

**MACHINES AND INDUSTRIAL  
EQUIPMENT CORPORATION**

No. - 410 /TTr-MIE-HĐQT

**THE SOCIALIST REPUBLIC OF VIET NAM  
Independence - Freedom - Happiness**

Ha Noi, June 5<sup>th</sup> 2026

**PROPOSAL**

**Re: Amendment to the Charter on Organization and Operation of the Corp**

To: The 2026 Annual General Meeting of Shareholders for the 2026–2031 term  
Machines and Industrial Equipment Corporation

*Pursuant to the Law on Enterprises 2020 and its amendments and supplements;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;*

*Pursuant to the Charter on Organization and Operation dated June 21, 2021 and the amendments and supplements to the Charter of Machines and Industrial Equipment Corporation;*

*Pursuant to Resolution No. 19/NQ-MIE-HĐQT dated May 11, 2026 of the Board of Directors of The Machines and Industrial Equipment Corporation regarding the approval of documents and the submission to SCIC for approval to serve the organization of the 2026 Annual General Meeting of Shareholders.*

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for the 2026–2031 term of the Corporation for consideration and approval the following matters:

1. Approval of the amendment to the Charter on Organization and Operation of the Corporation as provided in the attached Appendix.
2. Assignment to the Board of Directors of the Corporation to issue the consolidated version of the Charter on Organization and Operation of the Corporation after it is approved by the Annual General Meeting of Shareholders.

Respectfully submitted. 

**Recipients:**

- As above;
- BOD, SB, GD;
- Archived: Admin, HRD.

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



**Tran Quoc Toan**



## APPENDIX

### AMENDMENTS TO THE CHARTER ON ORGANIZATION AND OPERATIONS OF MACHINES AND INDUSTRIAL EQUIPMENT CORPORATION (Attached to Proposal No. ....41.0.../TTTr-MIE-HĐQT dated 05/16/2026)

#### 1. Amendment to Clause 14, Article 1 of the Charter as follows:

“14. ‘Dependent units of the Corporation’ means units operating under the dependent accounting model of the Parent Company – the Corporation.”

#### 2. Addition of Clause 18 after Clause 17, Article 1 of the Charter as follows:

“18. ‘Legal documents of an individual’ means one of the following documents: Identity Card, Citizen Identity Card, Passport, or other lawful personal identification documents.”

#### 3. Addition of Clause 19 after Clause 18, Article 1 of the Charter as follows:

“19. ‘Legal documents of an organization’ means one of the following documents: Establishment Decision, Enterprise Registration Certificate, or other equivalent documents.”

#### 4. Amendment to Clause 3, Article 2 of the Charter as follows:

“3. Head office of the Corporation:

Address: No. 7A Mac Thi Bui Street, Vinh Tuy Ward, Hanoi

Tel: +84 24 3825 2498

Email: info@mie.com.vn

Website: www.mie.com.vn”

#### 5. Amendment to Clause 4, Article 2 of the Charter as follows:

“4. Number of legal representatives: one (01), being the General Director of the Corporation.”

#### 6. Amendment to Clause 2, Article 3 of the Charter as follows:

No.	Industry code	Industry name
10	2823	Manufacture of machinery for metallurgy
15	2420	Manufacture of basic precious and non-ferrous metals 24202: Manufacture of non-ferrous metals
24	0729	Mining of other non-ferrous metal ores

013  
ING  
IG T  
THI  
NGH  
TCP  
HỒ

No.	Industry code	Industry name
27	4672	Wholesale of metals and metal ores
28	4673	Wholesale of construction materials and installation equipment
29	4679	Other specialized wholesale not elsewhere classified 46792: Wholesale of other chemicals (excluding chemicals used in agriculture)
35	3311	Repair and maintenance of fabricated metal products
36	3312	Repair and maintenance of machinery and equipment
37	3319	Repair and maintenance of other equipment
52	3511	Electricity generation from non-renewable energy sources
58	7499	Other professional, scientific and technical activities not elsewhere classified
79	4671	Wholesale of solid, liquid and gaseous fuels and related products 46711: Wholesale of coal and other solid fuels 46712: Wholesale of crude oil 46713: Wholesale of petroleum products and related products 46714: Wholesale of gas and related products

**7. Amendment to Point d, Clause 1, Article 8 of the Charter as follows:**

“d. Full name, contact address, nationality, and legal documents of an individual shareholder; name, enterprise code or legal documents of an organizational shareholder, and head office address of an organizational shareholder;”.

**8. Amendment to Point d, Clause 2, Article 9 of the Charter as follows:**

“d. Full name, contact address, nationality, and legal documents of an individual shareholder; name, enterprise code or legal documents of an organizational shareholder, and head office address of an organizational shareholder;”.

**9. Amendment to Clause 3, Article 15 of the Charter as follows:**

“3. A shareholder agreeing to sell back shares shall send a written notice of consent to sell such shares by a method ensuring receipt by MIE within thirty (30) days from the date of notification. The written consent to sell shares must include the full name, contact address, nationality, and legal documents of an individual shareholder; the name, enterprise code or legal documents, and head office address of an organizational shareholder; the number of shares owned and proposed to be sold; payment method; and signature of the shareholder or the legal representative of the shareholder. MIE shall only repurchase shares within the aforesaid period.”

**10. Amendment to Point g, Clause 2, Article 19 of the Charter as follows:**

“g. In the event of dissolution or bankruptcy of MIE, to receive a portion of the remaining assets corresponding to the number of shares contributed to MIE after MIE has fulfilled all payment obligations to creditors and shareholders of other classes in accordance with law;”

**11. Amendment to Point c, Clause 3, Article 19 of the Charter as follows:**

“c. To request the Supervisory Board to examine each specific matter relating to the management and operation of MIE where deemed necessary. Such request must be made in writing and include the full name, contact address, nationality, and legal documents of an individual shareholder; the name, contact address, and legal documents of an organizational shareholder; the number of shares and the registration date of shares held by each shareholder, the total number of shares held by the shareholder group and their ownership ratio in the total shares of MIE; the matter to be examined and the purpose of examination;”

**12. Amendment to Point b, Clause 4, Article 19 of the Charter as follows:**

“b. Other cases as prescribed by law.

Requests for convening a General Meeting of Shareholders as prescribed in Clause 4 of this Article must be made in writing and include the following contents: full name, contact address, nationality, and legal documents of an individual shareholder; name, enterprise code or legal documents, and head office address of an organizational shareholder; the number of shares and the registration date of shares held by each shareholder, the total number of shares held by the shareholder group and their ownership ratio in the total shares of MIE; grounds and reasons for requesting the convening of the General Meeting of Shareholders.

Such request must be accompanied by documents and evidence of violations committed by the Board of Directors, the extent of such violations, or decisions made beyond authority. Shareholders or groups of shareholders shall bear full legal responsibility for the accuracy and truthfulness of documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders.”

**13. Amendment and separation of Clause 2, Article 20 of the Charter into Clause 2 and Clause 3; addition of Clause 6 to Article 20 of the Charter;**

**and renumbering of clauses in Article 20, with the following contents:**

“2. To fully pay for the subscribed shares in a timely manner.

3. Not to withdraw contributed capital in the form of ordinary shares from MIE under any circumstances, except where such shares are repurchased by MIE or another person. Where a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons of MIE shall be jointly liable for the debts and other asset obligations of the Corporation within the value of the withdrawn shares and for any damages incurred.

4. To provide an accurate address when registering for share subscription.

5. Ordinary shareholders shall only be liable for the debts and other asset obligations of MIE within the amount of capital contributed to MIE.

6. To maintain confidentiality of information provided by MIE in accordance with the Charter of MIE and applicable laws; to use such information solely for exercising and protecting their lawful rights and interests; and not to disclose, copy, or distribute information provided by MIE to any other organization or individual.

7. To perform other obligations as prescribed by law.”.

**14. Amendment to Point b, Clause 4, Article 21 of the Charter as follows:**

“b. Quarterly, semi-annual or audited annual financial reports showing that the charter capital has been reduced to one-half of its opening balance.”.

**15. Amendment to Point 1, Clause 1, Article 22 of the Charter as follows:**

“1. To decide on the total salary, remuneration, bonuses and other benefits of members of the Board of Directors and members of the Supervisory Board;”.

**16. Amendment to Clause 4, Article 24 of the Charter as follows:**

“4. Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda enclosed with the notice of invitation to the General Meeting of Shareholders.”.

**17. Amendment to Point a, Clause 2, Article 27 of the Charter as follows:**

“a. Resolutions on the following matters shall be passed if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending and voting at the meeting:

- Classes of shares and the total number of shares of each class;
- Changes to business lines, trades and business sectors;
- Changes to the organizational and management structure of MIE;
- Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the latest financial statements of MIE;

- Reorganization of dissolution of MIE.”.

**18. Amendment to Point b, Clause 2, Article 27 of the Charter as follows:**

“b. Other resolutions shall be passed if approved by shareholders representing at least fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Point a, Clause 2 of this Article.”.

**19. Amendment to Point c, Clause 3, Article 28 of the Charter as follows:**

“c. Full name, contact address, nationality, and legal documents of an individual shareholder; name, enterprise code or legal documents, and head office address of an organizational shareholder; or full name, contact address, nationality, and legal documents of the authorized representative of an organizational shareholder; number of shares of each class and voting rights of the shareholder;”.

**20. Amendment to Point b, Clause 4, Article 28 of the Charter as follows:**

“b. By email: Voting forms sent to MIE by email must be kept confidential until the vote counting time;”.

**21. Amendment to Point c, Clause 4, Article 28 of the Charter as follows:**

“Voting forms received by MIE after the deadline specified in the voting form, or which have been opened in the case of postal delivery, or disclosed in the case of email transmission, shall be deemed invalid. Voting forms not returned shall be deemed non-participating votes.”.

**22. Amendment to Point j, Clause 1, Article 33 of the Charter as follows:**

“j. To elect, dismiss or remove the Chairman of the Board of Directors; to decide on the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, execution or termination of contracts, commendation, disciplinary actions, salaries, remuneration, bonuses and other benefits applicable to the General Director of MIE.

To decide on the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, execution or termination of contracts, commendation, disciplinary actions, salaries, remuneration, bonuses and other benefits applicable to the Deputy General Directors and Chief Accountant of MIE upon the proposal of the General Director of MIE;”.

**23. Amendment to Point l, Clause 1, Article 33 of the Charter as follows:**

“l. To approve the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, salary grade increase, and maximum salary/remuneration applicable to the Chairman of the Company, General Director and Controllers of subsidiaries being single-member limited liability companies wholly owned by MIE, upon the proposal of the General Director of MIE;”.

**24. Amendment to Clause 8, Article 33 of the Charter as follows:**

“8. Salaries, remuneration, bonuses and other benefits of each member of the Board of Directors shall be recorded as operating expenses of the Corporation in accordance with the laws on corporate income tax, separately presented in the annual financial statements of MIE, and reported to the General Meeting of Shareholders at the annual meeting.”.

**25. Amendment to Point a, Clause 11, Article 33 of the Charter as follows:**

“a. Members of the Board of Directors shall have the right to request managers of MIE and managers of units within MIE to provide information and documents relating to the financial status and business operations of MIE and its affiliated units;”.

**26. Amendment to Point b, Clause 11, Article 33 of the Charter as follows:**

“b. The requested managers must promptly, fully and accurately provide the information and documents requested by members of the Board of Directors.”.

**27. Amendment to Clause 1, Article 34 of the Charter as follows:**

“1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors of MIE from among the members of the Board of Directors of MIE. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of MIE.”.

**28. Amendment to Clause 3, Article 34 of the Charter as follows:**

“3. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In the absence of such authorization, or where the Chairman of the Board of Directors dies, is declared missing, is held in temporary detention, is serving an imprisonment sentence, is subject to compulsory administrative measures at a compulsory detoxification establishment or compulsory educational institution, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions or performing certain jobs, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is issued.”.

**29. Amendment to Clause 5, Article 34 of the Charter as follows:**

“5. In the event that the Chairman of the Board of Directors resigns, is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the effective date of dismissal or removal.”

**30. Amendment to Clause 6, Article 35 of the Charter as follows:**

“6. Notices of meeting invitation may be sent by post, email or other means, provided that they are delivered to the registered contact address of each member of the Board of Directors recorded at MIE.”

**31. Amendment to Point d, Clause 9, Article 35 of the Charter as follows:**

“d. Sending voting ballots to the meeting by post or email.”

**32. Addition of Clause 2 immediately after Clause 1, Article 36 of the Charter; the remaining clauses after Clause 1 of Article 36 shall remain unchanged and be renumbered accordingly by adding one (01), with the following contents:**

“2. In the event that the chairperson or the minute-taker refuses to sign the meeting minutes, the minutes shall remain valid if signed and approved by all other attending members of the Board of Directors and containing all contents prescribed in Points a, b, c, d, e, f, g, h and i, Clause 1 of this Article.

The minutes must clearly state the refusal of the chairperson or the minute-taker to sign the minutes. Persons signing the meeting minutes shall bear joint responsibility for the accuracy and truthfulness of the contents of the Board of Directors’ meeting minutes. The chairperson and the minute-taker shall bear personal liability for any damage caused to the enterprise due to refusal to sign the meeting minutes in accordance with this Law, the Company Charter and relevant laws.”

**33. Amendment to Point d, Clause 1, Article 40 of the Charter as follows:**

“d. Holding a university degree in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the business operations of the enterprise;”

**34. Removal of Clause 2, Article 40 of the Charter; the remaining clauses after Clause 2 of Article 40 shall remain unchanged and be renumbered accordingly by decreasing one (01).**

**35. Amendment to Clause 3, Article 40 of the Charter as follows:**

“3. Controllers must satisfy the standards and conditions prescribed in Clauses 1 and 2 of this Article and must not fall into any of the following cases:

- a. Working in the finance or accounting department of MIE;
- b. Being members or employees of the independent auditing firm conducting the audit of the Company’s financial statements during the preceding three (03) consecutive years.”

**36. Amendment to Clause 1, Article 43 of the Charter as follows:**

“1. Controllers shall be entitled to salaries, remuneration, bonuses and other

benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.”

**37. Amendment to Clause 1, Article 46 of the Charter as follows:**

“1. The Board of Directors shall appoint a member of the Board of Directors or another person to act as General Director. Salaries, remuneration, bonuses and other benefits of the General Director shall be recorded as operating expenses of the Corporation in accordance with the laws on corporate income tax, separately presented in the annual financial statements of MIE, and reported to the General Meeting of Shareholders at the annual meeting.”

**38. Amendment to Point f, Clause 4, Article 46 of the Charter as follows:**

“f. To propose to the Board of Directors the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, execution or termination of contracts, commendation, disciplinary actions, salaries, remuneration, bonuses and other benefits applicable to the Deputy General Directors and Chief Accountant of MIE;”

**39. Amendment to Point h, Clause 4, Article 46 of the Charter as follows:**

“h. To decide on the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, salary grade increase, and maximum salary/remuneration applicable to the Chairman of the Company, General Director and Controllers of subsidiaries being single-member limited liability companies wholly owned by MIE, after obtaining approval from the Board of Directors;”

**40. Amendment to Point i, Clause 4, Article 46 of the Charter as follows:**

“i. To approve the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, salary grade increase, and maximum salary/remuneration applicable to the Deputy General Directors, Deputy Directors and Chief Accountants of subsidiaries being single-member limited liability companies wholly owned by MIE, upon the proposal of the Chairman of the Company;”.

**41. Amendment to Clause 1, Article 47 of the Charter as follows:**

“1. Deputy General Directors of MIE shall be appointed, dismissed, removed, reassigned, rotated, terminated, retired, contracted, have contracts terminated, commended, disciplined, and entitled to salaries, remuneration, bonuses and other benefits by the Board of Directors upon the proposal of the General Director, with a maximum appointment term or contract term of five (05) years and may be reappointed or have contracts renewed. Deputy General Directors shall assist the General Director in managing and operating MIE in accordance with the assignment and authorization of the General Director, and shall be accountable to the General Director and before the law for duties assigned or authorized by the General Director.

The number of Deputy General Directors shall not exceed five (05).”.

**42. Amendment to Clause 2, Article 47 of the Charter as follows:**

“2. The Chief Accountant of MIE shall be appointed, dismissed, removed, reassigned, rotated, terminated, retired, contracted, have contracts terminated, commended, disciplined, and entitled to salaries, remuneration, bonuses and other benefits by the Board of Directors upon the proposal of the General Director, with a maximum appointment term or contract term of five (05) years and may be reappointed or have contracts renewed. The Chief Accountant shall be responsible for organizing the accounting and statistical work of MIE; assisting the General Director in supervising financial matters of MIE in accordance with laws on finance, accounting and statistics; and shall be accountable to the General Director and before the law for assigned duties.”.

**43. Amendment to Clause 4, Article 47 of the Charter as follows:**

“4. Salaries, remuneration, bonuses and other benefits of the Deputy General Directors and the Chief Accountant shall be recorded as operating expenses of the Corporation in accordance with the laws on corporate income tax, separately presented in the annual financial statements of MIE, and reported to the General Meeting of Shareholders at the annual meeting.”.

**44. Amendment to Point b, Clause 1, Article 52 of the Charter as follows:**

“b. Be responsible for payment of debts recorded in the Statement of Financial Position of MIE and other financial obligations (if any);”.

**45. Amendment to Article 53 of the Charter as follows:**

**“Article 53. Management and Use of Capital**

Managers of MIE shall be responsible for organizing business and production activities; managing capital at MIE, its subsidiaries and associates, and implementing capital investment activities; and shall be responsible for the management, utilization and optimization of returns from capital sources.

Matters relating to the management and utilization of MIE’s capital and supervision of invested capital in subsidiaries and associates shall comply with the Financial Regulations of MIE.”

**46. Amendment to Point b, Clause 10, Article 55 of the Charter as follows:**

“b. Full name, contact address, nationality, and legal documents of an individual shareholder;”.

**47. Amendment to Point c, Clause 10, Article 55 of the Charter as follows:**

“c. Name, enterprise code or legal documents, and head office address of an organizational shareholder;”.

**48. Amendment to Article 59 of the Charter as follows:**



**“Article 59. Quarterly, Semi-Annual and Annual Financial Statements**

1. MIE shall prepare quarterly, semi-annual and annual financial statements in accordance with applicable regulations.

2. MIE shall arrange for audits of its semi-annual and annual financial statements and submit them to competent authorities.

3. Annual financial reports and documents of MIE, its subsidiaries, and the consolidated and aggregated financial statements of MIE must be approved by the General Director of MIE, submitted to the Board of Directors of MIE for approval, and retained at the head office of MIE.

4. Qualified organizations and individuals shall have the right to copy the audited annual financial statements, semi-annual financial statements and quarterly financial statements of MIE.”.

**49. Amendment to Article 60 of the Charter as follows:****“Article 60. Annual Report**

MIE shall prepare and disclose its Annual Report in accordance with applicable regulations.”.

**50. Amendment to Point e, Clause 2, Article 64 of the Charter as follows:**

“e. To decide on the application of the governance model with a Chairman of the Company; to appoint, dismiss, remove, reassign, arrange retirement regimes, commend, discipline, determine salaries and other benefits applicable to the Chairman of the Company, General Director (Director), and Controllers of the company;”.