

PROPOSAL

**Re: Approval on the Working Regulations
Annual General Meeting of Shareholders in 2025**

**To: GENERAL MEETING OF SHAREHOLDERS
DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C**

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 provides detail regulations for certain provisions implementation of Law on Securities approved on December 31, 2020;*
- *Charter on Organization and Operation of Development Investment Construction J.S.C (DIC Group);*
- *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 of Development Investment Construction J.S.C, the Board of Directors has established the working regulations, working and conduct principles, and voting procedures for the Annual General Meeting of Shareholders (AGM) for approval as follows:

Article 1. Objective:

- Ensuring that the procedures, principles of conduct, voting processes at the AGM of DIC Group adhere to the regulations and conclude satisfactorily.
- Resolutions of the AGM reflect the collective consensus of the AGM, meet the desires and entitlements of shareholders, and comply with the law.

Article 2. Objects and scope:

- **Applicable objects:** All shareholders, representatives (authorized people) of shareholders with DIC Group's owned shares, whose names are listed in the shareholders list of DIC Group on the date Vietnam Securities Depository and Clearing Corporation (VSDC) confirms the shareholders list for the Meeting's attendance on March 18, 2025; all BOD members, Committees under the BOD and the Board of Management (BOM); DIC Group's employees involved in the Meeting's organization; and guests invited to the AGM of DIC Group must adhere to and comply with the provisions of this Regulation,

DIC Group's Charter, Internal Regulation on Corporate Governance, and current legal regulations.

- Applicable scope: This regulation is applied for DIC Group's 2025 AGM organization.

Article 3. Explanation of terms/abbreviation

- DIC Group : Development Investment Construction J.S.C
- BOD : Board of Directors
- OC : Organizing Committee
- AGM : General Meeting of Shareholders
- Delegate : Shareholders, representatives (*authorized people*)
- Livestream system for the AGM : The live video broadcasting system of the General Meeting of Shareholders is available on the website <https://dhcd.dic.vn>
- Meeting : Annual General Meeting of Shareholders

Article 4. Conditions for the AGM conduct

- The AGM can be held when the number of delegates attending the Meeting exceeds more than fifty percent (50%) of the total voting shares¹.
- In case the first Meeting lacks the required number of delegates, the convening authority will cancel the Meeting. The AGM must be reconvened within thirty (30) days from the scheduled date of the first Meeting. The second convened AGM shall only proceed if the number of delegates attending the AGM exceeds at least thirty-three percent (33%) of the total voting shares.
- In case the second Meeting cannot be conducted due to insufficient numbers of delegates, the third AGM can be convened within twenty (20) days from the scheduled date of the second Meeting. In this case, the Meeting will proceed regardless of the total number of voting shares represented by attending shareholders, be considered valid, and have the authority to decide on all agenda issues initially proposed for approval at the first AGM.

Note: The AGM attendance rate of shareholders in the online form is determined when delegates have completed the "**Online AGM Attendance Confirmation**" in the e-voting system as stipulated in Article 5 of this Regulation.

Article 5. Delegates attending the 2025 AGM

- All DIC Group's shareholders as listed on March 18, 2025, have the right to attend the

¹ Clause 1 Article 19 of DIC Group's Charter



online AGM via the e-voting system or authorize their representatives to attend. In case there is more than one authorized representative in accordance with legal regulations, the specific number of shares assigned to each representative must be determined.

- When attending online, delegates should take note:
- **Technical requirements:** Shareholders must have an electronic device connected to the internet (e.g., computers, tablets, mobile phones, other internet-enabled electronic devices).
- **Implementation method:** Delegates access the link, sign in with the provided information to attend the online AGM, and implement e-votes.
- **Method of recording online AGM attendance:** Delegates are recorded as attending the online AGM by the e-voting system when they access the system using the login credentials provided in the meeting invitation and complete the “**Online AGM Attendance Confirmation**” process in the e-voting system.
- **Time for online attendance confirmation:** 9:00 AM on April 08, 2025.

Article 6. Chairperson and Presiding Committee

- The Presiding Committee consists of 04 members, including 01 Chairperson and 03 Members. The Chairman of the BOD serves as the Chairman of the Presiding Committee and the Chairperson of the AGM, or authorizes another BOD member to be the Chairperson of the AGM. In case the Chairman is absent or temporarily unable to perform his duties, the remaining BOD members shall elect one among them to preside the Meeting based on the majority principle, with the member receiving the highest number of votes serving as the meeting Chairperson;
- In other cases, the signatory convening the AGM will preside the AGM to elect the Meeting Chairperson, and the person with the highest number of votes will be appointed as the Meeting Chairperson.
- The Chairperson has the authority to take necessary measures to conduct the Meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the desires of the majority of attendees.
- Tasks of the Presiding Committee
 - Managing the Meeting in accordance with the agenda, as well as the regulations approved by the AGM;
 - Instructing the AGM on issues discussion and vote outlined in the agenda of the Meeting and related issues throughout the Meeting process;
 - Having the authority to decide on the sequence, procedures, and any events occurring outside the Meeting agenda;
 - Responding and recording issues within the agenda approved by the AGM;



- Approving and issuing documents, results, minutes, resolutions of the AGM following the Meeting conclusion;
- The Chairperson conducts on the principle of democratic centralism and decides based on the majority;
- Implementing other tasks in accordance with DIC Group's Charter, Internal Regulation on Corporate Governance, and Legal provisions to manage the AGM.

Article 7. Shareholder Eligibility Verification and Vote Counting Committee, Election Committee

- The Meeting Shareholder Eligibility Verification and Vote Counting Committee, Election Committee consist of 03 members, including 01 Head and 02 members, are nominated by the BOD and submitted to the AGM for approval by voting, are responsible to the Presiding Committee, the AGM for their duties.
- Tasks:
 - Receiving shareholder documents (if any) and verifying the eligibility of online attendees.
 - Reporting to the General Meeting of Shareholders on results of shareholder eligibility verification before the official commencement of the Meeting.
 - Guiding delegates on how to vote and elect at the Meeting.
 - Preparing the vote counting minutes and being responsible to the Presiding Committee and the AGM when performing duties.
 - Reporting the vote counting results in the AGM as directed by the Chairperson.
 - Promptly notifying the Secretary Committee of the voting and election results.
 - Reviewing and reporting to the AGM on any violations of voting and election regulations or complaints regarding the voting and election results.

Article 8. The Meeting Secretary Committee:

- The Secretary Committee of the Meeting consists of 02 members appointed by the Chairperson, is responsible to the Presiding Committee, the AGM for its duties and, operates under the direction of the Presiding Committee.
- Tasks:
 - Recording speeches and discussions of the Meeting in a comprehensive and transparent manner, and summarizing the reports of the Presiding Committee;
 - Receiving shareholder questions in accordance with Article 10 of this Regulation
 - Drafting the Minutes and Resolutions on issues approved by the AGM.
 - Other tasks as assigned by the Chairperson.

Article 9. Discussion in the Meeting

1. Principle:



- Discussion is limited to the allocated time and within the scope of issues outlined in the Meeting Agenda;
 - Only delegates are permitted to engage in the discussion;
 - Delegates can register discussion topics in accordance with the following regulations:
 - Delegates can ask questions during the Discussion segment on the online Meeting platform at the link <http://dhcd.dic.vn> or via email at: ir@dic.vn (before the discussion begins). (*Questions are deemed valid if they are sent from an email registered in the shareholder list provided by Vietnam Securities Depository and Clearing Corporation or an email registered by shareholders in the Letter of authorization sent as a hard copy to DIC Group*).
 - The Secretary Committee will organize the delegates' questions and forward them to the Chairperson.
2. Delegate opinions' responses:
- Based on delegates' questionnaire, the Chairperson or a designated member appointed by the Chairperson will respond to the delegate opinions;
 - In case of limited time for the organization, questions that are not answered directly at the Meeting will be responded later by DIC Group through other appropriate means in accordance with DIC Group's Charter and legal regulations.

Article 10. Voting in the Meeting

1. Principle:

- Issues on the agenda and meeting content of the Meeting must be publically discussed and voted by the AGM. Delegates can vote electronically via the following link: <http://dhcd.dic.vn>

2. E-voting:

- Voting method:
 - Delegates choose one of three voting options: "Approve", "Disapprove" or "Abstain" for each issue presented for voting at the AGM, as configured in the e-voting system.
 - Then, Delegates proceed to confirm their votes for the e-voting system to record the results.
- Voting procedures (specifically stipulated in the election regulation)
- Other regulations on e-voting implementation:
 - In case delegates do not complete all voting and election issues in accordance with the AGM agenda, the unresolved issues will be considered as not voted or elected by the Delegates.
 - In case additional issues arise beyond the AGM agenda that was sent, Delegates might vote or elect on these supplementary issues. If delegates do not participate in the voting



or election for the newly arisen issues, it will be considered that the delegates have not conduct votes for those issues.

- Delegates can modify their voting or election results (but cannot cancel them), including votes on supplementary issues arising beyond the AGM agenda. The online system will only record the final voting or election result at the end of each voting session, as stipulated in the AGM's working regulations.

- Time for the e-voting

The specific time for the e-voting is regulated, as follows:

- The content of the first voting session (including the Meeting Agenda; Meeting Working Regulations; Proposal on approving on the list of the Presiding Committee, Secretary Committee, Shareholder Eligibility Verification and Vote Counting Committee, Election Committee): Delegates conduct their votes from 9:00 AM on April 08, 2025 until before the Organizing Committee announces the end of the voting period for the first voting session.
- The content of the second voting session (including Reports and Proposals on issues within the competence of the AGM in the meeting agenda): Delegates conduct their votes from 9:00 AM on April 08, 2025 until before the Organizing Committee announces the end of the voting period for the second voting session.
- The content of the third voting session (including Regulations on Additional Election of the BOD member; List of the BOD candidates): Delegates conduct their votes from 9:00 AM on April 08, 2025 until before the Organizing Committee announces the end of the voting period for the third voting session.
- Election content: Delegates conduct their votes from 9:00 AM on April 08, 2025 until before the AGM approves the election results.
- The content of the fourth voting session (Approval on the Meeting Minutes and Resolution): Delegates conduct their votes from 9:00 AM on April 08, 2025 until before the Organizing Committee announces the end of the voting period for the fourth voting session.
- Delegates can access the e-voting system and conduct their votes 24 hours a day and 7 days a week, except during system maintenance or other reasons beyond DIC Group's control. At the end of the voting period, the system will no longer record additional re-votes from delegates.

3. Voting procedures:

- Each (01) share represents one voting right. Each delegate attendance represents one or more voting rights.
- On the record date of March 18, 2025, the total number of voting shares in DIC Group amounts to 609,851,995 shares, equivalent to 609,851,995 voting rights.



- Needed-voting issues in the Meeting are only approved when they receive approval from shareholders owning over 50% of the total voting shares of all attending shareholders. For certain voting issues stipulated in Clause 1, Article 21 of DIC Group's Charter, approval must be obtained from at least 65% of the total voting shares of all attending and voting shareholders.
 - Note:
 - Shareholders/ authorized representatives with related interest do not have voting rights on contracts and transactions valued at 35% or more (of DIC Group's total assets as stated in the latest financial statements). These contracts or transactions can only be approved if shareholders/authorized representatives holding at least 65% of the remaining total voting shares give their approval (according to Clause 4, Article 167 of Law on Enterprises 2020).
 - Shareholders/ authorized representatives holding at least 51% of the total voting shares, or their related parties, do not have voting rights on contracts and transactions valued at more than 10% of DIC Group's total assets, as stated in the latest financial statements between DIC Group and such shareholders (according to Point b, Clause 3 and Clause 4, Article 167 of Law on Enterprises 2020).
4. Recording the voting/election result
- The Shareholder Eligibility Verification Committee and Vote Counting Committee review, compile, and report the voting results of each agenda issue to the Chairperson. The voting results will be announced immediately by the Chairperson before the Meeting adjourns.

Article 11. BOD Election

The election of BOD members must be conducted in accordance with the Regulation on the BOD members Election and approved by the General Meeting of Shareholders through voting at the meeting.

Article 12. Minutes of the General Meeting of Shareholders

All contents at the AGM must be documented in the AGM Minutes by the AGM Secretary. These Minutes must be reviewed and approved before the AGM adjourns.

Article 13. Implementation Provision

This regulation is applicable to the 2025 AGM and takes effect immediately upon the approval by DIC Group's General Meeting of Shareholders.

Shareholders, authorized representatives, and guests violating this Regulation shall, depending on the specific level of violation, be reviewed and subject to appropriate handling measures by the Presiding Committee in accordance with DIC Group's Charter and Law on Enterprises.



Respectfully submitted to the AGM for consideration and approval./.

**OBO. BOARD OF DIRECTORS
CHAIRMAN**

Recipients:

- AGM;
- 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.)



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NÊN TANG VỮNG CHẮC, KHƠI SẮC TƯƠNG LAI

