

PROPOSAL

Re: Amendments and supplements to DIC Group's Charter, Internal regulation on corporate governance and Regulation on operation of the Board of Directors

To: General Meeting of Shareholders of Development Investment Construction J.S.C

- Pursuant to Law on Enterprises dated June 17, 2020; Law on amending and supplementing certain articles of the Law on Enterprises dated June 17, 2025;
- Pursuant to Law on Securities dated November 26, 2019;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of Law on Securities; Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing certain articles of Decree No. 155/2020/NĐ-CP;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of Ministry of Finance guiding certain articles regarding corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP;
- Pursuant to DIC Group's Charter issued for the first time on February 23, 2008, amended and supplemented for the 17th time on December 15, 2025;
- Pursuant to Internal regulation on corporate governance of DIC Group;
- Pursuant to Regulation on operation of DIC Group's Board of Directors;
- Pursuant to the recommendation of the Board of Management (BOM) in the Proposal dated March *30*, 2026 regarding amendments and supplements to Charter, Internal regulation on corporate governance and Regulation on operation of the Board of Directors of DIC Group.

Based on the assessment of Charter, Internal regulation on corporate governance and Regulation on operation of the Board of Directors of DIC Group with the provisions of corporate and securities laws, the Board of Directors (BOD) recognizes the necessity to amend and supplement certain contents to ensure compliance with current legal regulations and meet the operational requirements of DIC Group's business activities.

Therefore, the BOD hereby:

1. Reports to the General Meeting of Shareholders on certain amended and supplemented contents of the Charter pursuant to Resolution No. 01/NQ-DIC Group-ĐHĐCĐ dated April 18, 2025 approving the main contents of the 2025 Annual General Meeting of Shareholders. (Details as attachment)
2. The BOD proposes to the AGM for consideration and approval of the following contents:
 - 2.1. Approval of the amendments, supplements to DIC Group's Charter. (Details as attachment)



- 2.2. Approval of the amendments, supplements to DIC Group's Internal regulation on corporate governance. *(Details as attachment)*
- 2.3. Approval of the amendments, supplements to DIC Group's Regulation on operation of the Board of Directors. *(Details as attachment)*

The AGM authorizes/signs tasks to the BOD to decide on all contents, issues, procedures, and related documents when organizing the implementation of amendments, supplements to the charter, Internal regulation on corporate governance, and Regulation on operation of the Board of Directors of DIC Group from the date approved by the AGM.

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

Recipients:

- As above;
- BOD;
- BOM;
- BOD Secretary Committee;
- Archived: AD, Legal Dep.

**OBO, BOARD OF DIRECTORS
CHAIRMAN**



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.)



Development Investment Construction J.S.C FOUNDATION FOR THRIVING FUTURE

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HCMC, day month year 2026

SUMMARY TABLE
AMENDMENTS AND SUPPLEMENTS

(Attached Proposal No. *1.2*./TTr-DIC Group-HĐQT dated *24/4*./2026 regarding the amendments and supplements to DIC Group's Charter, Internal regulation on corporate governance and Regulation on operation of the Board of Directors)

I – Amendments and supplements to DIC Group's Charter

1 - Amended and supplemented contents of DIC Group's Charter reported to the AGM:

No.	Content	Amended content	Legal basis	Date of change to ERC	Notes
1	Clause 3 Article 2	<i>"3. Registered head office of DIC Group is: - Head office address: 15 Thi Sach, Vung Tau Ward, Ho Chi Minh City."</i>	Official Letter No. 4370/BTC-DNTN in 2025 guiding enterprise registration in cases of changes in administrative boundaries.	Enterprise Registration Certificate, 28 th amendment dated December 24, 2025 issued by the Business Registration Office under the Department of Finance of Ho Chi Minh City	
2	Article 6. Charter capital, shares	<i>"1. Charter capital of DIC Group is the total par value of all issued shares, as recorded on the enterprise registration certificate issued by the Department of Finance of Ho Chi Minh City, amounting to VND 6,464,311,910,000. DIC Group's charter capital is divided into 646,431,191 shares, each with a par</i>	- Resolution No. 01/NQ-DIC Group-DHĐCĐ dated April 18, 2025 regarding approval of the main contents of the 2025 Annual General Meeting of Shareholders; - Resolution No. 105/NQ-DIC Group-HĐQT dated June 10, 2025 regarding approval of the results of share issuance for 2024 dividend payment.	Enterprise Registration Certificate, 27 th amendment dated June 27, 2025 issued by the Business Registration Office under the Department of Finance of Ho Chi Minh City	

		<i>value of VND 10,000 (ten thousand)/share</i>			
3	Article 6. Charter capital, shares	<i>"1. Charter capital of DIC Group is the total par value of all issued shares, as recorded on the enterprise registration certificate issued by the Department of Finance of Ho Chi Minh City, amounting to VND 7,964,311,910,000. DIC Group's charter capital is divided into 796,431,191 shares, each with a par value of VND 10,000 (ten thousand)/share"</i>	<ul style="list-style-type: none"> - Resolution No. 01/NQ-DIC Group-DHĐCĐ dated April 18, 2025 regarding approval of the main contents of the 2025 Annual General Meeting of Shareholders; - Resolution No. 107/NQ-DIC Group-HĐQT dated July 8, 2025 regarding the implementation of the plan for additional public offering of shares to existing shareholders; - Resolution No. 125/NQ-DIC Group-HĐQT dated December 15, 2025 regarding approval of the results of additional public offering of shares to existing shareholders in 2025. 	Enterprise Registration Certificate, 28 th amendment dated December 24, 2025 issued by the Business Registration Office under the Department of Finance of Ho Chi Minh City	

2 - Amendments, supplements to DIC Group's Charter submitted to the AGM:

No.	Content	Charter (In effect)	Amended and supplemented Charter 2026	Legal basis	Notes
1	Point d, Clause 3, Article 14	<i>"c) Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter and Clause 2, Article 115 of the Law on Enterprises request the convention of a General Meeting of Shareholders. The request to convene the meeting must be made in writing, <u>clearly stating the reason and purpose of the meeting, with sufficient signatures of</u></i>	<i>"c) Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter and Clause 2, Article 115 of the Law on Enterprises request the convention of a General Meeting of Shareholders. The request to convene the meeting must be made in writing, <u>including the following contents: full name, contact address, nationality, number of personal legal</u></i>	Amendments and supplements comply with Clause 16 and Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing certain articles of the Law on Enterprises; Clause 17, Article 4 of the Law on Enterprises.	

		<u>the relevant shareholders, or multiple written requests shall be compiled to include the signatures of all relevant shareholders.”</u>	<u>documents stated in Clause 16, Article 4 of the Law on Enterprises for individual shareholders; name, enterprise code or number of organizational legal documents stated in Clause 17, Article 4 of the Law on Enterprises, head office address for organizational shareholders; number of shares and registration date of shares for each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the company, basis and reasons for requesting the convening of the GMS. Attached to the request for convening must be documents and evidence regarding violations of the BOD, the extent of such violations, or decisions exceeding authority. Shareholders or groups of shareholders bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the GMS.”</u>	
2	Clause 2, Article 25	“2. Shareholders holding ordinary shares have the right to consolidate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting ordinary	“2. Shareholders holding ordinary shares have the right to consolidate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting ordinary	Amendments and supplements comply with Article 115 of the Law on Enterprises and Article 27 of DIC Group’s Charter.

		<i>shares shall nominate one (01) candidate; from 30% to less than 40% shall nominate up to two (02) candidates; from 40% to less than 50% shall nominate up to three (03) candidates; from 50% to less than 60% shall nominate up to four (04) candidates; and from 60% or more shall nominate the maximum number of candidates as specified in Article 27 of this Charter.”</i>	<i>shares shall nominate one (01) candidate; <u>from 30% to less than 50% shall nominate up to two (02) candidates; from 50% to less than 60% shall nominate up to three (03) candidates; from 60% or more shall nominate the maximum number of candidates as specified in Article 27 of this Charter.”</u></i>		
3	Point c, Clause 1, Article 26	<i>“c. A member of the Board of Directors of DIC Group shall concurrently serve as a member of the Board of Directors of another company.”</i>	<i>“c. A member of the Board of Directors of DIC Group shall <u>only concurrently be a member of the Board of Directors or Board of Members of up to 05 other companies.</u>”</i>	Amendments and supplements comply with Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP amending Article 275 of Decree No. 155/2020/NĐ-CP.	
4	Clause 3, Article 27	<i>“The composition of the Board of Directors shall ensure that at least one-third (1/3) of the total number of members are non-executive members. DIC Group shall minimize the number of BOD members concurrently holding executive positions of DIC Group to ensure the independence of the Board of Directors.”</i>	<i>“The composition of the Board of Directors of DIC Group must ensure that at least 01 member of the Board of Directors is a non-executive member. DIC Group shall minimize the number of BOD members concurrently holding executive positions of DIC Group to ensure the independence of the Board of Directors.”</i>	Amendments and supplements comply with Article 275 of Decree No. 245/2025/NĐ-CP, which does not prescribe a ratio but specifies the number of non-executive BOD members: “Article 276. Composition of the Board of Directors ... 2. The number of non-executive members of the Board of Directors of a public company must comply with the following regulations:	

				a) <u>At least 01 non-executive member in case the Board of Directors has from 03 to 05 members;</u> "
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II – Amendments, supplements to DIC Group’s Internal regulation on corporate governance

No.	Content	Internal regulation on corporate governance (In effect)	Amended and supplemented Internal regulation on corporate governance 2026	Legal basis	Notes
1	Section a.1, Point a, Clause 2, Article 2	“a.1) The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases: <i>(iii) At the request of shareholders or groups of shareholders stated in Clause 2, Article 115 of the Law on Enterprises; The request to convene the meeting must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or multiple written requests shall be compiled to include the signatures of all relevant shareholders.</i> ”	“a.1) The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases: <i>(iii) At the request of shareholders or groups of shareholders stated in Clause 2, Article 115 of the Law on Enterprises; The request to convene the meeting must be made in writing, including the following contents: full name, contact address, nationality, number of personal legal documents stated in Clause 16, Article 4 of the Law on Enterprises for individual shareholders; name, enterprise code or number of organizational legal documents stated in Clause 17, Article 4 of the Law on Enterprises, head office address for organizational shareholders; number of shares and</i>	Amendments and supplements comply with Clause 16 and Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing certain articles of the Law on Enterprises; Clause 17, Article 4 of the Law on Enterprises.	

			<u>registration date of shares for each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the company, basis and reasons for requesting the convening of the GMS. Attached to the request for convening must be documents and evidence regarding violations of the BOD, the extent of such violations, or decisions exceeding authority. Shareholders or groups of shareholders bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the GMS;”</u>	
2	Section b.1, Point b, Clause 2, Article 2	<i>“b.1 The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the shareholder register of DIC Group. This list shall be compiled no more than 10 days prior to the date of sending the invitation letter of the General Meeting of Shareholders, unless a shorter period is specified in the Charter of DIC Group.”</i>	<i>“b.1 The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the shareholder register, <u>securities holder register</u> of DIC Group. This list shall be compiled no more than 10 days prior to the date of sending the invitation letter of the General Meeting of Shareholders, unless a shorter period is specified in the Charter of DIC Group.”</i>	Amendments and supplements comply with Clause 20, Article 1 of Law No. 76/2025/QH15 amending and supplementing certain articles of the Law on Enterprises, which amends Clause 1, Article 141 of the Law on Enterprises.
3	Section c.2, Point c, Clause 2 Article 3	<i>c.2) Shareholders or groups of shareholders holding at least 10% of the total ordinary shares or a smaller percentage as stipulated in DIC</i>	<i>c.2) Shareholders or groups of shareholders holding at least 10% of the total ordinary shares or a smaller percentage as stipulated in DIC</i>	Amendments and supplements comply with Article 115 of the Law on Enterprises and Article 27 of DIC Group’s Charter.

	<p><i>Group's Charter shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Charter of DIC Group. Specifically: shareholders or groups of shareholders holding from 10% to less than 30% of the total voting ordinary shares shall nominate one (01) candidate; from 30% to less than 40% shall nominate up to two (02) candidates; from 40% to less than 50% shall nominate up to three (03) candidates; from 50% to less than 60% shall nominate up to four (04) candidates; from 60% or more shall nominate the maximum number of candidates as specified in DIC Group's Charter.</i></p>	<p><i>Group's Charter shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Charter of DIC Group. Specifically: shareholders or groups of shareholders holding from 10% to less than 30% of the total voting ordinary shares shall nominate one (01) candidate; <u>from 30% to less than 50% shall nominate up to two (02) candidates; from 50% to less than 60% shall nominate up to three (03) candidates; from 60% or more shall nominate the maximum number of candidates as specified in DIC Group's Charter.</u></i></p>		
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III – Amendments and supplements to DIC Group's Regulation on operation of the Board of Directors

No.	Content	Regulation on operation of the BOD (In effect)	Amended and supplemented Regulation on operation of the BOD 2026	Legal basis	Notes
1	Clause 1, Article 5	<i>"1. The BOD has 05 members. DIC Group's Charter shall specifically stipulate the number of members of the BOD."</i>	<i>"1. The BOD has 03 to 11 members. DIC Group's Charter shall specifically stipulate the number of members of the BOD."</i>	Amendments and supplements comply with Article 154 of the Law on Enterprises and Article 27 of DIC Group's Charter.	

2	Point c, Clause 1, Article 6	<i>“c. A member of the Board of Directors of DIC Group shall concurrently serve as a member of the Board of Directors of another company”</i>	<i>“c. A member of the Board of Directors of DIC Group shall only concurrently be a member of the Board of Directors or Board of Members of up to 05 other companies.”</i>	Amendments and supplements comply with Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP amending Article 275 of Decree No. 155/2020/NĐ-CP.	
3	Clause 1, Article 9	<i>“1. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting ordinary shares shall nominate one (01) candidate; from 30% to less than 40% shall nominate up to two (02) candidates; from 40% to less than 50% shall nominate up to three (03) candidates; from 50% to less than 60% shall nominate up to four (04) candidates; from 60% or more shall nominate the maximum number of candidates.”</i>	<i>“1. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting ordinary shares shall nominate one (01) candidate; from 30% to less than 50% shall nominate up to two (02) candidates; from 50% to less than 60% shall nominate up to three (03) candidates; from 60% or more shall nominate the maximum number of candidates as specified in DIC Group’s Charter.”</i>	Amendments and supplements comply with Article 115 of the Law on Enterprises and Article 27 of DIC Group’s Charter.	
4	Point c, Clause 1, Article 13	<i>“1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases: c) At the request of shareholders or groups of shareholders stated in Clause 2, Article 115 of the Law on Enterprises; The request to convene the meeting must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or multiple written</i>	<i>“1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases: c) At the request of shareholders or groups of shareholders stated in Clause 2, Article 115 of the Law on Enterprises; The request to convene the meeting must be made in writing, including the following contents: full name, contact address, nationality, number of personal legal documents stated in Clause 16, Article 4 of the</i>	Amendments and supplements comply with Clause 16 and Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing certain articles of the Law on Enterprises; Clause 17, Article 4 of the Law on Enterprises	

		<p><u>requests shall be compiled to include the signatures of all relevant shareholders;”</u></p>	<p><u>Law on Enterprises for individual shareholders; name, enterprise code or number of organizational legal documents stated in Clause 17, Article 4 of the Law on Enterprises, head office address for organizational shareholders; number of shares and registration date of shares for each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the company, basis and reasons for requesting the convening of the GMS. Attached to the request for convening must be documents and evidence regarding violations of the BOD, the extent of such violations, or decisions exceeding authority. Shareholders or groups of shareholders bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the GMS;”</u></p>		
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