| VINACONTROL GROUP CORPORATION | SOCIALIST REPUBLIC OF VIETNAM<br>**Independence – Freedom – Happiness** |
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| No: 363/HDQT-TTr | *Hanoi, May 26th, 2026* |

# PROPOSAL TO THE GENERAL SHAREHOLDERS' MEETING

Re: Amendment and Supplement to the Internal Governance Regulations and the Operational Regulations of the Board of Directors

**Respectfully submitted to: GENERAL SHAREHOLDERS' MEETING**
**VINACONTROL GROUP CORPORATION**

Pursuant to:

- The Enterprise Law No. 59/2020/QH14 promulgated on June 17, 2020, together with its amendments, supplements, and implementing guidelines;
- The Securities Law No. 54/2019/QH14 promulgated on November 26, 2019, together with its amendments, supplements, and implementing guidelines;
- The Charter of Vinacontrol Group Corporation;
- The current operational situation of Vinacontrol Group Corporation;

The Board of Directors hereby respectfully submits to the General Shareholders' Meeting for approval the proposed amendments and supplements to the internal governance regulations and the operational regulations of the Board of Directors of Vinacontrol Group Corporation. The detailed contents of such amendments and supplements are set forth in the Annex

Respectfully submitted to the General Shareholders' Meeting for review and approval.

**Recipients:**
- As above;
- To be filed at: Office, CG Team

**ON BEHALF OF THE BOARD OF DIRECTORS**
**Chairman**

M.S.D.N: 0100107779 C.T.C.P. ★ P. HAI BÀ TRUNG - TP. HÀ NỘI
CÔNG TY CỔ PHẦN TẬP ĐOÀN VINACONTROL

**Bui Duy Chinh**

**APPENDIX: CONTENT OF AMENDMENTS AND SUPPLEMENTS INTERNAL CORPORATE GOVERNANCE REGULATIONS AND THE OPERATING RULES OF THE BOARD OF DIRECTORS**

*(Attached to the Submission to the General Meeting of Shareholders No. 363/HĐQT-TTr dated 26/5/2026 of the Board of Directors of Vinacontrol Group Joint Stock Company)*

**I – INTERNAL CORPORATE GOVERNANCE REGULATIONS**

| No. | Article | Current content | Content after amendment and supplementation | Reason for amendment, supplementation |
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| 1 | Point i Clause 2 of Article 6 | i) A Resolution adopted by way of collecting shareholders' written opinions must be approved by shareholders representing at least <u>75%</u> of the total voting shares and shall have the same validity as a Resolution adopted at a meeting of the General Meeting of Shareholders. | i) A Resolution adopted by way of collecting shareholders' written opinions must be approved by shareholders representing at least <u>65%</u> of the total voting shares and shall have the same validity as a Resolution adopted at a meeting of the General Meeting of Shareholders. | Amended to ensure consistency with Clause 21.8 Article 21 of the Company Charter. |
| 2 | Point b, Clause 1, Article 9 | 9. Roles, rights and obligations of the Board of Directors; duties of members of the Board of Directors<br>[...]<br>- Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent audited consolidated | 9. Roles, rights and obligations of the Board of Directors; duties of members of the Board of Directors<br>[…]<br>- Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent audited consolidated financial statements <u>except</u> contracts and transactions falling within the decision-making | Correcting typographical errors and clarifying the allocation of authority between the General Meeting of Shareholders and the Board of Directors. |

| No. | Article | Current content | Content after amendment and supplementation | Reason for amendment, supplementation |
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| | | financial statements and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders in accordance with Point d, Clause 14.1, Article 14 of the Company Charter, Clause 1 and Clause 3, Article 167 of the Law on Enterprises. | authority of the General Meeting of Shareholders in accordance with Point d, Clause 14.1, Article 14 of the Company Charter, and Clauses 1 and 3, Article 167 of the Law on Enterprises. | |
| 3 | Point a, Clause 2, Article 10 | a. The composition of the Board of Directors of a public company shall ensure that at least one-third of the total number of members of the Board of Directors are non-executive members. The Company shall, to the maximum extent possible, limit members of the Board of Directors from concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. | a. The composition of the Board of Directors shall be as follows:<br>The number of non-executive members of the Board of Directors must comply with applicable law.<br>The number of Independent Members of the Board of Directors must satisfy the following requirements:<br>- There must be at least 01 Independent Member where the Company has from 03 to 05 members of the Board of Directors;<br>- There must be at least 02 Independent Members where the Company has from 06 to 08 members of the Board of Directors;<br>- There must be at least 03 Independent Members where the Company has from 09 to 11 members of the Board of Directors. | Amended to conform with Clause 2 and Clause 4 of Article 276 of Decree No. 155/2020/ND-CP. |

| No. | Article | Current content | Content after amendment and supplementation | Reason for amendment, supplementation |
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| 4 | Point a, Clause 3, Article 10 | a) Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. Specifically, if a shareholder or a group of shareholders holds a total number of voting shares as follows:<br>- From 5% to under 20% may nominate one (01) candidate.<br>- From 20% to under 50% may nominate a maximum of two (02) candidates.<br>- Shareholders holding 50% or more may nominate a maximum of three (03) candidates. | a) Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. Specifically, if a shareholder or a group of shareholders holds a total number of voting shares as follows:<br>- From 5% to under 20% may nominate one (01) candidate.<br>- Shareholders holding from 20% to under 30% may nominate a maximum of two (02) candidates.<br>- Shareholders holding from 30% to under 40% may nominate a maximum of three (03) candidates.<br>- Shareholders holding from 40% to under 50% may nominate a maximum of four (04) candidates.<br>- Shareholders holding 50% or more may nominate a maximum of five (05) candidates. | Amended to ensure consistency with Clause 24.2 of Article 24 of the Company Charter. |

## II – OPERATING RULES OF THE BOARD OF DIRECTORS

| No. | Article | Current content | Content after amendment and supplementation | Reason for amendment, supplementation |
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| 1 | Article 3, Clause 3 | [No provisions] | <u>3. Independent Members of the Board of Directors must prepare assessment reports on the activities of the Board of Directors.</u> | Supplement the provisions on Independent Members of the Board of Directors, based on the Model Regulation in Appendix III to Circular No. 116/2020/TT-BTC. |
| 2 | Article 6 | Members of the Board of Directors must satisfy the following standards and conditions:<br>1. Not falling under the persons specified in Clause 2, Article 17 of the Law on Enterprises;<br>2. Possessing professional qualifications and experience in business administration or in the business sectors and lines of the Company, and not necessarily being a shareholder of the Company;<br>3. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company; | 1. Members of the Board of Directors must satisfy the following standards and conditions:<br>a) Not falling under the persons specified in Clause 2, Article 17 of the Law on Enterprises;<br>b) Possessing professional qualifications and experience in business administration or in the business sectors and lines of the Company, and not necessarily being a shareholder of the Company;<br>c) A member of the Board of Directors of the Company may simultaneously serve as a member of the Board of Directors of another company;<br>d) Satisfying the conditions stipulated in Clause 1, Article 155 of the Law on Enterprises. | Supplement the provisions on Independent Members of the Board of Directors, based on the Model Regulation in Appendix III to Circular No. 116/2020/TT-BTC. |

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| | | 4. Satisfying the conditions stipulated in Clause 1, Article 155 of the Law on Enterprises. | 2. An Independent Member of the Board of Directors must satisfy the following criteria and conditions:<br>a) Must not be a person currently working for the Company, the parent company, or a subsidiary of the Company; Must not be a person who has worked for the Company, the parent company, or a subsidiary of the Company during at least the immediately preceding 03 consecutive years;<br>b) Must not be a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with applicable regulations;<br>c) Must not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, elder brother, elder sister, or younger sibling is a major shareholder of the Company; is a manager of the Company or of a subsidiary of the Company;<br>d) Is not a person who directly or indirectly owns at least 01% of the total number of voting shares of the Company;<br>e) Is not a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years immediately preceding such time, except where he | |

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| | | | or she has been appointed for 02 consecutive terms.<br><br>3. An Independent Member of the Board of Directors must notify the Board of Directors of his/her failure to continue satisfying the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an Independent Member of the Board of Directors from the date on which he/she no longer satisfies such standards and conditions. The Board of Directors must notify the General Meeting of Shareholders at its nearest meeting of the fact that an Independent Member of the Board of Directors no longer satisfies the applicable standards and conditions, or convene a General Meeting of Shareholders to elect an additional or replacement Independent Member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant Independent Member of the Board of Directors. | |
| 3 | Points e and f of Clause 5 of Article 11 | The following matters must be approved by the Board of Directors:<br>[…]<br>e) The Company's borrowings and the creation of mortgages, security interests, guarantees, and indemnities by the Company;<br>f) Investments not included in the business plan and budget and exceeding VND 1 billion, or | The following matters must be approved by the Board of Directors:<br>[…]<br>e) The Company's borrowings and the creation of mortgages, security interests, guarantees, and indemnities by the Company, except for matters falling within the approval authority of the General Meeting of Shareholders; | Amended to clarify the division of authority between the General Meeting of Shareholders and the Board of Directors. |

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| | | investments exceeding 10% of the value of the annual business plan and budget | f) Investments not included in the business plan and budget exceeding VND 1 billion, or investments exceeding 10% of the value of the annual business plan and budget, <u>except for investments subject to the approval authority of the General Meeting of Shareholders</u> | |
| 4 | Article 24 | 24. In the course of implementation of this Regulation, any proposals for amendment or supplementation of this Regulation shall be made in writing to the person in charge of corporate governance of the Company for submission to the Board of Directors for consideration <u>and decision.</u><br>In the event that any provisions of the Company Charter and relevant laws governing the operations of the Company are not provided for in this Regulation, or if any content of this Regulation is contrary to or inconsistent with the law and the Company Charter, such provisions of the Company Charter and relevant laws shall automatically apply and govern the operations of the Company. Upon any changes in the law or the Company Charter, the Board of Directors shall decide on amendments as appropriate. | 24. In the course of implementation of these Regulations, any proposals for amendment or supplementation of these Regulations shall be made in writing to the person in charge of the Company's governance for submission to the Board of Directors for consideration <u>and to the General Meeting of Shareholders for decision.</u><br>In the event that provisions of the Company Charter and laws relevant to the Company's operations have not been provided for in these Regulations, or where the contents of these Regulations are contrary to or inconsistent with the law and the Company Charter, such provisions of the Company Charter and relevant laws shall automatically apply and govern the Company's operations. | Amended to clarify the division of authority between the General Meeting of Shareholders and the Board of Directors. |