment for 2025 and authorize the BOD to fully decide on all matters related to interim dividend payment for 2025, including whether or not to make interim dividend payment, interim dividend payment level, time, payment method and other matters related to interim dividend payment to Shareholders based on the Company's business results and business plan at each point in time and ensuring optimization of the Company's cash flow.
3. For the remaining profits, the General Meeting of Shareholders authorizes the BOD to decide and set aside funds according to the provisions of the Company's Charter to ensure effective use for production and business activities in the following years.

**Article 4.** Shareholders, BOD, Board of Supervisors, General Director and related individuals are responsible for implementing this Resolution.

This Resolution takes effect from the date of signing./.

**Sent to:**

- As Article 4;
- Information disclosure;
- Board of Supervisors;
- Saved in: BOD Office;

**PP. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**CHAIRMAN OF THE BOARD OF  
DIRECTORS  
Ho Minh Hoang**





**DRAFT**

**RESOLUTION**

**On approval of the Plan to offer additional shares to existing shareholders**

**GENERAL MEETING OF SHAREHOLDERS  
DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK  
COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and relevant legal provisions;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 and implementing documents;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);
- Considering the Submission No. 06/2025/TTr-HĐQT dated .../4/2025 of the Board of Directors (BOD) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Company/HHV) on approving the Plan to offer additional shares to existing Shareholders;
- Pursuant to the Minutes of the Annual Meeting No. 01/2025/BB-ĐHĐCĐ dated ....., 2025, of the General Meeting of Shareholders (GMS) of the Company.

**RESOLUTION:**

**Article 1.** Approving to cancel the Plan to offer additional shares to existing shareholders in 2024 approved by the 2024 Annual General Meeting of Shareholders in Resolution No. 04/2024/NQ-ĐHĐCĐ dated May 31, 2024

**Article 2.** Approving the Plan to offer additional shares to existing shareholders according to Report No. 06/2025/TTr-HĐQT dated April 3<sup>rd</sup>, 2025, of the Company's Board of Directors, as follows:

1. Name of the issuing organization: Deo Ca Traffic Infrastructure Investment Joint Stock Company.
2. Name of issued shares: Shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company.
3. Stock code: **HHV**
4. Stock type: Common stock.
5. Stock value: 10,000 (Ten thousand) VND/share.

6. Total number of shares expected at the time of issuance <sup>(\*)</sup> : **497,443,304 shares** (*Four hundred and ninety seven million, four hundred and forty three thousand, three hundred and four shares*)
7. Maximum total number of shares expected to be issued: **49,744,330 shares** (*Forty-nine million, seven hundred and forty-four thousand, three hundred and thirty shares*)
8. Total expected issuance value at maximum par value: **497,443,300,000 VND** (*Four hundred and ninety seven billion, four hundred and forty three million, three hundred and thousand VND*)
9. Maximum expected issuance ratio (*number of shares expected to be issued/number of shares expected at the time of issuance*): **10%** (*Ten percent*) .
10. Expected charter capital after successful issuance: **5,471,876,340,000 VND** (*Five thousand four hundred and seventy one billion, eight hundred and seventy six million, three hundred and forty thousand VND*)
11. Issued subjects Existing shareholders, including domestic shareholders and foreign shareholders whose names are on the list on the last registration date to close the shareholder list to exercise the right to purchase shares.
12. Offering method: Offer for sale to existing shareholders by exercising purchase rights.
13. Expected exercise rate: **10:1** (*Existing shareholders owning 01 share will receive 01 right, every 10 rights will be able to buy 01 new share*).

In case the total number of shares expected at the time of issuance (in Clause 6 of this Article) is actually different from this Resolution, the General Meeting of Shareholders authorizes the Board of Directors to adjust the issuance ratio and the right exercise ratio accordingly (equivalent to the Total number of shares expected to be issued at maximum (in Clause 7 of this Article)/Total number of shares at the time of issuance).

14. Transfer restrictions: Additional shares offered to existing shareholders are not subject to transfer restrictions.
15. Expected offering price: The General Meeting of Shareholders authorizes the Board of Directors to decide on the issuance price for existing shareholders that is appropriate and not lower than the par value of the shares..

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<sup>(\*)</sup> *The expected number of outstanding shares after the Company completes the private share offering in accordance with Resolution No. 03/2024/NQ-DHDCĐ dated May 31, 2024 of the General Meeting of Shareholders on approving the private share offering plan and completing the share issuance to pay dividends in 2024 in accordance with Resolution No. 02/2025/NQ-DHDCĐ dated .../.../2025 of the General Meeting of Shareholders on approving profit distribution, dividend payment in 2024 and profit distribution plan in 2025.*



16. Transfer of stock purchase rights: Shareholders who own purchase rights can transfer their purchase rights to one or more other individuals/organizations. The transferee of purchase rights will not be allowed to transfer the rights to a third party.

Shareholders in restricted transfer status still receive the right to purchase shares. The number of additional shares purchased from this purchase right is not subject to transfer restrictions.

17. Handling of arising fractional shares: The number of additional shares issued to existing shareholders will be rounded down to the nearest unit. Odd shares (if any) will be cancelled.

*For example: On the record date, Shareholder Nguyen Van A owns 175 (one hundred and seventy-five) shares, at that time Shareholder A will be entitled to 175 purchase rights, equivalent to the right to buy 17.5 new shares. According to the plan for handling odd shares, the number of shares that Shareholder Nguyen Van A is entitled to buy after rounding down to the unit is 17 (seventeen) shares. The fractional shares of 0.5 shares in the decimal place will be canceled.*

18. Solution in case shares are not sold out as planned:

In case the shares are not fully distributed as planned due to existing shareholders and investors not exercising their purchase rights (if any), the General Meeting of Shareholders authorizes the Board of Directors to:

- a) Option to sell to other entities at a price not lower than the offering price to existing shareholders. The distribution of unsold shares must comply with legal regulations;
- b) The remaining shares not fully distributed to existing shareholders when offered for sale to other entities under this plan will be restricted from transfer for a period of 01 (one) year from the end date of the offering period according to the provisions of law;
- c) In case the deadline for distributing shares expires according to the provisions of law (including the extended period, if any), if there are still undistributed shares, the undistributed shares will be canceled and the Board of Directors will decide to end the offering.

19. Estimated time of implementation: After approval of the State Securities Commission.

20. Level of stock dilution after issuance

Issuing additional shares to existing shareholders may result in dilution risks, including:

- a) Diluted Basic Earnings Per Share (EPS)
- b) Dilution Book Value Per Share (BVPS)
- c) Dilution of holdings and voting rights
- d) Dilution of stock trading price, specifically:

On the trading date without the right to purchase additional shares issued by existing shareholders, the price of the Company's shares will be technically adjusted by the market according to the following formula:

$$\text{Market price (adjusted)} = \frac{\text{PR}(t-1) + I_1 * \text{PR}}{1 + I_1}$$

In there:

- **PR(t- 1)** is the Trading Price of the Company's shares the day before the record date for exercising rights.
- **PR** is the Additional Issue Price for Existing Shareholders.
- **I<sub>1</sub>** is the Capital Gain Ratio.

21. Minimum expected success rate: Comply with the provisions of law.

22. Purpose of offering and plan for using capital raised from the offering to existing shareholders:

The entire amount expected to be collected from the offering to existing shareholders will be used to supplement capital for investment activities, production and business development and to pay the Company's debts, expected as follows:

No.	Form of capital use	Estimated capital utilization (million VND)	Expected time of capital utilization
1	Payment for the transfer of shares of Cam Lam Vinh Hao Expressway Joint Stock Company and shares of ICV Vietnam Construction Investment Joint Stock Company to Deo Ca Group Joint Stock Company	495.400	2025 - 2026
2	Purchase of machinery, equipment, means of transport, and other fixed assets to serve the Company's operations.	2.043,3	
	<b>Total</b>	<b>497,443.3</b>	

The capital allocated for each of the above purposes can be changed, adjusted/flexibly rotated in the Company's activities and capital use purposes to suit the situation at the time of issuance. The General Meeting of Shareholders authorizes the Board of Directors to develop and decide on a detailed capital use plan and/or adjust, supplement, or amend the detailed capital use plan in accordance with the

actual business situation of the Company at the time of issuance and the time of using the additional capital to ensure compliance with legal regulations.

23. Shares successfully offered under the issuance plan will be registered for additional deposit at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional listing at the Ho Chi Minh City Stock Exchange (HOSE) in accordance with legal regulations.
24. The Company commits not to repurchase its own shares during the process of offering additional shares to existing Shareholders.
25. Ensure that the issuance of shares meets the foreign ownership ratio: The General Meeting of Shareholders authorizes the Board of Directors to decide on a detailed offering plan to ensure that the issuance of shares meets the foreign ownership ratio in accordance with the Company's Charter and complies with legal regulations.

**Article 3.** Agree to authorize and assign the Board of Directors to organize and implement, including but not limited to, the following procedures and tasks:

1. Carry out specific procedures and tasks to implement the issuance plan to ensure compliance with current legal regulations.
2. The decision on the specific issuance price of all the above shares ensures the principles prescribed in the Issuance Plan approved in this Resolution.
3. Decide on the specific time to carry out the issuance; decide on adjusting the specific offering implementation ratio at the time of issuance (if any).
4. Develop and decide on a detailed capital usage plan in accordance with the Company's business and investment situation at the time of issuance; balance and adjust the plan for using capital mobilized from the issuance in accordance with the actual situation;
5. Directing the implementation of the issuance plan;
6. Carry out procedures to close the shareholder list for issuance, decide on a plan to handle undistributed shares due to existing shareholders and investors not registering to buy or not paying for the purchase (if any);
7. Select and decide to select an issuance consulting organization/Securities company to advise the Company during the issuance;
8. Decide whether or not to use an underwriter; select and decide on an organization/securities company to underwrite the offering.
9. Amending and supplementing the Company Charter to record the charter capital and newly increased shares according to the actual results of the issuance to increase charter capital;
10. Deploy and approve necessary documents to register additional securities at Vietnam Securities Depository and Clearing Corporation (VSDC) and register for additional listing changes of shares at Ho Chi Minh City Stock Exchange. Ho Chi Minh Stock Exchange (HOSE);

11. Carry out procedures to change business registration and change charter capital according to the results of the above issuance with the competent State agency;
12. Implement all necessary procedures to issue and increase the Company's charter capital according to the plan approved by the Company's General Meeting of Shareholders, ensuring compliance with legal regulations;
13. Direct, control and handle issues arising during the implementation of the above contents;
14. Depending on each specific case, the Board of Directors is authorized/assigned to the General Director to perform all, one or some of the specific tasks mentioned above.

**Article 4.** Shareholders, Board of Directors, Supervisory Board, General Director and related individuals are responsible for implementing this Resolution.

This Resolution takes effect from the date of signing./.

***Sent to***

- As Article 4;
- Information disclosure;
- Board of Supervisors;
- Save: Board of Directors Office; Meeting documents.

**PP. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**CHAIRMAN OF THE BOARD OF  
DIRECTORS  
Ho Minh Hoang**