

No.: **411** /TTr-MIE-HĐQT

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

**PROPOSAL**

**Re: Approval of Amendments and Supplements to the Internal Corporate Governance Regulations of Machines and Industrial Equipment Corporation**

To: The 2026 Annual General Meeting of Shareholders (“GMS”)

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


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

*Pursuant to the Internal Corporate Governance Regulations of the Corporation and its amendments and supplements;*

*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 of the following matters:

1. Approval of the amendments to the Internal Corporate Governance Regulations of the Corporation in accordance with the attached Appendix.
2. Authorization for the Board of Directors of the Corporation to issue the consolidated version of the Internal Corporate Governance Regulations following approval by the Annual General Meeting of Shareholders.

Respectfully submitted. 

**Recipients:**

- As above;
- Archived: Admin, GA.

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



  
**Tran Quoc Toan**

**APPENDIX**  
**AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE**  
**REGULATIONS OF MACHINES AND INDUSTRIAL EQUIPMENT CORP**  
*(Attached to Proposal No. ... 4.1.VTTr-MIE-HĐQT dated Q5/..6/2026)*

**1. Addition of Point f after Point e, Clause 2, Article 2 of the Regulations as follows:**

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

**2. Addition of Point g after Point f, Clause 2, Article 2 of the Regulations as follows:**

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

**3. Amendment to Clause 3, Article 2 of the Regulations as follows:**

“3. In these Regulations, references to any provision or legal document shall include any amendments, supplements or replacement documents thereof.

Terms not defined in this Article shall be construed in accordance with the definitions provided in the Charter of the Corporation..”

**4. Amendment to Point k, Clause 2, Article 3 of the Regulations as follows:**

“k. To decide on the total salaries, remuneration, bonuses and other benefits of members of the Board of Directors and members of the Supervisory Board.”.

**5. Amendment to Clause 2, Article 4 of the Regulations as follows:**

“- Quarterly, semi-annual or audited annual financial statements showing that the charter capital has decreased to one-half or less of its opening balance;”

**6. Amendment to Article 12 of the Regulations as follows:**

“- To approve the audited annual financial statements.”

**7. Amendment to Clause 1, Article 15 of the Regulations as follows:**

“1. 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:”

**8. Amendment to Clause 2, Article 15 of the Regulations as follows:**

“2. 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 Clause 1 of this Article.”

**9. Amendment to Clause 1, Article 15 of the Regulations as follows:**



“- To approve the audited annual financial statements.”

**10. Removal of the following content under Clause 1, Article 15 of the Regulations:**

“- To change business lines and business sectors.”

**11. Amendment to Point b, Clause 2, Article 20 of the Regulations as follows:**

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

**12. Amendment to Point c, Clause 2, Article 20 of the Regulations as follows:**

“- By email: Voting forms sent to MIE via email must be kept confidential until the vote-counting time;

Voting forms received by MIE after the deadline specified in the voting form, or opened in the case of postal delivery, or disclosed in the case of email delivery, shall be deemed invalid. Voting forms not returned shall be deemed as non-participation in voting.”

**13. Amendment to Clause 10, Article 24 of the Regulations as follows:**

“10. 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 employment contracts, commendation, disciplinary actions, and decisions on salary, remuneration, bonuses and other benefits for the General Director of MIE.

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

**14. Amendment to Clause 12, Article 24 of the Regulations as follows:**

“12. To approve the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, salary grade increase and determination of maximum salary/remuneration for managers of wholly-owned single-member limited liability subsidiary companies of MIE upon the proposal of the General Director of MIE.”

**15. Amendment to the title of Article 35 of the Regulations as follows:**

“Article 35. Salaries, remuneration, bonuses and other benefits of members of the Board of Directors”

**16. Amendment to Article 35 of the Regulations as follows:**

“The Corporation is entitled to pay salaries, remuneration, bonuses and other benefits to members of the Board of Directors based on business performance and operational efficiency.

Salaries, remuneration, bonuses and other benefits of each member of the Board of Directors shall be recognized 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.”

**17. Amendment to Article 38 of the Regulations as follows:**

“Meeting notices shall be sent by post, email or other means, provided that they are delivered to the registered contact addresses of each member of the Board of Directors at MIE.”

**18. Amendment to Point d, Clause 1, Article 52 of the Regulations as follows:**

“d. Holding a university degree in economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Corporation’s business activities;”

**19. Removal of Clause 2, Article 52; the remaining clauses after Clause 2 shall remain unchanged and be renumbered accordingly.**

**20. Amendment to the title of Article 57 of the Regulations as follows:**

“Article 57. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board”

**21. Amendment to Clause 1, Article 57 of the Regulations as follows:**

“1. Supervisors 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 salaries, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.”

**22. Amendment to Clause 6, Article 59 of the Regulations as follows:**

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

**23. Amendment to Clause 8, Article 59 of the Regulations as follows:**

“8. To decide on the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, salary grade increase and determination of maximum salary/remuneration for the Chairman, General Director and Supervisors of wholly-owned single-member limited liability subsidiary companies of MIE after obtaining approval from the Board of Directors;”

**24. Amendment to Clause 9, Article 59 of the Regulations as follows:**



“9. To approve the appointment, dismissal, removal, reassignment, rotation, termination of employment, retirement, salary grade increase and determination of maximum salary/remuneration for Deputy General Directors, Deputy Directors and Chief Accountants of wholly-owned single-member limited liability subsidiary companies of MIE upon the proposal of the Chairman of the company;”

**25. Amendment to the title of Article 62 of the Regulations as follows:**

“Article 62. Salary, remuneration, bonuses and other benefits of the General Director”

**26. Amendment to Article 62 of the Regulations as follows:**

“The Corporation shall pay salary, remuneration, bonuses and other benefits to the General Director based on business performance and operational efficiency. The salary, remuneration, bonuses and other benefits of the General Director shall be determined by the Board of Directors.

Salary, remuneration, bonuses and other benefits of the General Director shall be recognized 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.”