

PROPOSAL

**Re: Approving the Regulations on Additional Election of the BOD member in
the Term IV (2023 – 2027)**

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019 and related documents;
- Decree No. 155/2020/NĐ-CP detailing the implementation of certain provisions of Law on Securities, approved on December 31, 2020;
- Charter on Organization and Operation of Development Investment Construction J.S.C;
- Internal Regulation on Corporate Governance of Development Investment Construction J.S.C;

To ensure the successful organization of the 2025 Annual General Meeting of Shareholders (AGM) of Development Investment Construction J.S.C, the Board of Directors (BOD) has established Regulations on Additional Election of the BOD at the 2025 AGM for approval as follows:

I. Interpretation of terms:

- DIC Group : Development Investment Construction J.S.C
- BOD : Board of Directors.
- OC : Organizing Committee.
- GMS : General Meeting of Shareholders.
- Delegate : Shareholders, representatives (authorized people).

II. Meeting Chairperson:

The Chairperson of the General Meeting of Shareholders is responsible for presiding over the election with the following specific duties:

- Introducing the list of nominees and candidates for the Board of Directors;
- Supervising the election and ballot counting process;
- Handling any election-related complaints (if any).



III. Election regulations:

- Number of elected additional BOD members: 01 member
- Term: 2023 – 2027
- Maximum number of candidates for BOD: No limitation

1. BOD Election Rights: *(according to Article 25 of DIC Group's Charter)*

Shareholders holding common shares have the right to contribute their voting rights to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 10% to under 30% might nominate up to one (01) candidate; from 30% to under 40% might nominate up to two (02) candidates; from 40% to under 50% might nominate up to three (03) candidates; from 50% to under 60% might nominate up to four (04) candidates; from 60% or more might nominate up to the number of candidates specified in Article 27 of DIC Group's Charter.

Nominated candidates must meet the qualifications outlined in section 2 below.

In case the number of Board of Directors candidates nominated and self-nominated is still insufficient as required under clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors can nominate additional candidates or proceed according to DIC Group's Charter, Regulation on Internal Governance, and Regulation on Operation of the BOD. The procedure for the incumbent Board of Directors to nominate Board of Directors candidates must be clearly announced before the GMS votes on the election of the BOD's members and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with legal regulations.

2. BOD Candidates Qualifications: *Board of Directors candidates must meet the following qualifications and conditions (according to Article 155 of Law on Enterprises No. 59/2020/QH14, Decree No. 155/2020/NĐ-CP)*

- Having full civil act capacity and do not fall under any restrictions on enterprise management as stipulated in Clause 2, Article 17 of Law on Enterprises No. 59/2020/QH14;
- Having professional qualifications and experience in business management or in the industry, sector, or business field of DIC Group, and are not necessarily required to be a shareholder of DIC Group;
- A member of the Board of Directors of DIC Group might concurrently serve as a member of the Board of Directors in no more than 05 other companies.

IV. Election principles:

- Complying strictly with legal regulations and DIC Group's Charter.



- Election rights are determined based on the number of shares owned or represented. The election results are calculated based on the number of voting shares of the attending shareholders.
- In each election, a shareholder representative might use only one ballot corresponding to the number of shares owned or represented.
- The Election Committee is nominated by the BOD and approved by the GMS. Members of the Election Committee shall not be included in the list of nominees and/or candidates for the Board of Directors.

V. Election method:

- Implementing the cumulative voting method (*According to Clause 3, Article 148 of Law on Enterprises 2020*)
 - Implementing the cumulative voting method: each shareholder has a total number of voting rights equal to the total number of owned shares multiplied by the number of elected BOD members. Since the number of additional elected BOD members is 01 member, the total voting rights are determined using the following formula:

$$\text{Total number of voting rights} = \text{Total number of owned shares}$$

*Example: The number of additional elected BOD members is 01 member. Mr. A is a shareholder with 10,000 voting shares. Therefore, his total number of voting rights is calculated as follows: $10,000 * 1 = 10,000$ votes.*
 - Delegates have the right to use cumulative voting to one or multiple candidates.
- Online delegates access the e-voting system and exercise their votes (note: Delegates must vote within the e-voting period specified in the Working Regulations)
- In case of an incorrect selection: Delegates can access the e-voting system and re-exercise their votes (note: Delegates must vote within the e-voting period specified in the Working Regulations)

VI. Election ballots

1. Contents of the ballots

- The ballot is **an online election ballot**.

In case shareholders vote by entering numbers: An invalid ballot is a ballot in which the total number of votes allocated to candidates exceeds the total number of votes allowed at the time of vote counting.

VII. Election and result determination

1. Voting and Vote Counting

- How to fulfil the Ballot:



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- ✓ Delegates might vote for a number of candidates up to the maximum number of elected positions.
- ✓ If cumulative voting to one candidate or equally distributing votes among multiple candidates, delegates must check the “**Cumulative voting**” box for the corresponding candidates.
- ✓ If the votes are not evenly distributed among the candidates, the delegate must specify the number of votes cast in the “**Number of Votes**” box for each respective candidate.

Note:

- In case of any mistakes, shareholders can modify their election results (but cannot cancel them), including the results of additional elections for issues arising beyond the agenda of the General Meeting of Shareholders. The online system only records and counts the final election result at the end of each electronic voting session, as stipulated in the working regulations of the meeting.
- Once the voting period ends, the system will automatically record the completion of vote counting.
- The vote-counting committee is responsible for preparing the vote-counting minutes, announcing the results, and working with the Chairperson to address any concerns or complaints from shareholders (if any).
- For sensitive issues and upon shareholder request, DIC Group must appoint an independent organization to collect and count the votes.

2. Election principles for candidate selection:

- The elected candidates are determined based on the number of received votes, ranked from highest to lowest, starting with the candidate who receives the most votes until the required number of BOD members is reached.
- In case two (02) or more candidates receive the same number of votes for the final available position, a re-election will be conducted among those candidates.
- If the first round of election does not result in the required number of elected members, additional election rounds will be conducted until the necessary number of members is elected.

VIII. Nomination, candidacy documents for the BOD:

1. Nomination, candidacy documents for the BOD includes:

- Application for nomination/candidacy for election to the BOD (*as prescribed form*).
- Curriculum vitae (*as prescribed form*).



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- Certified copies of: Identity card/Passport/Certificates of educational background and qualifications.
- 2. The nominees for the BOD must be responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the content in their application.
- 3. The nomination, candidacy documents should be sent to the following address:

Secretary Committee - Development Investment Construction J.S.C

Address: 15 Thi Sach, Thang Tam Ward, Vung Tau City, BR – VT Province

Tel: 0254-3859248

- 4. Only the nomination/candidacy documents that meet the required conditions for nomination/candidacy, and are submitted to the Organizing Committee before the specified deadline, as well as candidates who fulfill the eligibility criteria for Board of Directors members according to legal regulations, will be included in the list of candidates to be announced at the General Meeting. The list of Board of Directors candidates will be arranged in alphabetical order by name, with full names written on the voting ballot.

The above constitutes the complete regulations on additional election to the BOD's member in the 2025 Annual General Meeting of Shareholders of Development Investment Construction J.S.C, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

OBO. BOARD OF DIRECTORS

CHAIRMAN

Recipients:

- GMS;
- BOD, BOM;
- Archived: AD.



Nguyen Hung Cuong



(NOTICE: This Proposal is a translation of the Vietnamese language original for convenience purposes only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)