

DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C



REGULATION

ON INTERNAL GOVERNANCE OF DIC GROUP

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

Ho Chi Minh City, April 2026

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HCMC, day 24 month 04 year 2026

REGULATION ON INTERNAL GOVERNANCE OF DIC GROUP

(Promulgated with Resolution of Annual General Meeting of Shareholders No. 01/NQ-DIC Group-ĐHĐCĐ dated April 24, 2026)

Pursuant to Law on Securities dated November 26, 2019;

Pursuant to Law on Enterprises dated June 17, 2020;

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

Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Minister of Finance on guiding the information disclosure on the stock market;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance on guiding a number of articles on public company governance as prescribed in the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, on detailing the implementation of a number of articles of Law on Securities;

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

Pursuant to Resolution of the Annual General Meeting of Shareholders No. 01/NQ-DIC Group-ĐHĐCĐ dated April 24, 2026;

*The Board of Directors promulgates the Regulation on Internal Governance of Development Investment Construction J.S.C ("**Regulation on Internal Governance of DIC Group**"), as follows:*

Article 1. Governing scope and applicable entities

1. Governing scope: The Regulation on Internal Governance of DIC Group regulates roles, rights and responsibilities of the General Meeting of Shareholders, the Board of Directors, the General Director; procedures for convening and conducting the General Meeting of Shareholders; as well as the processes for nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the General Director, and other corporate governance activities in accordance with the Charter of DIC Group and applicable legal provisions.

2. Applicable entities: This regulation applies to members of the Board of Directors, the General Director and other relevant parties.

Article 2. General Meeting of Shareholders

1. Roles, rights and obligations of the General Meeting of Shareholders

a) Roles of the General Meeting of Shareholders



The General Meeting of Shareholders consists of all shareholders having voting rights and is the highest decision-making body of DIC Group. The General Meeting of Shareholders shall be held annually. In addition to the Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders can be convened. Both Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders can be held in one of the following forms: in-person meeting, online meeting (or a hybrid meeting), written opinions' collection. The venue of the General Meeting of Shareholders is determined as the place where the chairperson of the meeting is physically present, and must be within the territory of Vietnam.

The Annual General Meeting of Shareholders shall be convened within 04 months from the end of the fiscal year. Unless otherwise provided in the Charter of DIC Group, the Board of Directors can, when necessary, decide to extend the time limit for convening the Annual General Meeting of Shareholders; however, such extension shall not exceed 06 months from the end of the fiscal year.

b) Rights and obligations of the General Meeting of Shareholders

- b.1) Approving the development orientation of DIC Group;
- b.2) Deciding on the types of shares and the total number of shares of each type to be offered; deciding on the annual dividend rate for each type of share;
- b.3) Electing, dismissing, and removing members of the Board of Directors;
- b.4) Deciding on the investment (the approval on the initial investment policy) or the sale of assets with a value at least 35% of the total assets recorded in the latest financial statements of DIC Group, unless the Charter of DIC Group specifies a different ratio or value;
- b.5) Deciding on amendments, supplements to the Charter of DIC Group;
- b.6) Approving the annual financial statements;
- b.7) Deciding on the repurchase of more than 10% of the total number of issued shares of each type;
- b.8) Reviewing, handling violations of members of the Board of Directors that cause damage to DIC Group and its shareholders;
- b.9) Deciding on the reorganization, dissolution of DIC Group;
- b.10) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors;
- b.11) Approving the Regulation on Internal Governance; the Regulation on Operation of the Board of Directors;
- b.12) Approving the list of independent audit firms; deciding on the appointment of an independent audit firm to review DIC Group's operations, dismissing the independent auditor if deemed necessary;
- b.13) Other rights and obligations in accordance with the Law on Enterprises and the Charter of DIC Group.

2. Orders, procedures for the General Meeting of Shareholders to approve resolutions by voting at the meeting

a) Authority to convene the General Meeting of Shareholders

- a.1) The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:



(i) When the Board of Directors deems it necessary in the interest of DIC Group;
(ii) When the number of remaining members of the Board of Directors is less than the minimum required by legal provisions;

(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 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;

(iv) Other cases as prescribed by legal provisions and the Charter of DIC Group.

a.2) Unless otherwise provided in the Charter of DIC Group, the Board of Directors must convene the General Meeting of Shareholders within 30 days from the date of occurrence of the event specified in Point a.1 (ii), Clause 2 of this Article or from the date of receiving the request as stated in Point a.1 (iii), Clause 2 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairman and members of the Board of Directors shall be liable for any damages caused to DIC Group.

a.3) In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a.1, Clause 2 of this Article, the shareholder or group of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises shall have the right to represent DIC Group in convening the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises.

a.4) The person convening the General Meeting of Shareholders shall be responsible for implementing the following tasks:

- (i) Preparing the list of shareholders entitled to attend the meeting;
- (ii) Providing information and resolving complaints related to the list of shareholders;
- (iii) Preparing the agenda and contents of the meeting;
- (iv) Preparing meeting documents;
- (v) Drafting the resolution of the General Meeting of Shareholders based on the expected contents of the meeting; preparing the list and detailed information of the candidates in the case of electing members of the Board of Directors;
- (vi) Determining the time and venue of the meeting;
- (vii) Sending meeting invitations to each shareholder entitled to attend the meeting in accordance with the provisions of this Law;
- (viii) Other tasks necessary for the meeting.

a.5) The expenses for convening and organizing the General Meeting of Shareholders under Points a.2 and a.3, Clause 2 of this Article shall be reimbursed by DIC Group. Such



expenses do not include any costs incurred by shareholders for attending the meeting, including travel and accommodation expenses.

b) Preparing the list of shareholders entitled to attend the General Meeting of Shareholders

b.1) The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the shareholder register, securities holder 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.

b.2) The list of shareholders entitled to attend the General Meeting of Shareholders shall include the full name, contact address, nationality, and identification document number for individual shareholders; and the name, business registration number or legal document number, head office address for organizational shareholders; the number of shares by type, registration number, and registration date of each shareholder.

b.3) Shareholders have the right to inspect, review, extract, copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; to request corrections of inaccurate information or supplementation of necessary information about themselves in the list. The manager of DIC Group is responsible for promptly providing information from the shareholder register, correcting and supplementing inaccurate information upon shareholders' requests; shall be responsible for any damages arising from failure to provide or from delayed or inaccurate provision of the shareholder register information as requested. The procedures for requesting information from the shareholder register shall comply with the provisions of the Charter of DIC Group.

b.4) DIC Group shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.

c) Notice of finalizing the list of shareholders entitled to attend the General Meeting of Shareholders

DIC Group shall disclose information on the expected record date for existing shareholders to exercise their rights to attend the General Meeting of Shareholders at least 20 days prior to the expected record date.

d) Notice of convening the General Meeting of Shareholders, information disclosure regarding the meeting

d.1) The convener of the General Meeting of Shareholders shall send the meeting invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting. The meeting invitation must include the name, head office address of the company, business registration number; name, contact address of the shareholder, time, venue of the meeting and other requirements for attendees.

d.2) The meeting invitation shall be sent to all shareholders via a method that ensures it reaches their contact address (mail, courier, email, fax, SMS, direct delivery, etc.), and shall also be published on the official website of the Company, the State Securities Commission, and the Stock Exchange.

(i) In case the Company sends the invitation by email, fax, or SMS, the recipient's contact details (email address, phone number, fax number) are those provided and stored by the Vietnam Securities Depository and Clearing Corporation (VSD).



(ii) For shareholders who are employees of the Company, the invitation shall be enclosed in a sealed envelope and delivered directly to them at the workplace.

d.3) The meeting invitation shall be accompanied by the following documents:

(i) The meeting agenda, supporting documents to be used at the meeting, and draft resolutions for each issue on the agenda;

(ii) Voting ballots.

d.4) The distribution of meeting documents mentioned in Point d.3, Clause 2 of this Article can be replaced by publishing them on the official website of DIC Group. In such case, the meeting invitation must clearly state the location and method for downloading the documents.

d.5) Information disclosure about the General Meeting of Shareholders: At least 21 days prior to the opening date of the General Meeting of Shareholders, DIC Group shall publish on the official website, as well as on the websites of the State Securities Commission and the Stock Exchange, an announcement of the meeting that must contain a link to all related meeting documents, including the invitation, meeting agenda, voting ballot, materials to be used in the meeting, and draft resolutions for each issue on the agenda. These documents shall be updated with any amendments, additions (if any).

đ) Agenda, contents of the General Meeting of Shareholders (the person responsible for preparing the agenda, contents of the meeting; provisions on shareholders' proposals to be included in the agenda)

đ.1) The convener of the General Meeting of Shareholders shall prepare the agenda, contents of the meeting.

đ.2) Shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises (owning at least 5% of the total number of ordinary shares, or a lower percentage as specified in the Charter of DIC Group) have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to DIC Group no later than 3 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held, and the proposed issues to be included in the agenda.

đ.3) In case the convener of the General Meeting of Shareholders refuses a proposal as stipulated in Point đ.2, Clause 2 of this Article, a written response stating the reasons must be sent no later than 2 working days before the opening date of the meeting. The convener shall only refuse the proposal in the following cases:

(i) The proposal was submitted in manner that does not comply with the provisions stated in Point đ.2, Clause 2 of this Article;

(ii) The proposed issue is not within the authority of the General Meeting of Shareholders;

(iii) Other cases as stipulated in the Charter of DIC Group.

đ.4) The convener of the General Meeting of Shareholders shall accept and include the proposal stipulated in Point đ.2, Clause 2 of this Article in the tentative agenda and contents of the meeting, except in the cases specified in Point đ.3, Clause 2 of this Article; the proposal shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

e) Authorization to a Proxy to attend the General Meeting of Shareholders



e.1) Shareholders, authorized representatives of institutional shareholders can directly attend the meeting or authorize one or more individuals, other organizations to attend the meeting, or participate in the meeting through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises (*Attending and voting directly at the meeting; Authorizing other individuals, organizations to attend and vote at the meeting; Attending and voting via online meetings, e-voting or other e-forms; Sending voting ballots to the meeting by mail, fax, email; Sending voting ballots by other means as stipulated in the Charter of DIC Group*).

e.2) Authorization of individuals, organizations to attend the General Meeting of Shareholders under the provisions of Point e.1, Clause 2 of this Article shall be made in writing. The proxy letter shall be prepared in accordance with the provisions of civil law and shall clearly state the name of the authorizing shareholder, the name of the authorized individual, organization, the number of shares authorized, the contents of authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders shall submit the proxy letter upon registration for attendance. In the case of re-authorization, the participant must additionally present the initial proxy letter from the shareholder, the authorized representative of the institutional shareholder (if it has not been previously registered with DIC Group).

e.3) The voting ballots of the authorized representative attending the meeting, within the scope of authorization, shall remain valid in any of the following cases:

(i) The authorizing party passed away, has had limited legal capacity, or lost legal capacity;

(ii) The authorizing party has revoked the authorization;

(iii) The authorizing party has revoked the authority of the person performing the authorization.

This provision shall not apply in cases where DIC Group receives notification of any of the above events prior to the opening of the General Meeting of Shareholders or before the reconvened meeting is held.

g) The registration method to attend the General Meeting of Shareholders

g.1) Prior to the opening of the General Meeting of Shareholders, DIC Group shall implement shareholder registration procedures and continue the registration process until all shareholders entitled to attend the meeting complete their registration.

g.2) Upon attending the General Meeting of Shareholders, the shareholder/authorized representative shall present documents, as follows:

(i) The original ID card, passport, or other lawful personal identification;

(ii) The original proxy letter prepared in accordance with civil law, in the case of authorized representative attendance.

g.3) Upon the shareholder registration, DIC Group shall provide each shareholder or authorized representative with voting rights the following documents:

(i) Meeting documents;

(ii) One (01) voting card with DIC Group's seal. The voting card shall indicate the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. The voting card is used by shareholders to vote on issues requiring immediate approval at the Meeting by the method of Raising cards;



(iii) One (01) voting ballot with DIC Group's seal. The voting ballot shall indicate the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. The voting ballot is used by shareholders to vote on issues requiring approval by Secret ballot;

(iv) Election ballot for members of the Board of Directors with DIC Group's seal, in case the General Meeting of Shareholders elects members of the Board of Directors.

g.4) Shareholders or authorized representatives attending the meeting after its commencement still have the right to register; however, the Chairperson shall not be responsible for suspending the meeting.

h) Conduction conditions

h.1) The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares;

h.2) If the first General Meeting of Shareholders fails to meet the quorum requirement as prescribed in Point h.1, Clause 2 of this Article, the second General Meeting of Shareholders invitation must be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting shares.

h.3) If the second General Meeting of Shareholders also fails to meet the quorum requirement as prescribed in Point h.2, Clause 2 of this Article, the third General Meeting of Shareholders invitation must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the attending shareholders.

h.4) Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was included with the invitation in accordance with Point d, Clause 2 of this Article and Article 142 of the Law on Enterprises.

i) Method of the approval on resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall approve resolutions under its authority by voting at the meeting.

k) Voting procedures

k.1) The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by way of **Approval, Disapproval, Abstention**. The voting result shall be announced by the Chairperson before the closing of the meeting, unless otherwise stipulated in the Charter of DIC Group.

k.2) Shareholders or their authorized representatives arriving after the meeting's commencement can still register and exercise their voting rights immediately after registration; in such cases, the validity of issues already voted upon shall remain unaffected.

k.3) All issues in the agenda of the General Meeting of Shareholders must be approved by way of shareholders' voting. Voting at the General Meeting of Shareholders shall be conducted in one of two forms: Voting by Raising Voting cards or Secret ballot.

(i) Voting by Raising Voting cards (using voting cards issued by the Organizing Committee):

This form shall be applied to seek the General Meeting of Shareholders' opinions on principal issues, as follows:

- Meeting agenda;



- Working regulations and voting procedures at the General Meeting of Shareholders;
- List of the Presiding Committee, Secretary Committee, Vote Counting Committee;
- Regulations on Additional Election of the Board of Directors' members;
- List of candidates for the Board of Directors;
- List of the Election Committee and nomination of the Head of the Election Committee;
- Minutes of vote counting;
- Minutes of vote-counting for election of the Board of Directors' members;
- Minutes, Resolution of the General Meeting of Shareholders;
- Other issues as stipulated by the working regulations of the General Meeting of Shareholders to be voted upon by raising voting cards.

Method: Shareholders shall raise their voting cards to express **Approval, Disapproval, Abstention** on issues when requested by the Organizing Committee or the Chairperson. An issue shall be approved if it obtains a simple majority of votes.

(ii) Voting by Secret ballot (using ballots issued by the Organizing Committee):

This form shall be applied to seek the General Meeting of Shareholders' opinions on key issues in the agenda (as specifically stated on the ballots), including:

- Reports of the Board of Directors and subcommittees under the Board of Directors;
- Reports and proposals on issues under the authority of the General Meeting of Shareholders.

Method: Shareholders shall vote on the issues stated on the Voting ballot by marking one of the corresponding boxes: **Approval, Disapproval, Abstention**. A shareholder shall select one option only and mark the corresponding box.

l) Vote counting procedures

1.1) The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote-counting process upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson.

1.2) A valid ballot must satisfy requirements, as follows:

- It must be in the form issued by the Organizing Committee with the seal of DIC Group;
- It must contain a mark in one of the boxes indicating the shareholder's opinion. Ballots with no mark or with marks in multiple boxes shall be deemed invalid;
- The ballot must not be torn, erased, altered.
- The shareholder must sign and clearly write his/her full name at the bottom of the ballot.

1.3) Vote counting shall be implemented immediately after the voting concludes; the Vote Counting Committee shall invite a shareholder to supervise the vote-counting process. After verification of validity, the ballots shall be entered into the vote-counting software for consolidation and determination of the results. The Vote Counting Committee must prepare a Vote-Counting Minutes.

m) Conditions for the approval on resolutions



m.1) A resolution on the following issues shall be approved if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in Clauses m.3 and m.4 of this Article:

- (i) Types of shares and the total number of shares of each type;
- (ii) Changes in business lines, industries, and fields of operation;
- (iii) Changes in the organizational and management structure of DIC Group;
- (iv) Investment projects or sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of DIC Group;
- (v) Reorganization, dissolution of DIC Group;
- (vi) Other issues as stipulated in the Charter of DIC Group.

m.2) Other resolutions shall be approved if they are approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for issues specified in Clauses m.1, m.3, m.4, and m.5 of this Article.

m.3) A resolution of the General Meeting of Shareholders shall be deemed valid and effective if it is approved by 100% of the total voting shares, even if the order, procedures for convening the meeting and approving the resolution contravene the provisions of the Law on Enterprises and the Charter of DIC Group.

m.4) The election of members of the Board of Directors shall be conducted by the method of cumulative voting, under which each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders can accumulate all or part of their votes for one or several candidates. Candidates elected to the Board of Directors shall be determined based on the highest number of votes, starting from the candidate with the highest votes until the required number of members stipulated in the Charter of DIC Group is reached. In case two or more candidates obtain the same number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes, or selection shall be made based on criteria stipulated in Regulations on Election or the Charter of DIC Group.

m.5) A resolution of the General Meeting of Shareholders on issues that adversely change the rights and obligations of shareholders of preference shares shall only be approved if it is approved by shareholders holding at least 75% of the total number of such preference shares of the attending preference shareholders.

n) Notice of Vote counting results

The vote-counting minutes shall be announced by the Head of the Vote Counting Committee at the General Meeting of Shareholders. The voting results shall be officially announced by the Chairperson immediately prior to the closing of the meeting.

o) Procedures for objecting to resolutions of the General Meeting of Shareholders

o.1) Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises (*holding 5% or more of the total number of ordinary shares, or a smaller percentage as stipulated in the Charter of DIC Group*) shall have the right to request a Court or Arbitration to review, annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

(i) The order, procedures for convening and decision-making of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter of



DIC Group, except for the case prescribed in Clause 2, Article 152 of the Law on Enterprises *(a resolution of the General Meeting of Shareholders approved with 100% of the voting shares is lawful and effective notwithstanding violations in the order and procedures for convening and approving such resolution)*;

(ii) Contents of resolutions violate the law or the Charter of DIC Group.

o.2) A shareholder who votes against the resolution on the reorganization of DIC Group or changes to rights, obligations of shareholders as stipulated in the Charter of DIC Group shall have the right to request the Company to repurchase his/her shares. The request must be made in writing, clearly stating the name, address of the shareholder, the number of each type of shares held, the intended selling price, the reason for requesting DIC Group to repurchase the shares. Such request must be sent to DIC Group within 10 days from the date on which the General Meeting of Shareholders approves the resolution on issues prescribed in this Clause.

o.3) DIC Group shall repurchase the shares at the request of the shareholder(s) as stipulated in Point 0.2, Clause 2 of this Article at the market price or a price calculated according to the principles stipulated in the Charter of DIC Group within 90 days from the date of receiving the request. In case no agreement on the price is reached, the parties can request a valuation organization to determine the price. DIC Group shall propose at least 03 valuation organizations for the shareholder(s) to choose from, and such choice shall be final.

p) Preparing the minutes of the General Meeting of Shareholders

p.1) The General Meeting of Shareholders shall be recorded in minutes and also be audio-recorded, video-recorded, or stored in other e-forms. The minutes shall be prepared in Vietnamese, and also be prepared in a foreign language, and must include the following key contents:

- (i) Name, address of the head office, and business registration number;
- (ii) Time and venue of the General Meeting of Shareholders;
- (iii) Agenda and contents of the meeting;
- (iv) Full names of the chairperson and secretary;
- (v) A summary of the meeting proceedings and statements made by shareholders regarding each issue on the agenda;
- (vi) The number of shareholders and total number of voting shares of attending shareholders, with an appendix of the shareholder registration list and their representatives, along with the corresponding number of shares and votes;
- (vii) The total number of votes for each voting issue, clearly stating the voting method, total valid and invalid votes, approval, disapproval, and abstention; and the corresponding percentages of the total votes of attending shareholders;
- (viii) Issues that are approved and the corresponding approval voting ratios;
- (ix) Full names and signatures of the chairperson and secretary.

In case the chairperson and secretary refuse to sign the meeting minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all the required contents as specified in p.1 (i) to (viii) of this Clause. The minutes shall clearly state the refusal of the chairperson, secretary to sign the document.

p.2) The minutes of the General Meeting of Shareholders shall be completed and approved before the conclusion of the meeting.



p.3) The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

p.4) The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in contents between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

p.5) The minutes of the General Meeting of Shareholders shall be sent to all shareholders within 15 days from the date of conclusion of the meeting; the sending of the vote-counting minutes can be replaced by publishing on the official website of DIC Group.

p.6) The minutes of the General Meeting of Shareholders, appendix of the shareholder registration list, the approved resolutions, and relevant documents attached with the notice of meeting invitation shall be kept at the head office of DIC Group.

q) Disclosure of resolutions, minutes of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders shall be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; this can be substituted by publication on the official website of DIC Group.

Minutes, resolutions of the General Meeting of Shareholders and the accompanied documents shall be disclosed within the timeframe stipulated at Point c, Clause 1, Article 11 of Circular No. 96/2020/TT-BTC (*within 24 hours from the occurrence of the event*).

3. Orders, procedures for the General Meeting of Shareholders to approve resolutions by collecting written opinions

a) Cases which are allowed to collect written opinions

The Board of Directors shall have the right to collect shareholders' written opinions in order to approve resolutions of the General Meeting of Shareholders on all issues deemed necessary for the benefit of the Company, including the case prescribed in Clause 2, Article 147 of the Law on Enterprises.

b) Orders, procedures for the General Meeting of Shareholders to approve resolutions by collecting written opinions

b.1) The Board of Directors shall prepare the written opinion forms, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 15 days prior to the deadline for submission of the opinion forms, unless a longer period is otherwise provided in the Charter of DIC Group. The preparation of the list of shareholders receiving the written opinion forms shall be conducted in accordance with Clauses 1 and 2, Article 141 of the Law on Enterprises (*as detailed in Point b, Clause 2 of this Article*). The requirements and methods of sending the written opinion forms and attached documents shall comply with Article 143 of the Law on Enterprises (*as detailed in Point d, Clause 2 of this Article*);

b.2) The written opinion form shall include principal contents, as follows:

(i) Name, address of the head office, and business registration number;

(ii) Purpose of the opinion collection;

(iii) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number, head office address of the organizational shareholder; or full name, contact address, nationality,



and legal document number of the individual representing the organizational shareholder; the number of shares of each type and the number of voting rights of the shareholder;

- (iv) Issues requiring opinions for approval;
- (v) Voting options, including Approval, Disapproval and Abstention;
- (vi) The deadline for returning the completed opinion form to DIC Group;
- (vii) Full name and signature of the Chairman of the Board of Directors.

b.3) Shareholders can send the completed opinion form to DIC Group by mail, fax, or email in accordance with the following provisions:

(i) In case of mailing, the completed opinion form shall have the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The written opinion form shall be enclosed in a sealed envelope, and it is not permitted to open before the vote-counting process;

(ii) In case of sending by fax or email, the written opinion form shall remain confidential until the vote-counting;

(iii) In case of e-voting or other e-means, it shall comply with the Regulations on Online General Meeting of Shareholders and E-voting or other e-means issued together with this Regulation;

(iv) Any written opinion forms sent to DIC Group after the deadline stated in the form, or opened in case of mailing, or disclosed in case of fax, email, shall be considered invalid. Written opinion forms not returned shall be considered as votes not participating in the voting.

b.4) The Board of Directors shall count the votes and prepare the minutes of vote-counting under the supervision of the Audit Committee or a shareholder who does not hold a managerial position at DIC Group. The minutes of vote-counting shall include the following principal contents:

- (i) Name, head office address, and business registration number;
- (ii) Purpose and issues submitted for approving the resolution;
- (iii) The number of shareholders with the total number of votes participating in the voting, distinguishing between valid and invalid votes, and the method of submission, accompanied by an appendix of the list of participating shareholders;
- (iv) The total number of approval, disapproval, and abstention votes for each issue;
- (v) Approved issues and the corresponding approval voting ratios;
- (vi) Full name and signature of the Chairman of the Board of Directors, vote-counting supervisors, and vote-counting officers.

Members of the Board of Directors, vote-counting officers, and vote-counting supervisors shall be jointly responsible for the accuracy and truthfulness of the vote-counting minutes; and jointly liable for any losses arising from decisions approved due to dishonest, inaccurate vote-counting.

b.5) The minutes of vote-counting and the resolution shall be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the minutes and the resolution can be replaced by publishing on the official website of DIC Group within 24 hours from the completion of the vote counting.

b.6) The completed written opinion forms, the minutes of vote-counting, the approved resolution, and all attached documents shall be archived at DIC Group's head office.

b.7) The resolution approved through the written opinion collection shall be deemed valid if approved by shareholders representing more than 50% of the total voting shares of



and shall have the same legal effect as a resolution approved at the General Meeting of Shareholders.

b.8) The resolution of the General Meeting of Shareholders on changes of the rights and obligations of shareholders holding preferred shares shall only be approved if approved by shareholders of at least 75% of the total number of such preferred shares of the same type, in the case of approving the resolution by way of collecting written opinions.

4. Orders, procedures for the General Meeting of Shareholders to approve resolutions by online or hybrid meetings

This shall be implemented in accordance with Regulations on Organization of the Online General Meeting of Shareholders and E-voting or other E-forms promulgated with this Regulation, the Charter of the Company, and relevant laws.

Article 3: Board of Directors

1. Roles, rights, obligations of the Board of Directors, and responsibilities of members of the Board of Directors

a) Roles of the Board of Directors

a.1) The Board of Directors is the governing body of DIC Group, has full authority to make decisions, exercise the rights and obligations of DIC Group on the behalf of DIC Group, except for the rights and obligations under the authority of the General Meeting of Shareholders.

a.2) The Board of Directors shall approve resolutions, decisions through voting at meetings, collecting written opinions, or by other means as prescribed in the Charter of DIC Group. Each member of the Board of Directors has one vote.

a.3) In case a resolution, a decision approved by the Board of Directors is contrary to law, resolutions of the General Meeting of Shareholders, the Charter of DIC Group, thereby causing losses to DIC Group, members who vote to approve such resolution, decision shall be jointly and severally personally liable and must indemnify DIC Group for such loss; members who vote to disapprove such resolution, decision shall be exempt from liability. In such cases, shareholders of DIC Group shall have the right to request the Court to suspend or annul the implementation of such resolution, decision.

a.4) The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/NĐ-CP.

b) The Board of Directors shall have rights and obligations, as follows:

b.1) Deciding on the strategy, the medium-term development plan, and the annual business plan of DIC Group;

b.2) Proposing the types of shares and the total number of shares of each type to be offered;

b.3) Deciding on the sale of unsold shares within the number of shares of each type allowed to be offered; deciding on additional capital mobilization through other forms;

b.4) Deciding on the offering price of shares and bonds of DIC Group;

b.5) Deciding on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

b.6) Deciding on investment plans and projects within the authority and limits stipulated by law;



b.7) Deciding on solutions for market development, marketing, and technology;

b.8) Approving contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total assets recorded in the latest financial statements of DIC Group, and contracts, transactions within the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

b.9) Electing, dismissing, or removing the Chairman of the Board of Directors; appointing, dismissing, signing, or terminating labor contracts with the General Director and other key managers as stipulated in the Charter of DIC Group; deciding on salaries, remuneration, bonuses, and other benefits for such managers; assigning the authorized representative to participate in the Members' Council or General Meeting of Shareholders of other companies, and deciding on their remuneration and benefits;

b.10) Supervising, directing the General Director and other managers in the daily operations of DIC Group;

b.11) Deciding on the organizational structure, Regulation on Internal Governance of DIC Group; deciding on the establishment of subsidiaries, branches, representative offices, and on the capital contribution or share purchase in other companies;

b.12) Approving the agenda, documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting written opinions of shareholders for the approval on resolutions;

b.13) Submitting the audited annual financial statements to the General Meeting of Shareholders;

b.14) Proposing the dividend rate to be paid; deciding on the schedule and procedures for dividend payments or dealing with losses arising during business operation;

b.15) Proposing the reorganization, dissolution of DIC Group; requesting bankruptcy of DIC Group;

b.16) Deciding on the issuance of the Regulation on Operation of the Board of Directors, the Regulation on Internal Governance after approval of the General Meeting of Shareholders; deciding on the issuance of the Regulation on Operation of the Audit Committee under the Board of Directors and the Regulation on Information Disclosure of DIC Group;

b.17) The Board of Directors shall approve contracts, transactions with a value of less than 35% or transactions that lead to a total value of transactions arising within 12 months from the date of the first transaction of less than 35% of the total asset value stated in the most recent financial statements, or another smaller percentage, value as stipulated in the Charter of DIC Group, between DIC Group and one of the following parties:

– Members of the Board of Directors, the General Director, other managers, and their related persons;

– Shareholders, authorized representatives of shareholders, holding more than 10% of the total ordinary shares of DIC Group and their related persons;

– Enterprises related to the subjects stipulated in Clause 2 Article 164 of the Law on Enterprises.

The representative of DIC Group signing contracts, transactions shall notify members of the Board of Directors about the related parties to the contracts, transactions and attach draft contracts or principal contents of the transactions. The Board of Directors shall decide



on the approval on contracts, transactions within 15 days from the date of receiving the notice; members of the Board of Directors with related interests in the parties to the contracts, transactions shall not have the right to vote.

b.18) The Board of Directors shall convene an Extraordinary General Meeting of Shareholders as provided in Article 13 of Circular No. 116/2020/TT-BTC (details as specified in point a.1, Clause 2, Article 2 of this Regulation).

b.19) Deciding on all contents, issues, documents, procedures required to be adjusted, amended, supplemented in relation to projects already approved for initial investment in principle by competent authorities of the Company/General Meeting of Shareholders, including:

(i) Due to changes in legal regulations/planning adjustments/adjustments to the project's scale, nature, etc., as required by competent authorities.

(ii) After obtaining approval/adjustment of the investment policy/issuance or adjustment of the Investment Registration Certificate by competent authorities.

(iii) After being selected as the investor by competent authorities through auction/bidding.

(iv) After obtaining appraisal/approval of the feasibility study report from competent authorities.

(v) After obtaining approval from competent authorities for the extension of project operation term, the extension or adjustment of project implementation schedule.

(vi) After obtaining approval from competent authorities for the transfer of the project/part of the project/the capital contribution with land use rights value for project implementation.

(vii) Adjustment of the investment project in case of its division, separation, merger, or the use of land use rights, assets attached to the land of the project for investment cooperation as approved in principle by the competent authority.

(viii) When changes in the layout or function of the main components of the project require a re-evaluation of the design solutions to ensure construction safety, fire prevention and fighting, environmental protection, and compliance with technical standards of the project.

(ix) When the accumulated implementation value exceeds the approved total investment, or when input cost elements (compensation, site clearance, land use fees, investment unit price, etc.) lead to a change in the project's total investment capital.

(x) Other contents, issues, documents, procedures that need to be adjusted, amended, supplemented in relation to a project that is initially approved by the competent authority of the Company/the General Meeting of Shareholders.

b.20) Deciding on all contents, issues, documents, procedures related to the adjustment of the charter capital of the Company as stipulated in Clause 1, Article 6 of this Charter, with the approval of competent state authorities, and reporting to the General Meeting of Shareholders at the nearest meeting.

b.21) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Charter of DIC Group.

c) The Board of Directors shall fully comply with the responsibilities and obligations as prescribed by Law on Enterprises, DIC Group's Charter, and additional responsibilities and obligations, as follows:



- c.1) Being responsible to the shareholders for the operations of DIC Group.
- c.2) Treating all shareholders equally and respecting the interests of stakeholders having related rights and interests with DIC Group.
- c.3) Ensuring that the operations of DIC Group comply with the provisions of law, the Charter, and the internal regulations of DIC Group.
- c.4) Developing the Regulation on Operation of the Board of Directors, submitting the regulation to the General Meeting of Shareholders for approval and disclosing it on the website of DIC Group.
- c.5) Supervising and preventing conflicts of interest of members of the Board of Directors, the General Director, and other managers, including misuse of DIC Group's assets and abuse of related-party transactions.
- c.6) Developing the regulation on internal governance and submitting the regulation to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/NĐ-CP.
- c.7) Appointing the corporate governance officer of DIC Group.
- c.8) Organizing training, workshops on corporate governance and other necessary skills for members of the Board of Directors, the General Director, and other managers of DIC Group.
- c.9) Reporting the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP.

d) Responsibilities, obligations of members of the Board of Directors (including the right to access information)

- d.1) Executing their tasks honestly, prudently for the best interests of shareholders and DIC Group;
- d.2) Fully attending meetings of the Board of Directors and giving opinions on matters submitted for discussion;
- d.3) Promptly, fully reporting to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;
- d.4) Reporting to the Board of Directors at the nearest meeting any transactions between DIC Group, its subsidiaries, or other companies in which DIC Group holds more than 50% of charter capital, and members of the Board of Directors and their related persons; transactions between DIC Group and companies in which the member of the Board of Directors is a founding shareholder or has served as a manager of DIC Group within the last 03 years prior to the transaction;
- d.5) Disclosing information when conducting transactions involving shares of DIC Group in accordance with laws;
- d.6) Independent member of the Board of Directors of DIC Group shall prepare an assessment report on the activities of the Board of Directors.
- d.7) Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers of DIC Group to provide information, documents regarding the financial situation, business operations of DIC Group and its units. The requested managers must promptly, fully, and accurately provide such information, documents as required. The order, procedures for requesting and providing information shall be stipulated in the Charter of DIC Group.



2. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors

a) Term of office and number of members of the Board of Directors

a.1) The Board of Directors shall consist of 03 to 11 members. The Charter of DIC Group shall specify the exact number of members of the Board of Directors.

a.2) The term for a member of the Board of Directors shall not exceed 05 years and shall be re-elected for an unlimited number of terms. An individual shall serve as an independent member of the Board of Directors of DIC Group for no more than 02 consecutive terms.

a.3) In case all members of the Board of Directors conclude their terms simultaneously, such members shall continue to serve as members of the Board of Directors until new members are elected and take over their duties, unless otherwise provided in the Charter of DIC Group.

a.4) The Charter of DIC Group shall specify the number, rights, obligations, organizational methods, and coordination of activities of the independent members of the Board of Directors.

b) Composition, criteria and conditions of members of the Board of Directors

b.1) Composition of members of the Board of Directors

(i) The composition of the Board of Directors shall ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members.

(ii) The number of independent members of the Board of Directors of DIC Group shall meet the following requirements:

- At least 01 independent member if the Board of Directors has 03 to 05 members;
- At least 02 independent members if the Board of Directors has 06 to 08 members;
- At least 03 independent members if the Board of Directors has 09 to 11 members.

(iii) The Chairman of the Board of Directors shall not concurrently hold the position of General Director. A member of the Board of Directors shall concurrently serve as a member of the Board of Directors of up to 05 other companies.

b.2) Criteria and conditions of members of the Board of Directors

(i) Shall not fall within cases specified in Clause 2, Article 17 of the Law on Enterprises;

(ii) Shall possess professional qualifications, experience in business administration or in the business sectors, industries of DIC Group, and is not required to be a shareholder of DIC Group, unless otherwise provided in the Charter of DIC Group;

(iii) A member of the Board of Directors of DIC Group shall concurrently serve as a member of the Board of Directors of another company.

b.3) Criteria and conditions of the independent member of the Board of Directors, unless otherwise provided by law on securities

(i) Shall not be currently working for DIC Group or its subsidiaries; shall not have worked for DIC Group or its subsidiaries for at least the last 03 consecutive years;

(ii) Shall not be receiving salary or remuneration from DIC Group, except for allowances granted to members of the Board of Directors as prescribed;



(iii) Shall not be a spouse, biological parent, adoptive parent, biological child, adopted child, biological sibling of a major shareholder of DIC Group; or of a manager of DIC Group or its subsidiaries;

(iv) Shall not directly or indirectly own at least 01% of the total voting shares of DIC Group;

(v) Shall not have previously served as a member of the Board of Directors of DIC Group for at least the past 05 consecutive years, unless continuously re-appointed for two (02) consecutive terms;

(vi) An independent member of the Board of Directors shall notify the Board of Directors in case he/she no longer meets the required criteria and conditions, and shall automatically cease to be an independent member of the Board of Directors as from the date of non-compliance. The Board of Directors must report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the relevant notice from the concerned independent member.

c) Nomination, self-nomination of members of the Board of Directors

c.1) In case candidates for the Board of Directors are identified, DIC Group shall disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on DIC Group's website so that shareholders can review the candidates before voting, each candidate for the Board of Directors shall provide a written commitment on the truthfulness, accuracy of the disclosed personal information, and also commit to perform his/her duties with honesty, prudence, and in the best interests of DIC Group if elected as a member of the Board of Directors. The disclosed information regarding each candidate includes:

(i) Full name, date, month, and year of birth;

(ii) Professional qualifications;

(iii) Work experience;

(iv) Other managerial positions held (including Board of Directors positions at other companies);

(v) Interests related to DIC Group and its related parties;

(vi) Other information (if any) as stipulated in the Charter of DIC Group;

(vii) DIC Group shall also be responsible for information disclosure on the companies where candidates currently hold the position of member of the Board of Directors, other managerial positions, and any interests related to DIC Group of such candidates (if any).

c.2) Shareholders or groups of shareholders holding at least 10% of the total ordinary shares or a smaller percentage as stipulated in DIC 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 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.

In case DIC Group's Charter does not provide otherwise, the nomination of candidates to the Board of Directors shall be implemented, as follows:



(i) Common shareholders forming a group to nominate candidates to the Board of Directors as provided in Point c.2, Clause 2 of this Article shall notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders, and shall prepare a Minutes of the group meeting on the nomination of candidates to the Board of Directors in accordance with the form prescribed by DIC Group, to be submitted together with the candidate's application documents.

(ii) Based on the number of members of the Board of Directors, shareholders or groups of shareholders stipulated in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors in accordance with the resolution of the General Meeting of Shareholders. In case the number of candidates nominated by the shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

c.3) In case the number of candidates for the Board of Directors, after nomination and self-nomination, is still insufficient as provided in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination process in accordance with the Charter of DIC Group, this Regulation, and the Board of Directors' Regulation on Operation. The procedure for the incumbent Board of Directors to introduce candidates shall be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with the law.

c.4) Members of the Board of Directors shall meet the criteria and conditions stipulated by the Law on Enterprises, the Charter of DIC Group, and this Regulation.

d) Procedures for election, dismissal and removal of members of the Board of Directors

d.1) The election of members of the Board of Directors shall be conducted by the method of cumulative voting, whereby each shareholder shall have a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder shall use all or a portion of his/her total votes for one or several candidates. Elected members of the Board of Directors shall be determined based on the descending number of votes, starting from the candidate with the highest number of votes until the sufficient number of members as stipulated in the Company's Charter is reached. In case 02 or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes, or a selection shall be made in accordance with the criteria provided in the regulation on election or the Charter of DIC Group.

d.2) The election, dismissal, removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the basis of voting.

đ) Cases of dismissal, removal and additional appointment of members of the Board of Directors

đ.1) The General Meeting of Shareholders shall dismiss members of the Board of Directors in the following cases:

(i) Failing to meet the standards and conditions as stipulated in Article 155 of the Law on Enterprises;

(ii) Having a resignation letter which is approved;



(iii) Other cases as stipulated in the Charter of DIC Group.

d.2) The General Meeting of Shareholders shall remove members of the Board of Directors in the following cases:

(i) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure events;

(ii) Other cases as stipulated in the Charter of DIC Group.

d.3) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss, remove members of the Board of Directors in cases other than those specified in Clauses d.1 and d.2 of this Article.

d.4) The Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

(i) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Charter of DIC Group. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

(ii) The number of independent members of the Board of Directors falls below the ratio stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises;

(iii) Except for the cases specified in Point (i) and Point (ii) of this Clause, the General Meeting of Shareholders shall elect new members to replace those who are dismissed, removed at the nearest meeting.

e) Notice of election, dismissal, removal of members of the Board of Directors

e.1) In case candidates for the Board of Directors are identified, DIC Group shall disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on DIC Group's website so that shareholders can review the candidates before voting. Each candidate for the Board of Directors shall provide a written commitment on the truthfulness, accuracy of the disclosed personal information, and also commit to perform his/her duties with honesty, prudence, and in the best interests of DIC Group if elected as a member of the Board of Directors. The disclosed information regarding each candidate includes:

(i) Full name, date, month, year of birth;

(ii) Professional qualifications;

(iii) Work experience;

(iv) Other managerial positions held (including Board of Directors positions at other companies);

(v) Interests related to DIC Group and its related parties;

(vi) Other information (if any) as stipulated in the Charter of DIC Group;

(vii) DIC Group is responsible for information disclosure on the companies where the candidates currently hold Board of Directors positions, other managerial positions, and related interests of the candidates' companies (if any).

e.2) The notice of election, dismissal, removal results of members of the Board of Directors shall be implemented in accordance with regulations on information disclosure.

g) Chairman of the Board of Directors

g.1) The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.



g.2) The Chairman of the Board of Directors shall not concurrently serve as the General Director.

g.3) The Chairman of the Board of Directors shall have the following rights and obligations:

- (i) Developing the activity program and plan of the Board of Directors;
- (ii) Preparing the agenda, contents, and documents for meetings; convening, presiding, and chairing meetings of the Board of Directors;
- (iii) Organizing the approval on resolutions, decisions of the Board of Directors;
- (iv) Supervising the implementation of resolutions, decisions of the Board of Directors;
- (v) Presiding over the General Meeting of Shareholders;
- (vi) Other rights and obligations in accordance with the Law on Enterprises and the Charter of DIC Group.

g.4) In case the Chairman of the Board of Directors resigns or is dismissed, removed, the Board of Directors shall elect a new Chairman within 10 days from the date of receiving the resignation letter or the date when he/she is dismissed, removed.

g.5) In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member of the Board of Directors in writing to act on his/her behalf. If no such authorization is given, or the Chairman passes away, is missing, is temporarily detained, is imprisoned, is detained in a mandatory rehabilitation center or correctional institutions, flees residence, is limited or incapacitated in legal capacity, suffers from cognitive or behavioral difficulties, is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to act as Chairman by majority vote until a new decision is made by the Board of Directors.

g.6) When deemed necessary, the Board of Directors shall decide to appoint the Secretary of DIC Group. The Secretary of DIC Group shall have the following rights and obligations:

- (i) Assisting in organizing and convening the General Meeting of Shareholders, meetings of the Board of Directors; recording the minutes of meetings;
- (ii) Assisting members of the Board of Directors in exercising their assigned rights and obligations;
- (iii) Assisting the Board of Directors in applying and implementing corporate governance principles;
- (iv) Assisting DIC Group in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, disclosure, and administrative procedures;
- (v) Other rights and obligations as stipulated in the Charter of DIC Group.

3. Remuneration, bonus and other benefits of members of the Board of Directors

a) DIC Group shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

b) Members of the Board of Directors shall be entitled to remuneration and bonuses.

Work remuneration shall be calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the daily remuneration rate.



The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual General Meeting of Shareholders.

c) The remuneration of each member of the Board of Directors shall be accounted for as a business expense of DIC Group in accordance with the laws on corporate income tax, must be presented as a separate item in DIC Group's annual financial statements, and reported to the General Meeting of Shareholders at the Annual General Meeting of Shareholders.

d) A member of the Board of Directors holding an executive position, or working in subcommittees of the Board of Directors, or undertaking tasks beyond the usual duties scope of a member of the Board of Directors, can be paid additional remuneration in the form of a one-time payment, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

đ) Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the course of performing their duties as members of the Board of Directors, including those related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

e) Members of the Board of Directors shall be provided with liability insurance by DIC Group after obtaining approval from the General Meeting of Shareholders. This insurance does not cover liabilities of members of the Board of Directors related to violations of the law or the Charter of DIC Group.

4. Orders and procedures for meetings of the Board of Directors

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

b) The Board of Directors shall convene meetings at least once every quarter and can convene extraordinary meetings.

c) The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- (i) At the request of an independent member of the Board of Directors;
- (ii) At the request of the General Director or at least 05 other managers;
- (iii) At the request of at least 02 members of the Board of Directors;
- (iv) Other cases as prescribed by the Charter of DIC Group.

d) The request stipulated in Point c, Clause 4 of this Article shall be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

e) The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Point c, Clause 4 of this Article. In case the Chairman of the Board of Directors fails to convene the meeting as requested, he/she shall be responsible for any losses incurred to DIC Group; the



requesting party has the right to convene the meeting of the Board of Directors in place of the Chairman.

g) The Chairman of the Board of Directors or the person convening the meeting shall send a notice of invitation no later than 03 working days before the meeting date, unless otherwise provided by the Charter of DIC Group. The notice must specify the time and venue of the meeting, the agenda, and the issues to be discussed and decided. The notice must be accompanied by documents used at the meeting and the voting ballot of each member.

The notice of the Board of Directors' meeting can be sent by written invitation, telephone, fax, e-means, or other methods as stipulated in the Charter of DIC Group, ensuring that it reaches the registered contact address of each member of the Board of Directors at DIC Group.

h) A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members are present. If the meeting convened under the provision of this clause fails to meet the requirement, it shall be reconvened for the second time within 07 days from the expected date of the first meeting, unless otherwise provided with a shorter period by the Charter of DIC Group. In this case, the meeting shall be conducted if more than half of members of the Board of Directors attend.

i) A member of the Board of Directors shall be deemed to attend and vote at the meeting in cases, as follows:

(i) Attending and voting in person at the meeting;

(ii) Authorizing another person to attend the meeting and vote in accordance with Clause 1 of this Article;

(iii) Attending and voting via online meeting, e-voting, or other e-forms;

(iv) Sending voting ballots to the meeting via mail, fax, email;

(v) Sending voting ballots through other means as prescribed in the Charter of DIC Group.

k) In case voting ballots are sent to the meeting by mail, the ballots shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour prior to the opening of the meeting. The ballots shall only be opened in the presence of all participants of the meeting.

l) Members of the Board of Directors must attend all meetings of the Board of Directors. A member can authorize another person to attend the meeting and vote on their behalf if such authorization is approved by the majority of members of the Board of Directors.

m) Unless otherwise provided for in the Charter of DIC Group with a higher ratio, resolutions and decisions of the Board of Directors shall be approved if they are approved by the majority of members attending the meeting. In case of an equality of votes, the final decision shall be made in accordance with the opinion supported by the Chairman of the Board of Directors.

o) Preparation of the Minutes of the Board of Directors' meetings

o.1) Meetings of the Board of Directors must be recorded in minutes and can also be audio recorded, recorded and stored in other e-forms. The minutes shall be prepared in Vietnamese and can be additionally prepared in a foreign language, shall include the following principal contents:

(i) Name, address of the head office, enterprise code;

(ii) Time, venue of the meeting;



- (iii) Purpose, agenda, and contents of the meeting;
- (iv) Full name of each attending member or authorized representative and the method of participation; full name of absent members and reasons for absence;
- (v) Issues discussed and voted on at the meeting;
- (vi) Summary of opinions expressed by each attending member in the order of the meeting's proceedings;
- (vii) Voting results, clearly stating the members expressing approval, disapproval, abstention;
- (viii) Approved resolutions and the corresponding voting ratios;
- (ix) Full name, signatures of the Chairperson and the minute-taker, except as prescribed in Clause k of this Article.

o.2) The Chairperson, the minute-taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

o.3) The meetings' minutes of the Board of Directors and documents used during the meetings must be retained at the company's head office.

o.4) The minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

p) In case the chairperson and/or the secretary refuse to sign the Minutes of the Board of Directors' meetings:

In case the chairperson, the minute-taker refuse to sign the minutes, but all other attending members of the Board of Directors sign it and the minutes fully include the contents as prescribed in points o.1 (i) to (viii) of Clause 4 of this Article, such minutes shall remain valid.

q) Notice of resolutions, decisions of the Board of Directors

The notice of resolutions, decisions of the Board of Directors shall be implemented in accordance with regulations on information disclosure.

5. Audit Committee under the Board of Directors

a) Rights and obligations of the Audit Committee

a.1) Monitoring the accuracy of the financial statements of DIC Group and the official disclosures related to its financial results;

a.2) Reviewing the internal control and risk management systems;

a.3) Reviewing related-party transactions under the approval authority of the Board of Directors or the General Meeting of Shareholders and making recommendations on transactions that require such approval;

a.4) Supervising the internal audit function of DIC Group;

a.5) Recommending the independent audit firm, audit fees, and relevant terms of the engagement contract for the Board of Directors' approval prior to submission to the Annual General Meeting of Shareholders;

a.6) Monitoring and assessing the independence, objectivity of the audit firm and the effectiveness of the audit process, particularly in case DIC Group uses non-audit services of the audit firm;



a.7) Supervising to ensure that DIC Group complies with laws, regulatory requirements, and other internal regulations of DIC Group;

a.8) Having the right to access documents related to the Company's operations, and to communicate with members of the Board of Directors, the General Director (Director), the Chief Accountant, and other managers to obtain information necessary for the Audit Committee's activities;

a.9) Having the right to request the presence of the representative of the approved audit firm to attend and respond to audit-related issues at Audit Committee's meetings;

a.10) Utilizing external legal, accounting, or other advisory services when necessary;

a.11) Developing and submitting to the Board of Directors policies for risk identification and management; proposing to the Board of Directors solutions to address risks arising in the Company's operations;

a.12) Preparing written reports to the Board of Directors upon detecting that members of the Board of Directors, the General Director (Director), and other managers fail to properly discharge their responsibilities as prescribed by the Law on Enterprises and the Charter of the Company;

a.13) Developing the Regulation on Operation of the Audit Committee and submitting it to the Board of Directors for approval.

b) Nomination, self-nomination of the Audit Committee's members

b.1) Term, number, qualifications, and composition of the Audit Committee:

(i) The Audit Committee shall consist of at least 02 members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. The other members of the Audit Committee shall be non-executive members of the Board of Directors.

(ii) Members of the Audit Committee shall possess knowledge of accounting and auditing, have a general understanding of laws and the operations of DIC Group, and must not fall into the following categories:

- Working in the accounting, finance departments of DIC Group;
- Members or employees of an audit firm approved to audit the financial statements of DIC Group within the past 03 consecutive years.

(iii) The Chairman of the Audit Committee shall hold at least a university degree in one of the following majors: economics, finance, accounting, auditing, law, business administration, unless otherwise prescribed with higher standards by the Charter of DIC Group.

b.2) Nomination, self-nomination of Audit Committee's members:

(i) The Chairman and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of DIC Group.

(ii) The appointment of the Chairman and other members of the Audit Committee shall be approved by the Board of Directors at the meeting of the Board of Directors.

c) Activities of the Audit Committee

c.1) The Audit Committee shall convene at least 02 meetings per year. Minutes of each meeting shall be clearly, fully recorded and retained. The minute-taker and all attending Committee members shall sign the meeting minutes. All meeting minutes of the Audit Committee shall be properly archived.

c.2) Decisions of the Audit Committee shall approved via voting at meetings, by collecting written opinions, or by other methods as provided in the Charter of DIC Group or



the Audit Committee's Regulation on Operation. Each Committee member shall have one vote. Unless a higher threshold is stipulated in the Charter of DIC Group or the Audit Committee's Regulation on Operation, decisions of the Audit Committee shall be approved by a majority of the attending members; in case of a tie, the Chairman's vote shall be decisive.

c.3) The independent member of the Board of Directors in the Audit Committee is responsible for reporting the Committee's activities at the Annual General Meeting of Shareholders. Such report shall include the following contents:

(i) Remuneration, operational expenses, and other benefits of the Audit Committee and each of its members in accordance with the Law on Enterprises and the Charter of DIC Group;

(ii) Summary of the Audit Committee's meetings and its conclusions, recommendations;

(iii) Results of supervision on the financial statements, operational performance, financial position of DIC Group;

(iv) Assessment report on transactions between DIC Group, its subsidiaries, and other companies in which DIC Group holds more than 50% of the charter capital, with members of the Board of Directors, the General Director, other executives of DIC Group, and their related persons; transactions between DIC Group and any company in which members of the Board of Directors, the General Director, or other executives of DIC Group have been founding shareholders or held managerial positions within the last 03 years prior to the transaction;

(v) Evaluation results on the internal control and risk management systems of DIC Group;

(vi) Supervision results on the Board of Directors, the General Director (Director), and other executives of DIC Group;

(vii) Evaluation results on the coordination between the Audit Committee and the Board of Directors, the General Director, and shareholders.

6. Subcommittees under the Board of Directors

a) Roles, responsibilities, authorities of Subcommittees and each member in Subcommittees

The Board of Directors can establish subcommittees (Committees/Councils/Subcommittees) that are responsible for development policy, human resources, compensation, internal audit, risk management, etc. In case no subcommittee is established, the Board of Directors can assign members of the Board of Directors to implement such functions.

Each subcommittee shall have roles, responsibilities, authorities as stipulated in the establishment decision issued by the Board of Directors. Each member of a subcommittee shall have roles, responsibilities, authorities as defined in the subcommittee's regulations on operation promulgated by the Board of Directors.

b) Nomination, self-nomination, election, dismissal and removal of members of Subcommittees

The nomination, self-nomination, election, dismissal, and removal of members of Subcommittees shall be implemented in accordance with resolutions, decisions of the Board of Directors at each time point to best promote the role, responsibilities of each subcommittee in supporting the operations of the Board of Directors.

c) Activities of Subcommittees



The number of members of each subcommittee shall be determined by the Board of Directors, with a minimum of 02 members, including members of the Board of Directors and external members. The operations of subcommittees must comply with the regulations of the Board of Directors. Resolutions of subcommittees shall only be valid when they are approved by the majority of members attending and voting at subcommittees' meetings.

One of members of each subcommittee shall be appointed as the Chairman of the subcommittee by the decision of the Board of Directors. People who are not subcommittees' members can be invited to participate in discussions on specific issues; such people shall have the right to observe, express opinions but shall not have the right to interfere with or decide on the issues under discussion.

The Board of Directors can authorize its subcommittees to implement activities. In exercising such delegated authority, the subcommittees must comply with regulations set forth by the Board of Directors. Resolutions of the subcommittees shall only be valid when they are approved by the majority of members attending and voting at the subcommittees' meetings. The implementation of decisions of the Board of Directors, or subcommittees under the Board of Directors shall comply with current laws, the Charter of DIC Group, and this Regulation.

Actions taken by subcommittees or their members in the implementation of decisions of the Board of Directors shall be deemed legally valid, even in cases where the election, the appointment of the subcommittees' members can contain defects.

7. Secretary of DIC Group

a) The Board of Directors shall appoint one (or more) persons as the Secretary of DIC Group with a term and conditions as decided by the Board of Directors. The Board of Directors can dismiss the Secretary of DIC Group when necessary, provided that such dismissal is not contrary to current labor laws.

b) The Secretary of DIC Group shall have rights and obligations, as follows:

b.1) Assisting in organizing and convening the General Meeting of Shareholders and meetings of the Board of Directors; recording minutes of meetings;

b.2) Assisting members of the Board of Directors in performing their assigned rights and obligations;

b.3) Assisting the Board of Directors in applying and implementing corporate governance principles of DIC Group;

b.4) Supporting DIC Group in shareholder relations and in protecting the legitimate rights and interests of shareholders;

b.5) Assisting DIC Group in complying with obligations regarding information disclosure, transparency, and administrative procedures;

b.6) The Secretary of DIC Group shall be responsible for confidentiality of information in accordance with laws and the Charter, and for ensuring the accuracy and integrity of the minutes of the Board of Directors' meetings;

b.7) Other rights and obligations as prescribed in the Charter of DIC Group;

b.8) The Secretary of DIC Group shall be responsible for legally and organizationally supporting to the Board of Directors, specifically:

(i) Interpreting procedural requirements under the law, the Charter, and internal regulations of DIC Group within the scope of authority;



- (ii) Assisting members of the Board of Directors in accessing information and documents of DIC Group;
- (iii) Organizing meetings of the Board of Directors; preparing minutes of meetings of the General Meeting of Shareholders, the Board of Directors;
- (iv) Ensuring compliance with procedures relating to the conduct of meetings;
- (v) Communicating with and collecting voting ballots from members of the Board of Directors; collecting written opinions from members of the Board of Directors;
- (vi) Notifying all members of the Board of Directors about meetings of the Board of Directors.

c) Specific tasks of the Secretary of DIC Group in organizing the General Meeting of Shareholders:

- c.1) Assisting in procedures for organizing the General Meeting of Shareholders in accordance with the provisions of law and the Charter;
- c.2) Ensuring that the list of shareholders is properly and fully prepared;
- c.3) Preparing the agenda; draft the working regulations of the General Meeting of Shareholders; and draft the proposals on the list of the Presiding Committee, Secretary Committee, Shareholder Eligibility Verification and Vote Counting Committee.
- c.4) Ensuring compliance with registration procedures for attending the General Meeting of Shareholders;
- c.5) Assisting in answering procedural questions at the General Meeting of Shareholders and in resolving disputes related to the preparation and conduct of the meeting;
- c.6) Conveying reports on results of the General Meeting of Shareholders to shareholders;
- c.7) Ensuring that the minutes of voting results and minutes of the General Meeting of Shareholders are properly stored in accordance with regulations.
- c.8) Specific tasks of the Secretary of DIC Group in organizing meetings of the Board of Directors:
 - (i) Assisting the Chairman of the Board of Directors in preparing the agenda;
 - (ii) Preparing presentations on important and procedural issues to be discussed;
 - (iii) Requesting relevant departments to prepare summaries of issues for discussion in the Board of Directors' meetings;
 - (iv) Sending notices of the Board of Directors to all members of the Board of Directors;
 - (v) Distributing ballots to members of the Board of Directors;
 - (vi) Collecting completed ballots and written opinions from absent members of the Board of Directors;
 - (vii) Forwarding the ballots and written opinions to the Chairman of the Board of Directors;
 - (viii) Implementing other activities to facilitate the exchange of information among members of the Board of Directors and between them and the Chairman of the Board during the period between meetings;
 - (ix) Providing information to the Board of Directors, which shall be reflected in documents, as follows:
 - Minutes of meetings of the Board of Directors;
 - Decisions and documents approved by the General Director and the Board of Management;



- Minutes of meetings and reports prepared by the Audit Committee, independent audit firm, or any subcommittee established by the Board of Directors.

c.9) Assisting in ensuring transparent information disclosure. The tasks of the Secretary of DIC Group in relation to information disclosure are defined, as follows:

(i) Assisting in ensuring compliance with regulations and procedures regarding the retention and information disclosure about DIC Group;

(ii) Certifying copies of documents before distributing them to shareholders;

(iii) Ensuring that documents are safely stored;

(iv) Ensuring that shareholders have unrestricted access to information about DIC Group in accordance with laws and the Charter of DIC Group.

c.10) Organizational structure of the function of DIC Group's Secretary:

(i) The Secretary of DIC Group must be a full-time employee;

(ii) In the case of concurrent positions (where requirements for a dedicated role cannot be met), the Board of Directors shall consider appointing multiple Secretaries (under a Co-Secretary mechanism). The scope of work assigned to Co-Secretaries shall be determined based on the following: matters related to DIC Group (corporate governance and legal), the Board of Directors, and Subcommittees under the Board of Directors, etc.;

(iii) In case there are two (02) or more Secretaries, the Secretary Committee of DIC Group shall be established.

(iv) The number of Secretaries of DIC Group shall be considered based on DIC Group's scale in terms of capital, revenue, time requirements for secretarial work, and the capacity of human resources, etc.

8. Corporate governance officer of DIC Group

a) The Board of Directors shall appoint at least one person to serve as the corporate governance officer of DIC Group in order to support effective governance operations of DIC Group. The corporate governance officer of DIC Group shall concurrently serve as the Secretary of DIC Group in accordance with Clause 5, Article 156 of the Law on Enterprises.

b) The corporate governance officer of DIC Group shall not concurrently work for an approved audit firm currently auditing the financial statements of DIC Group.

c) The corporate governance officer of DIC Group shall have rights and obligations, as follows:

c.1) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and in managing matters concerning the relationship between DIC Group and its shareholders;

c.2) Preparing meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;

c.3) Providing advice on meeting procedures;

c.4) Attending meetings;

c.5) Providing guidance on drafting resolutions of the Board of Directors in accordance with law;

c.6) Providing members of the Board of Directors with financial information, minutes of Board of Directors' meetings, and other information;

c.7) Monitoring and reporting to the Board of Directors on information disclosure activities of DIC Group;



- c.8) Serving as the focal point of contact with stakeholders;
- c.9) Maintaining confidentiality of information in accordance with law and the Charter of DIC Group;
- c.10) Other rights and obligations as prescribed by law and the Charter of DIC Group.

Article 4: General Director

1. Roles, responsibilities, rights and obligations of the General Director

The General Director shall manage the daily business operations of DIC Group; be supervised by the Board of Directors; and be responsible to the Board of Directors and before the law for the exercise of his/her rights and obligations. The General Director must manage the company's daily business operations in accordance with the law, the Charter of DIC Group, the labor contract signed with DIC Group, and the resolutions and decisions of the Board of Directors. In case the management is contrary to these provisions and causes any loss to DIC Group, the General Director shall be held legally responsible and must indemnify DIC Group for such loss.

The General Director shall have the following rights and obligations:

- a) Deciding on matters relating to the daily business operations of DIC Group that are not within the authority of the Board of Directors; managing the daily business activities of the Company in accordance with the law, this Charter, and the resolutions and decisions of the Board of Directors. In case the management is contrary to these provisions and causes any loss to the Company, the General Director shall be held legally responsible before the law and must indemnify the Company for such loss;
- b) Organizing the implementation of resolutions and decisions of the Board of Directors;
- c) Organizing the implementation of business plans and investment plans of DIC Group;
- d) Proposing organizational structure plans and regulation on internal governance of DIC Group;
- đ) Appointing, dismissing, and removing managerial positions within DIC Group, except for positions under the authority of the Board of Directors;
- e) Deciding on salaries and other benefits for employees of DIC Group, including managers appointed by the General Director;
- g) Recruiting employees;
- h) Proposing plans for dividend payments or handling business losses;
- i) Other rights and obligations as prescribed by the law, the Charter of DIC Group, and resolutions and decisions of the Board of Directors.

2. Appointment, dismissal, conclusion and termination of contract with the General Director

a) Term, standards, and conditions of the General Director: The term of the General Director shall not exceed 05 years and can be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Charter of DIC Group, specifically:

- (i) Not falling within the subjects specified in Clause 2, Article 17 of the Law on Enterprises;



(ii) Not being a family member of managers of DIC Group;
(iii) Possessing professional qualifications, experience in DIC Group's business administration.

b) Appointment and labor contract with the General Director: The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as the General Director.

c) Dismissal, termination of the labor contract with the General Director: The Board of Directors can dismiss the General Director when it is approved by the majority of attending members with voting rights, and appoint a new General Director as replacement.

d) Notice of appointment, dismissal, contracting, termination of the labor contract with the General Director: To be implemented in accordance with regulations on information disclosure.

e) Salary and other benefits of the General Director: The General Director shall be entitled to salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

Article 5: Other activities

1. Coordination between the Board of Directors and the General Director

a) Responsibilities of members of the Board of Directors, the General Director and Managers of DIC Group in their obligations' performance

a.1) Members of the Board of Directors, the General Director, and delegated executives shall be responsible for performing their obligations, including those as members of Subcommittees under the Board of Directors, with honesty and in a manner they believe to be in the best interests of DIC Group, and with due care and diligence.

a.2) Members of the Board of Directors, the General Director, executives, and other managers shall be personally responsible for the performance of their assigned obligations and must cooperate in good faith to protect the lawful rights and interests of shareholders and to foster the development of DIC Group.

a.3) All members shall have the right to reserve their opinions, whether in agreement or disagreement, on any matter, and shall be accountable for such opinions when requested.

b) Coordination procedures between the Board of Directors and the Board of Management

b.1) For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director of the coordination, use of resources at least forty-five (45) days in advance.

b.2) With regards to the Board of Directors' authorization to managers under the Charter: (i) this authorization shall be expressed in a Resolution or a written power of attorney with the signatures of the majority of the members of the Board of Directors; (ii) the original document shall be sent to the General Director and notified to the Secretary of DIC Group; and (iii) it shall comply with other legal requirements on authorization.

b.3) Matters that require the approval of the Board of Directors pursuant to the General Director's proposals under the Charter shall be responded by the Board of Directors within seven (07) days or within another period as mutually agreed by the parties.

b.4) Decisions to temporarily suspend decisions of the General Director under the Charter shall be made in writing by the Chairman of the Board of Directors and delivered



either by registered mail or in person, in the presence of the Chairman of the Audit Committee and the Secretary of DIC Group.

b.5) The Board of Directors shall not establish a separate apparatus, when necessary, the Board of Directors shall utilize the personnel and equipment of DIC Group to serve its operations, after notifying the General Director. The notice shall be made in writing and sent to the General Director at least forty-eight (48) hours in advance.

b.6) In urgent cases, for purposes related to their obligations, members of the Board of Directors shall have the right to request the General Director, other executives to provide information on the operations of DIC Group, with the approval of the Chairman of the Board of Directors. Such requests shall be made in writing and sent to the General Director at least twenty-four (24) hours in advance.

b.7) The Board of Directors shall be responsible for responding to matters: proposals regarding the Charter; Regulation on Internal Governance of DIC Group; the organizational structure and number of executives within fifteen (15) days.

b.8) Matters that concern the approval of transactions with internal persons and affiliated persons of internal persons, or significant transactions shall be responded in writing by the Board of Directors within seven (07) days.

b.9) With regards to assessment reports on the General Director and members of the Board of Management, the Board of Directors must send draft reports to the relevant parties within a reasonable period of time in advance.

b.10) Matters submitted for the General Director's opinion: Salaries and other benefits of Executives, other personnel-related issues, must be sent at least forty-eight (48) hours in advance.

c) Coordination procedures between the Board of Management and the Board of Directors

c.1) The General Director shall have the authority to make decisions beyond his/her delegated powers in emergency situations such as natural disasters, enemy sabotage, fire, unexpected incidents, or matters within the scope of the crisis management policy, etc., however, the General Director must report such decisions in writing to the Board of Directors at the earliest possible time and shall be held accountable to the Board of Directors and the nearest General Meeting of Shareholders for those decisions.

c.2) The General Director shall have the right to refuse to implement and to reserve his/her opinions regarding decisions of the Board of Directors if he/she determines that such decisions are unlawful or detrimental to shareholders' interests. In such cases, the General Director must immediately submit a written explanation to the Board of Directors.

c.3) Before implementing tasks that require the approval of the Board of Directors as stipulated in Clause 1, Article 3 of this Regulation, the General Director shall submit a proposal to the Board of Directors at least seven (07) days in advance.

c.4) Matters stipulated in Clause 3, Article 29 of the Charter of DIC Group shall be submitted to the Board of Directors by the General Director at the earliest possible time, but not less than seven (07) days prior to the date on which such matters are to be decided.

c.5) With regards to opinions on salaries, other benefits of the Board of Management, the General Director shall submit such matters at least seven (07) days in advance.



2. Provisions on annual assessment of activities of rewarding and disciplining members of the Board of Directors, the General Director and other Executives

a) Performance assessment

a.1) The Board of Directors is responsible for establishing performance assessment criteria for members of the Board of Directors, the General Director, and other executives.

a.2) Performance assessment criteria must align the interests of managers with the long-term interests of DIC Group and shareholders. Both financial and non-financial indicators shall be carefully considered and determined by the Board of Directors at different points in time. Non-financial indicators can be categorized into areas such as stakeholder relations, operational processes and efficiency, internal growth, and knowledge management.

a.3) Annually, based on assigned functions, responsibilities as well as the established assessment criteria, the Board of Directors shall conduct performance assessment of its members in accordance with this Regulation.

a.4) The performance of the General Director shall be evaluated based on criteria approved by the Board of Directors.

a.5) The performance of the Deputy General Directors, Chief Financial Officer, and Chief Accountant shall be evaluated in accordance with the assessment framework proposed by the General Director, approved by the Board of Directors, and consistent with the provisions of this Regulation.

b) Rewards

b.1) The Board of Directors or the Personnel and Remuneration Committee shall be responsible for establishing the reward system. Rewards shall be granted based on the results of performance evaluations.

b.2) Eligible recipients: individuals as specified under the reward policy issued by the Board of Directors.

b.3) Forms of commendation: to be defined by the Personnel and Remuneration Committee through its internal regulations.

b.4) Forms of rewards:

(i) In cash;

(ii) In shares, under an optional scheme.

b.5) For members of the Board of Directors: remuneration shall be decided by the Board of Directors in accordance with the range approved by the General Meeting of Shareholders.

b.6) For executives: reward funds shall be sourced from the DIC Group's Welfare and Bonus Fund and other lawful sources, or shall be accounted for as before-tax expenses in accordance with relevant legal provisions. The reward level shall be based on the actual business performance of each year, and the General Director shall propose to the Board of Directors for approval.

c) Disciplining

c.1) The Board of Directors shall be responsible for establishing a disciplinary system based on the nature and level of violations. The highest level of discipline shall include dismissal, removal.

c.2) Members of the Board of Directors, the Board of Management, and other managerial personnel who fail to fulfill their duties with regard to the required responsibility, honesty, prudence shall bear personal liability for any damages caused by their actions.



c.3) Members of the Board of Directors, the Board of Management, and other managerial personnel who, in the course of performing their duties, commit acts in violation of the law or the regulations of DIC Group shall, depending on the level of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the disciplinary system and applicable laws. In cases where their actions cause damage to the interests of DIC Group, its shareholders, or other parties, they shall be liable to compensate for such damages as prescribed by law.

Article 6: Effective date

Regulation on Internal Governance of DIC Group consists of 06 articles and takes effect from April 24, 2026./.

**OBO. THE BOARD OF DIRECTORS
CHAIRMAN**



Nguyen Hung Cuong

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(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

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