

**DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C**



**REGULATION ON OPERATION  
OF DIC GROUP'S BOARD OF DIRECTORS**

(Promulgated with Resolution No.: 01/NQ-DIC Group-DHĐCĐ dated April 24, 2026)

**Ho Chi Minh City, April 2026**



# TABLE OF CONTENTS

<b>Chapter I. GENERAL PROVISIONS</b> .....	<b>1</b>
Article 1. Scope and applicable entities .....	1
Article 2. Operating principles .....	1
<b>Chapter II. MEMBERS OF THE BOARD OF DIRECTORS</b> .....	<b>2</b>
Article 3. Rights and obligations of members of the BOD .....	2
Article 4. Rights to be provided with information of members of the BOD .....	2
Article 5. Term of office and number of members of the BOD .....	2
Article 6. Standards and conditions for members of the BOD .....	3
Article 7. Chairman of the BOD .....	3
Article 8. Dismissal, removal, replacement, and addition of members of the BOD .....	4
Article 9. Mechanism for election, dismissal, and removal of members of the BOD .....	5
Article 10. Announcement on election, dismissal, removal of members of the BOD .....	6
<b>Chapter III. BOARD OF DIRECTORS</b> .....	<b>7</b>
Article 11. Rights and obligations of the Board of Directors .....	7
Article 12. Duties and entitlements of the BOD in approving and concluding transaction contracts .....	9
Article 13. Responsibility of the BOD to convene the extraordinary General Meeting of Shareholders .....	9
Article 14. Subcommittees of the BOD .....	11
<b>Chapter IV. MEETINGS OF THE BOARD OF DIRECTORS</b> .....	<b>11</b>
Article 15. Meetings of the BOD .....	11
Article 16. Meeting minutes of the BOD .....	12
<b>Chapter V. REPORTING AND DISCLOSURE OF INTERESTS</b> .....	<b>13</b>
Article 17. Submission of annual reports .....	13
Article 18. Remunerations, bonuses, and other benefits of members of the BOD .....	13
Article 19. Disclosure of related interests .....	14
<b>Chapter VI. RELATIONSHIP OF THE BOARD OF DIRECTORS</b> .....	<b>14</b>
Article 20. Relationship between members of the BOD .....	14
Article 21. Relationship with the Board of Management .....	15
Article 22. Relationship with the Audit Committee .....	15
<b>Chapter VII. IMPLEMENTATION PROVISIONS</b> .....	<b>15</b>
Article 23. Effectiveness .....	15



*HCMC, day 24 month 04 year 2026*

**REGULATION ON OPERATION  
OF DIC GROUP'S BOARD OF DIRECTORS**

*Pursuant to the Law on Securities dated November 26, 2019;*

*Pursuant to the Law on Enterprises dated June 17, 2020;*

*Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 on detailing the implementation of some articles of the Law on Securities;*

*Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance on guiding some of articles about corporate governance of public company under the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 on detailing the implementation of some articles of the Law on Securities;*

*Pursuant to the Charter of Development Investment Construction J.S.C approved by the General Meeting of Shareholders ("**DIC Group's Charter**");*

*Pursuant to the Resolution No. 01/NQ-DIC Group-ĐHĐCĐ dated April 24, 2026;*

*The Board of Directors promulgates the Regulation on Operation of Development Investment Construction J.S.C's Board of Directors ("**Regulation on Operation of DIC Group's BOD**") including following contents:*

**Chapter I**  
**GENERAL PROVISIONS**

**Article 1. Scope and applicable entities**

1. Scope: The Regulation on Operation of DIC Group's BOD stipulates the organizational structure, operating principles, rights, obligations of the BOD and its members in accordance with the Law on Enterprises, DIC Group's Charter and other relevant laws.

2. Applicable entities: This Regulation shall apply to the BOD and the members of DIC Group's BOD.

**Article 2. Operating principles**

1. The BOD shall work on the collective principle. Each member of the BOD shall be individually responsible for the performance of their tasks and jointly responsible with the General Meeting of Shareholders and the law for the resolutions and decisions of the BOD related to the development of DIC Group.

2. The BOD shall assign the General Director to organize the implementation of the resolutions and decisions of the BOD.



## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the BOD**

1. Members of the BOD have all the rights specified in the Law on Securities, applicable laws and DIC Group's Charter, including the right to be provided with information and documents on the financial and business performance of DIC Group and its units.

2. Members of the BOD have the obligations specified in DIC Group's Charter and the following obligations:

a) Perform their duties honestly and prudently for the best interests of shareholders and DIC Group;

b) Attend all the meetings of the BOD and discuss the raised issues;

c) Promptly and thoroughly report to the BOD the remunerations received from the subsidiaries, associate companies, and other organizations;

d) Report to the BOD at the latest meeting of transactions between DIC Group, subsidiaries, and other companies in which DIC Group holds 50% or more of the charter capital with members of the BOD and their related persons; transactions between DIC Group and companies whose founders or managers are members of the BOD over the last three years before the transaction;

đ) Disclose information when trading DIC Group's shares according to legal regulations.

3. Independent members of the BOD of a listed company shall prepare the assessment report on the BOD's operations.

#### **Article 4. Rights to be provided with information of members of the BOD**

1. Members of the BOD have all the rights to request the General Director, Deputy General Directors, and other managers of DIC Group to provide information and documents on the financial and business performance of DIC Group and its units.

2. The requested managers shall promptly, thoroughly, and accurately provide the information and documents requested by the members of the BOD. The order and procedures for requesting and providing such information shall be stipulated in DIC Group's Charter.

#### **Article 5. Term of office and number of members of the BOD**

1. The BOD has 03 to 11 members. DIC Group's Charter shall specifically stipulate the number of members of the BOD.

2. The term of office of a member of the BOD shall not exceed 05 years, and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the BOD of a company for no more than 02 consecutive terms.

3. In case the term of office of all members of the BOD ends at the same time, all of them will remain members of the BOD until new members are elected and take over the work.

4. DIC Group's Charter shall specifically stipulate the number, rights, obligations, organization, and cooperation of activities of independent members of the BOD.



## **Article 6. Standards and conditions for members of the BOD**

1. Members of the BOD must meet the following standards and conditions:

- a) Not fall under the entities specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Possess professional qualifications and experience in business administration or the sector, industry, or line of business of DIC Group, and are not necessarily shareholders of DIC Group;
- c) A member of DIC Group's BOD shall only concurrently be a member of the BOD or Board of Members of up to 05 other companies.

2. Independent members of the BOD as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:

- a) Not be currently working for DIC Group, its parent company or subsidiaries; and not have worked for DIC Group, its parent company or subsidiaries for at least the previous 03 consecutive years.
- b) Not be currently receiving salaries or remuneration from DIC Group, except for allowances entitled to members of the BOD in accordance with regulations;
- c) Not have spouses, biological parents, foster parents, biological children, foster children, biological siblings who are major shareholders of DIC Group; or who are managers of DIC Group or its subsidiaries;
- d) Not directly or indirectly own at least 01% of the total voting shares of the DIC Group;
- đ) Not have worked as a member of the BOD or the Board of Supervisors of DIC Group for at least the previous 05 consecutive years, unless being appointed for 02 consecutive terms.

3. Independent members of the BOD must notify the BOD if they no longer meet the standards and conditions stipulated in Clause 2 of this Article, and automatically cease to be independent members of the BOD from the date of failing to meet the required standards and conditions. The BOD must notify this case at the latest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the BOD within 06 months from the date of receiving the notification of the relevant independent member.

## **Article 7. Chairman of the BOD**

1. Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members.

2. Chairman of the BOD must not concurrently hold the General Director position.

3. Chairman of the BOD shall have the following rights and obligations:

- a) Formulate operational programs and plans of the BOD;
- b) Prepare or organize the preparation of agendas, contents, and documents of meetings; convene and chair meetings of the BOD;
- c) Organize the approval, and on behalf of the BOD, sign resolutions and decisions of the BOD;



d) Supervise the process of implementation of resolutions and decisions of the BOD;

đ) Chair the General Meeting of Shareholders;

e) In case of necessity, the Chairman of the BOD may temporarily suspend decisions of the General Director to prevent potential damage, and must subsequently submit a written report to the BOD for an official decision on whether to uphold or revoke the suspension decision, within 15 days from the date of issuing the temporary suspension decision.

4. In case the Chairman of the BOD submits a resignation letter or is dismissed, the BOD must elect a new Chairman within 10 days from the date of receiving the resignation letter or the dismissal. In case the Chairman of the BOD is absent or unable to perform his/her duties, he/she must authorize in writing the Vice Chairman of the BOD to exercise the rights and obligations of the Chairman of the BOD in accordance with the principles in DIC Group's Charter. In case no one is authorized or the Chairman of the BOD is dead, missing, held in policy custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity, or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing particular works, the remaining members must elect one person among themselves to hold the position of Chairman of the BOD under the majority rule until the BOD issues a new decision.

5. The BOD shall decide to appoint the secretary (or establish a Secretary Committee and appoint its members) of DIC Group. DIC Group's Secretary (Secretary Committee) shall have the following rights and obligations:

a) Assist in convening meetings of the General Meeting of Shareholders, the BOD; record meeting minutes;

b) Assist members of the BOD in the performance of their assigned rights and obligations;

c) Assist the BOD in the application and performance of corporate governance principles;

d) Assist DIC Group in building shareholder relations and protecting shareholders' lawful rights and interests; ensure compliance with information disclosure obligations, public information requirements, and administrative procedures

đ) Other rights and obligations in accordance with DIC Group's Regulation on Internal Governance.

#### **Article 8. Dismissal, removal, replacement, and addition of members of the BOD**

1. The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:

a) No longer satisfying the standards and conditions specified in Article 155 of the Law on Enterprises;

b) Submission of a resignation letter that is approved;

c) Mental incapacity, with professional evidence from other members of the BOD proving a loss of legal capacity or behavioral competence;

d) As decided by the General Meeting of Shareholders.



2. The General Meeting of Shareholders shall remove a member of the BOD in the following cases:

a) Not participate in the activities of the BOD for 06 consecutive months, except in cases of force majeure;

b) Provision of false personal information submitted to DIC Group as a BOD candidate;

c) As prescribed by laws and Resolutions of the General Meeting of Shareholders.

3. When deemed necessary, the General Meeting of Shareholders may replace, dismiss, or remove members of the BOD in cases other than those specified in Clauses 1 and 2 of this Article.

4. The BOD must convene the General Meeting of Shareholders to elect additional members of the BOD in the following cases:

a) The number of members of the BOD is decreased by more than one-third compared to the number prescribed in DIC Group's Charter. In this case, the BOD must convene the General Meeting of Shareholders within 60 days from the date the reduction exceeds one-third;

b) The number of independent members of the BOD decreases, failing to satisfy the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed in the latest meeting.

#### **Article 9. Mechanism for election, dismissal, and removal of members of the BOD**

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. The nomination of candidates for the BOD shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates for the BOD must notify other shareholders attending the meeting of their grouping before the opening of the General Meeting of shareholders;

b) Based on the number of members of the BOD, the shareholder or group of shareholders prescribed in this Clause may nominate one or several candidates according to the decision of General Meeting of Shareholders. If the number of nominated candidates is less than the number they are entitled to nominate prescribed in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the BOD and other shareholders.

2. In case the number of candidates for the BOD, through nomination and self-nomination, is less than the required number prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD shall nominate more candidates or organize the nomination following DIC Group's Charter, Internal Regulation on Corporate Governance



and Regulation on Operation of the BOD. This must be announced before the General Meeting of Shareholders starts to vote for members of the BOD in accordance with legal regulations.

3. The election of members of the BOD must be conducted through cumulative voting. Accordingly, each shareholder has several votes that are equivalent to their shares multiplied by the number of members of the BOD, and may cast all or part of the votes for one or several candidates. Elected members of the BOD shall be determined based on the highest number of votes received in descending order, starting from the candidate with the highest votes until the number of members prescribed in DIC Group's Charter is reached. In case two or more candidates for the last member of the BOD receive the same number of votes, a re-election shall be conducted among those candidates, or selection shall be made based on the criteria of Regulation on Election or DIC Group's Charter.

4. The General Meeting of Shareholders shall decide on the election, dismissal, or removal of the members of the BOD through voting principles.

#### **Article 10. Announcement on election, dismissal, removal of members of the BOD**

1. In cases where candidates for the BOD have been identified, DIC Group must disclose information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on DIC Group's website for shareholders to review the candidates' profiles before voting. Candidates for the BOD must have a written commitment confirming the truthfulness and accuracy of disclosed personal information and undertake to perform their duties honestly and prudently for the best interests of DIC Group if elected as members of the BOD. The disclosed information relating to the candidates for the BOD shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Educational qualifications;
- d) Work experience (including experience and positions held by the candidate within the last 05 years);
- đ) Other managerial positions (including positions in the BOD of other companies);
- e) Interests relevant to DIC Group and its related parties (if any);
- g) Report on the candidate's contributions to DIC Group, in case the candidate is currently a member of DIC Group's BOD;
- h) Full name(s) of the shareholder or group of shareholders nominating the candidate (if any);
- i) Other information (if any) prescribed in DIC Group's Charter;
- k) The public company must disclose information regarding the companies in which the candidates are holding positions of members of the BOD, other managerial positions and their interests in these companies (if any).

2. The results of election, dismissal, and removal of members of the BOD shall be announced in accordance with guiding regulations on information disclosure.



## **Chapter III BOARD OF DIRECTORS**

### **Article 11. Rights and obligations of the Board of Directors**

1. The BOD is a managerial body of DIC Group. It has the full authority of DIC Group to make decisions, exercise rights and obligations of DIC Group, except for the rights and obligations of the General Meeting of Shareholders.

2. Rights and obligations of the BOD are stipulated by law, the DIC Group's Charter and the General Meeting of Shareholders. Specifically, the BOD has the following rights and obligations:

a) Decide on the strategy, medium-term development plans and annual business plans of DIC Group;

b) Propose the types of shares and the total number of shares authorized to be offered for each type;

c) Decide on the sale of unsold shares within the authorized number of shares to be offered for each type; decide on raising additional capital through other methods;

d) Decide on the selling price of DIC Group's shares and bonds;

đ) Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and limits as prescribed by law;

g) Decide on solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value equal to or exceeding 35% of the total assets recorded in DIC Group's latest financial statement, and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, remove the Chairman of the BOD; appoint, dismiss, sign contracts, terminate contracts with the General Director and other key manager as stipulated in DIC Group's Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies and decide the remuneration and other benefits for those representatives;

k) Supervise and direct the General Director and other managers in the day-to-day business operations of DIC Group;

l) Decide on the organizational structure and internal management regulations of DIC Group, decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution and share acquisition of other enterprises;

m) Approve the agenda and document of the General Meeting of Shareholders, and convene the General Meeting of Shareholders or collect written opinions for the approval of the General Meeting of Shareholders' resolutions;



- n) Submit the audited financial statements to the General Meeting of Shareholders;
- o) Propose the dividend rate to be paid; decide on the timing and procedures for dividend payment or on the handling of losses incurred during business operations;
- p) Propose the reorganization, dissolution of DIC Group; request the bankruptcy of DIC Group;
- q) Decide on the promulgation of the Regulation on Operation of the BOD, Internal Regulation on Corporate Governance after approval by the General Meeting of Shareholders; decide on the promulgation of the Regulation on Operation of the Audit Committee under the BOD, and the Regulation on Information Disclosure of DIC Group;
- r) Be responsible to the shareholders for DIC Group's operations;
- s) Treat all shareholders equally and respect the interests of parties having related interests in DIC Group;
- t) Report on the BOD's activities at the General Meeting of Shareholders in accordance with this Regulation and relevant laws; specifically, the supervision of the BOD over the General Director and other executives during the fiscal year;
- u) Ensure DIC Group's operations comply with the provisions of law, the Charter, and internal regulations of DIC Group;
- v) Decide on all necessary matters, issues, dossiers, procedures requiring adjustment, amendment, and supplementation related to projects that have been approved for initial investment policy by the Competent Authority of the enterprise/the General Meeting of Shareholders, including but not limited to the following cases:
- Due to changes in legal regulations/adjustments to planning/modifications to the project's scale or nature,... as required by competent state authorities.
  - After obtaining the investment policy approval/the adjustment of the investment policy approval, or the issuance/adjustment of the Investment Registration Certificate from competent state authorities;
  - After being selected as the investor by competent state authorities through bidding/auction;
  - After obtaining appraisal/adjustment of the feasibility study report from competent state authorities;
  - After obtaining approval from competent state authorities for extension of the project's operation term, extension or adjustment of project implementation schedule;
  - After obtaining approval from competent state authorities for transfer of the project/part of the project/capital contribution in the form of land use rights value to implement the project;
  - Adjust investment projects in case of division, separation, merger of investment projects or use of land use rights and assets attached to land of investment projects for investment cooperation, the policy of which has been approved by competent authorities;
  - When there are changes in the layout of main functions within the works, requiring reassessment of design solutions to ensure construction safety, fire and explosion prevention, environmental protection, and compliance with the project's technical standards.



- When cumulative implemented value exceeds the total approved investment value, or when input cost factors (compensation, site clearance, land use fees, investment norms,...) result in a change of the project's investment cost;

- Other necessary matters, issues, dossiers, procedures requiring adjustment, amendment, and supplementation related to projects that have been approved for initial investment policy by the Competent Authority of the enterprise/the General Meeting of Shareholders.

x) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other provisions of law and DIC Group's Charter.

3. The BOD shall approve resolutions and decisions by voting at meetings, collecting written opinions or other methods prescribed by DIC Group's Charter. Each member of the BOD has one vote.

4. In case the BOD approves a resolution or decision that contradicts legal regulations, the resolution of the GMS or DIC Group's Charter, and thus causes damage to the Company, the members who vote for approval of such resolution or decision shall be jointly responsible and pay compensation to DIC Group; the members who vote against such resolution or decision are exempt from the responsibility. In this case, shareholders of DIC Group are entitled to request the Court to suspend the unconformable resolution or decision.

#### **Article 12. Duties and entitlements of the BOD in approving and concluding transaction contracts**

1. The BOD approves contracts and transactions with a value of less than 35%, or transactions that result in the total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total asset value stated in the latest financial statements, or another lower ratio or value as stipulated in DIC Group's Charter, between DIC Group and any of the following parties:

- Members of the BOD, members of the Board of Supervisors, General Director, other managers and affiliated persons of these individuals.

- Shareholders, authorized representatives of shareholders owning over 10% of the total ordinary shares of DIC Group and their affiliated persons;

- Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. DIC Group's representatives shall send notices to members of the BOD and the Board of Supervisors when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or the main content of the transaction. The BOD shall decide whether to approve the contract or transaction within 15 days of receiving the notice, unless the Company's Charter stipulates a different time limit. Members of the BOD having interests related to the parties to the contract or transaction must abstain from voting.

#### **Article 13. Responsibility of the BOD to convene the extraordinary General Meeting of Shareholders**

1. The BOD must convene the extraordinary General Meeting of Shareholders in the following cases:



- a) The BOD deems it necessary for DIC Group's interests;
- b) The remaining number of the BOD is fewer than the minimum number prescribed by law

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 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;

d) The BOD deems it necessary for DIC Group's interests. Convening shall be deemed necessary if the Audit Committee considers the meeting important to discuss the audit report or DIC Group's financial performance, and the BOD concurs;

d) The audited quarter, semi-annual, or annual financial statements reflect that the company's equity has been reduced by one-half ( $\frac{1}{2}$ ) compared to the beginning of the period;

e) Other cases as prescribed by law.

## 2. Convening the extraordinary General Meeting of Shareholders

The BOD must convene the General Meeting of Shareholders within 30 days from the date on which the number of members of the BOD or independent members of the BOD falls below the minimum number prescribed in DIC Group's Charter, or from the date of receipt of a request as stipulated at Points c and d, Clause 1 of this Article.

3. The convener of the General Meeting of Shareholders must perform the following tasks:

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and settle complaints related to the list of shareholders;
- c) Prepare the agenda and contents of the meeting
- d) Prepare the documents for the meeting;
- d) Draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda; prepare the list and detailed information of candidates in case of election of members of the BOD or members of the Board of Supervisors;
- e) Determine the time and venue of the meeting
- g) Send the notice of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.



#### **Article 14. Subcommittees of the BOD**

1. The BOD may establish subcommittees in charge of the policies regarding development, human resource, remuneration, internal audit, and risk management,... The BOD shall decide the number of members of each subcommittee with at least 02 persons combining of members of the BOD and external members. The subcommittees shall operate following the regulations of the BOD. A subcommittee's resolution is only effective when it is voted for by most members during its meetings.

2. The implementation of the BOD's decisions or its subcommittees shall comply with applicable law, DIC Group's Charter, and the internal regulation on corporate governance.

### **Chapter IV MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the BOD**

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within 07 working days from the completion date of that BOD's election. This meeting shall be convened and chaired by the member who has received the highest number of votes or the highest voting percentage. In case there is more than one member with the same highest number of votes or voting percentage, the members shall elect, by majority, one among them to convene the meeting of the BOD.

2. The BOD shall have at least 01 meeting per quarter and may have extraordinary meetings.

3. The Chairman of the BOD shall convene a meeting of the BOD in the following cases:

- a) At the request of an independent member of the BOD;
- b) At the request of the Director or General Director or at least 05 other managers;
- c) At the request of at least 02 members of the BOD;
- d) Other cases, if any.

4. The request for a meeting mentioned in Clause 3 of this Article must be made in writing, and specify the purposes, and matters that need to be discussed and decided by the BOD.

5. The Chairman of the BOD must convene a meeting of the BOD within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the BOD must be responsible for the damage caused to DIC Group; the requester is entitled to convene the meeting instead of the Chairman of the BOD.

6. The Chairman of the BOD or the convener must send invitations at least 05 working days before the meeting. The invitation must specify the meeting time, venue, agenda and matters to be discussed and decided. The invitation must be enclosed with documents and ballots for the meeting.

The invitation to the meeting of the BOD may be sent in writing, by telephone, fax, electronic means, or other methods as stipulated in the DIC Group's Charter, and must be ensured to reach the contact address of each BOD member registered with DIC Group.



7. The Chairman of the BOD or the convener shall send the invitation and enclosed documents to members of the Audit Committee in the same manner as to the members of the BOD.

Members of the Audit Committee are entitled to attend and discuss in meetings of the BOD but not to vote.

8. The meeting of the BOD shall be conducted when at least 3/4 of the total members are present. If the meeting convened in accordance with this Clause does not have the required number of members in attendance, the second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the BOD are present.

9. A member of the BOD shall be deemed to attend and vote at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online meeting, electronic voting or other electronic forms;
- d) Sending a ballot to the meeting via mail, fax, or email;
- d) Sending a ballot by other means as stipulated in the DIC Group's Charter.

10. In case of sending a ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the BOD no later than 01 hour before the meeting commences. The ballot shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the BOD. A member may authorize another person to attend the meeting and vote if approved by the majority of the members of the BOD.

12. Resolutions and decisions of the BOD shall be ratified if approved by the majority of attending members; in case of a tie vote, the final decision shall belong to the side with the opinion of the Chairman of the BOD.

#### **Article 16. Meeting minutes of the BOD**

1. The meeting minutes of the BOD shall be taken in the form of written documents and may also be recorded or archived in other electronic forms. The meeting minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, and identification number;
- b) Time and venue of the meeting;
- c) Purposes, agenda, and contents of the meeting;
- d) Full names of each attending member or authorized attendee and the method of attendance; full names of absent members and reasons for absence;
- d) Matters discussed and voted on at the meeting;
- e) Summaries of opinions of each participating member in chronological order;
- g) Voting results, clearly stating the members who approve, disapprove and abstain;
- h) Approved matters and corresponding voting ratios;



i) Full names and signatures of the chairperson and minute taker, except in the case specified in Clause 2 of this Article.

2. In case the chairperson or minute taker refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other attending members of the BOD and have adequate contents according to Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article.

3. The chairperson, the minute taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the BOD's meeting minutes.

4. The meeting minutes of the BOD and the documents used in the meeting shall be archived at the Company's headquarters.

5. The minutes prepared in both Vietnamese and foreign languages shall have equal legal validity. If there are any discrepancies between the Vietnamese and foreign languages, the Vietnamese shall prevail.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of annual reports**

1. At the end of the fiscal year, the BOD must submit to the General Meeting of Shareholders the following reports:

- a) The report on the business performance of DIC Group;
- b) The financial statements
- c) The report on the assessment of the management and administration of DIC Group;
- d) The report on the activities of the BOD at the General Meeting of Shareholders as stipulated in this Regulation and relevant laws; specifically, the supervisory activities of the BOD over the General Director and other managers during the fiscal year.

2. The reports mentioned in Clause 1 of this Article shall be archived at DIC Group's headquarters at least 10 days before the opening date of the annual General Meeting of Shareholders unless DIC Group's Charter stipulates a longer period. The shareholders who have held DIC Group's shares for at least 01 year are entitled to examine the reports mentioned in this Article themselves or with their lawyers, accountants, or auditors with practicing certificates.

#### **Article 18. Remunerations, bonuses, and other benefits of members of the BOD**

1. DIC Group is entitled to pay remuneration and bonuses to members of the BOD according to business results and performance.

2. Members of the BOD are entitled to receive remuneration and bonuses. The remuneration is calculated based on the number of days required to complete their duties and the daily remuneration rate. The BOD shall estimate the remuneration level for each member based on the unanimity principle. The total amount of remuneration and bonuses for the BOD is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration for each member of the BOD shall be included in DIC Group's business expenses in accordance with the law on corporate income tax, shall be presented as



a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the BOD who are holding executive positions or working in subcommittees of the BOD or performing tasks other than regular tasks assigned to members of the BOD may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the BOD.

5. Members of the BOD are entitled to reimbursement for travel, accommodation and other reasonable costs incurred during their tasks, including participation in meetings of the General Meeting of Shareholders, the BOD or its subcommittees.

6. Members of the BOD may have liability insurance purchased by DIC Group if the General Meeting of Shareholders approves this. This insurance does not cover the liability of members of the BOD relevant to violations against the law and DIC Group's Charter.

#### **Article 19. Disclosure of related interests**

The disclosure of interests and related persons of DIC Group shall comply with the following provisions:

1. Members of the BOD must declare their related interests, including:

a) Names, enterprise identification numbers, headquarters addresses, business lines of enterprises in which they hold stakes or shares; their holdings and the time of holdings;

b) Names, enterprise identification numbers, headquarters addresses, business lines of enterprises in which their related persons jointly or separately hold stakes or shares that are worth more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendment or supplement must be notified to DIC Group within 07 working days from the date of such amendment or supplement.

3. Before performing any task within the scope of operation of DIC Group, whether in their own names or others, members of the BOD must explain the nature and contents of these tasks to the BOD and may only perform them if the majority of the remaining members approve them. Otherwise, any income generated by such activity will belong to DIC Group.

### **Chapter VI RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between members of the BOD**

1. The relationships between members of the BOD are cooperative. Members of the BOD are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. During the performance of their tasks, the member in charge must proactively coordinate the handling of any matters related to the fields of other members of the BOD. In case of disagreements among members of the BOD, the member in charge shall submit a report to the Chairman of the BOD for consideration or hold a meeting or collect opinions of members of the BOD following the law, DIC Group's Charter, and this Regulation.



3. In case of reassignment among members of the BOD, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Chairman of the BOD.

#### **Article 21. Relationship with the Board of Management**

With the administration role, the BOD shall promulgate resolutions, which will be implemented by the General Director and the Board of Management. Concurrently, the BOD supervises and inspects the implementation of such resolutions.

#### **Article 22. Relationship with the Audit Committee**

1. The relationship between the BOD and the Audit Committee is one of coordination. Their working relationship shall be based on the principles of equality and independence, while ensuring close coordination and mutual support in the execution of their tasks.

2. Upon receiving inspection minutes or consolidated reports from the Audit Committee, the BOD is responsible for reviewing them and directing the relevant departments to formulate plans and promptly make rectifications.

### **Chapter VII IMPLEMENTATION PROVISIONS**

#### **Article 23. Effectiveness**

The Regulation on Operation of the BOD of DIC Group consists of 07 chapters, 23 articles and takes effect from April 24, 2026.

**OBO. BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Hung cuong**

*(NOTICE: This 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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