

***Dear: Decofi Shareholders***

The Board of Directors of Design and Construction Joint Stock Company No. 1 (“DECOFI”) respectfully invites Shareholders to attend the 2026 Annual General Meeting of Shareholders (“Meeting”):

**1. Organizing**

- Time: 08:30 AM
- Date: Thursday, April 14<sup>th</sup>, 2026.
- Venue: Burgundy Hall, Novotel Saigon Centre Hotel– 2<sup>nd</sup> Floor, No. 167 Hai Ba Trung Str, Xuan Hoa Ward, Ho Chi Minh City.

**2. Participants**

DECOFI Shareholders whose name appears in the List of shareholders at the record date of **March 06<sup>th</sup>, 2026** or a person legally authorized by the shareholder .

**3. Documents**

Please kindly refer to the **DECOFI** website for details [www.decofi.vn](http://www.decofi.vn)

**4. The procedure of participation:**

Shareholders (or authorized representative) please register to attend the Meeting before 16:30 April 10<sup>th</sup>, 2026 by phone or email in the following ways:

*Design and Construction Joint Stock Company No. 1*

*Phone: (84.28) 3823 0276 (extension 116 - Ms. Thinh)*

*Email: vp.hdqt@decofi.vn*

**5. The following documents when attending the Meeting:**

Shareholders (or authorized representative) shall be kindly requested to present:

- The Invitation Letter;
- Identity card (ID) or Passport;
- Authorization document (if any).

**6. Note**

- For any questions related to the Meeting, please contact the Organizing Committee of the Meeting via the following phone number: (84.28) 3823 0276 (extension 116 - Ms. Thinh)

We look forward to your participation.

Best regards ./.

*Ho Chi Minh City, March 19<sup>th</sup>, 2026*

**On behalf of The Board of Directors**

**CHAIRMAN OF THE BOARD OF  
DIRECTORS**

**PHAM HUNG CUONG**

# AGENDA OF THE 2026 ANNUAL GENERAL SHAREHOLDERS' MEETING (“GSM”)

**Time:** 8h30 AM, Tuesday, April 14<sup>th</sup>2026.

**Venue:** Novotel Saigon Centre, 2<sup>nd</sup> Floor - Burgundy Hall, 167 Hai Ba Trung Street, Xuan Hoa Ward, HCMC.



Time	Description	Chaired by
8h30 – 9h	<b>1. Shareholder registration</b>	Organizing Committee
	Welcome delegates and shareholders to register to attend the Meeting.	
	Check shareholder's Eligibility Verification and distribution of meeting materials	
9h – 9h30	<b>2. Opening ceremony</b>	Organizing Committee
	Declare the reason and introduce the delegates and participants.	
	Shareholder's Eligibility Verification Report	The Shareholder's Eligibility Verification Committee
	Introduce and approve the members of the Presidium.	Organizing Committee
	Introduce and approve the members of the Secretariat and the Vote Counting Committee	
	Approve the meeting Agenda	
	Approve the GSM's regulations	
		Opening of the GSM.
9h30 – 10h	<b>3. The General meeting's content</b>	
	Report of the Board of Directors	Chairman
	Report of the Independence BOD members	Independence BOD members
	Report of the Supervisory Board	Head of the Supervisory Board
	Report of the General Director	General Director



Time	Description	Chaired by
10h – 10h30	<i>Presentation of report and proposals:</i>	Presiding Committee
	Approve the audited Financial statements for 2025.	
	Approve the profit distribution plan for 2025 and the profit distribution plan for 2026	
	Approve the operating budget of for the Board of Directors/Supervisory Board	
	Approve the List of independent audit firms to conduct the audit and review of the 2026 financial statements	
	Approve of Additional business lines of the Company	
	Approve of capital contribution/share purchase; establishment, acquisition to become a subsidiary	
	Approve of stock listing	
	Approve of the plan to offer shares to the public for existing shareholders	
	Approve of the plan for share issuance for dividend payment	
	Approve of amendments and supplements to the Company Charter	
	Approve of amendments and supplements to the Company's Internal Governance Regulations	
	Approve of amendments and supplements to the Operating Regulations of the Board of Directors	
	Approve of amendments and supplements to the Operating Regulations of the Supervisory Board	
	10h30 – 11h	
	Approve the Regulations for the election of additional members of the Board of Supervisors	

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Time	Description	Chaired by
	Approve the list of nominees/candidates of the BOS	
	Election of additional members of the BOS	
11h – 11h30	Discussion, opinion and voting to approve the content of reports and proposals and elect additional members of Independent Directors / the Board of Supervisors.	Presiding Committee
11h30 – 11h45	Tea break	Presiding Committee
11h45 – 12h5	Announce the results of the vote counting and the results of the election of additional members of Independent Directors / the Board of Supervisors.	Vote Counting Committee
12h – 12h15	Approval of the Minutes and Resolutions of the General Meeting.	The Secretariat
12h15	Closing	Presiding Committee

*Ho Chi Minh city, March 27<sup>th</sup>, 2026*

**ON BEHALF OF THE BOD**

**CHAIRPERSON**

*(Signed)*

**PHAM HUNG CUONG)**





**DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO. 1 (DECOFI)  
IN THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**April 14<sup>th</sup> 2026**



**ELECTION CARD**

Full name of Shareholder:

No. ID card/Business license:

The voting shares owned:

Total of voting share:

Full name of authorized representative:

The voting shares authorized:



### VOTING FORMAT

1. **Shareholders vote** (Approve, Disapprove, Abstain) Shareholders vote on an issue in the voting form by marking a single (X) in the box corresponding to their opinion.
2. In case of incorrect filling or changing their opinion, shareholders should select the correct box and circle the incorrect (X), then sign next to the incorrect (X) they marked.
3. **Invalid BALLOTS/ITEMS:**
  - Invalid ballot: *no signature and full name of the shareholder/shareholder representative and/or all items are invalid.*
  - Invalid item: *Any proposal where the shareholder/shareholder representative leaves all boxes empty, marks an (X) in both boxes, or marks an (X) and adds additional comments.*

**DESIGN AND CONSTRUCTION JOINT STOCK  
COMPANY NO. 1 (DECOFI)  
IN THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

April 14<sup>th</sup> 2026



### ELECTION CARD

### FOR APPROVING THE REPORT, PROPOSAL

**Code:**

Full name of Shareholder:

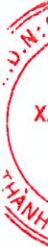
No. ID card/Business license:

The voting shares owned:

Full name of authorized representative:

The voting shares authorized:

Total of voting share:



No.	Content	Approve	Disapprove	Abstain
1.	Approve the Board of Directors' activity report			
2.	Approve the Independence BOD member's activity report			
3.	Approve the Supervisory Board's activity report			
4.	Approve the General Director's activity report			
5.	Proposal for approval of the audited Financial statements for 2025			
6.	Proposal for approval of the profit distribution plan for 2025 and the profit distribution plan for 2026			
7.	Proposal for approval of the operating budget of the Board of Directors/Supervisory Board			
8.	Proposal for approval of the list of independent audit firms to conduct the audit and review of the 2026 financial statements			
9.	Proposal for approval of additional business lines of the Company			

No.	Content	Approve	Disapprove	Abstain
10.	Proposal for approval of capital contribution/share purchase; establishment, acquisition to become a subsidiary			
11.	Proposal for approval of stock listing			
12.	Proposal on the approval of the plan for share issuance for dividend payment			
13.	Proposal for approval of the plan to offer shares to the public for existing shareholders			
14.	Proposal for approval of amendments and supplements to the Company Charter			
15.	Proposal for approval of amendments and supplements to the Company's Internal Governance Regulations			
16.	Proposal for approval of amendments and supplements to the Operating Regulations of the Board of Directors			
17.	Proposal for approval of amendments and supplements to the Operating Regulations of the Supervisory Board			
18.	Proposal for approval of the dismissal/election of additional members of Independent Directors			
19.	Proposal for approval of the dismissal/election of additional members of the Supervisory Board			

**Confirmation of shareholder/authorized representative**

*(Signature and full name)*

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### VOTING RULES

According to the provisions of the Enterprise Law and the Company Charter, the election principle is implemented by cumulative voting. Each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of Independent Directors.

- The number of members of Independent Directors be elected for the new term is **1 member** .
- Example: Shareholder A owns **1,000 shares**, so the number of votes for electing a member of BOS is:  
**1,000 x 1 = 1,000 votes**

Each shareholder selects a candidate by assigning their votes to each candidate they choose, ensuring that the total number of votes cast for all chosen candidates is equal to or less than the shareholder's total number of votes. Shareholders may allocate all votes to one candidate or distribute them among several candidates.

If a shareholder does not vote for any member on the election list, the "Number of Votes" column will be left blank, and this ballot will be considered as a blank vote.

DESIGN AND CONSTRUCTION JOINT STOCK  
COMPANY NO. 1 (DECOFI)

IN THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS

April 14th 2026



### ELECTION CARD

FOR MEMBER OF INDEPENDENT DIRECTORS

Code:

Full name of Shareholder:

No. ID card/Business license:

The voting shares owned:

Total of voting share:

The voting shares authorized:

Full name of authorized representative:



### ELECTION OF MEMBER OF INDEPENDENT DIRECTORS :

No	Full name	Number of votes
1		

Confirmation of shareholder/authorized representative

*Signature and full name)*

### VOTING RULES

According to the provisions of the Enterprise Law and the Company Charter, the election principle is implemented by cumulative voting. Each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Supervisors ("BOS").

- The number of members of BOS be elected for the new term is **1 member**.
- Example: Shareholder A owns **1,000 shares**, so the number of votes for electing a member of BOS is:  
**1,000 x 1 = 1,000 votes**

Each shareholder selects a candidate by assigning their votes to each candidate they choose, ensuring that the total number of votes cast for all chosen candidates is equal to or less than the shareholder's total number of votes. Shareholders may allocate all votes to one candidate or distribute them among several candidates. If a shareholder does not vote for any member on the election list, the "Number of Votes" column will be left blank, and this ballot will be considered as a blank vote..

### DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO. 1 (DECOFI)

#### IN THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 14th 2026



### ELECTION CARD

#### FOR MEMBER OF THE SUPERVISORY BOARD

Code:

Full name of Shareholder:

No. ID card/Business license:

The voting shares owned:

Total of voting share:

The voting shares authorized:

Full name of authorized representative:

### ELECTION OF MEMBER OF BOS :

No	Full name	Number of votes
1		

Confirmation of shareholder/authorized representative

*(Signature and full name)*

**DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO. 1 (DECOFI)**

**IN THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**April 14<sup>th</sup> 2026**



**ATTENDANCE CONFIRMATION FORM  
FOR THE GENERAL MEETING**

Full name of Shareholder:

No. ID card/Business license:

The voting shares owned:

Total of voting share:

Full name of authorized representative:

The voting shares authorized:

*HCMC, April 14<sup>th</sup>. 2026*

**Shareholder/ authorized representative**

*(Signature and full name)*



No: 01/2026/TT/DCF-HĐQT

HCMC, April 14<sup>th</sup> 2026

**RESOLUTION OF THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**DRAFT**

**DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO. 1**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- Pursuant to the Charter of DECOFI;
- Pursuant to the Meeting minutes of the 2026 Annual General meeting of shareholders

**RESOLVE**

**Article 1.** Approval of the Board of Directors' report on the summary of Company's business result for 2025 and the Business plan for 2026 with the following key contents:

1. The Business result for 2025:
  - Total Asset: 1.685.829.401.598 VND.
  - Net Revenue: 1.969.711.686.292 VND.
  - Earnings before tax: 95.207.211.864 VND.
  - Earnings after tax: 75.539.656.121 VND
2. The Business plan for 2026:
  - Revenue: 2.800.000.000.000 VND.
  - Earnings before Tax: 100.000.000.000 VND.

**Article 2.** Approval of the Independence BOD member's report

**Article 3.** Approval of the Board of Supervisors' report.

**Article 4.** Approval of The General Director report about business performance

**Article 5.** Approval of the Audited Financial statement for 2025 (according to attached document).

**Article 6.** Approval of the profit distribution plan in 2025 and the profit-sharing plan in 2026, with the following contents:

**1. The profit distribution plan in 2025:**

Pursuant to Circular 200/2014/TT-BTC dated December 22, 2014, A joint stock company is only allowed to allocate its funds and pay dividends to shareholders after it has fulfilled its tax and financial obligations to the State Budget in accordance with the Law and has fully compensated for previous losses as per the regulations of the law and the Company's Charter

- Earnings after tax (EAT) in 2025: 75.539.656.121 VND
- EAT is distributed as follow:
  - + Development investment fund (10% EAT): 7.553.965.612 VND
  - + Reward and Welfare fund (15% EAT): 11.330.948.418 VND
  - + Remuneration for the Board of Directors / Supervisory Board: 3.428.000.000 VND
  - + Remaining Profit: 53.226.742.091 VND
  - + Retained Earnings of previous years: 10.304.613.189 VND
  - + Total retained Earnings after allocation of funds, remuneration: 63.531.355.280 VND

**2. The profit- sharing plan in 2026:**

- Development Investment Fund allocation: 10% EAT.
- Reward and Welfare Fund allocation: 15% EAT
- Maximum dividend profit: 50% EAT.

**Article 7.** Approval of operating budget of the Board of Directors and Supervisory Board as follow:

- The operating budget includes: the remuneration, bonuses, other benefits and other costs for the BOD and BOS in the 2026 fiscal year is allocated from company expenses. Maximum expenditure is determined by 7% of the Earnings After Tax for the 2026 fiscal year, but not lower than 2 billion Vietnamese dong.

**Article 8.** Approval of the List of independent audit firms to conduct the audit and review the 2026 financial statements.

**Article 9.** Approval of the additional business lines of the Company.

**Article 10.** Approval of the policy on capital contribution and/or the acquisition of shares; and the establishment or acquisition of subsidiaries and associates.

**Article 11.** Approval of the listing of shares.

**Article 12.** Approve of the plan for share issuance for dividend payment

**Article 13.** Approval of the public share offering plan for existing shareholders.

**Article 14.** Approval of amendments and supplements to the Company Charter.

**Article 15.** Approval of amendments and supplements to the Company's Internal Governance Regulations.

**Article 16.** Approval of amendments and supplements to the Operating Regulations of the Board of Directors.

**Article 17.** Approval of amendments and supplements to the Operating Regulations of the Supervisory Board

**Article 18.** Approval of the dismissal of Mr. Ho Viet Trung from the position of Independent Member of the Board of Directors for the 2024–2029 term

**Article 19.** Approval of the List of Nominees for the supplementary election of Independent Members of the Board of Directors for the 2024–2029 term

**Article 20.** Approval of the results of the supplementary election of Independent Members of the Board of Directors for the 2024–2029 term.

Newly elected Independent Directors: Mr./Ms...

**Article 21.** Approval of the dismissal of Mr. Vu Ngoc Tue from the position of Member of the Supervisory Board for the 2024–2029 term

**Article 22.** Approval of the List of Nominees for the supplementary election of Members of the Supervisory Board for the 2024–2029 term

**Article 23.** Approval of the results of the supplementary election of Members of the Supervisory Board for the 2024–2029 term

Newly elected Member of the Supervisory Board: Mr./Ms.....

**Article 24.** Enforcement Provisions:

This Resolution was approved by the 2026 Annual General Meeting of DECOFI's Shareholders signed April 14<sup>th</sup>, 2026 and takes effect from the date of signing hereof./.

Members of the Board of Directors, Board of Supervisors, Executive Board, and Shareholders are responsible for implementing this Resolution and organizing its

implementation under their authorities and functions, following the Law and the Company's Charter.

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- *Article 24;*
- *SSX. HNX;*
- *Save BOD's office.*

**PHAM HUNG CUONG**



## **Regulations on Organizing the 2026 Annual General Shareholders' Meeting of Design And Construction Joint Stock Company No. 1**

### **Pursuant to:**

- *Enterprise Law No. 59/2020 /QH14 dated June 17, 2020 and documents amending, supplementing and guiding its implementation ("Enterprise Law") ;*
- *Charter of organization and operation of Design and Construction Joint Stock Company No. 1.*

In order for the 2026 Annual General Meeting of Shareholders of Design and Construction Joint Stock Company No. 1 is successful, the Board of Directors has established the following regulations and principles for working, conducting, and voting at the General Meeting:

### **I. PURPOSE**

- The 2026 Annual General Meeting of Shareholders of Design and Construction Joint Stock Company No. 1 takes place in accordance with regulations and is successful.
- The Resolutions of the General Meeting of Shareholders represent the unified will of the General Meeting of Shareholders, meet the aspirations and interests of shareholders and are in accordance with the law.

### **II. SUBJECTS AND SCOPE**

- Subjects: Shareholders, authorized representatives of shareholders who are individuals/organizations authorized to attend the meeting and guests invited to the General Meeting of Shareholders of Design and Construction Joint Stock Company No. 1 must comply with the provisions of this Regulation, the Company's Charter and current regulations of law.
- Scope of application: These regulations are used for organizing the 2026 Annual General Meeting of Shareholders of Design and Construction Joint Stock Company No. 1.

### **III. EXPLANATION OF TERMS/ACBREVIATIONS**

- Company: Design and Construction Joint Stock Company No. 1
- BOD: Board of Directors
- BOS: Board of Supervisors
- OC: Organizing Committee
- GSM: General Shareholders' Meeting
- Delegate: Shareholder, representative (authorized person)

### **IV. CONTENT OF REGULATIONS**

**1. Conditions of proceeding the GSM**

- The GSM is held when the number of Shareholders and authorized representatives attending the meeting represents more than 50 % of the total number of votes , according to the list of Shareholders prepared at the time of closing the list of Shareholders to convene the General Meeting .
- In case there is not enough number of Shareholders required to hold the first General Meeting , the GSM will be reconvened within thirty (30) days from the date of the first meeting. This second GSM will only be held when the attending members are Shareholders and authorized representatives from 33 % of total votes or more .
- In case the second meeting cannot be held due to the lack of sufficient Shareholders, the third meeting of the GSM may be convened within twenty (20) days from the date of the second meeting, and in this case the GSM shall be held regardless of the number of Shareholders or authorized representatives attending and shall be considered valid and shall have the right to decide all matters that the first GSM may approve.

**2. Conditions of attending the GSM**

The Company's shareholders according to the list finalized on **March 06, 2026** are entitled to attend the GSM. Shareholders can attend in person or authorize their representatives to attend. In case more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically determined.

**3. Guests at the Congress**

- As management positions of the Company, guests, members of the OC are not shareholders of the Company but are invited to attend the General Meeting.
- Guests are not allowed to speak at the Congress (except in cases where they are invited by the Meeting Chairperson or have registered in advance with the OC and have the consent of the Meeting Chairperson).

**4. Delegates attending the GSM**

- On time, polite and formal attire, personal documents, etc. as required by the OC.
- Receive documents for the Congress at the reception desk of the hall.
- Late arriving Delegates have the right to register immediately and then have the right to participate and vote immediately at the GSM. The Chairman is not responsible for stopping the meeting to allow late arriving Delegates to register; the voting results of issues that have been voted on before the Delegate arrives will not be affected.
- Leave the phone on vibrate or off, and go outside to talk when necessary.
- Comply with the regulations of the OC and the Meeting Chairperson.
- In case a Delegate doesn't comply with the inspection regulations or the above measures and regulations, the Chairman, after careful consideration, may refuse or

expel the said Delegate from the Congress venue to ensure that the Congress takes place according to the planned program.

#### **5. The Meeting Chairperson**

- The Chairman of the BOD shall be the Meeting Chairperson or authorize another member of the BOD to be the Meeting Chairperson. In case the Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to be the chairperson of the meeting; in case no one can be the chairperson, the Head of the Supervisory Board shall direct the GSM to elect the chairperson of the meeting from among the attendees and the person with the highest number of votes shall be the chairperson of the meeting.
- Rights and obligation of the Meeting Chairperson:
  - Execute the operations of GSM according to the ratified agenda by GSM
  - Assign and introduce representatives of the BOD, Board of Management, and BOS to present regulations, reports, and submissions at the GSM.
  - Introduce the members of the Meeting Presidium to vote.
  - Introduce the members of the Secretariat to vote.
  - Introduce the members of the Vote Counting Committee to vote.
  - Guide the Delegates to discuss.
  - Present the contents and conclude the necessary issues for the GSM to vote on.
  - Response issues and note down comments and suggestions within the agenda approved by GSM
  - Approve and issue documents, results, minutes and resolutions after GSM terminate.

#### **6. The Shareholder's Eligibility Verification Committee**

- The BOD decides the Shareholder's Eligibility Verification Committee
- The Shareholder's Eligibility Verification Committee has the rights and obligations:
  - To receive documents from Shareholders or authorized representatives attending the meeting to check their validity and compare them with the List of Shareholders entitled to attend the meeting as of **March 06<sup>th</sup>, 2026**
  - To ensure Shareholders or authorized representatives have the materials of GSM, the Election Paper, Election Card, Voting paper for additional members of the BOS; and other documents before this GSM has officially proceeded.

#### **7. The Secretariat**

- Rights and obligation:
  - Record fully, honestly contents of GSM.
  - Receive speech application form of Delegate.



- Take minutes of the GSM.
- Assist the Meeting Chairperson in disclosing information related to the GSM and notifying Delegates in accordance with the law and the Company's Charter.
- The Meeting Chairperson and Secretariat have the right to take necessary measures to control the meeting in a reasonable, orderly manner, in accordance with the approved agenda and reflecting the majority of Delegates' desire.

#### **8. Vote Counting Committee**

- Vote Counting Committee is introduced by the Meeting Chairperson to vote by raising voting cards.
- Obligation of the Vote Counting Committee:
  - Disseminate principles, regulations, and instructions on how to .
  - Check and record voting Cards; prepare minutes of vote counting, announce results; transfer minutes to the Chairman to approve voting results .

#### **9. Speaking at the GSM**

Delegates attending the congress who speak must have the consent of the Meeting Chairperson. Delegates should speak clearly and focus on the approved Agenda or send their opinions in writing to the Secretariat for synthesis and reporting to the Chairperson. The Chairperson will arrange for Delegates to speak in the order of registration, and at the same time answer Delegates' questions at the Congress or record their responses in writing later.

#### **10. Voting procedures**

##### **a. General rules on voting**

- Each share owned or represented by ownership corresponds to one voting unit.
- Each Delegate attending the Congress will be given :
  - One (01) “**Election Card** ” with the Delegate code, number of shares owned and/or represented, and the Company’s seal. This method is used to approve general issues at the Meeting except for reports and submissions at the Meeting .
  - One (01) “**Election Paper**” with the Delegate code, number of shares owned and/or represented, and the Company’s seal is used to vote on reports and submissions at the Meeting. This method is used to approve reports and submissions at the Meeting.

##### **b. Voting format**

All matters at the GSM shall be voted upon through the following methods:

- Method of raising the “Election Card”: Each Delegate is given one (01) Election Card. When voting at the Meeting, Shareholders vote by raising the

Election Card . This method is used to pass general issues at the Meeting except for reports and proposals at the Meeting.

Accordingly, each issue under the authority of the GSM is consulted in the following order:

- Approve (agree) with the content just presented;
  - Disapprove (disagree) with the content just presented;
  - Abstain on the content just presented.
- Method of submitting “Election Paper”: Each Delegate is given one (01) Election Paper with three (03) opinions: agree, disagree, no opinion on each issue. Shareholders will mark “X” in the selected box. This method is used to approve reports and submissions at the Meeting.

**c. Voting rules**

- Keep One (01) share is equivalent to one (01) voting right. Each Delegate attending representing one or more voting rights will be issued one (01) Election Card and one (01) Election Paper.
- At the shareholder record date **March 06<sup>th</sup>, 2026** , the total number of shares of the Company is: **52.998.891** shares equivalent to **52.998.891** voting rights.
- Issues requiring a vote at the Meeting shall only be approved when the number of shareholders representing more than 50 % of the total number of votes of all shareholders attending and voting at the meeting approves. In some cases, the voting issue is stipulated in Clause 1, Article 32 of the Company's Charter of Organization and Operation , which must be approved by shareholders representing 65 % or more of the total number of votes of all shareholders attending and voting at the meeting.

**11. Record the voting results**

- At the Meeting, the GSM will approve the Vote Counting Committee.
- The Vote Counting Committee will check the total number of votes in “**Approve**”, “**Disapprove**”, “**Abstain**” for each item and is responsible for recording and reporting the results of the vote counting at the GSM.
- Election paper and Voting paper after being counted will be stored according to regulations.

**V. EFFECTIVE**

- All Shareholders, representatives and guests attending the Meeting are responsible for fully complying with the contents stipulated in this charter, the current regulations, rules and management regulations of the Company and relevant legal regulations.
- All Shareholders, representatives and guests attending the Meeting are responsible for complying with the decisions of the Chairman and OC. If there is any violation,



depending on the severity, they must accept the handling measures of the Meeting Chairperson, from restricting the ability to speak, expelling from the hall where the Congress is taking place, not being allowed to participate in voting, elections or transferring to legal authorities for handling according to the procedures prescribed by law.

- The contents not specified in detail in this Regulation shall be uniformly applied according to the provisions of the Company 's Charter of Organization and Operation , Enterprise Law No. 59/2020/QH14, amendments and supplements, and relevant current documents of the State.

***This Regulation takes effect immediately after being approved by the GSM.***

**Recipient:**

- Shareholders;
- Save BOD's office.

*Ho Chi Minh City, March 19<sup>th</sup>, 2026*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**PHAM HUNG CUONG**





## REPORT OF THE BOARD OF DIRECTORS ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

### Dear: GENERAL MEETING OF SHAREHOLDERS

The Board of Directors (BOD) of Design and Construction Joint Stock Company No. 1 (DECOFI) respectfully reports to Shareholders on the Company's Operating Results in 2025 and presents the BOD's operating plan for 2026, with specific development goals and strategies to improve the Company's operational efficiency and sustainable development.

### I. THE 2025 PRODUCTION AND BUSINESS PERFORMANCE SUMMARY

#### 1. The current situation of the Company.

The construction industry is grappling with supply chain volatility, rising material costs, intensifying competition, and shifting regulations, creating significant challenges for enterprises across the sector. In this general situation, the Company made efforts to achieve the planning goals submitted to the General Shareholders' Meeting (GSM), maintain stability in production and business, and create a solid foundation for operations in the coming years.

In 2025, although the construction industry faced many difficulties, the Company achieved very positive results. The Company has successfully achieved and exceeded the targets set forth in the Annual General Meeting of Shareholders for 2025. Specifically;

**The revenue in 2025:** 1.969,71 billion VND, reaching **103,67 % of the plan**, an increase of **48,50%** compared to 2024.

**Profit after:** 75,54 billion VND, reaching **107,91% of the plan**, an increase of **91,80%** compared to 2024.

In the unpredictable and unfavorable economic situation, the above-mentioned Company's Business results are remarkable efforts that deserve recognition, in which the BOD highly appreciated the management and direction of the Executive Board (EB), which has ensured growth targets as well as stability in all areas of the Company's operations. This is a solid foundation for the Company to continue to grow strongly in the coming years.

#### 2. Implementation status compared to plan

In 2025, The Company completed 103,67% of the revenue target plan, and 107,91% of the benefit profit after tax plan which approved by the General Meeting of Shareholders on April 18<sup>th</sup>, 2025, mainly due to objective factors and some difficulties in the process projects. However, the Company continues to improve efficiency and complete goals in the coming time.

*Unit: Billion VND*

Items	Plan 2025	Perform 2025	Completion Rate
Revenue	1.900	1.969,71	103,67%
Benefit profit after tax	70	75,54	107,91%

+ **Fixed asset investment situation:** To meet the needs of high-rise building construction and other activities. In 2025, the Company invested in purchasing fixed assets, including Construction hoists and other machinery and equipment for about 6,44 billion VND; Car for about 2,25 billion VND; Containers and Office facilities and equipment for about 1,4 billion VND; and completion of Office Renovation for about 6,44 million VND. The purchase of formwork scaffolding, tools, construction equipment, and management is about 48,13 billion VND.

+ **Debt situation:** In general, the Company didn't have any major changes in its debt in the past year. All debts are managed and paid on time, with no bad debts. The Company maintains a prudent financial management policy, ensuring debt repayment capacity and maintaining financial stability. Managing good debt helps the Company maintain its reputation in the market and have enough resources to continue implementing new projects and expanding business operations.

### 3. Business Result

Unit: Billion VND

Items	2025	2024	% 2025/2024
Total Asset Value	1.685,83	1.041,14	161,92%
Total Revenue	1.969,71	1.326,41	148,50%
Net Revenue	1.969,71	1.326,41	148,50%
Gross Profit	157,65	109,13	144,46%
Gross profit/revenue ratio	8,00%	8,23%	97,21%
Financial revenue	13,93	0,10	14.217,20%
Expense finance	17,41	8,91	195,33%
<i>In which: Interest expense</i>	17,41	8,91	195,33%
Profit or loss in associated companies	0	2,16	
Selling expenses	1,48	0,59	249,32%
General and administrative expenses	60,68	52,23	116,18%
Net profit from business operations	92,00	49,65	185,29%
Other profits and losses	3,21	0,37	872,96%
Profit before tax	95,21	50,02	190,34%
Profit after tax	75,54	39,38	191,80%
Earnings per share EPS (VND)	1.112	732	151,91%

**4. Liquidity, capital structure, asset structure, and operating capacity**

Items	2025	2024
Current Ratio	1,21	1,13
Quick Ratio	0,96	0,87
Debt/Total Assets Ratio	0,61	0,53
Debt/Equity Ratio	0,70	0,38
Current Assets/Total Assets	0,74	0,60
Fixed Assets/Total Assets	0,04	0,06
Inventory turnover	8,96	12,47
Net Sales/Total Assets	1,17	1,27

**5. Earnings Power**

Items	2025	2024
Profit after tax/Net revenue	3,84%	2,97%
Profit after tax/Equity	11,60%	8,13%
Profit after tax/Total assets	4,48%	3,78%
Profit before tax/Net revenue	4,83%	3,77%

**II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025.**
**1. The Member of BOD**

The BOD of DECOFI has 05 members in 2025 changed in the BOD' personnel, specifically as follows:

No.	Full name	Position	Note
1	Mr. Pham Hung Cuong	Chairman of the Board	
2	Mr. Chu Quang Huan	Deputy Chairman of BOD	
3	Mr. Nguyen Minh Tam	Board Member	
4	Mr. Ho Viet Trung	Board Member	
5	Mr. Nguyen Ba Tho	Board Member	Relieved of duty from 21/11/2025
6	Mr. Dang Hong Minh	Board Member	Appointment from 21/11/2025

**2. Activities of BOD in 2025**

In 2025, the BOD seriously implemented the contents approved at the **2025 Annual and Extraordinary General Meeting of Shareholders**. At the same time, the BOD has focused on promoting the supervision of the Board of Management's activities through regular meetings to evaluate the Company's business performance. These meetings not only help assess the current

situation but also provide strategic direction for the next stages, ensuring the Company's sustainable development.

According to the Board of Directors' operation plan, the BOD's work has been carried out by the Resolution of the General Meeting of Shareholders, strictly complying **with the Company's Charter, the Company's internal regulations on corporate governance, the BOD's operating regulations, and current legal regulations**. All members of the BOD have demonstrated a high sense of responsibility, are clear about their assigned tasks, and are always careful in performing their duties for the common Company's benefits. Management and operation have always been carried out transparently and fairly, ensuring the rights of Shareholders and related parties.

In 2025, in addition to holding **the Annual General Meeting of Shareholders on April 18<sup>th</sup> 2025, the Board of Directors also held an Extraordinary General Meeting of Shareholders on November 21<sup>st</sup>, 2025** to review and decide on several important matters within the authority of the General Meeting of Shareholders.

In addition to performing and completing the general responsibilities for the BOD's activities, the members have successfully completed the tasks as assigned by the BOD. Each member has been proactive and made efforts to complete the work, actively contributing to the Company's important decisions and the overall success of the past year.

### 3. The meetings and documents issued by BOD in 2025

The BOD's activities are organized and conducted in accordance with the Company's Charter and current legal regulations. The minutes and Resolutions approving and passing issues related to the functions, tasks, and rights of the collective and individual members of the BOD in all aspects of the Company's operations have all reached the consensus of the members, ensuring implementation by regulations.

In 2025, the BOD held 35 meetings, focusing on resolving issues under the authority of the BOD as well as key issues related to the Company's business operations. The list of Resolutions and Decisions issued by the BOD in 2025 is as follows:

No.	Time	Content	Attend	Resolution/ Decision No.
1.	January 01 <sup>st</sup> , 2025	Resolution on the Establishment of the Lunar New Year 2025 Reward Committee	5/5	01/2025/NQ-HĐQT
2.	January 20 <sup>th</sup> , 2025	Resolution on the Allocation of support to employees during the Lunar New Year 2025	5/5	03/2025/NQ-HĐQT
3.	January 24 <sup>th</sup> , 2025	Resolution on the Advance payment of remuneration to members of the Board of Directors and Supervisory Board for 2025	5/5	04/2025/NQ-HĐQT
4.	February 17 <sup>th</sup> 2025	Temporary suspend business at DECOFI Hoang An Co. Ltd from March 1, 2025 to February 28, 2026.	5/5	05/2025/NQ-HĐQT

No.	Time	Content	Attend	Resolution/ Decision No.
5.	February 26 <sup>th</sup> , 2025	Resolution on the Approval for the last registration date to make shareholders' rights.	5/5	06/2025/NQ-HĐQT
6.	March 19 <sup>th</sup> , 2025	Resolution on the Execution of a credit line agreement with Nam A Commercial Joint Stock Bank – An Dong Branch.	5/5	07/2025/NQ-HĐQT
7.	March 27 <sup>th</sup> , 2025	Resolution on the Approval of the agenda and meeting materials for the Annual General Meeting of Shareholders 2025	4/4	08/2025/NQ-HĐQT
8.	April 18 <sup>th</sup> , 2025	Resolution on the Assignment of duties, advance payment of Remuneration to the Board of Directors and Supervisory Board, and the establishment of the Company's salary committee for 2025.	5/5	08A/2025/NQ-HĐQT
9.	April 21 <sup>st</sup> , 2025	Resolution on the implementation of the plan to issue shares to increase charter capital from owners' equity.	5/5	09/2025/QD-HĐQT
10.	April 25 <sup>th</sup> , 2025	Resolution on the Continuation of credit transactions with Nam A Commercial Joint Stock Bank – An Dong Branch	5/5	10/2025/NQ-HĐQT
11.	May 16 <sup>th</sup> , 2025	Resolution on the Approval for the last registration date to make shareholders' rights.	5/5	11/2025/NQ-HĐQT
12.	May 29 <sup>th</sup> , 2025	resolution on the appointment of the audit firm to review the semi-annual financial statements and audit the annual financial statements for 2025.	5/5	12/2025/NQ-HĐQT
		Decision on the Establishment of the debt recovery committee	5/5	13/2025/QD-HĐQT
13.	June 03 <sup>rd</sup> , 2025	Resolution on the Approval of the results of share issuance to increase charter capital from owners' equity	5/5	14/2025/NQ-HĐQT
14.	June 12 <sup>nd</sup> , 2025	Decision on the Establishment of the committee for asset inventory, quality assessment, and disposal as of June 30, 2025.	5/5	14A/2025/NQ-HĐQT
15.	June 13 <sup>rd</sup> , 2025	Resolution on the Amendment and supplementation of the company's charter of organization and operation.		15/2025/NQ-HĐQT
16.	June 23 <sup>rd</sup> , 2025	Resolution on credit transactions with Nam A Commercial Joint Stock Bank – An Dong Branch."	5/5	16/2025/NQ-HĐQT
17.	July 02 <sup>nd</sup> 2025	Resolution on the Implementation of the plan for private placement of shares.	5/5	17/2025/NQ-HĐQT
18.	July 02 <sup>nd</sup> 2025	Resolution on Ensuring that the share issuance complies with regulations on foreign ownership limits.	5/5	18/2025/NQ-HĐQT
19.	July 02 <sup>nd</sup> 2025	Resolution on the Approval of the dossier for private placement of shares.	5/5	19/2025/NQ-HĐQT
20.	July 10 <sup>th</sup> 2025	Resolution on the Amendment of the company's organizational structure.	5/5	20/2025/QD-HĐQT

No.	Time	Content	Attend	Resolution/ Decision No.
		Decision on the Appointment of the company's construction director		21/2025/NQ-HĐQT
		Decision on the Appointment of the company's deputy general director		22/2025/NQ-HĐQT
21.	July 10 <sup>th</sup> 2025	Resolution on the Issuance of bid guarantees at MB Commercial Joint Stock Bank – East Saigon Branch.	5/5	21A/2025/NQ-HĐQT
22.	July 15 <sup>th</sup> 2025	Resolution on the Approval of financial leasing for business operations.	5/5	22A/2025/NQ-HĐQT
23.	July 16 <sup>th</sup> 2025	Resolution on the Approval of the credit line plan at Military Commercial Joint Stock Bank – East Saigon Branch.	5/5	23/2025/NQ-HĐQT
24.	July 18 <sup>th</sup> 2025	Resolution on the Investment in containers and i-beam covers for projects.	5/5	24/2025/NQ-HĐQT
25.	July 25 <sup>th</sup> 2025	Resolution on the Approval of the Plan to purchase Generali life insurance for management personnel	5/5	25/2025/NQ-HĐQT
26.	August 05 <sup>th</sup> 2025	Resolution on the Purchase of construction hoists for the high-rise residential and commercial-office project	5/5	26/2025/NQ-HĐQT
27.	August 07 <sup>th</sup> 2025	Resolution on the Determination of the offering price for private placement of shares	5/5	27/2025/NQ-HĐQT
28.	August 07 <sup>th</sup> 2025	Resolution on the Opening of a credit line at Military Commercial Joint Stock Bank – East Saigon Branch	5/5	28/2025/NQ-HĐQT
29.	August 26 <sup>th</sup> 2025	Resolution on the Approval of the credit line plan at Vietnam International Commercial Joint Stock Bank – Saigon Branch	5/5	29/2025/NQ-HĐQT
30.	September 11 <sup>th</sup> 2025	Resolution on the Appointment of the Company's capital representative at DECOFI Hoang An Construction One-Member Limited Liability Company.	5/5	29A/2025/NQ-HĐQT
31.	September 15 <sup>th</sup> 2025	Resolution on the Approval of the results of the private placement of shares	5/5	30/2025/NQ-HĐQT
32.	September 23 <sup>rd</sup> 2025	Resolution on the Amendment and supplementation of the Company's charter of organization and operation		31/2025/NQ-HĐQT
33.	October 07 <sup>th</sup> 2025	Resolution on Convening the first Extraordinary General Meeting of Shareholders in 2025	5/5	32/2025/NQ-HĐQT
34.	October 15 <sup>th</sup> 2025	Resolution on the Approval of the credit line plan at Techcom bank – Binh Duong Branch	5/5	32A/2025/NQ-HĐQT
35.	October 16 <sup>th</sup> 2025	Resolution on the Execution of a credit line agreement at An Binh Commercial Joint Stock Bank – Ho Chi Minh City Branch	5/5	32B/2025/NQ-HĐQT

No.	Time	Content	Attend	Resolution/ Decision No.
36.	October 30 <sup>th</sup> 2025	Resolution on the Approval of the agenda and meeting materials for the First Extraordinary General Meeting of Shareholders in 2025	5/5	33/2025/NQ-HĐQT
37.	November 17 <sup>th</sup> 2025	Resolution on the Approval of the change of the company's seal design	5/5	34/2025/NQ-HĐQT
38.	November 21 <sup>st</sup> 2025	Resolution on the Assignment of duties to members of the Board of Directors.	5/5	35/2025/NQ-HĐQT
39.	December 10 <sup>th</sup> 2025	Decision on the establishment of the committee for asset inventory, quality assessment, and disposal as of December 31, 2025	5/5	36/2025/QĐ-HĐQT

#### 4. Report on transactions with Board members and related persons of Board members

Board of Directors/ Stakeholders	Relationship	Content	Transaction value (VND)
Eco Grand Land Development and Investment Co., Ltd	Related parties	Construction	19.073.416.222
Phuc An Gia Real Estate Investment Co., Ltd	Related parties	Construction Electrical and Plumbing installation	299.316.426.741 462.749.438
Green View Development and Investment Co., Ltd	Related parties	Construction	31.883.615.792

#### 5. Board of Directors' remuneration in 2025

According to the Resolution of the 2025 Annual General Meeting of Shareholders, the remuneration of the BOD and the Board of Supervisors (BOS) is a maximum of 7% of the Profit after tax of the fiscal year. In 2025, the remuneration for the BOD and the BOS was settled at VND 3.428.000.000, which is 4,5% of the Profit after tax (In which: the BOD - VND 2.636.000.000 and the BOS - VND 792.000.000). The detailed remuneration for the BOD is as follows:

No.	Full Name	Position	Amount ( VND )
1	Mr. Pham Hung Cuong	Chairman of the Board	2.060.000.000
2	Mr. Chu Quang Huan	Vice Chairman of BOD	144.000.000
3	Mr. Nguyen Minh Tam	Member of BOD	144.000.000
4	Mr. Nguyen Ba Tho	Member of BOD	132.000.000
5	Mr. Ho Viet Trung	Member of BOD	144.000.000
6	Mr. Dang Hong Minh	Member of BOD	12.000.000

#### 6. Board of Directors' assessment of the Executive Board's activities

Facing many challenges in 2025, the EB has implemented its tasks with flexibility and high determination. The EB's activities are carried out by the provisions of Law, the Charter and Internal regulations of the Company, and comply with the resolutions and decisions of the BOD.

**a. Implementing the Board of Directors' decisions strictly:**

- The EB was serious and effective in developing the Board of Directors' resolutions, ensuring that the goals and plans are implemented on schedule and with high efficiency

**b. Fulfilling financial obligations and policies towards employees:**

- The EB paid the full amount of tax due and fees to the State budget by regulations
- The company has well-implemented policies towards employees, including paying salaries in full and on time, paying social insurance and health insurance by regulations, providing necessary working equipment, and constantly improving the working environment to increase satisfaction and work performance of employees.

**c. Maintain calendar scheduled:**

- The EB maintained a regular meeting schedule to evaluate the business results, learn from experience, and propose solutions to resolve problems in the operation process. Thereby ensuring that production activities take place effectively.

**d. Reporting regime:**

- The EB has strictly implemented the regime of periodic reporting of activities, financial reports, and annual reports following the provisions of law and the Company's internal regulations. The reports are prepared fully, accurately, and promptly, helping the BOD and Shareholders have an overview of the Company's operations.

Under the close BOD's guidance and the continuous efforts of the EB and officers, the Company has overcome difficulties and successfully completed the 2025 business plan, creating a solid foundation for achieving the goals in 2026 and the following years.

## **7. Income of the EB, Chief Financial Officer and Chief Accountant in 2025**

In 2025, the income of the EB, CFO and Chief Accountant is: VND 6.143.283.969 details as follows

No.	Full Name	Position	Amount ( VND )
1	Mr. Nguyen Minh Tam	General Director	2.015.516.310
2	Mr. Chu Quang Huan	Deputy General Manager	1.884.163.291
3	Mr. Tran Thuan Loi	Deputy General Manager	406.033.755
4	Mr. Le Thanh Tung	Chief Financial Officer	877.445.237
5	Mr. Duong Dinh Tam	Chief Accountant	960.125.376

## **8. The implementation status of contents in the Resolution of the Annual General Meeting of Shareholders in 2025**

The progress report of implementation of plans according to Resolution of the General Meeting of Shareholders No. 01/2025/NQ-DHCD dated April 18, 2025 as follows:

### **a. Recovery of investment capital:**

- Investment cooperation with Ky Nguyễn Construction and Investment Development Co., Ltd to implement the Model Rural Residential Area in Dambri (Phase 1) project in Dambri Commune, Bao Loc City, Lam Dong province: Infrastructure completion was inspected and accepted by state authorities in June 2025
- Investment cooperation with Green View Investment and Development Co., Ltd to implement the Green View Model Rural Residential Area project in Dambri Commune, Bao Loc City, Lam Dong province: The construction of the technical infrastructure system was inspected and accepted by state authorities in December 2025.

Currently, both projects are awaiting approval from the competent authorities regarding the land-use purpose conversion valuation, which serves as the basis for executing business and sales plans. Consequently, recovering the investment capital in 2025 would not yield optimal returns for the Company. Therefore, the Board of Directors has decided to postpone the recovery of capital from these two projects. The Company will continue to monitor their progress and will evaluate capital recovery plans at an appropriate time to ensure investment efficiency.

### **b. Issuance of shares to increase charter capital:**

The Company has successfully executed a share issuance to increase share capital from equity, in accordance with the following resolutions:

- Resolution No. 09/2025/NQ-HĐQT dated April 21, 2025, regarding the approval of the issuance plan; and
- Resolution No. 14/2025/NQ-HĐQT dated June 3, 2025, regarding the ratification of the results of the share issuance to increase share capital from equity.

### **c. Private Placement of Shares:**

The Company successfully executed a private placement in accordance with:

- Resolution No. 17/2025/NQ-HĐQT dated July 2nd, 2025 and
- Resolution No. 30/2025/NQ-HĐQT dated September 15th, 2025, regarding the ratification of the results of the private share offering

The company has prepared a report on the use of capital raised from the offering, which has been audited in accordance with regulations, and has disclosed the information (attached report).

### **d. Employee Stock Ownership plan (ESOP)**

The 2025 Annual General Meeting of Shareholders (AGM) approved the plan for share issuance under the Employee Stock Ownership Plan (ESOP). However, the Company did not implement this plan during the 2025 fiscal year. Once a specific execution schedule is established, the Company will

submit the plan to the General Meeting of Shareholders for review and approval in compliance with applicable regulation

### III. BUSINESS PRODUCTION PLAN 2026

#### ❖ Plan targets for 2026

- Revenue 2026: **2.800 billion VND.**
- Profit after tax: **100 billion VND.**

To achieve the 2026 plan goals, the Company continues to seek and develop potential projects, specifically the following projects:

#### ❖ Solutions for implementation.

In 2026, the Board of Directors will focus on directing and implementing key solutions to effectively achieve the business and production targets approved by the General Meeting of Shareholders, specifically as follows:

##### ▪ **Strengthening the direction and supervision of business and production activities:**

The Board of Directors will continue to closely direct and supervise the Management Board in implementing the 2026 business plan; organize periodic meetings to monitor progress, evaluate operational efficiency, and provide timely and appropriate adjustment solutions

##### ▪ **Expanding the market and finding new partners:**

The BOD will continue to work with the EB to implement solutions to access and expand domestic and foreign markets. The Company will seek new strategic partners and exploit business cooperation opportunities to increase market share and enhance competitiveness.

Furthermore, in order to take a more proactive approach in securing construction materials for project execution, the Board of Directors aims to research and propose investments in potential sand and stone quarries. Such investments will not only ensure a stable supply of materials and control input costs but also contribute to enhancing the Company's long-term operational efficiency

##### ▪ **Brand development and enhancement for enterprises imagine:**

Promoting the Company's brand through communication channels such as the Website, social networks, and digital media platforms. The goal is to enhance brand recognition and create a professional image in customers.

##### ▪ **Developing high-quality human resources:**

Focus on developing a high-quality workforce, committed and accompanying the Company for a long time. DECOFI will implement training policies, develop skills, attract talent, and implement competitive compensation programs to improve the capacity and motivation of the staff.

##### ▪ **Digital Transformation & Governance Enhancement:**

- *Digitalizing Management & Operations*

The Company will accelerate digital transformation by deploying integrated software systems for finance, accounting, project management, and internal workflows. These initiatives aim to enhance governance efficiency, ensure information transparency, and optimize operational costs.

- *Data-Driven Decision Making*

A strategic transition toward digitized workflows and centralized data management will be implemented to provide the Board with real-time insights for informed decision-making.

- *Operational Productivity*

By integrating advanced technology into construction and project management, the Company will drive labor productivity and overall operational performance.

▪ **Financial Governance & Corporate Compliance:**

The Company will strengthen financial oversight, cost control, and capital allocation efficiency. We remain committed to the full and timely fulfillment of all statutory financial and tax obligations in strict accordance with the law.

▪ **Information Transparency & Shareholder Rights**

We are dedicated to maintaining full, transparent, and timely information disclosure as required of a public company. The Company will continue to safeguard the legitimate rights and interests of shareholders, while focusing on maximizing corporate value and fostering sustainable development.

Best regards./.

**Recipient:**

- *Shareholders;*
- *Save BOD's office.*

*Ho Chi Minh City, ..... ,2026*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**PHAM HUNG CUONG**



**DESIGN AND CONSTRUCTION JOINT-STOCK COMPANY NO 1**

**AUDITED REPORT ON THE USE OF CAPITAL OBTAINED  
FROM THE PRIVATE OFFERING OF 10 MILLION SHARES IN 2025  
UP TO OCTOBER 6, 2025**



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## REPORT OF THE BOARD OF MANAGEMENT

The Board of management of Design And Construction Joint-Stock Company No 1 (hereinafter referred to as the "Company") presents its report and reports on the use of capital obtained from the private offering of 10 million shares in 2025 up to October 6, 2025 (hereinafter referred to as the "Report on the use of capital").

### Overview

Design And Construction Joint-Stock Company No 1 is a joint-stock company transformed from a state-owned enterprise under Decision No. 792/QĐ/BNN-TCCB dated March 21, 2003, issued by the Ministry of Agriculture and Rural Development. It operates under the initial business registration certificate No. 4103001711 dated July 14, 2003, granted by the Department of Planning and Investment of Ho Chi Minh City. The business registration certificate with enterprise code 0301248798 was amended for the 13th time on October 2, 2023 and the business registration certificates have changed.

The main activities of the Company are construction work and factory leasing.

The Company's head office located at 28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City.

**The Board of Directors, The Board of Management, and the Supervisory Board as of the date of this report are as follows:**

#### *The Board of Directors*

Mr Pham Hung Cuong	Chairman
Mr Chu Quang Huan	Vice Chairman
Mr Nguyen Minh Tam	Member
Mr Ho Viet Trung	Independent member
Mr Dang Hong Minh	Member

#### *Board of Management*

Mr Nguyen Minh Tam	General Director
Mr Chu Quang Huan	Deputy General Director
Mr Tran Thuan Loi	Deputy General Director
Mr Le Thanh Tung	Chief Financial Officer

#### *Board Of Supervisors*

Ms Tran Thi Binh An	Head
Ms Le Thi Minh	Member
Mr Vu Ngoc Tue	Member

#### **Auditor**

NVA Auditing Company Ltd has performed the review on the separate financial statements for the period from 1 January 2025 to 30 June 2025 for the Company.

#### **Legal Representative**

The legal representative of the Company as of the date of this report is Mr Nguyen Minh Tam.

**DESIGN AND CONSTRUCTION JOINT-STOCK COMPANY NO 1**  
28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City  
**Report of the Board of Management (continued)**

**Statement of the Board of Management's responsibility**

The Board of Management of the Company is responsible for preparing the Report on Capital Use that reflects the true and reasonable situation of capital use. During the implementation process, the Company must ensure full compliance with the provisions of the Securities Law, the Enterprise Law, the Company Charter, the Resolutions of the General Meeting of Shareholders and other relevant legal documents. During the preparation of this Report on Capital Use, the Board of Directors of the Company commits to comply with the following requirements:

- Establish and maintain internal controls that the Board of Management determines are necessary to enable the preparation and presentation of financial statements that are free from material misstatement, whether due to fraud or error;
- Select suitable accounting policies and apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- Prepare and present capital usage reports based on compliance with accounting standards, accounting regimes and current relevant regulations.

The Board of Management of the Company shall ensure that the accounting books are kept to reflect the Company's capital contribution situation with honesty and reasonableness at any time and ensure that the Capital Use Report complies with current regulations of the State. At the same time, it is responsible for ensuring the safety of the Company's assets and taking appropriate measures to prevent and detect fraud and other violations.

The Company's Board of Management commits that the Capital Use Report has honestly and reasonably reflected the capital use situation in accordance with Vietnamese accounting standards and regimes and complied with relevant current regulations.

The Board of Management commits that the Company has complied with its information disclosure obligations as stipulated in Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market and Circulars 68/2024/TT-BTC dated September 18, 2024, Circular 18/2025/TT-BTC dated April 26, 2025; Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law; Decree 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP; and Circular No. 116/2020/TT-BTC. The Ministry of Finance's Circular No. 155/2020/ND-CP dated December 31, 2020, provides guidance on certain provisions regarding corporate governance applicable to public companies.



On behalf of the Board of Management

**Châu Quang Huan**  
Deputy General Director  
Ho Chi Minh City, 09 March 2026

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### INDEPENDENT AUDITOR'S REPORT

*Regarding the report on the use of capital raised from the private offering of 10 million shares up to October 6, 2025 of Design And Construction Joint-Stock Company No 1*

**To: Shareholders, The Board of Directors and The Board of Management  
Design And Construction Joint-Stock Company No 1**

We have audited the Report on the use of capital raised from the private offering of 10 million shares in 2025 up to October 6, 2025 of Design And Construction Joint-Stock Company No 1 (referred to as the "Company") prepared on 09 March 2026, and the notes to the Report on the use of capital (hereinafter referred to as the "Report on the use of capital") presented from page 06 to page 12 attached. This report is prepared on the basis of accounting presented in Note 2 of the Notes to the Report on the use of capital.

#### **The Board of Managements' responsibility**

The Board of Management is responsible for the preparation and the presentation to give a true and fair view on the report on the use of capital in accordance with the prevailing Vietnamese Accounting Standards and legal regulations related to the preparation and presentation of this report and is responsible for internal control that the Board of Directors determines is necessary to ensure the preparation and presentation of this report is free from material misstatement, whether due to fraud or mistakes.

#### **Auditor's responsibility**

Our responsibility is to express an opinion on the report on the use of capital based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. These standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the report on the use of capital are free from material mistakes.

The audit fieldwork includes the implementation of procedures to obtain audit evidence supporting the amounts and the disclosures in the report on the use of capital. The audit procedures are selected on the basis of the auditor's judgment, including the assessments of risks of material mistakes in this report due to errors or fraud. When assessing these risks, the auditor had considered whether the internal control system of the Company related to the preparation and presentation of the report on the use of capital is true and fair to design audit procedures that are appropriate with actual situation, however, not provide the opinion on the effectiveness of the internal control system of the Company. The audit also includes our assessment on the appropriateness of the accounting policies applied, the accounting estimates of the Company's Management as well as our evaluation on the overall presentation of the report on the use of capital.

The procedures we performed did not include an assessment and confirmation of the post-issuance use of capital and did not constitute an audit or review of the report on the use of capital in accordance with Vietnamese Accounting Standards or Vietnamese Auditing Standards on review service contracts, and therefore would not provide any assurance from us on the overall Financial Statements of Design And Construction Joint-Stock Company No 1.

We believe that audit evidence we have obtained is sufficient and appropriate for our audit opinion.



### Auditor's Opinion

In our opinion, the information presented in the Report on the use of capital raised from the private offering of 10 million shares in 2025 up to October 6, 2025 of Design And Construction Joint-Stock Company No 1 has honestly and reasonably reflected, in all material respects, in compliance with and in accordance with Vietnamese accounting standards, accounting regime for enterprises and legal regulations related to the preparation and presentation of the Report on the use of capital. In accordance with the basis for preparing the report presented in Note 2 of the Explanatory Note on the Report on the use of capital.

### Accounting basis and limitations on recipients and users of audit reports

Without denying the above opinion, we would like to draw the attention of the readers to Note 2 of the Note to the Capital Use Report which describes the legal basis and basis for preparing the report that the company applies in preparing the Capital Use Report. This report is prepared for the company to use for the purpose of providing information and meeting the requirements of State management agencies and is only related to the use of shareholders' contributed capital and not related to the entire Financial Statement of the company. Therefore, this Capital Use Report may not be suitable for other purposes.



**NVA Auditing Co., Ltd, (NVA)**  
**Deputy General Director**

**Le Hong Dao**  
Registered Auditor No. 1732-2023-152-1  
*Ho Chi Minh City, 09 March 2026*

**Auditor**

**Le Thi Nhu Ngoc**  
Registered Auditor No. 4799-2024-152-1

**REPORT ON THE USE OF CAPITAL**  
Obtained from the private offering of 10 million shares in 2025 up to October 6, 2025

As of October 6, 2025, the proceeds from the private placement of 10 million shares have been used according to the plan approved in Resolution No. 01/2025/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders 2025 dated April 18, 2025, specifically as follows:

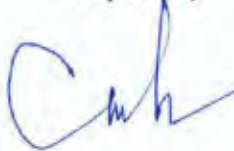
Unit: VND

No	Capital usage content	The adjusted capital utilization plan was approved	Actual use of capital	Difference
1	Repayment of short-term loan from Nam A Commercial Bank - An Dong Branch according to Credit Limit Agreement No. 0098/2025/902-CV dated May 16, 2025	100,000,000,000	100,000,000,000	-
<b>Total</b>		<b>100,000,000,000</b>	<b>100,000,000,000</b>	<b>-</b>

The 250 million VND stock issuance consulting fee has been reimbursed by the Company from other sources to ensure full payment according to the approved capital utilization plan.

The amount of capital used will be reported by the company to shareholders at the nearest General Meeting of Shareholders.

Prepared by



Dang Thi Xinh

Chief Accountant



Duong Dinh Tam

Deputy General Director



Chu Quang Huan

Ho Chi Minh City, 09 March 2026

**NOTES TO THE REPORT ON THE USE OF CAPITAL**  
Obtained from the private offering of 10 million shares in 2025 up to October 6, 2025

**1. Business highlights**

Design And Construction Joint-Stock Company No 1 is a joint-stock company transformed from a state-owned enterprise under Decision No. 792/QĐ/BNN-TCCB dated March 21, 2003, issued by the Ministry of Agriculture and Rural Development. It operates under the initial business registration certificate No. 4103001711 dated July 14, 2003, granted by the Department of Planning and Investment of Ho Chi Minh City. The business registration certificate with enterprise code 0301248798 was amended for the 13th time on October 2, 2023 and the business registration certificates have changed.

The main activities of the Company are construction work and factory leasing.

The Company's head office located at 28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City.

**2. Basis for preparing the Capital Use Status report**

Fiscal year of the Company is from 1 January to 31 December annually.

The standard currency unit used in accounting is Vietnam dong (VND).

**Statement on the compliance with the accounting standards and system**

The Company applies the Vietnamese Accounting System issued under Circular No. 200/2014/TT-BTC ("Circular 200"), which provides guidance on Accounting System for enterprises issued by the Ministry of Finance on December 22, 2014, and Circular No. 53/2016/TT-BTC dated March 21, 2016, amending and supplementing Circular No. 200/2014/TT-BTC, also issued by the Ministry of Finance.

The Company has applied the Vietnamese Accounting Standards and the related guiding documents issued by the State. The separate financial statements have been prepared and presented in full compliance with all provisions of each standard, the circulars guiding the implementation of the standards, and the current Vietnamese Accounting System.

**Basis for preparing report**

The accompanying report is presented in Vietnamese Dong (VND), according to the historical cost principle, in accordance with the regulations of the State Securities Commission, accounting standards, Vietnamese corporate accounting regime and relevant current regulations in Vietnam.

This report on capital use is prepared based on the actual amount the Company received from the private offering of 10 million shares in 2025 up to October 6, 2025, and the amount the Company has disbursed/paid according to the corresponding items according to the approved capital use plan from the closing date of the offering to October 6, 2025, which is summarized from the accounting books and is a part of the total balance of cash flows inflows and cash flows outflows of the Company.

**Intended use of report**

This report on capital use is also prepared for the company to report to the Annual General Meeting of Shareholders and to meet the requirements of State management agencies and is only related to the use of shareholders' contributed capital and not related to the entire Financial Statement of the company. Therefore, this report may not be suitable for other purposes.

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**DESIGN AND CONSTRUCTION JOINT-STOCK COMPANY NO 1**  
 28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City  
**Notes to the report on the use of capital (continued)**

**3. Information on private placement of shares**

**Legal basis**

- Resolution of the Annual General Meeting of Shareholders 2025 No. 01/2025/NQ-ĐHĐCĐ dated April 18, 2025;
- Board of Directors Resolution No. 17/2025/NQ-HĐQT dated July 2, 2025, approving the implementation of a private placement of shares, approving the plan for using the capital raised from the offering, the list of professional securities investors purchasing privately placed shares, and the offering price for these investors;
- Board of Directors Resolution No. 18/2025/NQ-HĐQT dated July 2, 2025, on approving the plan to ensure the issuance of shares meets the foreign ownership ratio;
- Board of Directors Resolution No. 19/2025/NQ-HĐQT dated July 2, 2025, on Approving the Registration Dossier for Private Placement of Shares;
- Official Letter No. 97/2025/CV-DCF dated July 2, 2025, regarding the commitment to offer shares privately to investors that meet the regulations on cross-ownership;
- Document No. 018/2025/TB-HMN dated July 2, 2025, from Ho Chi Minh City Development Commercial Bank announces the freezing of accounts receiving payments for shares purchased in the offering;
- Board of Directors Resolution No. 27/2025/NQ-HĐQT dated August 7, 2025, on determining the offering price for privately placed shares;
- Official Letter No. 4662/UBCK-QLCB dated August 25, 2025, from the State Securities Commission regarding the registration dossier for the private placement of DCF shares;
- Board of Directors Resolution No. 30/2025/NQ-HĐQT dated September 15, 2025, on Approving the Results of the Private Placement of Shares;
- Report on the results of the private placement of shares No. 148/2025/BC-DCF dated September 15, 2025;
- Official Letter No. 5458/UBCK-QLCB dated September 19, 2025, from the State Securities Commission regarding the report on the results of DCF's private placement of shares.
- The Certificate of Business Registration, amended for the 15th time on October 13, 2025, was issued by the Ho Chi Minh City Department of Finance, with the company's charter capital being 529,988,910,000 VND.

**General information**

No	Content	Information
1	Name of the stock offered	: Design And Construction Joint-Stock Company No 1
2	Code	: DCF
3	Type	: Common shares
4	Face value	: 10,000 VND/share
5	Total number of shares issued	: 10,000,000 shares
6	Offering price	: 10,000 VND/share
7	Total expected capital raised	: 100,000,000,000 VND

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**DESIGN AND CONSTRUCTION JOINT-STOCK COMPANY NO 1**  
 28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City  
**Notes to the report on the use of capital (continued)**

No	Content	Information
8	Release method	: Private placement of shares
9	Distribution method	: Private offering to professional securities investors
10	Transfer Restriction Period	: Shares offered to professional securities investors are restricted from transfer for 01 year from the end date of the offering
11	Expected offering time	: In 2025, after receiving approval from the State Securities Commission.
12	Offering Completion Date	: 11/09/2025

**Release results**

The report on the results of the private placement of shares, Resolution No. 30/2025/NQ-HDQT dated September 15, 2025, recorded the results of the private placement of shares of Construction and Design Company No. 1 Joint Stock Company as follows:

No	Content	Information
1	Total number of shares distributed	: 10,000,000 shares, equivalent to 100% of the total shares offered, of which: - Domestic investors: 10,000,000 shares; - Foreign investors, economic organizations with foreign investors holding more than 50% of charter capital: 0 shares.
2	Price	: - Lowest selling price: 10,000 VND/share - Highest selling price: 10,000 VND/share - Weighted average selling price: 10,000 VND/share
3	Total proceeds from the offering	: 100,000,000,000 VND
4	Total cost	: 250,000,000 VND
	- Issuance consulting fee	: 250,000,000 VND
5	Total net proceeds from the offering:	: 99,750,000,000 VND

**Details of each deposit**

Date	Amount (VND)	Notes
11/09/2025	450,000,000	
11/09/2025	100,000,000	
11/09/2025	450,000,000	
11/09/2025	450,000,000	
11/09/2025	450,000,000	
11/09/2025	450,000,000	
11/09/2025	490,000,000	
11/09/2025	490,000,000	
11/09/2025	400,000,000	
11/09/2025	490,000,000	
11/09/2025	400,000,000	
11/09/2025	200,000,000	
11/09/2025	450,000,000	



**DESIGN AND CONSTRUCTION JOINT-STOCK COMPANY NO 1**  
 28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City  
**Notes to the report on the use of capital (continued)**

Date	Amount (VND)	Notes
11/09/2025	450,000,000	
11/09/2025	450,000,000	
11/09/2025	450,000,000	
11/09/2025	200,000,000	
11/09/2025	450,000,000	
11/09/2025	450,000,000	
11/09/2025	100,000,000	
11/09/2025	450,000,000	
11/09/2025	450,000,000	
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11/09/2025	450,000,000	
11/09/2025	150,000,000	
11/09/2025	490,000,000	
11/09/2025	490,000,000	
11/09/2025	465,000,000	
11/09/2025	250,000,000	
11/09/2025	250,000,000	
11/09/2025	4,000,000,000	
11/09/2025	5,265,000,000	
11/09/2025	500,000,000	
11/09/2025	19,000,000,000	
11/09/2025	6,000,000,000	
11/09/2025	4,000,000,000	
11/09/2025	14,735,000,000	
11/09/2025	1,000,000,000	
11/09/2025	15,735,000,000	
11/09/2025	4,500,000,000	
11/09/2025	9,500,000,000	
<b>Cộng</b>	<b>100,000,000,000</b>	

(\*) Note: Funds received from investors should be transferred directly to account 367704070002043 at Ho Chi Minh City Development Commercial Bank - Hoc Mon Branch (blocked account for receiving funds from private placement share purchases) of the Company.



**DESIGN AND CONSTRUCTION JOINT-STOCK COMPANY NO 1**  
 28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City  
 Notes to the report on the use of capital (continued)

**Details by list of investors buying shares**

Investor	Relationship	Number of shares	Actual amount paid (VND)	Notes
Mr Pham Hung Cuong	Chairman the Board of Directors	2,500,000	25,000,000,000	
Mr Nguyen Minh Tam	General Director	2,500,000	25,000,000,000	
Mr Chu Quang Huan	Deputy General Director	2,000,000	20,000,000,000	
Mr Le Thanh Tung	Chief Financial Officer	1,000,000	10,000,000,000	
Mr Duong Dinh Tam	Chief Accountant	1,000,000	10,000,000,000	
Mr Duong Duy Khoa	Investor	500,000	5,000,000,000	
Mr Le Nhat Truong	Investor	500,000	5,000,000,000	
<b>Total</b>		<b>10,000,000</b>	<b>100,000,000,000</b>	

On September 19, 2025, the State Securities Commission issued công văn (official letter) No. 5458/UBCK-QLCB regarding the report on the results of the private placement of shares of Construction and Design Company No. 1 Joint Stock Company.

**4. Use of capital raised from stock issuance**

**4.1. Capital utilization plan**

Based on:

Resolution of the Annual General Meeting of Shareholders 2025 No. 01/2025/NQ-DHĐCĐ dated April 18, 2025.

Board of Directors Resolution No. 17/2025/NQ-HĐQT dated July 2, 2025, approving the implementation of a private placement of shares, approving the list of professional securities investors purchasing shares, and approving the plan for using the capital raised from the private placement of shares.

The plan to use capital raised from the issuance of 10 million individual shares in 2025 up to now approved is specifically adjusted as follows:

No	Capital usage content	Estimated amount of money used	Notes
1	Repayment of short-term loan from Nam A Commercial Bank - An Dong Branch according to Credit Limit Agreement No. 0098/2025/902-CV dated May 16, 2025	100,000,000,000	
<b>Total</b>		<b>100,000,000,000</b>	

**4.2. Capital usage details**

Unit: VND

No	Date	Capital usage content	Amount	Notes
1	22/09/2025	Early liquidation of GNN 11, 12, 13, 14, 15, 16 and a portion of GNN 17 under Credit Agreement No. 0098/2025/902-CV dated May 16, 2025	100,000,000,000	
<b>Total</b>			<b>100,000,000,000</b>	

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**DESIGN AND CONSTRUCTION JOINT-STOCK COMPANY NO 1**  
28 Mac Dinh Chi, Saigon Ward, Ho Chi Minh City  
**Notes to the report on the use of capital (continued)**

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**5. Intended use of report**

The report on capital use is prepared to reflect the use of capital obtained from the private offering of 10 million shares in 2025 up to October 6, 2025.

This report on capital use is also prepared for the company to report to the General Meeting of Shareholders and to meet the requirements of State management agencies and is only related to the use of shareholders' contributed capital and not related to the entire Financial Statement of the company. Therefore, this report may not be suitable for other purposes.

<p>Prepared by</p>  _____ <b>Dang Thi Xinh</b>	<p>Chief Accountant</p>  _____ <b>Duong Dinh Tam</b>	<p>Deputy General Director</p>  _____ <b>Chu Quang Huan</b>
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Số: 20/2026/UQ/DCF

TP. Hồ Chí Minh, ngày 24 tháng 02 năm 2026

## GIẤY ỦY QUYỀN

### Bên ủy quyền:

- Họ và Tên: **NGUYỄN MINH TÂM**

- Chức vụ : Tổng Giám đốc

Là đại diện theo pháp luật của:

- Tên doanh nghiệp: **CÔNG TY CỔ PHẦN XÂY DỰNG VÀ THIẾT KẾ SỐ 1**

- Mã doanh nghiệp : 0301248798 do Sở KH và ĐT TP.Hồ Chí Minh cấp lần 15 ngày 13/10/2025.

- Địa chỉ trụ sở chính: 28 Mạc Đĩnh Chi, Phường Sài Gòn, TP. Hồ Chí Minh.

### Bên được ủy quyền:

- Họ và Tên : **CHU QUANG HUÂN**

- Chức vụ : Phó Tổng Giám đốc

- Số CCCD : 027078005582 Cấp ngày: 10/07/2021 Nơi cấp: Cục CS QLHC CT về TTXH

- Địa chỉ : 23 Đường 5, Hiệp Bình Chánh, Tp. Thủ Đức, Hồ Chí Minh

### 1. Nội dung ủy quyền:

Ông: **CHU QUANG HUÂN** được quyền đại diện và nhân danh **CÔNG TY CỔ PHẦN XÂY DỰNG VÀ THIẾT KẾ SỐ 1** thực hiện quyền quyết định và phê duyệt, ký trên hồ sơ sau:

- Báo cáo tài chính năm 2025 (báo cáo riêng và hợp nhất);

### 2. Quyền nghĩa vụ của hai bên:

- Bên được ủy quyền được đại diện cho Bên ủy quyền thực hiện các nội dung nêu trên.
- Bên được ủy quyền có nghĩa vụ thực hiện đúng các quy định về nội dung ủy quyền trên, không được ủy quyền cho người khác và có trách nhiệm thông báo lại kết quả thực hiện công việc cho Bên ủy quyền.
- Bên ủy quyền hoàn toàn chịu trách nhiệm về việc ủy quyền này và cam kết tuân thủ nghiêm chỉnh các quy định hiện hành của pháp luật.

### 3. Thời hạn ủy quyền

Giấy Ủy quyền này có giá trị từ ngày 24 tháng 02 năm 2026 đến hết ngày 31 tháng 03 năm 2026 hoặc đến khi có Quyết định khác thay thế.

NGƯỜI ĐƯỢC ỦY QUYỀN



**PHÓ TỔNG GIÁM ĐỐC  
CHU QUANG HUÂN**



NGƯỜI ỦY QUYỀN



**TỔNG GIÁM ĐỐC  
NGUYỄN MINH TÂM**



## REPORT ON

### THE ACTIVITIES OF INDEPENDENT BOARD MEMBERS AND THEIR ASSESSMENT OF THE BOARD OF DIRECTORS' PERFORMANCE IN 2026

Pursuant to Clause 4, Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020 (amended by Clause 82, Article 1 of Government Decree No. 245/2025/ND-CP dated September 11, 2025) detailing some provisions of the Securities Law,

The independent Board of Directors members shall report on their activities and provide an assessment of the activities of the Board of Directors of Construction and Design Company No. 1 (DECOFI) in 2025 as follows:

#### 1. The activities of independent board members.

The Independent Board Member has exercised their powers and responsibilities in accordance with prevailing laws, the Company's internal regulations, and the assignments from the Chairman of the Board of Directors, based on the principles of prudence, independence, and objectivity, for the best interests of the shareholders and the Company, specifically as follows.

- *Fully participating in both meetings via written ballots Board meetings* in accordance with the Regulations on the Organization and Operation of the Board of Directors; providing contributions and voting on discussed matters and solicitation of opinions in compliance with legal regulations, Government directives, the Company's Charter, and internal regulations, with a commitment to contributing to the Company's sustainable, safe, and efficient development.
- *Participating in regular monthly briefing meetings* between the Board of Directors, the Management Board, and key leaders to collaborate with other Board members in directing and supervising the General Director and other managers in implementing the 2025 business operations as assigned by the General Meeting of Shareholders.
- *Providing opinions on the programs, agendas, and documents* submitted to the General Meeting of Shareholders.
- *Preparing the report on the activities* of Independent Board Members and their assessment of DECOFI's Board of Directors' performance.
- *Attending the Company's programs and activities*, and performing other tasks as assigned by the Chairman of the Board of Directors.

#### 2. Independent board member's assessment of the Board's performance in 2025

##### 1.1. Regarding organizational structure

The Board of Director has 05 members in 2025, including Mr. Ho Viet Trung as an independence Board member.

DECOFI complies with conditions and number of the independence Board members as required by legal regulations and the Company's Charter

##### 1.2. Regarding the Board of Directors' organization meetings and resolutions.

❖ In 2025, the Board of Directors held 35 meetings

- In general, Board meetings were convened and conducted in accordance with the sequences and procedures prescribed by law, the Company's Charter, and the Regulations on the Board of Directors' Operations. Meeting notices, along with relevant dossiers and documents, were fully sent to Board members prior to the meetings for research and contribution of opinions.
- The meeting agendas comprehensively covered all matters relating to the Company's operations. Board members actively discussed and cautiously evaluated issues to provide appropriate directions and solutions for the Company's business and production activities.
- Minutes of Board meetings were fully recorded, bearing the signatures of the attending Board members and the secretary, ensuring compliance with legal regulations.
- For urgent matters arising within its authority, the Board of Directors conducted solicitation of members' opinions in writing (circular resolutions) as prescribed to promptly issue executive decisions.
- Furthermore, the Board of Directors proactively organized working sessions with the Board of Management and relevant units to exercise its supervisory function, update operational status, and provide timely resolutions for difficulties and obstacles in the Company's business and production activities.

In 2025, the Board of Directors issued:

- 36 Resolutions
- 07 Decisions
- Resolution and Decision of the Board of Directors are approved within the proper authority and comply with legal regulations.
- The disclosure of information regarding the resolutions and decisions of the Board of Directors is fully carried out in accordance with the regulations in Circular 96/2020/TT-BTC.

### **1.3. Regarding the monitoring of the General Director and other Management Board members' operations**

The Board of Directors (BOD) effectively performed its supervisory function over the executive activities of the General Director and the Board of Management, while maintaining close coordination with the Management Board to promptly issue appropriate decisions and policies, ensuring the Company's stable, safe operations and compliance with legal regulations.

The General Director clearly assigned duties to each member of the Board of Management to proactively implement tasks and ensure the progress of the Company's plans.

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For significant matters, the Management Board proactively reported and sought advisory opinions from Board members in charge of specific areas or from the collective Board of Directors to effectively fulfill their assigned duties

#### **1.4. Supervision of Board members' activities**

The Board of Directors (BOD) has assigned specific duties to each member in charge of specialized areas and monitored and supervised the activities of the Company's units.

Board members have fully exercised their rights and fulfilled their obligations in accordance with legal regulations, the Company's Charter, and the Regulations on the Board of Directors' Operations; working with a sense of responsibility and cooperation to successfully complete their assigned tasks.

#### **1.5. General assessment of the Board of Directors' performance**

In 2025, the Company's Board of Directors (BOD) operated in full compliance with legal regulations, the Resolutions of the General Meeting of Shareholders, and the Company's Charter. The BOD has provided close direction over the Company's operations and effectively fulfilled its role in strategic development.

The BOD has proactively implemented the Company's development strategies, including reviewing and adjusting the 2026 Development Strategy with a vision toward 2035, while formulating the development plan for the 2026–2027 period and subsequent phases, and strengthening risk management to enhance operational efficiency.

The Board of Directors (BOD) consistently respects and facilitates the Supervisory Board in performing its inspection and oversight functions; the BOD seriously acknowledges and rectifies any existing shortcomings or limitations in management as recommended by the Supervisory Board.

With a high sense of responsibility, transparency, and adherence to corporate governance principles for listed companies, the BOD has created favorable conditions for Independent Board Members to fully exercise their rights and fulfill their obligations in accordance with legal regulations."

*Ho Chi Minh City, March 19<sup>th</sup>, 2026*

**INDEPENDENT BOARD MEMBERS**

*Signed*

**HO VIET TRUNG**



Ho Chi Minh City, March 11<sup>st</sup>, 2026

## REPORT ON THE SUPERVISORY BOARD'S ACTIVITIES

*At the 2026 Annual General Meeting of Shareholders*

*Dear: Shareholders of Design and Construction Joint Stock Company No. 1 (Company)*

**Dear The General Meeting,**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of DECOFI;
- Pursuant to the results of the inspection and supervision activities of the Board of Supervisors on the DECOFI's operations in 2025.

The Board of Supervisors (BOS) reports to the 2026 Annual General Meeting of Shareholders the results of inspection and supervision of activities in 2025 as follows:

### **I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2025:**

#### **1. Member of the Board of Supervisors:**

Board of Supervisors members in 2025 include:

- Mrs. Tran Thi Binh An
  - Mrs. Le Thi Minh
  - Ms. Le Thi Tinh (resigned from April 18<sup>th</sup>, 2025)
  - Mr. Vu Ngoc Tuy (appointed from April <sup>th</sup>, 2025)
2. Monitor compliance with the provisions of the Law and the Company's Charter for the Board of Directors and Executive Board in the management and operation of the Company.
  3. Monitor the implementation of the Resolutions approved by the 2025 General Meeting of Shareholders.
  4. Proposing to select an independent auditing unit to audit the Company's financial statements for 2025, including the review period of the semi-annual financial statements and the financial statements at the end of the fiscal year.

5. Check the rationality, legality and honesty in business management and operation; the rationality, legality and honesty in organizing accounting, statistics and preparing financial reports.
6. The Board of Supervisors' finalized remuneration in 2025 is 792,000,000 VND, details are as follows:
 

- Ms. Tran Thi Binh An	540,000,000 VND
- Ms. Le Thi Minh	144,000,000 VND
- Mr. Vu Ngoc Tue	108,000,000 VND

## II. RESULTS OF SUPERVISION WORK IN 2025:

### 1. Monitoring the implementation of the Resolution of the General Meeting of Shareholders in 2025:

- The Board of Directors and the Executive Board comply with the reports approved by the General Meeting of Shareholders.
- Investment, cooperation, liquidation, borrowing and lending activities are approved with the correct authority and order according to internal management regulations and procedures.

### 2. Financial Monitoring 2025:

Based on periodic reports and analytical data presented by the Executive Board at Board of Directors meetings, the Supervisory Board assesses:

- Despite ongoing economic difficulties, in 2025, business revenue experienced impressive growth compared to the previous year, with an increase of 48.50%, rising from VND 1,326.4 billion to VND 1,969.7 billion. The main source of revenue came from construction activities, where the company successfully bid for projects in Central Vietnam and areas surrounding Ho Chi Minh City.
- Consolidated profit after tax in 2025 reached VND 75.54 billion, up 91.80% compared to 2024, mainly from construction and installation profit. The growth rate of cost of goods sold is 48.86%, equivalent to the revenue growth rate of 48.50%. Compared to 2024, business management expenses in 2025 increased by 16.18%, but the proportion of revenue tends to decrease from 3.94 to 3.08%.
- The Company's financial structure is controlled within safe limits. According to the 2025 Financial Report, the debt to total assets ratio is 61%; in which short-term debts are mainly payables corresponding to the value of receivables in short-term assets. The Company is currently managing its commercial debt portfolio well, with no signs of bad debt risk.
- The 2025 financial statements fully reflect the Company's business and financial situation and are presented according to the prescribed reporting formats, in accordance with the current Vietnamese accounting standards and regulation.

- The following is some information on the Company's financial situation and consolidated financial statements:

*Unit: Million VND*

Target	Year 2025	Year 2025	Replace change	% Growth
<b>Net revenue from sales and services</b>	<b>1,969,711.69</b>	<b>1,326,405.07</b>	<b>643.306,62</b>	<b>48.50%</b>
Cost of goods sold	1,812,063.54	1,217,276.14	594.787,40	48.86%
<b>Gross profit from sales and service provision</b>	<b>157,648.14</b>	<b>109,128.92</b>	<b>48.519,22</b>	<b>44.46%</b>
Financial revenue	13,928.95	97.97	13.830,98	14,117.20%
Financial expenses	17,413.11	8,914.79	8.498,33	95.33%
Profit and loss in joint ventures and associates	0	2,162.5	-2,162.54	
Selling expenses	1,483.32	594.95	888,37	149.32%
Business management costs	60,678.68	52,227.25	8.451,42	16.18%
<b>Net operating profit</b>	<b>92,001.98</b>	<b>49,652.45</b>	<b>42.349,53</b>	<b>85.29%</b>
Other profits	3,205.23	367.17	2.838,06	772.96%
<b>Total accounting profit before tax</b>	<b>95,207.21</b>	<b>50,019.62</b>	<b>45.187,59</b>	<b>90.34%</b>
Profit after corporate income tax	75,539.66	39,384.16	36.155,49	91.80%

*Unit: Million VND*

Target	December 31, 2025	December 31, 2025	Replace change	% Growth
Current assets	1,246,577.37	626,116.87	620,460.50	99.10%
Long-term assets	439,252.03	415,020.22	24,231.81	5.84%
<b>Total assets</b>	<b>1,685,829.40</b>	<b>1,041,137.09</b>	<b>644,692.31</b>	<b>61.92%</b>
Short-term debt	1,030,365.75	553,684.20	476,681.55	86.09%
Long-term debt	4,459.25	2,780.52	1,678.73	60.37%
Equity	651,004.40	484,672.37	166,332.03	34.32%
<b>Total capital</b>	<b>1,685,829.40</b>	<b>1,041,137.09</b>	<b>644,692.31</b>	<b>61.92%</b>

### 3. Monitoring the performance in 2025:

- The Board of Supervisors contributed opinions to the Board of Directors and Executive Board on risk management in the Company's investment activities and regular production and business activities. Risks detected through control activities are promptly recommended to minimize/prevent risks, ensure compliance with legal regulations and ensure the interests of the Company and stakeholders.
- The Board of Supervisors found that construction and installation activities do not pose any significant risks in the Company's current management process system as well as compliance with laws, regulations and rules of related individuals and units.

#### **4. Appraisal of reports of the Board of Directors and the Executive Board:**

- The Board of Directors' report accurately and reasonably reflects the Company's operations and direction, and the Board of Directors' resolutions in accordance with the provisions of law and the Company's Charter.
- The Executive Board's report honestly and reasonably reflects the Company's business result in 2025, in accordance with and in compliance with the law, the Charter as well as the Resolutions of the Board of Directors and the Resolutions of the General Meeting of Shareholders.

#### **5. Results of coordination with the Board of Directors and the Executive Board:**

- The Supervisory Board actively coordinated with the Board of Directors and the Executive Board and received appropriate interaction and information. Through its control activities, the Supervisory Board provided opinions and recommendations to the Board of Directors and the Executive Board on measures to strengthen control, minimize risks, ensure compliance with the provisions of the Law, the Charter and internal regulations, contributing to improving the Company's operational efficiency in 2025.

### **III. CONCLUSION AND RECOMMENDATIONS:**

#### **1. Conclude:**

- In 2025, the Board of Supervisors didn't detect any irregularities in the Company's operations, and there were no recommendations or complaints from Shareholders or employees sent to the Board of Supervisors. The Company's operations in 2025 complied with the provisions of law, the Company's Charter and the Resolution of the General Meeting of Shareholders.

#### **2. Recommendation:**

Based on the monitoring activities, the Supervisory Board recommends some opinions to the Board of Directors and the Executive Board as follows:

- Regularly monitor macroeconomic fluctuations, analyze and evaluate impacts on the Company to have effective and timely measures and solutions in management and operation to ensure the goals of the business strategy.
- Pay more attention to human resources, improve human resource quality, recruit highly qualified personnel and increase benefits, especially for direct construction workers at the site. Build corporate culture, create the DECOFI brand starting from DECOFI people.
- Further improve the construction quality at projects, put quality as the top priority to bring satisfaction to customers, aiming at the goal of the Company's profit associated with the construction quality that the Company brings to customers.
- Research and apply new techniques and technologies in the construction field to optimize costs, control capital costs, and improve productivity and construction quality.



- Propose that the General Meeting of Shareholders approve the audited Financial Statements for 2025.

Above is the report on the key contents of the Board of Supervisors regarding the Company's business result in 2025.

The Board of Supervisors respectfully submits it to the General Meeting.

*Wish the General Meeting great success!*

**ON BEHALF OF  
THE BOARD OF SUPERVISION**

*(signed)*

**Tran Thi Binh An  
Head of the Board of Supervision**





## REPORT OF THE GENERAL DIRECTOR

**Dear: GENERAL MEETING OF SHAREHOLDERS**

**Design And Construction Joint Stock Company No. 1**

On behalf of the Management Board, I would like to formally report to the Annual General Meeting of Shareholders for 2026 on the Company's business performance in 2025, as well as our strategic direction and operational plans for 2026.

### **I. THE 2025 PRODUCTION AND BUSINESS PERFORMANCE SUMMARY**

2025 continued to be a challenging year for the construction industry, characterized by volatile real estate markets, project implementation delays, and persistently high costs for materials and financing.

In this context, the Management Board focused on implementing various solutions to maintain stable operations, strengthen corporate governance, control costs, and improve construction efficiency across all projects.

The Company continues to affirm its reputation in the construction sector by participating in and executing various residential, urban, civil, and technical infrastructure projects across multiple provinces.

In addition to implementing existing projects, the Company has actively sought and developed new opportunities, expanding partnerships with developers and strategic partners to build a solid foundation for growth in the coming years.

In summary, despite market challenges, the Company has maintained stable operations, ensured continued employment for our workforce, and progressively strengthened its position in the construction market."

#### **+ Partner and Product:**

Over the past year, civil engineering and construction remained the Company's core business activity, with various ongoing projects such as: **Tran Binh Trong apartment, Tan Binh apartment, High-rise apartment complex combined with commercial office services Charm Diamond, Binh Dinh Marina Home ...**

In addition to ongoing projects, the company has also signed several new contracts with a number of domestic clients, including: **Phu Cuong Investment Corporation, Asian School...**

The company has been implementing construction in the fields of **technical infrastructure, low-rise buildings, high-rise buildings**, and satisfying multimarket needs.

Besides, The Company is seeking new partners and opportunities to expand its scale and develop new projects, such as: **CNT Group JSC, Hai Thanh Co. Ltd, LICOGI 13 Thuan Phuoc**

Co. Ltd, Kim Cuc Real Estate Investment and Business Co. Ltd, Son Kim Land Corporation, GAMUDA Land JSC, Vina capital Fund Management JSC, Van Xuan Group, Ecopark Corporation JSC. The Company expects to sign contracts in 2026 to expand the market.

+ **Human resources:**

In 2026, The Company continues to **restructure new, high-quality human resources** to meet the increasing workload requirements and the increasingly strict progress, quality, and technical requirements of Investors.

The Company focuses on improving the capacity to manage its workers and organize control and cost risk assessment for each project strictly and effectively.

In addition, the Company also pays special attention to **building a strong successor team**, ensuring that it meets the technical criteria of large-scale projects, not only domestically but also in international markets, to improve competitiveness and sustainable development.

## II. ASSESSMENT OF THE CONSTRUCTION MARKET IN 2026

Entering 2026, Vietnam's economy is expected to maintain its recovery momentum, with the real estate and construction sectors showing more positive signals compared to previous years.

Several favorable factors for the construction industry include:

- The gradual recovery of the real estate market, particularly in the residential and urban segments.
- Growing demand for infrastructure development and social housing.
- The increasing effectiveness of Government policies aimed at resolving bottlenecks in the real estate market.

However, the industry continues to face significant challenges, such as:

- Intensifying competition among construction enterprises.
- Fluctuations in raw material prices and labor costs.
- Rising demands from developers regarding project timelines, quality, and the financial capacity of contractors.

In this environment, construction companies must continue to strengthen their management capabilities, optimize costs, and constantly innovate construction technologies to enhance their competitive edge.

## III. PROJECT IMPLEMENTATION STATUS OF THE COMPANY

In recent times, the Company has been executing numerous large-scale construction projects with significant total contract values.

Some of our key projects include:

- Sky Park project – Structural, Finishing and MEP Package
- Simonia Heights project - Structural, Finishing and MEP Package
- Tan Binh Apartment project – Structural, Finishing and MEP Package
- Charm B4 project
- Maritime Affordable housing project - Structural, Finishing and MEP Package
- ASIAN – Da Nang School project

In addition to the ongoing feasible projects, the Company is also actively approaching various other potential projects to expand our operational scale in the coming period

#### **IV. PLAN TARGETS FOR 2026**

Based on an assessment of market conditions and the Company's capabilities, the Management Board has established the 2026 business plan with the following key targets

- Revenue 2026: **2.800 billion VND.**
- Profit after tax: **100 billion VND.**

To achieve the 2026 plan goals, the Company will focus on implementing the following key solutions:

##### **1. Expanding the market and Business Development:**

Enhance marketing and bidding activities to secure new projects; maintain and develop partnerships with strategic developers; and expand market presence into residential, urban, industrial factory, and technical infrastructure projects.

##### **2. Enhancing Construction Capacity**

Continue investing in modern construction machinery and equipment; standardize project management processes; and improve construction quality to meet the increasingly stringent requirements of developers.

##### **3. Strengthening Financial Governance**

Strictly control production costs, optimize cash flow, and improve capital efficiency in business operations.

##### **4. Human Resources Development**

Focus on training and developing a team of highly skilled engineers and project managers, while building a professional and efficient working environment.

## V. INVESTMENT PLAN FOR 2026

The Company expects to implement an investment plan with a total value of approximately VND 98.5 billion, focusing on the following categories

No.	Category	Content	Value (billion VND)	Note
1	Investment in machinery and equipment for the Company	Investment in machinery and equipment for construction	90,0	See details the List of machinery and equipment (*)
2	Investment for Office	Renovation	3,0	
3	Invest in upgrading company equipment and software	- Upgrade computer systems and network systems - Apply management software.	2,0	
4	Invest in activities marketing	Advertising activities, contacting customers.	3,5	

(\*) the List of machinery and equipment:

No.	Category	Quantity	Value (billion ND)	Note
1	Tower Cranes	03-05 sets	10,0	Used; only invest when winning high-rise projects
2	Cage Hoists	04-06 sets	12,0	
3	Aluminum formwork system	02-03 sets	18,0	Invest in vertical structures, rent horizontal structures; only invest when winning high-rise projects
4	Plywood Formwork, Climbing Formwork, Other machinery	project size	50,0	Invest in each phase

This investment aims to improve construction capacity, enhance management efficiency, and create favorable conditions for the company's development in the coming years.

## VI. COMMITMENT OF THE MANAGEMENT BOARD

2026 is identified as a pivotal year for the Company's development strategy. The Management Board is committed to upholding a high sense of responsibility, innovating management and governance practices, and synchronously implementing solutions to enhance operational and business efficiency.

Under the guidance of the Board of Directors, with the support of shareholders, partners, and customers, and through the collective efforts of all employees, the Management Board is confident

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that Construction and Design No. 1 Joint Stock Company (DECOFI) will achieve its 2026 targets and continue to develop sustainably in the years to come.

We would like to express our sincere gratitude to our Valued Shareholders for your continued trust and partnership.

Best regards./.

**Recipient:**

- Shareholders;
- Save BOD's office.

*Ho Chi Minh City, ...19.1.03/2026*

**THE GENERAL DIRECTOR**

*(Signed)*

**NGUYEN MINH TAM**





No. 07/2026 TT/DCF-HĐQT

HCMC, .....19/03/2026

## PROPOSAL OF THE BOARD OF DIRECTORS

(Re: Audited financial statements 2025)

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)  
Design and Construction Joint Stock Company No. 1 (“DECOFI”)**

*Pursuant to*

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;*
- *The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents*
- *The Organizational Charter of DECOFI*
- *The 2025 Audited financial statements by NVA Auditing Co., LTD*

The Board of Directors of DECOFI respectfully submits to the GSM for consideration and approval of the separate and consolidated financial statements for the fiscal year ending December 31<sup>st</sup>, 2025, audited by NVA Auditing Co., Ltd (NVA), including the following contents:

1. Independent Auditor's Report: Providing an unqualified opinion (clean opinion).
2. Balance Sheet as of December 31, 2025;
3. Income Statement for the year 2025;
4. Cash Flow Statement for the year 2025;
5. Notes to the Financial Statements

The Board of Directors respectfully requests the General Meeting of Shareholders to consider, discuss, and approve the aforementioned audited separate and consolidated financial statements for the year 2025.

The BOD respectfully requests the GSM’s consideration and approval./.

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- *Shareholders;*
- *Save BOD’s office.*

**PHAM HUNG CUONG**



## PROPOSAL OF THE BOARD OF DIRECTORS

*(Re: The profit distribution plan in 2025 and the profit-sharing plan in 2026)*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026 (“GSM”)  
Design and Construction Joint Stock Company No. 1 (“DECOFI”)**

*Pursuant to*

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;*
- *The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents*
- *The Organizational Charter of DECOFI*

The Board of Directors (BOD) of DECOFI respectfully submits to the GSM for consideration and approval of the profit distribution plan in 2025 and the profit-sharing plan in 2026 as follows:

### **1. The profit distribution plan in 2025:**

Following the Circular No. 200/2014/TT-BTC dated December 22<sup>nd</sup>, 2014, issued by the Ministry of Finance, a joint-stock company is only permitted to appropriate funds and pay dividends once it has fulfilled all tax and other financial obligations as prescribed by law, and has fully offset previous losses (if any) in compliance with legal regulations and the Company’s Charter

*Unit: VND*

No.	Description	Value
I	Earnings after tax (EAT)	75.539.656.121
II	Allocation of funds	
1	Development Investment Fund (10%EAT)	7.553.965.612
2	Reward and Welfare Fund (15%EAT)	11.330.948.418

No.	Description	Value
III	Remuneration for the Board of Directors/ Supervisory Board	3.428.000.000
IV	Remaining profit (IV) = (I) - (II) - (III)	53.226.742.091
V	Retained earnings of previous years	10.304.613.189
VI	Total retained earnings after tax after allocation of funds, remuneration (VI) = (IV)+ (V)	63.531.355.280

**2. The profit- sharing plan in 2026:**

- Revenue forecast: 2.800.000.000.000 VND
- Earnings after tax forecast: 100.000.000.000 VND

No.	Description	Estimated allocation rate for 2026
I	Earnings after tax (EAT)	100.000.000.000 VND
II	Allocation of funds	
1	Development Investment Fund	10%EAT
2	Reward and Welfare Fund	15%EAT
III	Maximum dividend profit	50%EAT
IV	Remaining earnings (V) = (I) - (II) - (III) - (IV)	Remaining earnings

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

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- Above;
- Save BOD's office.

**PHAM HUNG CUONG**



No. 05./2026/TT/DCF-HĐQT

HCMC, ... 19/03/2026



## PROPOSAL OF THE BOARD OF DIRECTORS

Re: *The Operating budget for of the Board of Directors (“BOD”) and The Board of Supervisor (“BOS”) for 2026*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

*Pursuant to*

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;*
- *The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents;*
- *The Organizational Charter of DECOFI*

The BOD of DECOFI respectfully submits to the GSM for approval the 2026 operating budget for the Board of Directors and the Supervisory Board as follows:

1. The operating budget includes: the remuneration, bonuses, other benefits and other costs for the BOD and BOS in the 2026 fiscal year is allocated from company expenses. Maximum expenditure is determined by 7% of the Earnings After Tax for the 2026 fiscal year, but not lower than 2 billion Vietnamese dong.
2. Payment Principles: The payment shall be ensured within the budget scope approved by the General Meeting of Shareholders and in compliance with prevailing legal regulations.
3. Objectives: The approval of the operating budget serves as an essential basis for the Board of Directors and the Supervisory Board to fully perform their assigned functions and duties, contributing to the Company’s safe, efficient, and sustainable operations while safeguarding the interests of shareholders.

*Respectfully requests the GSM’s consideration and approval./.*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- *Shareholders;*
- *Save BOD’s office*

**PHAM HUNG CUONG**

No: 06./2026/TT/DCF-BKS

HCMC....., 19/03/2026



## PROPOSAL OF THE BOARD OF DIRECTORS

(Re: The selection of an independent audit firm for the 2026 Financial Statements)

To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)

Design and Construction Joint Stock Company No. 1 (“DECOFI”)

Pursuant to

- The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents
- The Organizational Charter of DECOFI

To ensure that the audit of the Company’s 2026 Financial Statements is conducted effectively and in compliance with legal regulations, the Board of Supervisors, in agreement with the Board of Directors, respectfully submits to the General Meeting of Shareholders for consideration and authorization for the Board of Directors to select an independent audit firm to perform the following:

- Audit of separate and consolidated financial statements for 2026
- Review of separate and consolidated semi-annual (first 6 months) financial statements for 2026

The selection audit firm must meet the following criteria:

- The company is legally operating in Vietnam and has been approved by the Ministry of Finance and the State Securities Commission to perform audits for public interest entities according to the attached list, with updates up to the time of selection;
- The company has sufficient capacity, qualifications, and a professional audit team;
- The audit fee is appropriate for the scope of the audit and the Company's audit plan.

The BOS respectfully requests the GSM’s consideration and approval

**Recipient:**

- Shareholders;
- Save BOD’s office.
- Save BOS’s office

ON BEHALF OF THE  
SUPERVISORY BOARD

(signed)

TRAN THI BINH AN



**LIST OF AUDIT FIRMS AND AUDITORS APPROVED TO AUDIT PUBLIC  
INTEREST ENTITIES IN THE SECURITIES SECTOR FOR 2026**

<b>STT</b>	<b>TÊN CÔNG TY</b>
1	Công ty TNHH KPMG (KPMG)
2	Công ty TNHH Hãng kiểm toán AASC (AASC)
3	Công ty TNHH Kiểm toán và Tư vấn A&C (A&C)
4	Công ty TNHH Kiểm toán và Dịch vụ tin học Moore AISC (Moore AISC)
5	Công ty TNHH PwC (Việt Nam) (PwC)
6	Công ty TNHH Grant Thornton Việt Nam (GT)
7	Công ty TNHH Kiểm toán và Kế toán AAC (AAC)
8	Công ty TNHH Dịch vụ Tư vấn tài chính Kế toán và Kiểm toán phía Nam (AASCS)
9	Công ty TNHH Kiểm toán và Tư vấn PKF-TTG (PKF-TTG)
10	Công ty TNHH Kiểm toán & Tư vấn RSM Việt Nam (RSM)
11	Công ty TNHH Kiểm toán và Định giá Việt Nam (VAE)
12	Công ty TNHH Kiểm toán BDO (BDO)
13	Công ty TNHH Kiểm toán Deloitte Việt Nam (Deloitte)
14	Công ty TNHH Kiểm toán và Tư vấn Chuẩn Việt (VIETVALUES)
15	Công ty TNHH Kiểm toán Quốc tế (ICPA)
16	Công ty TNHH Ernst & Young Việt Nam (E&Y)
17	Công ty TNHH Kiểm toán và Tư vấn UHY (UHY)
18	Công ty TNHH Kiểm toán Nhân Tâm Việt (NTV)
19	Công ty TNHH Kiểm toán AFC Việt Nam (AFC)
20	Công ty TNHH Kiểm toán VACO (VACO)
21	Công ty TNHH Kiểm toán – Thẩm định giá và tư vấn ECOVIS AFA VIỆT NAM (ECOVIS AFA)
22	Công ty TNHH Hãng kiểm toán và Định giá ASCO (ASCO)
23	Công ty TNHH Kiểm toán NVA (NVA)
24	Công ty TNHH Kiểm toán An Việt (An Việt)
25	Công ty TNHH Kiểm toán và Định giá Quốc tế (IAV)
26	Công ty TNHH Kiểm toán và Thẩm định giá Việt Nam (AVA)
27	Công ty TNHH Kiểm toán CPA VIETNAM (CPA VN)
28	Công ty TNHH Kiểm toán FAC (FAC)



No. 03/2026/TT/DCF-HĐQT

HCMC, ... 19/02/2026



## PROPOSAL OF THE BOARD OF DIRECTORS

Re: Amendments and Additions industry and business codes of  
Design and Construction joint stock company No. 1

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

Pursuant to:

- The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents;
- The Organizational Charter of DECOFI
- The situation and operational requirements of DECOFI;

Through reviewing the current business lines of DECOFI, to comply with current legal regulations and the actual operating situation of the Company, the BOD respectfully submits to the GSM for consideration and approval of amending and supplementing the Company's industry code and business lines, specifically as follows:

1. Amend details of the Company's industry code and business lines as follows:

STT	Current Business lines	Adjusted business lines
1	Houses construction (4100)	- Construction of residential buildings (4101) - Construction of non-residential buildings (4102)
2	Construction of railway works and road works (4210)	- Construction of railway infrastructure (4211) - Construction of road infrastructure (4212)
3	Construction of railway works and road works (4290)	Construction of other civil engineering works (4299)

STT	Current Business lines	Adjusted business lines
4	Rental of machinery, equipment and other tangible items (7730)	Leasing of construction machinery and equipment without operators (77302)
5	Wholesale of materials and other installation equipment in construction ( <i>Import - export business of construction materials and equipment</i> )(4663)	Wholesale of other construction materials and installation equipment (4673)
6	Construction of public works (4220)	<ul style="list-style-type: none"> <li>- Construction of electrical works (4221)</li> <li>- Construction of water supply and drainage works (4222)</li> <li>- Construction of telecommunications and communication infrastructure (4223)</li> <li>- Construction of other public utility works (4229)</li> </ul>
7	Installation of water supply and drainage systems, heaters and air conditioners ( <i>no mechanical processing, waste recycling, electroplating at the headquarters</i> ) (4322)	Installation of water supply and drainage systems, heaters and air conditioners system (4322)
8	Producing concrete and products from cement and plaster ( <i>not operating at the headquarters</i> ) (2395)	Producing concrete and products from cement and plaster ( <i>not operating at the headquarters</i> ) (2395)

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2. Add industry code and business lines of the Company as follows:

No.	Business lines are added
1	Construction of hydraulic works (4291)
2	Construction of mining works (4292)
3	Construction of processing and manufacturing works (4293)

No.	Business lines are added
4	Intermediary services for specialized construction (4340)

3. To approve the amendment and supplement of Clause 1, Article 4 of the Company's Charter regarding the Company's business lines, in accordance with the changes specified in Sections 1 and 2 of this Proposal.
4. To assign/authorize the General Director to implement tasks related to the amendment and supplement of the Company's business lines and business line codes, including but not limited to the following:
  - To perform procedures related to the amendment and supplement of business lines and business line codes with competent State authorities, including the adjustment of detailed descriptions within the scope of the business lines/codes approved by the GSM in this Proposal;
  - To perform other tasks related to the amendment and supplement of the Company's business lines and codes in accordance with legal regulations.

*Respectfully requests the GSM's consideration and approval././.*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient::**

- Above;
- Save BOD's office.

**PHAM HUNG CUONG**



No: ..09../2026/TT/DCF-HĐQT

HCMC, ... 19/03/2026



## PROPOSAL OF THE BOARD OF DIRECTORS

*Re: The policy on capital contribution and/or the acquisition of shares;  
and the establishment or acquisition of subsidiaries and associates*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

*Pursuant to*

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;*
- *The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents;*
- *The Organizational Charter of DECOFI;*
- *The DECOFI's actual business performance*

The BOD of DECOFI respectfully submits to the GSM for consideration and approval the contents related to the policy and plan for DECOFI to invest capital/purchase shares, establish/acquire subsidiaries and affiliated companies.... specifically as follows:

### **1. Implementation a plan:**

Approval in principle and adoption of plans for DECOFI to contribute capital, purchase shares, and establish or acquire subsidiaries and associates. These actions aim to carry out business activities permitted under the law and relevant guiding documents. The methods and sectors of participation are as follows.

- a. Establishment or Acquisition of Subsidiaries and Associates: To engage in business activities including: trading construction materials and equipment; mining and mineral extraction; interior design and furnishing; and architectural design.
  - b. Capital Contribution and Share Purchase: Investing in enterprises operating in the following sectors: trading construction materials and equipment; mining and mineral extraction; interior design and furnishing; and architectural design.
  - c. Other Investment Activities: Contributing capital or purchasing shares in enterprises operating in other sectors, subject to the prior approval of the Competent Authorities.
2. Capital Contribution/Share Purchase Ratio: Decofi may contribute capital or purchase shares representing a portion or the entirety of the target enterprise's charter capital.

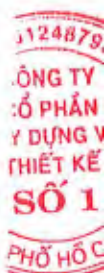
- The specific ratio will be determined based on agreements with relevant parties and shall not exceed the maximum limits permitted by law;
3. Purchase Price: The purchase price shall be determined through negotiation based on the due diligence of the enterprise's current status, agreements with relevant parties, and prevailing market conditions;
  4. Value of Capital Contribution and Share Purchase: The General Meeting of Shareholders hereby authorizes the Board of Directors to decide on the specific investment value, based on the actual situation of each period and in compliance with current legal regulations;
  5. The General Meeting of Shareholders (GMS) hereby authorizes the Board of Directors (BOD) to decide on the form, method, sequence, investment value, capital contribution ratio, share purchase, and the establishment or acquisition of subsidiaries and associates. The BOD is responsible for organizing the implementation of detailed plans and reporting the results at the nearest Annual General Meeting of Shareholders. The BOD is empowered to negotiate with relevant parties; work, exchange, and reach agreements with competent State Authorities; and decide on all matters related to transactions, including but not limited to: selecting target enterprises; determining DECOFI's participation level/ratio, pricing, and attached conditions; deciding on the organizational structure and legal form of the target enterprises; determining cooperation/linkage models and methods; approving transaction contents and documents signed and/or participated in by DECOFI to execute transactions, as well as all other issues arising during DECOFI's investment and cooperation process; and deciding on amendments, supplements, or adjustments to plans, issues, and transactions as agreed upon with Competent Authorities and relevant parties;
  6. During the implementation process, the Board of Directors is entitled to decide on all matters within its assigned scope and may assign, decentralize, or authorize the Chairman of the Board, the General Director, or other units and individuals within the DECOFI system (in accordance with legal regulations and DECOFI 's internal rules) to perform the aforementioned tasks.

## 2. Action Plan for 2026

1. Agreed to acquire shares of NINH THUAN EXPLOITING MINERALS INVESTMENT CONSTRUCTION JSC to strengthen DECOFI'S self-sufficiency in raw material supply, specifically as follows:

a. Enterprise information:

- Name of Company : NINH THUAN EXPLOITING MINERALS INVESTMENT CONSTRUCTION JSC
- Address : LK4.2-25 Luu Trong Lu, Phu Ha Ward, Phan Rang – Thap Cham, Ninh Thuan



- Tax code : 4500572669
  - Business registration date : 10/01/2014
  - Business activities : Mineral extraction (stone, sand, gravel, clay)
- b. Information about the transfer transaction:
- Transaction type: Share transfer.
  - Expected ownership percentage after the transaction: 100%.
  - Total investment amount: Up to VND 400 billion.
  - Expected implementation time: Within 2026.

*Respectfully requests the GSM's consideration and approval./.*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- Above;
- Save BOD's office

**PHAM HUNG CUONG**



No. 10./2026/TT/DCF-HĐQT

HCMC, 19/03/2026



## PROPOSAL OF THE BOARD OF DIRECTORS

Re: *Listing of shares on the Ho Chi Minh City Stock Exchange*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

Pursuant to

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;*
- *The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;*
- *The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents;*
- *The Organizational Charter of DECOFI*

The BOD of DECOFI respectfully submits to the GSM for consideration and approval the listing of shares on the Ho Chi Minh City Stock Exchange as follows:

1. To approve the listing of all issued shares (at the time of performing share listing registration procedures) of DECOFI (Stock code: DCF) on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with the sequences and provisions of current laws. The BOD shall determine the number of DECOFI's shares at the time of listing registration to serve as the basis for the share listing registration.
2. To assign the Board of Directors to organize and implement all necessary tasks and procedures in accordance with the law to complete the listing of the Company's shares on the Ho Chi Minh City Stock Exchange (HOSE), including but not limited to:
  - i. Decide on the number of shares to be registered for listing based on the total number of issued shares of Construction and Design No. 1 Joint Stock Company at the time of performing the share listing registration procedures on the Ho Chi Minh City Stock Exchange (HOSE);
  - ii. Decide on the timing for implementing the share listing registration in accordance with market conditions and the Company's actual situation, ensuring compliance with legal regulations;
  - iii. Decide on the timing and implement procedures for the delisting of the Company's shares from the UPCOM trading system after receiving the listing approval from the Ho Chi Minh City Stock Exchange (HOSE), in accordance with legal regulations;



- iv. Decide to implement and approve all necessary dossiers/procedures and sign, execute relevant documents and materials to perform the share listing in accordance with legal regulations;
- v. Decide to supplement, amend, complete, and provide explanations for all contents related to the share listing (including contents not presented in this Proposal – if any);
- vi. Decide on the reference price for the first trading day and the first trading date of the Company's shares on the Ho Chi Minh City Stock Exchange (HOSE), ensuring the best interests of shareholders, in accordance with market conditions and legal regulations;
- vii. Decide on all other necessary matters related to the implementation of the share listing in accordance with legal regulations

The Board of Directors is responsible for reporting the implementation progress and the results of the Company's share listing registration to the General Meeting of Shareholders (GMS) at subsequent meeting(s) until the listing is completed in accordance with regulations.

*Respectfully requests the GSM's consideration and approval./.*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- Shareholders;
- Save BOD's office

**PHAM HUNG CUONG**





No. 1/2026/TT/DCF-HĐQT

HCMC, ...19/03/2026

## PROPOSAL OF THE BOARD OF DIRECTORS

Re: Adoption of the public share offering plan for existing shareholders)

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

Pursuant to

- The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents;
- Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding some contents on offering and issuing securities, public tender offers, share buybacks, registration of public companies and requirements for public company status and its amending and supplementary documents;
- The Organizational Charter of DECOFI;
- The DECOFI's actual business performance.

The BOD of DECOFI respectfully submits to the GSM for the adoption of the public share offering plan for existing shareholders specifically as follows:

### I. OFFERING TARGET

Offering additional shares to existing shareholders to increase charter capital, restructure, and enhance financial capacity to meet the company's business needs.

### II. ADOPTION OF THE PUBLIC SHARE OFFERING PLAN FOR EXISTING SHAREHOLDERS

1. Issuing organization: Design and Construction Joint Stock Company No. 1.
2. Securities name: Design and Construction Joint Stock Company No. 1.
3. Stock symbol: DCF.
4. Type of share: Common stock.
5. Par value: VND 10.000 /share.
6. Current charter capital: VND 529.988.910.000.

7. Number of shares issued: 52.998.891 shares  
In which:
  - + Total number of outstanding shares: 52.998.891 shares.
  - + Total number of treasury shares: 0 shares.
8. Number of shares expected to be issued: 52.998.891 shares.
9. Expected issuance value (at par value): VND 529.988.910.000.
10. Offering price: VND 10.000 / share.
11. Total amount of money expected to be raised from the offering: VND 529.988.910.000
12. Offering ratio: 100% (52.998.891 shares: 52.998.891 shares).
13. Form of issuance: Offering additional shares to the public for existing shareholders.
14. Eligible Offerees: Existing shareholders whose names appear on the list of shareholders as of the record date for the exercise of rights to purchase additional shares, as provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with regulations.
15. Method of Distribution: Distribution shall be conducted via the method of exercising purchase rights for existing shareholders.
16. Right Exercise Ratio: 1:1 (Shareholders owning 01 (one) share shall receive 01 (one) purchase right; 01 (one) purchase right entitles the holder to purchase 01 (one) new share).
17. Transfer of Purchase Rights: Purchase rights may be transferred once (01) (the transferee of the purchase rights is not permitted to further transfer them to a third party). The transferor and transferee shall mutually agree upon the transfer price, handle payment, and be responsible for fulfilling all obligations in accordance with relevant regulations regarding such transfers.
18. Principle for rounding fractional shares: As the shares are issued at a 1:1 ratio, there will be no fractional shares resulting from rounding.
19. Handling of unsold shares (if any): Unsold shares are defined as those for which shareholders and/or transferees of purchase rights fail to exercise their rights (in part or in full), or shares that have been registered for purchase but for which payment was not made within the stipulated deadline, and/or for other reasons.
  - The GMS shall authorize the BOD to decide on the plan for handling any unsold shares:
    - + Target offerees and distribution method: The remaining unsold shares shall be offered by the BOD to other investors (including existing shareholders) under conditions that are no more favorable than those offered to existing shareholders. The BOD is authorized to determine the selection criteria and the list of investors eligible to purchase such remaining shares.

- + Offering price: To be decided by the BOD at the time of the offering, but in any case, not lower than the offering price for existing shareholders.
  - + In the event that the distribution period expires in accordance with current laws (including any extensions, if applicable) and some shares remain undistributed, such shares shall be cancelled, and the BOD shall decide to conclude the offering. The Company will proceed to increase its charter capital based on the actual number of successfully distributed shares.
  - The distribution of any remaining unsold shares to other investors must satisfy the following conditions:
    - + Compliance with regulations on cross-ownership as stipulated in Article 195 of the Law on Enterprises No. 59/2020/QH14.
    - + Compliance with regulations on handling shares for which investors failed to register or make payment, and fractional shares, as stipulated in Article 42 of Decree No. 155/2020/ND-CP.
20. Transfer Restrictions: Additional shares issued to existing shareholders are not subject to transfer restrictions. The remaining shares distributed to other investors shall be restricted from transfer for a period of 01 (one) year from the completion date of the offering.
  21. Execution Timeline: Expected in 2026, after receiving the written approval from the State Securities Commission (SSC).
  22. Compliance with Foreign Ownership Limit: The GMS authorizes the BOD to approve the plan to ensure that the share issuance complies with regulations on foreign ownership limits.
  23. Minimum Offering Success Rate: Not applicable.
  24. Public Tender Offer: In the event that the ownership ratio of investors (and their affiliated persons) participating in the public offering to existing shareholders leads to an ownership level exceeding the thresholds stipulated in Clause 1, Article 35 of the Law on Securities, the public tender offer procedures shall not be required.
  25. Additional securities registration and additional trading registration/listing of shares: The total number of successfully distributed shares will be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional trading/ listing on the Hanoi Stock Exchange (HNX) in accordance with legal regulations.
  26. Change of Charter Capital: Approval of the amendments and supplements to the Company's Charter, and procedures for changing/adjusting the Enterprise Registration Certificate (ERC) based on the new capital level upon the conclusion of the offering.

### **III. PLAN FOR THE USE OF PROCEEDS FROM THE OFFERING**

The total proceeds collected from the offering shall be utilized for the following purposes:

No	Content of capital utilization	Amount (VND)
1	Acquire a maximum of 100% of the shares (but not less than 51%) of Ninh Thuan Mineral Exploitation and Construction Investment Joint Stock Company.	<b>Maximum 400.000.000.000</b>
2	Repay loans at banks (the remaining amount after payment for the acquisition of shares of Ninh Thuan Mineral Exploitation and Construction Investment Joint Stock Company).	<b>Expected 129.988.910.000</b>
	<b>Total</b>	<b>529.988.910.000</b>

In the event that the proceeds from the offering do not meet expectations, the GMS authorizes the BODs to decide on the priority order for debt repayment depending on the actual situation of the Company.

#### **IV. DELEGATION AND ASSIGNMENT OF AUTHORITY TO THE BOARD OF DIRECTORS**

1. Decide on the implementation of the offering plan and determine the specific timing for the public offering of shares to existing shareholders.
2. Decide on the detailed capital use plan and adjust the plan for the use of proceeds from the offering (where necessary and consistent with the Company's actual business operations) and report any such adjustments to the GMS at the nearest meeting.
3. Decide on the record date for the exercise of rights by shareholders.
4. Decide on the distribution of unsold shares to other investors in accordance with the principles approved by the GMS.
5. Decide on the preparation and explanation of the registration dossier for the public offering to be submitted to the State Securities Commission (SSC); and proactively adjust the issuance plan and other relevant documents based on the Company's actual situation or requirements from the SSC.
6. To decide on the adjustment of the offering ratio and the rights exercise ratio at the time of the offering (in the event of any changes in the number of outstanding shares during the implementation process)
7. Decide on the offering plan to ensure the foreign ownership limit complies with legal regulations.
8. Decide on the procedures, documentation, and appropriate timing for additional securities registration with the Vietnam Securities Depository and Clearing Corporation (VSDC) and register for additional trading/listing of securities on the



Hanoi Stock Exchange (HNX) for the total number of successfully distributed shares following the result of the offering as notified by the SSC.

9. Decide on the procedures and documentation for amending the Company's business registration related to the change in charter capital based on the actual results of the issuance with the Ho Chi Minh City Department of Finance.
10. Decide on the procedures and documentation for amending the Company's business registration related to the change in charter capital based on the actual results of the issuance with the Ho Chi Minh City Department of Finance.
11. Decide on any other matters related to the process of the public offering of shares to existing shareholders.
12. Depending on specific cases, the BOD is authorized to further delegate the General Director to perform one or several of the specific tasks mentioned above.

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

**Recipient::**

- *As above;*
- *BOD's office.*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

*(Signed)*

**PHAM HUNG CUONG**



No: 18/2026/TT/DCF-HĐQT

HCMC, ...27/03/2026



## PROPOSAL OF THE BOARD OF DIRECTORS

(Re: The plan for share issuance for dividend payment)

To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)

Pursuant to

- The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents;
- Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding some contents on offering and issuing securities, public tender offers, share buybacks, registration of public companies and requirements for public company status and its amending and supplementary documents;
- The Organizational Charter of DECOFI;
- The DECOFI's actual business performance.

The BOD of DECOFI respectfully submits to the GSM to approve the 2026 share issuance plan for dividend payment with the following details:

### I. PURPOSE OF ISSUANCE

Issuing shares to pay dividends for 2026.

### II. PLAN FOR ISSUING SHARES TO PAY DIVIDENDS

1. Issuing organization: Design and Construction Joint Stock Company No. 1.
2. Securities name: Design and Construction Joint Stock Company No. 1.
3. Stock symbol: DCF.
4. Type of share: Common stock.
5. Par value: VND 10.000 /share.
6. Current charter capital: VND 529.988.910.000.
7. Number of shares issued: 52.998.891 shares

In which:

- + Total number of outstanding shares: 52.998.891 shares.
  - + Total number of treasury shares: 0 shares.
8. Number of shares expected to be issued: 6.359.867 shares.
  9. Total expected issuance value (at par value): VND 63.598.670.000
  10. Expected charter capital after issuance: VND 593.587.580.000
  11. Expected number of share after issuance: 59.358.758 shares
  12. Issuing ratio: 12%
  13. Rights exercise ratio: 100 : 12 (On the record date for rights exercise, a shareholder owning 01 share shall receive 01 right to receive additional shares; for every 100 rights, the shareholder shall receive 12 new shares).
  14. Target recipients: Existing shareholders named in the list of share ownership provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of the record date to receive dividends, in accordance with the Resolution of the Board of Directors
  15. Funding sources for issuance: From the undistributed after-tax profit based on the DECOFI's 2025 Audited Financial Statements
  16. Rounding principles and treatment of fractional shares: The number of additional shares issued for stock dividend payment to each shareholder shall be rounded down to the nearest whole number (unit). Any fractional shares resulting from rounding down (if any) shall be cancelled.  
*Example: On the record date, Shareholder A owns 141 shares. The number of shares Shareholder A is entitled to receive is 16.92 shares (=141 \* 12%). After rounding down to the nearest whole number, the actual number of shares Shareholder A receives is 16 shares. The fractional part of 0.92 shares shall be cancelled.*
  17. Transfer restrictions: Additional shares issued for dividend payment shall not be subject to any transfer restrictions.
  18. Implementation timeline: Expected in 2026, upon receiving written approval from the State Securities Commission (SSC).
  19. Additional securities registration and additional trading registration/listing: All successfully issued shares shall be additionally registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally registered for trading/listing on the Hanoi Stock Exchange (HNX) in accordance with legal regulations.
  20. Change of Charter Capital: To approve the amendment and supplementation of the Company's Charter, and the procedures for changing/adjusting the Enterprise Registration Certificate (ERC) based on the new capital level upon completion of the issuance



### III. DELEGATION AND ASSIGNMENT OF AUTHORITY TO THE BOARD OF DIRECTORS

1. To decide on the implementation of the issuance plan and determine the specific timing for the share issuance for dividend payment.
2. To decide on the record date for shareholders to exercise their rights.
3. To decide on the preparation and explanation of the registration dossier for the stock dividend issuance to be submitted to the State Securities Commission (SSC). Simultaneously, to proactively adjust the issuance plan and other related documents based on the Company's actual situation or requirements from SSC.
4. To decide on the procedures, dossiers, and appropriate timing for additional securities registration at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additional trading registration/listing at the Hanoi Stock Exchange (HNX) for the total number of successfully issued shares, based on the actual results after the State Securities Commission (SSC) announces the receipt of the issuance result report
5. To decide on the procedures and dossiers for amending the Company's business registration contents regarding the change of charter capital, based on the actual issuance results, with the Ho Chi Minh City Department of Finance.
6. To decide on the amendment of articles related to charter capital, shares, and stocks in the Company's Charter of Organization and Operation, in accordance with the actual charter capital upon completion of the share issuance
7. To decide on other matters related to the process of share issuance for dividend payment
8. Depending on each specific case, the Board of Directors (BOD) is authorized to delegate to the General Director the execution of one or more of the specific tasks mentioned above

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

**Recipient::**

- *As above;*
- *BOD's office.*

**ON BEHALF OF THE BOD**

**CHAIRPERSON**

*(Signed)*

**PHAM HUNG CUONG**

No: 12./2026/TT/DCF-HĐQT

HCMC, .....19/03/2026



## PROPOSAL OF THE BOARD OF DIRECTORS

(Re: Amendments and additions of the Company Charter)

### SỐ 10: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)

Pursuant to

- The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- The Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and its amending and supplementary documents
- The Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, provides guidance on certain provisions regarding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities and its amendments and supplements.
- The Organizational Charter of DECOFI

The Board of Directors of DECOFI respectfully submits to the GSM for consideration and approval the amendment and supplementation of the DECOFI’s Charter, including the following contents:

1. Approval of amendments and supplements to the Company’s Charter Pursuant to the key contents presented in the Appendix attached to this Proposal. These amendments and supplements include content updates that do not alter the fundamental interpretation or meaning of the previous Charter, as well as technical adjustments to the format, numbering of Chapters, Sections, and Articles to ensure consistency with the revised content.
2. Approval of the issuance of the full text of the Company’s Charter  
*As detailed in the attached draft Charter.*
3. Authorization of the Board of Directors which is assigned to finalize, sign, and promulgate the full text of the new Charter of Construction and Design No. 1 Joint Stock Company. The amended and supplemented Charter shall take effect from the date of signing and issuance, superseding the current Charter in its entirety .

The BOD respectfully requests the GSM’s consideration and approval./.

ON BEHALF OF THE BOD  
CHAIRPERSON

Recipient:

- Shareholders;
- Save BOD’s office.

PHAM HUNG CUONG

**APPENDIX: SOME KEY AMENDMENTS AND ADDITIONS TO THE CHARTER ON ORGANIZATION AND OPERATION  
OF Design and Construction Joint Stock Company No. 1 (“DECOFI”)**

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
1	<p><b>Article 1. Interpretation of terms</b></p> <p><i>“1. In this Charter, the term below shall be construed as follows:</i></p> <p><i>a. Company as defined herein is CONG TY CO PHAN XAY DUNG VA THIET KE SO 1 (DECOFI);</i></p> <p><i>b. Charter Capital is the total aggregate par value of shares which have been sold or subscribed for upon the establishment of the enterprise, as specified in Article 6 of this Charter ;</i></p> <p><i>c. Voting capital means the share capital in respect of which the holder is entitled to vote on matters falling under the authority of the General Meeting of Shareholders;</i></p> <p><i>d. Law on Enterprises means the Law on Enterprises No.59/2020/QH 14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;</i></p> <p><i>e. Law on Securities means the Law on Securities No.54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;</i></p> <p><i>f. Vietnam is the Socialist Republic of Vietnam;</i></p>	<p>Amendments and additions to Clause 1 <b>Article 1. The term is explained as follows:</b></p> <p><i>“1. In this Charter, the term below shall be construed as follows:</i></p> <p><i>a. Company as defined herein is CONG TY CO PHAN XAY DUNG VA THIET KE SO 1 (DECOFI)</i></p> <p><i>b. Charter Capital is the total aggregate par value of shares which have been sold or subscribed for upon the establishment of the enterprise, as specified in Article 6 of this Charter;</i></p> <p><i>c. Voting capital means the share capital in respect of which the holder is entitled to vote on matters falling under the authority of the General Meeting of Shareholder;</i></p> <p><i>d. Law on Enterprises means the Law on Enterprises No.59/2020/QH 1 4 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amendments and supplements ;</i></p> <p><i>e. Law on Securities means the Law on Securities No.54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019 and its amendments and supplements ;</i></p> <p><i>f. Vietnam is the Socialist Republic of Vietnam;</i></p>	<p>Amendments and supplements shall be made in accordance with current applicable laws.</p> <p>The term "Chief Executive Officer" shall be replaced by "General Director" throughout the entirety of this Charter.</p>



NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
	<p><i>g. Establishment date is the date on which the Company's first Business Registration Certificate is granted;</i></p> <p><i>h. Executives of the Company are the Chief Executive Officer, Deputy General Directors, Chief Accountant;</i></p> <p><i>i. Managers of the Company include: Chairman of the Board of Directors "BOD Chairman" and BOD members; General Director;</i></p> <p><i>j. Related person means any individual or organization defined in Clause 46, Article 4 of the Law on Securities;</i></p> <p><i>k. Shareholder means any individual or organization owning at least one (01) share of the Company;</i></p> <p><i>l. Major shareholder means a shareholder is defined in Clause 18, Article 4 of the Law on Securities;</i></p> <p><i>m. Operation term means the Company's operating period as stipulated in Article 2 herein;</i></p> <p><i>n. Stock Exchange means the Vietnam Stock Exchange, the official trading place for stocks, bonds and other securities in which the shares of the Company are listed.</i></p> <p><i>2. In this Charter, any reference to the regulation or document shall include any amendments or replacements.</i></p> <p><i>3. The headings (Chapter, Article herein) shall be used for convenience only without affecting the Charter's contents."</i></p>	<p><i>g. Establishment date is the date on which the Company's first Business Registration Certificate is granted;</i></p> <p><i>h. Executives of the Company are <b>the General Director</b>, Deputy General Directors, Chief Accountant;</i></p> <p><i>i. Managers of the Company include: Chairman of the Board of Directors "BOD Chairman" and BOD members; General Director;</i></p> <p><i>j. Related person means any individual or organization defined in Clause 46, Article 4 of the Law on Securities <b>and Clause 23. Article 4 the Law of Enterprise ;</b></i></p> <p><i>k. Shareholder means any individual or organization owning at least one (01) share of the Company;</i></p> <p><i>l. Major shareholder means a shareholder is defined in Clause 18, Article 4 of the Law on Securities;</i></p> <p><i>m. Operation term means the Company's operating period as stipulated in Article 2 herein;</i></p> <p><i>n. Stock Exchange means the Vietnam Stock Exchange, the official trading place for stocks, bonds and other securities in which the shares of the Company are listed.</i></p> <p><i>2. In this Charter, any reference to the regulation or document shall include any amendments or replacements.</i></p> <p><i>3. The headings (Chapter, Article herein) shall be used for convenience only without affecting the Charter's contents".</i></p>	
2	<p><b>Điều 3. Legal representative of the Company:</b></p> <p><i>"1. Legal representative of the Company is the Chief Executive Officer .</i></p>	<p><b>Article 3. Legal Representative of the Company</b> is amended and supplemented as follows: <i>"1 Legal representative of the Company is the General Director.</i></p>	<p>Amendments and additions are in accordance with current legal regulations and the model charter applicable to public companies issued together with</p>

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
	<p>2. <i>Rights and duties of the Legal representative of the Company are under the law and this Charter.</i>"</p>	<p>2. <i>The Legal Representative of the Company must reside in Vietnam. Upon exiting Vietnam, the Legal Representative must provide a written authorization to another individual residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative. In this case, the Legal Representative remains personally liable for the performance of the authorized rights and obligations.</i></p> <p>3. <i>Upon the expiration of the authorization period specified in Clause 2 of this Article, if the Legal Representative has not returned to Vietnam and no other authorization has been made, the authorized person shall continue to exercise the rights and perform the obligations of the Company's Legal Representative until the Legal Representative returns to work, or until the Board of Directors decides to appoint another person as the Legal Representative of the enterprise.</i></p> <p>4. <i>In the event that the Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the Legal Representative, or in cases where the Legal Representative is deceased, missing, facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving administrative sanctions at a compulsory detoxification establishment or a compulsory educational establishment, has limited or lost civil act capacity, has difficulties in perceiving or controlling their behavior, or is banned by the Court from holding certain positions, practicing certain professions, or performing</i></p>	<p>Circular No. 116/2020/TT-BTC of the Minister of Finance, which provides guidance on certain provisions of corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("Circular 116").</p>

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
		<p><i>certain jobs, the Board of Directors shall appoint another person to serve as the Legal Representative of the Company.</i></p> <p><i>5. The court and other competent procedural authorities have the right to appoint a legal representative to participate in the proceedings in accordance with the law.</i></p> <p><i>6. Powers and Obligations of the Legal Representative.</i></p> <p><i>a. To represent the Company in exercising rights and performing obligations arising from the Company's transactions; to represent the Company in the capacity of an applicant for resolution of civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and other rights and obligations in accordance with the law;</i></p> <p><i>b. To exercise assigned rights and perform assigned obligations in an honest and prudent manner and to the best of their ability to ensure the legitimate interests of the Company;</i></p> <p><i>c. To be loyal to the interests of the Company; not to abuse their position or title, or use information, know-how, business opportunities, or other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;</i></p> <p><i>d. To provide timely, complete, and accurate notice to the Company regarding enterprises in which they or their related persons are owners or hold shares or contributed capital in accordance with the provisions of the Law on Enterprises.</i></p>	

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE																																																
		7. <i>Other rights and obligations as prescribed by law, this Charter, and the Company's internal regulations.</i> "																																																	
3	<p><i>Clause 1 Article 4. The Company's operational objectives</i></p> <p><i>1. Business line of the Company:</i></p> <table border="1" data-bbox="237 411 869 1445"> <thead> <tr> <th data-bbox="237 411 304 467">No</th> <th data-bbox="304 411 763 467">Business line</th> <th data-bbox="763 411 869 467">Code</th> </tr> </thead> <tbody> <tr> <td data-bbox="237 467 304 754">1</td> <td data-bbox="304 467 763 754"><i>Architectural and related technical consultancy activities; Details: Design, cost estimation, and construction of civil and industrial projects. Construction investment consultancy; appraisal of designs and cost estimates. Construction supervision. 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NO	CURRENT REGULATIONS		NỘI DUNG SỬA ĐỔI, BỔ SUNG		NOTICE	
		<i>Details: Development, trading, and leasing of real estate and infrastructure</i>				
	6	<i>Producing concrete and products from cement and plaster (not operating at the headquarters)</i>	2395	10	<i>Other specialized construction activities</i>	4390
	7	<i>Houses construction</i>	4100	11	<i>Wholesale of machinery, equipment and other machine parts</i>	4659
	8	<i>Construction of railway works and road works</i>	4210	12	<i>Road freight transport</i>	4933
	9	<i>Construction of other civil engineering works</i>	4290	13	<i>Manufacture of building materials from clay</i>	2392
	10	<i>Demolition</i>	4311	14	<i>Manufacture of metal components</i>	2511
	11	<i>Prepare the ground</i>	4312	15	<i>Mechanical processing; metal treatment and coating</i>	2592
	12	<i>Electrical system installation (no mechanical processing, waste recycling, electroplating at headquarters)</i>	4321	16	<i>Construction of residential buildings</i>	4101
	13	<i>Installation of water supply and drainage systems, heaters and air conditioners (no mechanical processing, waste recycling, electroplating at the headquarters)</i>	4322	17	<i>Construction of non-residential buildings</i>	4102
	14	<i>Installation of other construction systems (no mechanical processing, waste recycling, electroplating at the headquarters)</i>	4329	18	<i>Construction of railway infrastructure</i>	4211
	15	<i>Completion of construction works</i>	4330	19	<i>Construction of road infrastructure</i>	4212
	16	<i>Other specialized construction activities</i>	4390	20	<i>Construction of other civil engineering works</i>	4299
				21	<i>Installation of water supply and drainage systems, heating and air conditioning systems</i>	4322

NO	CURRENT REGULATIONS		NỘI DUNG SỬA ĐỔI, BỔ SUNG		NOTICE		
	17	<i>Wholesale of other machinery, equipment and spare parts</i>	4659	22	<i>Construction of electrical works</i>	4221	
	18	<i>Road freight transport</i>	4933	23	<i>Construction of water supply and drainage systems</i>	4222	
	19	<i>Technical testing and analysis</i>	7120	24	<i>Construction of telecommunications and communication infrastructure</i>	4223	
	20	<i>Specialized design activities</i>	7410	25	<i>Construction of other public utility works</i>	4229	
	21	<i>Rental of machinery, equipment and other tangible items</i>	7730	26	<i>Wholesale of other construction materials and installation equipment</i>	4673	
	22	<i>Mechanical processing; metal processing and coating (not operating at headquarters)</i>	2592	27	<i>Manufacture of concrete and concrete products, cement and gypsum</i>	2395	
	23	<i>Construction of public works</i>	4220	28	<i>Leasing of construction machinery and equipment without operators</i>	77302	
<i>And other business lines in accordance with the provisions of law and as approved by the General Meeting of Shareholders of the Company</i>				29	<i>Construction of hydraulic works</i>	4291	
				30	<i>Construction of mining works</i>	4292	
				31	<i>Construction of processing and manufacturing works</i>	4293	
				32	<i>Intermediary services for specialized construction</i>	4340	

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
		<i>Meeting of Shareholders of the Company</i>	
4	<b>Article 16. Transfer of shares</b>	<i>Repealed.</i>	Article 16 is hereby repealed as its content duplicates Article 9 of the Company Charter. The sequence of all Articles following Article 16 in this Charter shall be automatically renumbered accordingly, without any change to their underlying content or meaning.
5	Clause 4 Article <b>12. Ordinary Shareholders' rights</b> <i>"4. The rights of shareholders holding preferred shares (if any) shall be decided by the General Meeting of Shareholders in accordance with the provisions of law</i>	<i>Repealed</i>	Clause 4 is hereby repealed in accordance with current legal regulations and other provisions of the Company's Articles of Association.
6	Clause 4 <b>Article 17. Issue of bond</b> <i>"4. The plan for a public offering of bonds must be approved by the General Meeting of Shareholders. The voting for the resolution approving the issuance plan shall be conducted in accordance with the provisions of the Law on Enterprise."</i>	<i>Repealed.</i>	Clause 4 is hereby repealed in accordance with current legal regulations and other provisions of the Company's Articles of Association..
7	Point q Clause 2 <b>Article 25. Rights and duties of the GMS</b> <i>"q. The Company enters into contracts with persons specified in Clause 1, Article 167 of the Law of Enterprise with a value equal to or greater than twenty percent (20%) of total value of assets recorded in the latest financial statements of the Company;"</i>	Amendments to point q, Clause 2 Article 24 Rights and duties of the GMS as follows : <i>"q. The Company enters into contracts with persons specified in Clause 1, Article 167 of the Law of Enterprise with a value equal to or greater than twenty percent (35%) of total value of assets recorded in the latest financial statements of the Company;"</i>	Amendments are made according to the company's needs, in compliance with current legal regulations and other provisions of the company's charter.
8	<b>Article 26. Authorization to attend the General Meeting of Shareholders</b>	Amended and supplemented to <b>Article 25. Authorization to attend the General Meeting of</b>	Amendments and additions are made in accordance with current legal regulations and the model charter

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
	<p><i>"1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend via any of the methods specified in Clause 3, Article 144 of the Law on Enterprises and Clause 6, Article 18 of this Charter.</i></p> <p><i>In the event that more than one authorized representative is appointed, the specific number of shares and votes authorized to each representative must be clearly determined.</i></p> <p><i>2 The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The Proxy Authorization Document shall be prepared in accordance with civil law and must clearly state: The name of the authorizing shareholder; The name of the authorized individual or organization; The number of shares authorized; The content and scope of authorization; The term of authorization and signed as required:</i></p> <p><i>a. If an individual shareholder is the authorizer, the power of attorney must be signed by such shareholder and the individual authorized to attend the meeting;</i></p> <p><i>b. If the institutional shareholder is the authorizer, the power of attorney must be signed by the legal representative of the shareholder and the individual authorized to attend the meeting;</i></p> <p><i>c. In other cases, the authorization to attend the meeting shall be done in accordance with the law on authorization.</i></p>	<p><b>Shareholders</b> as follows:</p> <p><i>"1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend via any of the methods specified in Clause 3, Article 144 of the Law on Enterprises <del>and Clause 6, Article 18 of this Charter</del></i></p> <p><i>In the event that more than one authorized representative is appointed, the specific number of shares and votes authorized to each representative must be clearly determined.</i></p> <p><i>2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The Proxy Authorization Document shall be prepared in accordance with civil law and must clearly state: The name of the authorizing shareholder; The name of the authorized individual or organization; The number of shares authorized; The content and scope of authorization; The term of authorization; <b>and The signatures of both the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the written authorization upon registration for the meeting. In the event of re-authorization (sub-authorization), the attendee must also present the original written authorization from the shareholder or the authorized representative of the</b></i></p>	<p>applicable to public companies issued with Circular 116.</p>

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
	<p><i>Authorized representatives to attend the General Shareholders' Meeting must submit a letter of authorization before entering the meeting room.</i></p> <p><i>3. If the attorney on behalf of the authorizer signs the appointment of representative, the appointment in this case shall be considered valid only if the appointment of representation is presented with the power of attorney or a valid copy of such power of attorney (if not previously registered with the Company).</i></p> <p><i>4. In the cases stipulated in clause 3 of this Article, the voting slip of the person authorized to attend a meeting within the scope of his authorization shall remain effective in one of the following cases:</i></p> <p><i>a. The principal dies, or his capacity for civil acts is lost or is restricted;</i></p> <p><i>b. The principal terminates the authorization;</i></p> <p><i>c. The authorizer has canceled the authorized person's authorization;</i></p> <p><i>This provision shall not be applied in the event that the Company receives legal notice of one of the events prior to the opening of the GMS or before the meeting is re-convened</i></p>	<p><b>organizational shareholder (if not previously registered with the Company)</b></p> <p><i>3. The voting ballots of the Proxy within the scope of authorization shall remain valid upon the occurrence of any of the following cases:</i></p> <p><i>a. The appointer (the authorizer) is deceased, has limited civil act capacity, or has lost civil act capacity;</i></p> <p><i>b. The appointer has cancelled the appointment of authorization;</i></p> <p><i>c. The appointer has cancelled the authority of the person performing the authorization.</i></p> <p><i>This provision shall not apply if the Company receives written notice of any of the aforementioned events before the opening of the General Meeting of Shareholders or before the reconvened meeting."</i></p>	
9	<p><b>Point a, Clause 2 Article 28. Convening the GMS, agenda and notice to the GMS</b></p> <p><i>"2. The person who convenes the GMS must perform the following tasks:</i></p> <p><i>a. To make a list of shareholders entitled to attend the meeting at the meeting no earlier than ten (10) days before</i></p>	<p><b>Amendments to Clause 2 Article 27. Convening the GMS, agenda and notice to the GMS as follows :</b></p> <p><i>"2. The person who convenes the GMS must perform the following tasksNgười:</i></p> <p><i>a. To make a list of shareholders entitled to attend the meeting at the meeting no earlier than ten (10) days</i></p>	<p>Amendments and additions are made in accordance with current legal regulations and the model charter applicable to public companies issued with Circular 116..</p>

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
	<p><i>the date of sending the invitation to the GMS. The list of shareholders eligible to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification number for individual shareholders; and the name, enterprise identification number or legal identification number, and head office address for institutional shareholders; as well as the number of shares of each class, and the registration number and date of registration for each shareholder. The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days prior to the record date;"</i></p>	<p><i>before the date of sending the invitation to the GMS. <del>The list of shareholders eligible to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification number for individual shareholders; and the name, enterprise identification number or legal identification number, and head office address for institutional shareholders; as well as the number of shares of each class, and the registration number and date of registration for each shareholder.</del> The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days prior to the record date"</i></p>	
10	<p><b>Article 31. Methods of adopting resolutions at the General Meeting of Shareholders</b></p> <p><i>"1. The GMS shall adopt resolutions within its power via voting in the meeting or written ballot</i></p> <p><i>2.. The Board of Directors shall have the authority to solicit written opinions from shareholders to approve the matters specified in Clause 2, Article 25 of this Charter at any time, if deemed necessary in the best interest of the Company. The contents of the ballot, the methods and procedures for sending, receiving, and counting ballots, and the recording of minutes must strictly comply with the provisions of Article 149 of the Law on Enterprises. Upon the expiration of the deadline for the Company to receive the completed ballots, any shareholder who has not provided a response shall be</i></p>	<p>Amendments to <b>Article 30. Methods of adopting resolutions at the General Meeting of Shareholders</b> as follows :</p> <p><i>"1. The GMS shall adopt resolutions within its power via voting in the meeting or written ballot</i></p> <p><i>2. The Board of Directors shall have the authority to solicit written opinions from shareholders to approve the matters specified in Clause 2, Article 24 of this Charter at any time, if deemed necessary in the best interest of the Company. The contents of the ballot, the methods and procedures for sending, receiving, and counting ballots, and the recording of minutes must strictly comply with the provisions of Article 149 of the Law on Enterprises. <del>Upon the expiration of the deadline for the Company to receive the completed ballots, any shareholder who has</del></i></p>	<p>Amendments are made according to the company's needs, in compliance with current legal regulations and other provisions of the company's charter.</p>

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
	<i>deemed to have consented to the proposal. A resolution passed via written opinion shall be considered approved if it is consented to by shareholders representing more than fifty percent (50%) of the total voting rights”</i>	<del><i>not provided a response shall be deemed to have consented to the proposal.</i></del> <i>In the event that a resolution is passed by collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if it receives the affirmative vote of shareholders representing more than fifty percent (50%) of the total voting shares”</i>	
11	<b>Article 33. Authority and formalities to get shareholders’ written ballot for approval of General meeting shareholders resolutions</b>	<b>Article 32. Authority and formalities to get shareholders’ written ballot for approval of General meeting shareholders resolutions</b>	
	<p>Clause 1:</p> <p><i>“1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including in the following cases”</i></p>	<p>Amendments to Clause 1 as follows:</p> <p><i>“1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including in the following cases:</i></p> <ul style="list-style-type: none"> <li><i>a. Amendments and supplements to the contents of the Company Charter;</i></li> <li><i>b. The Development Direction (Orientation) of the Company;</i></li> <li><i>c. Types of shares and the total number of shares of each type;</i></li> <li><i>d. Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;</i></li> <li><i>e. Decisions on investments or the sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company’s most recent financial statements;</i></li> </ul>	<p>This is to clarify the cases in which written feedback can be obtained.</p>

NO	CURRENT REGULATIONS	NỘI DUNG SỬA ĐỔI, BỔ SUNG	NOTICE
		<i>f. Reorganization or dissolution of the Company.”</i>	
12	<b>Article 34. Minutes of General Meeting of Shareholders</b>	<b>Article 33 Minutes and Resolutions of General Meeting of Shareholders</b> Repealed Clause 4 Article 33 <i>4. The GMS meeting minutes must be published on the Company’s website within twenty-four (24) hours from the GMS meeting was approved</i>	Amendments and additions are made in accordance with current legal regulations and the model charter applicable to public companies issued with Circular 116
13	<b>Article 36. Nominations and Candidacy for the Board of Directors</b>	<b>Article 35. Nominations and Candidacy for the Board of Directors</b>	
	Point d Clause 1: <i>“d. Other management positions (including positions on the Board of Directors of other companies);”</i>	Amendments to Point d Clause 1 as follows: <i>“d. Other management positions (including positions on the Board of Directors and Board of Members of other companies);”</i>	The amendments are intended to ensure compliance with Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law (“Decree 245”)
	Clause 2: <i>“2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors. A or group of shareholders holding ten percent ( 10% of total number of shares to less than twenty percent (20%) entitled to nominate up to One (01) candidates; from twenty percent (20%) to less than forty percent (30%) entitled to nominate up to Two (02) candidates; from thirty percent (30%) to less than forty percent (40%) entitled to nominate up to Three (03) candidates; from forty percent (40%) to less than fifty percent (50%) entitled to nominate up to Four (04)</i>	Amendment to Clause 2 as follows: <i>“2. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and this Charter.”</i>	Amendments are made according to the company’s needs, in compliance with current legal regulations and other provisions of the company’s charter.

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	<p><i>candidates; from fifty percent (50%) to less than sixty percent (60%) entitled to nominate up to Five (05) candidates; from six percent (60%) to less than seventy percent (70%) entitled to nominate up to Six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) entitled to nominate up to seven (07) candidates and from eighty percent (80%) to less than ninety percent (90%) entitled to nominate up to Eight (08) candidates."</i></p>		
14	<b>Article 37. Composition and term of office of BOD members</b>	<b>Article 36. Composition and term of office of BOD members</b>	
	<p>Point a Clause 3:  <i>"3. The composition of the Board of Directors of the Company must comply with the following requirements:  a. At least one-third (1/3) of the total number of members of the BOD must be non-executive members. The Company shall minimize the appointment of members of the BODs to concurrently hold executive positions within the Company to ensure the independence of the Board of Directors"</i></p>	<p>Amendments to point a Clause 3 as follows:  <i>"1. The composition of the Board of Directors of the Company must comply with the following requirements:  a. The number of Non-Executive Members of the Board of Directors must comply with the following requirements:  i. At least one (01) non-executive member if the Board of Directors consists of three (03) to five (05) members;  ii. At least two (02) non-executive members if the Board of Directors consists of six (06) to eight (08) members;  iii. At least three (03) non-executive members if the Board of Directors consists of nine (09) to eleven (11) members.  The Company shall strictly limit the number of members of the Board of Directors who concurrently hold executive positions within the Company to ensure the independence of the Board of Directors."</i></p>	<p>The amendment aims to ensure that the number of non-executive board members complies with Decree 245/2025/ND-CP..</p>
	Clause 7:	Clause 7:	This amendment is in accordance with Decree

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	<p><i>"7. Members of the BOD may concurrently serve as a member of the Board of Directors of a maximum of five (05) other companies."</i></p>	<p><i>"7. A member of the Board of Directors may concurrently serve as a member of the Board of Directors or the Board of Members of a maximum of five (05) other companies."</i></p>	<p>245/2025/ND-CP.</p>
<p>15</p>	<p><b>Article 38. Powers and duties of the Board of Directors</b></p> <p><i>"1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all powers on behalf of the Company, except for those powers reserved for the General Meeting of Shareholders.</i></p> <p><i>2. BOD supervise activities of General Director and other manager of the Company.</i></p> <p><i>3. The rights and obligations of the Board of Directors shall be determined by the Law on Enterprises, the Company Charter, and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:</i></p> <ul style="list-style-type: none"> <li><i>a. To decide on business development plans and annual budgets;</i></li> <li><i>b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;</i></li> <li><i>c. To be in charge of election, dismissal and removal from office of the BOD Chairman; To appoint, dismiss, decide on contract conclusion and termination of the General Director and other key</i></li> </ul>	<p>Amended and supplemented Article 37. <b>Powers and duties of the Board of Directors</b> as follows:</p> <p><i>"1. The Board of Directors is the management body of the Company, having full authority to act in the name of the Company to decide and exercise the rights and perform the obligations of the Company, except for those rights and obligations within the jurisdiction of the General Meeting of Shareholders</i></p> <p><i>2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:</i></p> <ul style="list-style-type: none"> <li><i>a To decide on the strategy, medium-term development plans, and annual business plans of the Company;</i></li> <li><i>b. To recommend the types of shares and the total number of authorized shares of each type;</i></li> <li><i>c. To decide on the sale of unsold shares within the limit of authorized shares of each type; and to decide on raising additional capital in other forms;</i></li> <li><i>d. To decide on the selling price of the Company's bonds; and to decide on the selling price of the Company's shares when authorized by the General Meeting of Shareholders;</i></li> </ul>	<p>Amendments and additions are made in accordance with current legal regulations and the model charter applicable to public companies issued with Circular 116.</p>

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	<p><i>managers as specified in the company's Articles and their remuneration and other benefit; Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives.</i></p> <p><i>d. To decide on the organizational structure, the Company's internal management regulations; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contribution or purchase of shares in other enterprises;</i></p> <p><i>e. To resolve complaints filed by the Company against executive managers, and to decide on the selection of the Company's representatives to resolve matters relating to legal proceedings against such executive managers;</i></p> <p><i>f. To propose the classes of shares to be issued and the total number of shares to be issued for each class;</i></p> <p><i>g. To propose the issuance of convertible bonds and warrants that allow holders to purchase shares at a pre-determined price c;</i></p> <p><i>h. To decide on the offering prices of bonds, shares, and convertible securities in cases where they are authorized by the General Meeting of Shareholders;</i></p> <p><i>i. To report to the GMS on the BOD' appointment of the General Directo;</i></p>	<p><i>e. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;</i></p> <p><i>f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;</i></p> <p><i>g. To decide on market development, marketing, and technology solutions;</i></p> <p><i>h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138; Clause 1 and Clause 3, Article 167 of the Law on Enterprises; and Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 (as amended by Clause 84, Article 1 of Decree 245/2025/NĐ-CP);</i></p> <p><i>i. To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts of the General Director and other key managers as specified in the Company Charter; to decide on salaries and other benefits for such managers; to appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;</i></p>	

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	<p><i>j. To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment;</i></p> <p><i>k. To propose the Company's reorganization, dissolution, bankruptcy;</i></p> <p><i>l. To decide on internal regulations on corporate governance after they have been approved by the General Meeting of Shareholders to effectively protect shareholders;</i></p> <p><i>m. To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass decisions;</i></p> <p><i>n. To submit annual financial statements, management report to the GMS.</i></p> <p><i>o. To have other rights and obligations in accordance with the law, this Charter,</i></p> <p><i>4. The following issues must be approved by the Board of Directors:</i></p> <p><i>a. Establishment of branches or representative offices of the Company;</i></p> <p><i>b. Establishment of the Company;</i></p> <p><i>"Article 195 of the Law on Enterprises: Parent companies and subsidiary companies</i></p> <p><i>1. a Company shall be regarded as a parent company of another company if it falls into one of the following cases:</i></p> <p><i>a) Owing more than 50% of the charter capital or the total number of ordinary shares of that company;</i></p>	<p><i>j. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;</i></p> <p><i>k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;</i></p> <p><i>l. To approve the agenda and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;</i></p> <p><i>m. To submit the annual audited financial statements to the General Meeting of Shareholders.</i></p> <p><i>n. To recommend the dividend payment rate; to decide on the timeline and procedures for dividend payments or the handling of losses incurred during business operations;</i></p> <p><i>o. To recommend the reorganization or dissolution of the Company; or to request the bankruptcy of the Company;</i></p> <p><i>p. To decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; to decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors</i></p>	

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	<p>b) <i>Having the rights to directly or indirectly decide on the appointment of a majority or all of the Board of Directors members, Director or General Director of that company;</i></p> <p>c) <i>Having the right to decide on the amendment of or supplement to the charter of that company</i></p> <p>2. <i>A subsidiary company is not allowed to invest in shares purchase or contribute capital to its parent company. Subsidiaries of the same parent company are not allowed to concurrently contribute capital or purchase shares for cross- ownership.</i></p> <p>3. <i>Subsidiaries having the same parent company which is an enterprise with at least 65% state-owned capital are not allowed to jointly contribute capital or purchase shares of another enterprise or to establish a new enterprise in accordance with the provision of this Law."</i></p> <p>c. <i>To approve the Company's contract of sale, purchase, borrowing, lending and other contracts valued at 35% or more of the total asset value of the Company recorded in the most recent financial statements. This provision shall not apply to contracts and transactions within the decision-making authority of the General Meeting of Shareholders, as prescribed in Point (d), Clause 2, Article 138 of the Law on Enterprises and this Charter;</i></p> <p>d. <i>To appoint and dismiss persons authorized by the Company to act as commercial representatives and legal counsel of the Company;</i></p> <p>e. <i>Borrowings and the provision of mortgages, security interests, guarantees, and indemnities by the Company;</i></p>	<p><i>and the Company's Regulations on Information Disclosure;</i></p> <p><i>q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and this Charter.</i></p> <p><i>3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, which provides detailed regulations on the implementation of several articles of the Law on Securities, and any subsequent amending or supplementing documents.</i></p>	

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	<p><i>f. Investments that fall outside the approved business plan and budget;</i></p> <p><i>g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;</i></p> <p><i>h. The valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;</i></p> <p><i>i. The purchase or redemption by the Company of no more than 10% of each class of shares;</i></p> <p><i>j. Deciding the price for the purchase or redemption of the Company's shares;</i></p> <p><i>k. Any business matters or transactions that the Board determines require approval within its scope of authority and responsibility.</i></p> <p><i>5. The BOD shall be required to report to the GMS about its activities, specifically its supervision of the General Director and other managers of the Company in the fiscal year. In case the Board of Directors does not submit a report to the General Meeting of Shareholders, the Company's annual financial statements are considered invalid and have not been approved by the Board of Directors.</i></p> <p><i>6. Unless otherwise prescribed by law and the Charter, the Board of Directors may authorize subordinate employees and representative managers to handle work on behalf of the Company.</i></p> <p><i>7. The Board of Directors shall report to the General Meeting of Shareholders on the governance and</i></p>		

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	<p><i>performance results of the Board and each of its members, ensuring the inclusion of the following contents:</i></p> <ul style="list-style-type: none"> <li><i>a. Remuneration, operating expenses, and other benefits of the Board of Directors and each individual member in accordance with Article 163 of the Law on Enterprises and Article 39 of this Charter.</i></li> <li><i>b. A summary of the meetings and decisions of the Board of Directors.</i></li> <li><i>c. Reports on transactions between the Company, its subsidiaries, and companies in which the Company controls 50% or more of the charter capital, with members of the Board of Directors and their related persons; and transactions between the Company and companies in which a Board member was a founding member or an enterprise manager within the 03 (three) years immediately preceding the transaction.</i></li> <li><i>d. Activities of independent Board members and the results of their assessment of the Board of Directors' performance (if the Company is a listed company).</i></li> <li><i>e. Activities of other sub-committees under the Board of Directors (if any).</i></li> <li><i>f. Results of supervision of the General Director.</i></li> <li><i>g. Results of supervision of other managers.</i></li> <li><i>h. Future plans</i></li> </ul>		
16	<b>Article 39. Remuneration, salary, and other</b>	Additions Clause 6 <b>Article 38. Remuneration, salary,</b>	Amendments and additions are made in accordance with current legal regulations and the model charter

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	benefits of the BOD members	and other benefits of the BOD members <i>“6. Members of the Board of Directors may be provided with liability insurance purchased by the Company upon the approval of the General Meeting of Shareholders. This insurance shall exclude coverage for liabilities of Board members arising from violations of the law or the Company Charter.”</i>	applicable to public companies issued with Circular 116.
17	<b>Article 41. Meetings of the Board of Directors</b>	<b>Article 40. Meetings of the Board of Directors</b>	
	Clause 2: <i>“2. For regular meetings, the BOD Chairman shall be responsible for convening regular meetings, agenda, meeting time and venue at least three (05) working days before the scheduled meeting date. The BOD Chairman may convene a meeting whenever necessary, but at least one (01) meeting must be held each quarter.”</i>	<i>Amendments Clause 2 as follows: “2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.”</i>	Amendments and additions are made in accordance with current legal regulations and the model charter applicable to public companies issued with Circular 116.
	Clause 3: <i>“1. The BOD Chairman shall convene an extraordinary meeting of the Board of Directors in the following circumstances: a. Upon the request of the Supervisory Board or an independent member of the Board of Directors; b. Upon the request of the General Director or at least five (05) other executive managers; c. Upon the request of at least two (02) members of the Board of Directors”.</i>	<i>Amendments and additional Clause 3 as follows : “1. The BOD Chairman shall convene an extraordinary meeting of the Board of Directors in the following circumstances: a. Upon the request of the Supervisory Board or an independent member of the Board of Directors; b. Upon the request of the General Director or at least five (05) other executive managers; c. Upon the request of at least two (02) members of the Board of Directors d. When deemed necessary for the benefit of the Company”</i>	The regulations have been amended to allow the Chairman of the Board of Directors to convene a meeting of the Board of Directors when necessary for the benefit of the Company..

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		<p>Addition of Clause 17 as follows:</p> <p><i>“17. In the event that the Chairperson or the Secretary (the minutes-taker) refuses to sign the meeting minutes, such minutes shall still be valid if they are signed by all other members of the Board of Directors who attended and approved the minutes, and if the minutes contain all required information as specified in Points a, b, c, d, e, f, g, and h, Clause 1, Article 158 of the Law on Enterprises.</i></p> <p><i>The minutes must clearly state that the Chairperson or the Secretary refused to sign. The persons signing the minutes shall be jointly and severally liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The Chairperson and the Secretary shall be personally liable for any damages caused to the enterprise resulting from their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company Charter, and relevant laws.”</i></p>	<p>Adding the responsibility of the chairperson and the person recording the minutes to refuse to sign the meeting minutes is in accordance with the provisions of Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing a number of articles of.</p>
18	<p><b>Article 52. Powers and duties of the Board of Supervisors</b></p> <p><i>“The Supervisory Board shall exercise its rights and perform its obligations in accordance with the provisions of Article 170 of the Law on Enterprises and this Charter. The primary powers and responsibilities of the Supervisory Board include the following:</i></p>	<p><b>Article 51. Powers and duties of the Board of Supervisors:</b></p> <p><i>1 To propose and recommend that the General Meeting of Shareholders approve the list of accredited auditing organizations to audit the Company’s financial statements; to decide on the accredited auditing organization to inspect the Company’s operations; and to dismiss accredited auditors when deemed necessary;</i></p>	<p>Amendments and additions are made in accordance with current legal regulations and the model charter applicable to public companies issued with Circular 116.</p>

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	<p>1. <i>Selection of Auditors: To propose the selection of an independent auditing firm, the audit fee, and all related matters;</i></p> <p>2. <i>Audit Planning and Consultation: To discuss with the independent auditor the nature and scope of the audit prior to the commencement of the audit; to seek independent professional or legal advice and ensure the participation of external experts with appropriate professional experience in the Company's operations if deemed necessary;</i></p> <p>3. <i>Financial Review: To examine the annual, semi-annual, and quarterly financial statements;</i></p> <p>4. <i>Audit Findings Consultation: To discuss difficulties and issues identified from interim or year-end audit results, as well as any matters that the independent auditor wishes to address;</i></p> <p>5. <i>To review the independent auditor's management letter and the response from the Company's management;</i></p> <p>6. <i>To review the Company's reports on internal control systems prior to their approval by the Board of Directors;</i> 7. <i>To review the results of internal audits and the response from the Company's management;;</i></p> <p>8. <i>The Supervisory Board shall report its activities to the Annual General Meeting of Shareholders. Such report must include the following contents;:</i></p> <p><i>a. Remuneration and Expenses: Remuneration, operational expenses, and other benefits for the Supervisory Board and each individual member thereof, as prescribed in Article 172 of the Law on Enterprises and this Charter;;</i></p>	<p>2. <i>To be held accountable to shareholders for its supervisory activities;</i></p> <p>3. <i>To supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers;</i></p> <p>4. <i>To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;</i></p> <p>5. <i>Upon detecting any violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must provide written notice to the Board of Directors within forty-eight (48) hours, demanding that the violator cease such violation and implement remedial measures;</i></p> <p>6. <i>To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;</i></p> <p>7. <i>To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations on the implementation of several articles of the Law on Securities;</i></p> <p>8. <i>To have the right to access Company records and documents kept at the head office, branches, and other locations; to have the right to visit the workplaces of managers and employees during working hours;</i></p> <p>9. <i>To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate,</i></p>	

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	<p><i>b. Meeting Summaries: A summary of the meetings of the Supervisory Board, including its conclusions and recommendations;</i></p> <p><i>c. Operational and Financial Oversight: The results of the supervision of the Company's business and financial performance;</i></p> <p><i>d. Related-Party Transactions: A report assessing transactions between the Company, its subsidiaries, or companies in which the Company holds a controlling interest of 50% or more of the charter capital, with members of the Board of Directors, the General Director, other Executive Officers, and their related persons; as well as transactions between the Company and any entity where a member of the Board of Directors, General Director, or other Executive Officer was a founding member or enterprise manager within the three (03) years immediately preceding the transaction;</i></p> <p><i>e. Oversight of Management: The results of the supervision of the Board of Directors, the General Director, and other Executive Officers of the Company;</i></p> <p><i>f. Collaboration Assessment: The results of the assessment regarding the coordination between the Supervisory Board, the Board of Directors, the General Director, and the shareholders.</i></p> <p><i>9. Right of Entry and Inspection: To access all records and documents of the Company maintained at the registered office, branches, or other locations; and to enter the workplaces of the Company's managers and employees during business hours;</i></p>	<p><i>and timely information and documents regarding the management, administration, and business operations of the Company. The Company Secretary must ensure that all copies of financial information, other information provided to Board members, and copies of Board meeting minutes are provided to the members of the Supervisory Board at the same time they are provided to the Board of Directors;</i></p> <p><i>10. Other rights and obligations as prescribed by law and this Charter."</i></p>	

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	<p><i>10. Right to Request Information: To require the Board of Directors, individual members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documentation regarding the management, administration, and business activities of the Company.</i></p> <p><i>Simultaneous Disclosure: The Corporate Secretary shall ensure that all copies of financial data and other information provided to the Board of Directors, as well as copies of the minutes of the Board of Directors' meetings, are provided to the members of the Supervisory Board at the same time as they are provided to the Board of Directors.</i></p> <p><i>11. Other Rights: To exercise any other rights and fulfill any other obligations as prescribed by law and this Charter.</i></p>		
19	<b>Article 56 . The responsibility to be honest and avoid conflicts of interest</b>	<b>Article 55. The responsibility to be honest and avoid conflicts of interest</b>	
	<p>Clause 2</p> <p><i>"2. The BOD and BOS members, the CEO, other Managers and other Executives and their related persons shall not be allowed to use business opportunities that may benefit the Company for their personal purpose; responsible for protecting the confidentiality of information because of the benefits of the company; at the same time not allowed to use information obtained through their position for personal gain or for the benefit of other organizations or individuals."</i></p>	<p>Additional to clause 2 as follows:</p> <p><i>"2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other Management Officers, and their Related Persons shall only use information obtained through their positions to serve the interests of the Company. They are prohibited from using business opportunities that could benefit the Company for personal purposes; and they must not use information obtained through their positions for personal gain or to serve the interests of any other organization or individual."</i></p>	<p>Amendments and additions are made in accordance with current legal regulations and the model charter applicable to public companies issued with Circular 116.</p>
	Clause 7	Additional to clause 7 as follows:	Amendments are made according to the company's

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	<p><i>"1. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other Executive Officers, and any individuals or organizations related to such persons shall not be rendered void in the following circumstances:</i></p> <p><i>a. In the case of a transaction with a value less than or equal to 20% of the total asset value as recorded in the most recent financial statement, the material terms of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, the member of the Supervisory Board, the CEO, or other Executive Officers involved, must be reported to the Board of Directors and approved by the Board of Directors through an affirmative vote of a majority of the Board members who have no related interests;</i></p> <p><i>b. In the case of a transaction with a value greater than 20% of the total asset value as recorded in the most recent financial statement—or a series of transactions that, when aggregated within a 12-month period from the date of the first transaction, result in a total value equal to or greater than 20% of the total asset value—the material terms of the transaction, as well as the relationships and interests of the member of the Board of Directors, the member of the Supervisory Board, the CEO, or other Executive Officers involved, must be disclosed to the shareholders and approved by the General Meeting of Shareholders (GMS) through an affirmative vote of the shareholders who have no related interests.."</i></p>	<p><i>1. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other Executive Officers, and any individuals or organizations related to such persons shall not be rendered void in the following circumstances:</i></p> <p><i>a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who have no related interests;</i></p> <p><i>b. For transactions with a value exceeding 35%, or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements: the material terms of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be disclosed to the shareholders and approved by the General Meeting of Shareholders via the voting ballots of shareholders who have no related interests."</i></p>	<p>needs, in compliance with current legal regulations and other provisions of the company's charter.</p>

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20	Article 69. Extend operations	Repealed	Amendments are made according to the company's needs, in compliance with current legal regulations and other provisions of the company's charter.

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom - Happiness**

**DRAFT**

**CHARTER**  
**DESIGN AND CONSTRUCTION JOINT STOCK**  
**COMPANY NO.1 (DECOFI)**

*Ho Chi Minh city, ....., 2026*



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## CHAPTER I

### DEFINITIONS OF TERMS

#### Article 1. Interpretation of terms

1. In this Charter, the term below shall be construed as follows:
  - a. **Company** as defined herein is CONG TY CO PHAN XAY DUNG VA THIET KE SO 1 (DECOFI);
  - b. **Charter Capital** is the total aggregate par value of shares which have been sold or subscribed for upon the establishment of the enterprise, as specified in Article 6 of this Charter;
  - c. **Voting capital** means the share capital in respect of which the holder is entitled to vote on matters falling under the authority of the General Meeting of Shareholder;
  - d. **Law on Enterprises** means the Law on Enterprises No.59/2020/QH 1 4 passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020;
  - e. **Law on Securities** means the Law on Securities No.54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019 and its amendments and supplements;
  - f. **Vietnam** is the Socialist Republic of Vietnam;
  - g. **Establishment date** is the date on which the Company's first Business Registration Certificate is granted;
  - h. **Executives** of the Company are the General Director, Deputy General Directors, Chief Accountant;
  - i. **Managers** of the Company include: Chairman of the Board of Directors "BOD Chairman" and BOD members; General Director;
  - j. **Related person** means any individual or organization defined in Clause 46, Article 4 of the Law on Securities and Clause 23. Article 4 the Law of Enterprise;
  - k. **Shareholder** means any individual or organization owning at least one (01) share of the Company;
  - l. **Major shareholder** means a shareholder is defined in Clause 18, Article 4 of the Law on Securities;
  - m. **Operation term** means the Company's operating period as stipulated in Article 2 herein;
  - n. **Stock Exchange** means the Vietnam Stock Exchange, the official trading place for stocks, bonds and other securities in which the shares of the Company are listed.

2. In this Charter, any reference to the regulation or document shall include any amendments or replacements.
3. The headings (Chapter, Article herein) shall be used for convenience only without affecting the Charter's contents.

## **CHAPTER II**

### **NAME, FORM, HEAD OFFICE. BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, form, head office. branch, representative office, business location, operation term of the company**

1. Name of the Company:
  - Name in Vietnamese : **CONG TY CO PHAN XAY DUNG VA THIET KE SO 1**
  - Name in English : **DESIGN AND CONSTRUCTION JOINTSTOCK COMPANY No.1**
  - Trade name : **Công ty Cổ phần Xây dựng và Thiết kế số 1 DECOFI dịch**
  - Abbreviated name : **DECOFI**
2. The Company is a joint stock company with a legal status as prescribed by the current laws of Vietnam.
3. Registered office of the Company:
  - Address trụ sở : **28 Mac Dinh Chi , Sai Gon Ward, HCM city**
  - Phone : **(84-28) 38230276**
  - Fax : **(84-28) 38225050**
  - E-mail : **bantgd@decofi.vn**
  - Website : **www.decofi.vn**
4. A Branch and a Representative office may be established in the business area to carry out the Company's operation objectives as decided by the Board of Director and to the extent permitted bt law.
5. The Company's operation term starts from the Establishment date is indefinite, except for case of termination ahead of time according to Clause 2 Article 68 herein.

#### **Article 3. Legal representative of the Company**

1. Legal representative of the Company is the General Director.

2. Rights and duties of the Legal representative of the Company are under the law and this Charter. The Legal Representative of the Company must reside in Vietnam. Upon exiting Vietnam, the Legal Representative must provide a written authorization to another individual residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative. In this case, the Legal Representative remains personally liable for the performance of the authorized rights and obligations.
3. Upon the expiration of the authorization period specified in Clause 2 of this Article, if the Legal Representative has not returned to Vietnam and no other authorization has been made, the authorized person shall continue to exercise the rights and perform the obligations of the Company's Legal Representative until the Legal Representative returns to work, or until the Board of Directors decides to appoint another person as the Legal Representative of the enterprise.
4. In the event that the Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the Legal Representative, or in cases where the Legal Representative is deceased, missing, facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving administrative sanctions at a compulsory detoxification establishment or a compulsory educational establishment, has limited or lost civil act capacity, has difficulties in perceiving or controlling their behavior, or is banned by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the Board of Directors shall appoint another person to serve as the Legal Representative of the Company.
5. The court and other competent procedural authorities have the right to appoint a legal representative to participate in the proceedings in accordance with the law.
6. Powers and Obligations of the Legal Representative.
  - a. To represent the Company in exercising rights and performing obligations arising from the Company's transactions; to represent the Company in the capacity of an applicant for resolution of civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and other rights and obligations in accordance with the law;
  - b. To exercise assigned rights and perform assigned obligations in an honest and prudent manner and to the best of their ability to ensure the legitimate interests of the Company;
  - c. To be loyal to the interests of the Company; not to abuse their position or title, or use information, know-how, business opportunities, or other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;
  - d. To provide timely, complete, and accurate notice to the Company regarding enterprises in which they or their related persons are owners or hold shares or contributed capital in accordance with the provisions of the Law on Enterprises.

7. Other rights and obligations as prescribed by law, this Charter, and the Company's internal regulations.”

### CHAPTER III

#### OBJECTIVES, SCOPE OF BUSINESS AND BUSINESS OPERATION OF THE COMPANY

##### Article 4. The Company's operational objectives

1. Business line of the Company:

<i>STT</i>	<i>Business line</i>	<i>Code</i>
1	<b>Architectural and related engineering consulting activities; Details: Design, cost estimation, and construction of civil and industrial works. Construction investment consulting; design and cost estimate appraisal. Construction supervision. Basic construction quality inspection</b>	7110 (Main)
2	Specialized design activities	7410
3	Technical inspection and analysis	7120
4	Real estate business, land use rights belonging to the owner, user or lessee.	6810
5	Demolition	4311
6	Site preparation	4312
7	Electrical system installation	4321
8	Installation of other building systems	4329
9	Construction finishing	4330
10	Other specialized construction activities	4390
11	Wholesale of machinery, equipment and other machine parts	4659
12	Road freight transport	4933
13	Manufacture of building materials from clay	2392
14	Manufacture of metal components	2511
15	Mechanical processing; metal treatment and coating	2592

16	Construction of residential buildings	4101
17	Construction of non-residential buildings	4102
18	Construction of railway infrastructure	4211
19	Construction of road infrastructure	4212
20	Construction of other civil engineering works	4299
21	Installation of water supply and drainage systems, heating and air conditioning systems	4322
22	Construction of electrical works	4221
23	Construction of water supply and drainage systems	4222
24	Construction of telecommunications and communication infrastructure	4223
25	Construction of other public utility works	4229
26	Wholesale of other construction materials and installation equipment	4673
27	Manufacture of concrete and concrete products, cement and gypsum	2395
28	Leasing of construction machinery and equipment without operators	77302
29	Construction of hydraulic works	4291
30	Construction of mining works	4292
31	Construction of processing and manufacturing works	4293
32	Intermediary services for specialized construction	4340

And other business lines in accordance with the provisions of law and as approved by the General Meeting of Shareholders of the Company.

- Operational objectives of the Company: The Company is established to mobilize and utilize capital effectively for the development of registered business and production lines, with the objectives of the maximizing profits, increasing dividends for shareholders, creating stable employment for employees, contributing to the State budget , and developing to the Company.

#### **Article 5. Scope of business and business operation of the company**

1. The Company is allowed to plan and conduct all business activities in accordance with the Charter, and other business line as permitted by the law and approved by the GMS, and registered, notified the change of business registration details to the business registration authority, and announced such changes on the National Business Registration Portal.
2. In case the Company engages in conditional business lines, the Company must satisfy all business requirements as prescribed by law.

### **CHAPTER IV**

#### **CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Article 6. Capital, shares and share structure**

1. The Company's Charter capital is : **529.988.910.000 dongs** (*Five hundred twenty – nine billion, nine hundred eighty-eight million, nine hundred and ten thousand Vietnamese dongs*).  
The Company's Charter capital is divided into **52.998.891 shares** (*Fifty - two million, nine hundred ninety – eight thousand, eight hundred and ninety – one shares*)
2. The Company may change the charter capital when being approved by the GMS and in accordance with the provision of laws .
3. As of the date of approval of this Charter, the shares of the Company are **ordinary shares**. The rights and obligations of shareholders holding each class of shares are stipulated in Article 12 and Article 18 of this Charter.
4. Various types of preference shares may be issued by the Company after obtaining the GMS's approval and in accordance with the provision of law. Rights and obligation of shareholders are specified in Article 13, Article 14, Article 18 in this Charter.
5. The ordinary shares must be prioritized for sale to the existing shareholders in proportion to their proportion of ordinary shares in the Company, unless otherwise determined by the GMS. The number of shares not subscribed fully by the shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such number of shares to the Company's shareholders or other people according to the conditions and manner that the Board of Directors deems appropriate, but must not sell such shares under conditions more favorable than those offered to the existing shareholders, unless otherwise agreed by the GMS.
6. The Company may purchase shares it issued in the manner specified in the current Charter and prescribed by the law.
7. Other types of securities may be issued by the Company in accordance with the law.

#### **Article 7. Share certificate**

1. Share certificates are issued to the Company's shareholders corresponding to the number of shares and class of shares owned.
2. A share is a type of security certifying the legal rights and interests of its holder in a portion of the Company's share capital. A share must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 (thirty) days from the closing date of the offering as stipulated in the Company's share issuance plan (or such other period as prescribed by the issuance terms) and securities laws, the share owner shall be granted a share certificate. The shareholder shall not be required to pay any costs to the Company for the printing of share certificate.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a new share certificate by the Company upon the request of such shareholder. Such request from the shareholder must include the following contents:
  - Information regarding the lost, damaged, or otherwise destroyed share certificate ;
  - An undertaking to be responsible for any disputes arising from the re-issuance of the new share certificate.

In this case, the shareholder shall be responsible for paying all costs related to the re-issuance of such share certificate to the Company.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificate of the Company( except for letters of offer, provision certificates and similar documents) are issued with the Company's seal and the Company's Legal representative's signature.

#### **Article 9. Share transfer**

1. All shares shall be freely transferable unless otherwise provided by law.
2. Shares shall be transferred in accordance with the regulations of the laws on securities and the securities market, as well as the regulations of the Stock Exchange and the Vietnam Securities Depository and Clearing Corporation (VSDC).
3. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, and the right to purchase newly offered shares.

#### **Article 10. Redeemed shares**

1. Where a shareholder fails to fully and punctually pay the amount payable for the subscribed shares, the Board of Directors shall notify such shareholder and shall

- have the right to require the shareholder to pay the outstanding amount together with interest accrued thereon and any costs incurred by the Company as a result of such failure to make full and timely payment.
2. The aforesaid notice of payment must clearly specify a new deadline for payment (which shall be at least seven (07) days from the date the notice is sent), the place of payment, and shall state that, if the payment is not made in accordance with the notice, the shares in respect of which payment remains outstanding shall be subject to forfeiture.
  3. The Board of Directors shall have the right to forfeit shares that have not been fully paid for on time in the event that the requirements specified in the aforementioned notice are not met.
  4. Forfeited shares shall be considered as shares available for offer. The Board of Directors may directly or authorize the sale, redistribution, or disposal of such forfeited shares to the former owner of the forfeited shares or to other parties under such terms and in such manner as the Board of Directors deems appropriate.
  5. A shareholder holding forfeited shares shall cease to be a shareholder with respect to such shares, but shall remain liable to pay all related amounts, plus interest at the interest rate of a joint-stock commercial bank at the time of forfeiture as decided by the Board of Directors, from the date of forfeiture until the date of actual payment. The Board of Directors shall have the full authority to decide on the enforcement of full payment for the value of the shares at the time of forfeiture.
  6. A notice of forfeiture shall be sent to the holder of the shares subject to forfeiture prior to the time of forfeiture. The forfeiture shall remain effective notwithstanding any error or omission in the delivery of such notice.

## **CHAPTER V**

### **ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

#### **Article 11. Organizational structure, governance and control**

Organizational structure, governance and control includes :

1. The General Meeting of Shareholders.
2. The Board of Directors, The Board of Supervisors.
3. The General Director.

## **CHAPTER VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 12. Ordinary Shareholders' rights**

1. Those who hold ordinary shares have the following rights:

- a. To attend and speak in the GMS and exercise the right to vote directly at the GMS or through an authorized representative or remote voting in writing or via an electronic system or other forms as prescribed by law. Each original share has one vote;
  - b. To receive dividends at a rate as determined by GMS;
  - c. To be given priority in subscribing for new shares offered for sales in proportion to the number of ordinary shares they own;
  - d. To freely transfer their shares to others, except in cases where the shares are in a period of restricted transfer according to regulations on offering or issuing additional shares or in other cases as prescribed by law;
  - e. To check, review and extract information from the List of shareholders with voting rights and request for correction of any inaccurate information;
  - f. To check, review and extract information from the Article, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
  - g. To receive a part of the remaining assets in proportion to the shares contributed to the Company if the Company dissolves or goes bankrupt;
  - h. To request the Company to repurchase such shareholder's shares in the cases provided for in Article 132 of the Law on Enterprises;
  - i. To be treated equally: Each share of the same class shall confer upon its holder equal rights, obligations and benefits. In the event that the Company offers additional classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders ;
  - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;
  - k. To have their lawful rights and interests protected; and to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - l. To have other rights as agreed herein and other relevant provisions of law.
2. Shareholders or a group of shareholders owning 05% or more of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. To examine, search, and extract from the minute book, resolutions and decisions of the Board of Directors, semi-annual and annual financial

- statements, reports of the Supervisory Board, contracts and transactions required to be approved by the Board of Directors, and other documents, excluding those related to the Company's trade secrets and business;
- c. To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. Such request must be made in writing and shall include the following details: full name, contact address, nationality, and legal identification number of the individual for individual shareholders; name, enterprise identification number or legal identification number of the organization, and address of the head office for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio of the total shares of the Company; the issues to be inspected and the purpose of the inspection;
  - d. To propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the issues proposed to be included in the meeting agenda;
  - e. Other rights as prescribed by law.
3. Shareholders or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be conducted as follows:
- a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the participating shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholders or group of shareholders specified in this Clause shall be entitled to nominate one or more candidates for the Board of Directors and the Supervisory Board, as determined by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholders or the group of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders .

**Article 13. Dividend preference shares and the right of Shareholders owning dividend preference shares**

1. A dividend preference share is a share for which dividend is paid at a rate higher than that paid on an ordinary share, or at an annual fixed rate. Annual dividends

include fixed dividends and bonus dividends, at which the former is not dependent on the Company's business results. The fixed dividend rate and method for determination of bonus dividends are recorded on the share certificate of dividend preference share.

2. Dividend preference shareholders shall have the right as follows:
  - a. Receive dividends as prescribed in Clause 1 of this Article;
  - b. To receive a proportion of remaining assets corresponding to their holding upon the Company's dissolution or bankruptcy after the Company has paid all debts and redeemable preferred shares;
  - c. To have other rights in the same way as ordinary shareholders, except for the cases specified in Clause 3 of this Article.
3. Shareholders holding dividend preference shares shall not have the right to vote, attend meetings of the General Meeting of Shareholders, or nominate candidates to the Board of Directors and the Board of Supervisors, except in the case provided for in Clause 4 of this Article.
4. A resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of shareholders holding dividend preference shares shall only be adopted if it is approved by shareholders attending the meeting representing at least seventy-five percent (75%) of the total dividend preference shares, or by shareholders representing at least seventy-five percent (75%) of the total dividend preference shares in the case where the resolution is passed by way of written opinion solicitation.

**Article 14. Redeemable preference shares and the right of Shareholders owning redeemable preference shares**

1. A redeemable preference share is a share which shall be redeemed by the Company at any time at the holder's request, or in accordance with the conditions stated on the share certificate of redeemable preference share.
2. Redeemable preference shareholders have similar rights to those ordinary shareholders, except in the case provided for in Clause 3 of this Article.
3. Redeemable preference shareholders don't have rights such as the right to vote, attend the GMS and nominate candidates to the Board of Directors, the Board of Supervisors, except in the case provided for in Clause 4 and 5 of this Article.
4. Redeemable preference shares may be converted into ordinary shares subject to a resolution of the General Meeting of Shareholders.
5. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of redeemable preference shares shall only be passed if approved by shareholders holding 75% or more of the total redeemable preference shares present at the meeting, or if approved by shareholders holding

75% or more of the total redeemable preference shares in case the resolution is passed by way of collecting written opinions.

**Article 15. Offering shares for sale**

1. An offering of shares means the Company increasing the number of shares and classes of shares authorized to be offered in order to increase its charter capital.
2. The offering of shares may be conducted in the following forms: offering to existing shareholders, public offering, and private placement of share.
3. The Company's offering of shares shall be carried out in accordance with the provisions of the laws on securities.
4. The Company shall register the change of its charter capital within ten (10) days from the date of completion of the share offering.
5. The Board of Directors shall determine the timing and method of and offering price for the number of shares which may be offered for sale. The offering price must not be lower than the market price at the time of offering or the most recently recorded value in the books of shares except for the following cases:
  - a. Shares are offered initially to people other than founding shareholders;
  - b. Shares are offered to all shareholders in proportion to the respective numbers of shares they currently hold in the Company;
  - c. Shares are offered to brokers or underwriters. In this case, any specific discount or discount rate must be approved by the Board of Directors.

**Article 16. Issue of bond**

1. The Company may issue bonds, convertible bonds and other classes of bonds in accordance with the law.
2. The plan for a private offering of convertible bonds and a private offering of bonds with warrants must be approved by the General Meeting of Shareholders. The voting for the resolution approving the issuance plan shall be conducted in accordance with the provisions of the Law on Enterprises.
3. The Board of Directors shall have the authority to approve the plan for a private offering of non-convertible bonds without warrants, but must report such approval to the General Meeting of Shareholders at the nearest meeting; the report must be accompanied by the relevant documents and the bond offering dossier .

**Article 17. Shareholders' obligations**

1. To pay in full and on time the number of shares subscribed under the commitment.
2. Not be entitled to withdraw the paid-up capital made in form of ordinary shares unless otherwise those shares are bought back by the Company or another person. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in

the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the shares withdrawn and damage occurred.

3. To comply with the Charter and the Regulations of the Company.
4. To follow any decisions of the GMS and the Board of Director.
5. To secure the information provided by the company specified in the Charter and the Laws; only use the provided information to implement and protect legal rights and benefits; prohibit from spreading or copying, sending the information provided to other organizations, individuals by the company.
6. To participate in the GMS and exercise the right to vote directly or through the following methods:
  - a. Attend and vote in person at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Attend and vote via online conference, electronic voting, or other electronic means ;
  - d. Send voting ballots to the meeting via mail, fax, or email.
7. To bear personal responsibility when representing the Company in any form to do one of the following acts:
  - a. To violate the laws;
  - b. To conduct business activities and other transactions for self-interest or for the interests of other organizations or individuals;
  - c. To pay off undue debts when there is a financial danger facing the C ompany.
8. To implement other obligations in accordance with the Laws on Enterprises and the Charter.

#### **Article 18. Redemption of shares at the request of shareholders**

1. A shareholder voting against the re-organization of the Company or against a change to the shareholders' rights and obligations stipulated herein may demand the Company to redeem his/her shares. The request must be in writing and sent to the Company within ten (10) days from the date on which the GMS passes any decision on the matters specified herein.
2. The Company must redeem shares at the shareholder's request as stipulated in Clause 1 of this Article at the market price or agreed by the Company and shareholders within ninety (90) days from the date of receipt of request. In case no agreement on the price is reached, such shareholder may sell shares to other people or the parties may request valuation by a professional valuation organization. The Company shall introduce at least three (03) valuation organizations for the shareholder to select from and such selection shall be the final decision.

### **Article 19. Redemption of shares by decision of the Company**

The Company may redeem no more than thirty percent (30%) of the total number of ordinary shares sold, and part or all of the dividend preference shares sold in accordance with the following provisions:

1. The Board of Directors shall have the right to decide on redemption of more than ten percent (10%) of the total number of shares of each class already sold within each period of twelve (12) months. In other cases, the redemption of shares is decided by the GMS;
2. The price for redemption of shares is decided by the Board of Directors. The price for redemption of ordinary shares shall not be higher than the market price at the time of redemption, subject to the exception in Clause 3 of this Article. For other classes of shares, if there are not any other agreement between the Company and the relevant shareholders, the price for redemption shall not be lower than the market price;
3. The Company may redeem shares of each shareholder in proportion to the number of shares each holds in the Company in the following order:
  - a. The decision to redeem shares of the Company shall be notified by a method guaranteed to reach all shareholders within thirty (30) days from the date on which such decision is passed. The notice must include the name and address of the Company's head office, the total number and classes of shares to be repurchased, the repurchase price or the principles for determining the repurchase price, the procedures and time limit for payment, and the procedures and time limit for shareholders to sell their shares to the Company;
  - b. The shareholders who agree to have their shares redeemed must send an offer to sell their shares by a method guaranteed to reach the Company within thirty (30) days from the date of notice. The written consent to sell shares must include the full name, contact address, and legal identification number of the individual shareholder; or the name, enterprise identification number or legal identification number of the organization, and the head office address for institutional shareholders; the number of shares held and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the shareholder's legal representative. The Company shall only redeem offered shares within the above mentioned time-limit.

### **Article 20. Payment conditions and dealing with the redeemed shares**

1. The Company may only pay the shareholders for redeemed shares in accordance with Articles 19 and 20 herein if, after such redeemed shares are paid for, the Company shall still be able to satisfy in full its debts and other property obligations.
2. The shares redeemed in accordance with Articles 19 and 20 herein shall be considered shares not yet sold. Unsold shares are shares that are authorized to be offered but have not yet been paid for to the Company. The company shall register

to decrease charter capital equivalent to total par value shares redeemed within ten (10) days from on which the redeemed shares are completely paid .

3. The share certificates certifying the ownership of redeemed shares must be destroyed immediately after the corresponding shares are paid for in full . The BOD Chairman and General Director must be jointly responsible for any damage caused to the company by failure to destroy or delayed destruction of share certificates .
4. After the redeemed shares are fully paid for, if the total value of assets recorded in the accounting books of the Company is reduced by more than ten percent (10%), the Company must notify all creditors thereof within fifteen (15) days from the date on which the redeemed shares are fully paid for .

#### **Article 21. Payment of dividends**

1. Dividends paid to preference shares shall be in accordance with the conditions applied separately to each type of preference shares.
2. Dividends paid to ordinary shares shall be determined on the basis of the net profit performed and payment for dividends shall be sourced from profits retained by the Company.. The Company shall pay dividends of ordinary shares when the following conditions are fully met: *The Company has fulfilled its tax obligations and other financial obligations in accordance with the law; The Company has appropriated the company's funds and compensated previous losses in accordance with the law and this Charter; The Company still ensures the payment of all debts and other liabilities due immediately after paying all the dividends.*
3. Dividends may be paid in cash, shares of the Company or other assets proposed by the BOD and approved by the GMS. If the payment is made in cash, it must be made in Vietnamese dong and in accordance with the payment methods stipulated in this Charter.
4. Dividends must be paid in full within **06 (six) months** from the date of the closing of the Annual General Meeting of Shareholders.

The Board of Directors shall prepare a list of shareholders entitled to receive dividends and determine the dividend rate for each share, the deadline, and the method of payment at least **30 (thirty) days** prior to each dividend payment.

The notification regarding dividend payment shall be sent to shareholders at the addresses registered in the share register by a method ensuring delivery at least **15 (fifteen) days** before the date of payment. Such notification must clearly state:

*The Company's name and the address of its head office;*

*The full name, contact address, nationality, and legal identification number of the individual shareholder;*

*The name, enterprise identification number or legal identification number, and head office address of the institutional shareholder;*

*The number of shares of each class held by the shareholder;*

*The dividend rate per share and the total dividend amount to be received;*

*The time and method of payment; and*

*The full name and signature of the Chairperson of the Board of Directors and the Legal Representative of the Company.*

5. In the event that a shareholder transfers their shares during the period between the record date for the list of shareholders and the dividend payment date, the transferor shall be the party entitled to receive dividends from the Company.
6. Issuance of shares as a form of dividend payment shall be conducted in accordance with the laws on securities. The Company must register the increase in its charter capital equivalent to the total par value of the shares used for dividend payment within 10 (ten) days from the date on which the dividend payment is completed.

#### **Article 22. Collection of payment for redeemed shares or dividend**

If the payment of redeemed shares is contrary to the provisions of Clause 1, Article 21 herein or the dividend payment is contrary to the provisions of Article 22 herein, the shareholders shall be obliged to return to the Company the money and other property received. If a shareholder fails to repay the Company, such shareholder shall be responsible for the debts and other liabilities of the Company to the extent that the amount and assets paid to the Shareholder are not refundable.

#### **Article 23. General meeting of shareholders**

1. The General Meeting of Shareholders is the highest body of the Company. The annual GMS shall be held (01) once a year. The GMS shall be held annually within four (04) months from the end of the fiscal year. At the request of the Board of Directors, the business registration office may extend that time-limit, but not beyond six (06) months as from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may be convened as an extraordinary meeting. The venue of the General Meeting of Shareholders shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders in order to respond to shareholders' questions at the meeting (if any). In cases of force majeure where they are unable to attend, the members of the Board of Directors and the Board of Supervisors must submit a written report to the Board of Directors and the Board of Supervisors. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and this Charter, in particular approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that

conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary GMS in the following cases:
  - a. The Board of Directors considers it necessary to do so in the interests of the Company;
  - b. When the number of remaining members of the Board of Directors is less than the number as prescribed by the law;
  - c. A shareholder or a group of shareholders stipulated in Clause 2 Article 115 of the Enterprise Law and Clause 2 Article 12 of this Charter requires convening a GMS by a written proposal . The written proposal must clearly state reasons and purposes of the meeting with signatures of the relevant shareholders (the written proposal can be made in many copies with signatures of all shareholders with related documents);
  - d. As requested by the Supervisory Board;
  - e. Other cases prescribed by law.
4. Convening an extraordinary GMS:
  - a. The Board of Directors must convene the General meeting of shareholders within a time limit of thirty (30) days as from the date on which the number of remaining members of the Board of Directors is as stipulated in in point b, Clause 3 of this Article or any requirements stipulated in Point c, and d Clause 3 of this Article is received. In that case, if the Board of Directors fails to convene a General Meeting of Shareholders as required, the Chairman of the Board of Directors and the members of the Board of Directors shall compensate the Company for any resulting damages;
  - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the next 30 (thirty) days, replace the Board of Directors to convene the General Meeting of Shareholders. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, it shall be liable to compensate the Company for any damages arising therefrom;
  - c. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;  
  
In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening and conducting the meeting

and issuing resolutions of the General Meeting of Shareholders. All costs incurred from convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

#### **Article 24. Rights and duties of the GMS**

1. The GMS has the following rights and obligations:
  - a. To pass the development direction of the Company;
  - b. To decide on the classes of shares and the total number of shares of each class to be offered; to decide on the annual dividend rate for each class of shares;
  - c. Election, dismissal, removal and replacement of BOD and BOS members;
  - d. To decide on the investment or sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial statements;
  - e. To decide to amend or supplement the company's charter;
  - f. To approve the audited annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total issued shares of each class;
  - h. To review and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and the Company's shareholders;
  - i. Reorganization and dissolution (liquidation) of the Company;
  - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k. To approve the Internal Corporate Governance Regulations, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;
  - l. the list of independent audit firms; decide on the independent audit firms inspecting the Company's operations; dismissal an auditor is approved when deemed necessary;
  - m. Other issues in accordance with laws.
2. The annual GMS is entitled to discuss and approve:
  - a. Annual business plan of the Company;
  - b. Audited annual financial statements;

- c. Board of Directors' report on the governance and performance of the Board of Directors and each member;
- d. The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;
- e. The report on performance of the Board of Supervisors and each member;
- f. Dividend payment for each class of share;
- g. Number of Members of the Board of Directors, and the Board of Supervisors;
- h. Election, dismissal, removal and replacement of BOD and BOS members;
- i. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j. Approve the list of independent audit firms; decide on the independent audit firms inspecting the Company's operations;
- k. Supplement and amendment to the Charter;
- l. The classes of shares and the number of newly issued shares for each class, and the transfer of shares by founding shareholders within the first 03 (three) years from the date of establishment;
- m. Division, separation, consolidation, merger or transformation of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- o. Decision on investment or sale of assets with a value of at least thirty-five percent (35%) of total value of assets recorded in the latest financial statements of the Company;
- p. Redemption of more than ten percent (10%) of total sold shares of each class;
- q. The Company enters into contracts with persons specified in Clause 1, Article 167 of the Law of Enterprise with a value equal to or greater than twenty percent (35%) of total value of assets recorded in the latest financial statements of the Company;
- r. To approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;
- s. To approve the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- t. Other issues in accordance with this Charter and other regulations of the Company.

3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

**Article 25. Authorization to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend via any of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

In the event that more than one authorized representative is appointed, the specific number of shares and votes authorized to each representative must be clearly determined.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The Proxy Authorization Document shall be prepared in accordance with civil law and must clearly state: The name of the authorizing shareholder; The name of the authorized individual or organization; The number of shares authorized; The content and scope of authorization; The term of authorization; and The signatures of both the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the written authorization upon registration for the meeting. In the event of re-authorization (sub-authorization), the attendee must also present the original written authorization from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company) If the attorney on behalf of the authorizer signs the appointment of representative, the appointment in this case shall be considered valid only if the appointment of representation is presented with the power of attorney or a valid copy of such power of attorney (if not previously registered with the Company).
3. The voting ballots of the Proxy within the scope of authorization shall remain valid upon the occurrence of any of the following cases:
  - a. The appointer (the authorizer) is deceased, has limited civil act capacity, or has lost civil act capacity;
  - b. The appointer has cancelled the appointment of authorization;
  - c. The appointer has cancelled the authority of the person performing the authorization.

This provision shall not apply if the Company receives written notice of any of the aforementioned events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

**Article 26. Change of rights**

1. The change or cancellation of special rights associated with a class of preference share shall be effective when approved by a shareholder representing at least sixty-

five percent (65%) of all voting of shareholders attending the meeting. GMS's resolution on contents which disadvantage rights and obligations of shareholders holding preference shares shall only approved if the number of attending shareholders holding the same class of preference shares holding at least seventy-five percent (75%) of voting rights of the above preference shares or shareholders holding the same class of preference shares at least seventy-five percent of voting rights of the above preference shares in case of approving resolution by the method of giving opinions in writing.

2. The organization of a meeting of shareholders holding a preference shares to approve the change of rights shall be valid only when there are at least two (02) shareholders (or their authorized representatives), and holds at least one third (1/3) of the par value of such shares issued. In case there are not enough quorum as mentioned above, the meeting shall be reorganized within thirty (30) days thereafter and the holders of such shares (regardless of the number of people and number of shares) that are present in person or through an authorized representative shall be deemed to be a sufficient quorum.

At the meetings of shareholders holding preference shares mentioned above, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the above-mentioned meetings;

3. Such separate meetings are conducted according to the same procedure as the provisions of Article 28, 29 and 30 of the Charter.
4. The special rights attached to the classes of shares with preferential rights in respect of some or all of the matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class, unless otherwise specified by the terms of the share issue.

#### **Article 27. Convening the GMS, agenda and notice to the GMS**

1. The GMS shall be convened by the Board of Directors or convened under the cases specified in Clause 3, Article 24 of this Charter.
2. The person who convenes the GMS must perform the following tasks:
  - a. To make a list of shareholders entitled to attend the meeting at the meeting no earlier than ten (10) days before the date of sending the invitation to the GMS. The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days prior to the record date.
  - b. To formulate the agenda, the meeting contents;
  - c. To prepare documents;
  - d. Draft resolution of the GMS according to the planned agenda of the meeting;
  - e. To determine the time and venue of the GMS;

- f. To inform and send the notice of GMS to all shareholders entitled to attend the meeting;
  - g. To carry out other tasks for the meeting.
3. The notice of GMS must be sent to all shareholders and simultaneously published on the media of the Stock Exchange, on the website of the Company. The notice of GMS must be sent at least twenty-one (21) days prior to the GMS meeting date (starting from the date on which the notice is duly sent or dispatched, charged according to the postmark of sender). The GMS meeting agenda, documents related to issues to be voted on at the GMS must be sent to shareholders or/and posted on the Company's website. In case none of document is attached to the notice of GMS, the meeting notice must clearly state any website address for shareholders to access, includes:
- a. Meeting agenda and document;
  - b. List and information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
  - c. Ballots;
  - d. Draft resolutions for each issue in Chapter 1 to be presented at the meeting
4. A shareholder or a group of shareholders mentioned in Clause 2 Article 12 herein may recommend items to be included in the agenda of the GMS. The recommendation must be made in writing and sent to the Company at least three (03) working days before the opening of the GMS. The recommendation must include the shareholder's full name, the number and class of shares held by that shareholder, and contents recommended to be included in the agenda
5. The convener of the GMS shall only reject a proposal related to Clause 4 of this Article in case of one of the following cases :
- a. The recommendation is not submitted in a manner inconsistent with the provisions of Clause 4 herein;
  - b. At the time of recommendation, shareholders or groups of shareholders do not have at least five percent (05%) of common shares as prescribed in Clause 2 Article 12 herein;
  - c. The recommended issue is not within the jurisdiction of the General Meeting of Shareholders for discussion and approval;
  - d. Other cases as prescribed by law.

In the case, the convener of the GMS reject a proposal related to Clause 4 herein, the convener must respond in writing and state the reason no later than two (02) working days prior to the GMS meeting date.

6. The Board of Directors/GMS convener shall approve and put the recommendations as prescribed in clause 4 of this Article into the meeting's tentative program and

agenda, other than the cases stated in clause 5 of this Article; the recommendation shall be officially add to the meeting's program and agenda if approved by the GMS .

**Article 28. Conditions for conducting the GMS**

1. The GMS shall be conducted when the number of attending shareholders more than fifty percent (50%) of shares with voting rights;
2. In the event that the first meeting fails to meet the conditions for convocation as stipulated in Clause 1 of this Article, The GMS must be reconvened within thirty (30) days from the intended date of the first (01) GMS. The reconvened GMS can only take place when the number of shareholders and authorized representatives represent at least 33 % of total voting shares.
3. In the event that the second meeting fails to meet the conditions for convocation as stipulated in Clause 2 of this Article, it may be reconvened for the third time (03) within twenty (20) days from the intended date of the second (02) meeting; in this case, the third GMS shall be held regardless of the number of attending shareholders or authorized representatives.

**Article 29. Procedures for conducting and voting at the GMS**

1. Before the opening of the meeting, the Company must carry out procedures for registration of shareholders until all the attending shareholders have fully registered, as follows:
  - a. When conducting the shareholder registration, the Company shall issue to each shareholder or authorized representative with voting right a voting card on which the registration number, the shareholder's full name, the authorized representative's full name and the number of votes of those shareholders;
  - b. Shareholders, authorized representatives of institutional shareholders, or authorized proxies who arrive after the commencement of the meeting are entitled to register immediately upon arrival and, subsequently, may participate and vote at the GMS. The Chairperson shall not be required to pause the proceedings to accommodate late registrations; furthermore, the validity of any matters already voted upon prior to such registration shall remain unaffected .
2. The election of the chairman, secretary, and vote-counting committee is regulated as follow:
  - a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the GMS convened by the Board of Director. If the BOD Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to preside over the meeting under the majority rule If none of such persons is able to preside over the GMS, If none of such persons is able to preside over the GMS , the Head Board of Supervisor shall facilitate the election of the GMS Chairperson with the highest number of votes;

- b. Except as provided in point a of this clause, the person who signs to convene a GMS shall facilitate the election of GMS Chairperson and the person with the highest votes shall be appointed as Chairperson of the meeting;
  - c. Chairperson shall appoint one or multiple individuals to be the meeting's secretary;
  - d. The GMS shall elect one or multiple individuals to the counting committee at the request of the Chairperson. In the event of an election for the Board of Directors or the Supervisory Board, members of the Vote Counting Committee shall be prohibited from simultaneously serving as candidates for these positions
3. The meeting agenda and contents must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.

Only the GMS shall have the authority to amend the meeting agenda that was previously distributed with the notice of convocation, as stipulated in Clause 3, Article 28 of this Charter.

4. The Chairperson reserves the right to take necessary and reasonable measures to conduct the meeting in an orderly manner according to the approved agenda, and that it accurately reflects the wishes of the majority of the attendees.
- a. To arrange seats at the GMS venue;
  - b. To ensure safety for the attendees present at the venue of the meeting;
  - c. To create favorable condition for the Shareholders to attend (or continue to attend) the GMS.

The person convening the GMS reserves the rights to change the above measures and apply all measure deemed necessary. The applicable measures may be the issuance of admission or use other form of option.

5. The General Meeting of Shareholders shall discuss and cast votes on each individual matter presented in the meeting agenda. Voting shall be conducted by categorizing votes as in favor, **against, or abstentions** (no opinion)

#### *Voting Mechanics and Order*

Voting shall be carried out via voting cards and/or ballots. The collection and counting process shall be executed as follows:

- Voting cards "in favor" of the resolution shall be collected first;
- Voting cards "against" the resolution shall be collected thereafter;
- Finally, the total number of affirmative and dissenting votes shall be tallied to determine the final decision.

#### *Announcement of Results*

The results of the vote count shall be officially announced by the Chairperson immediately prior to the closing of the meeting

*Vote Counting Committee*

The General Meeting shall elect the individuals responsible for counting or supervising the vote count based on the nomination of the Chairperson. The total number of members of the Vote Counting Committee shall be determined by the GMS upon the recommendation of the Chairperson.

6. Any shareholder or person authorized to attend the meeting who arrives after the opening of the meeting shall be registered and shall have the right to participate in voting immediately after registration. In this case, the effectiveness of any voting contents already conducted beforehand shall not be affected.
7. The convener or chairperson of the GMS shall have the following rights:
  - a. To require all people attending the meeting to be checked or subject to other legal and reasonable security measures;
  - b. To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting.
8. The Chairperson is authorized to adjourn the GMS (even if a quorum has been reached) for a period not exceeding 03 (three) working days as from the date of the proposed opening of the GMS. Such adjournment or a change of venue may only be exercised under the following circumstances:
  - a. The participants do not have convenient seats at the venue of the GMS;
  - b. The media at the meeting location does not guarantee shareholders to attend the meetings, discuss and vote;
  - c. There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting.
9. In case the Chairperson adjourns or suspends the GMS against Clause 8 of this Article, the GMS shall elect another person from the attendees to replace the Chairperson in conducting the meeting until its completion, and the effectiveness of voting contents at such meeting shall not be affected.
10. If any of the above measures are taken at the GMS, the GMS convener upon determining the venue of the meeting, may:
  - a. Notify that the GMS shall be conducted at the place stated in the notice and the Chairperson is present ("Primary meeting venue");
  - b. Arrange and organize for the shareholders or authorized representatives who cannot attend the GMS under this Article or the persons who wish to

participate in a location other than the primary location of the meeting can also attend the GMS .

It is not required to present measures under this Article in detail s in the notice on organization of GMS.

11. Unless otherwise required by circumstances, every shareholder shall be deemed to be present at the principal venue of the General Meeting of Shareholders.
12. In cases where the Company utilizes modern technology to conduct the General Meeting of Shareholders in a virtual/online format, the Company shall be responsible for ensuring that shareholders are able to attend, participate, and vote via electronic voting or other electronic means, in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain articles of the Law on Securities. .

#### **Article 30. Methods of adopting Resolutions of the GMS**

1. The GMS shall adopt resolutions within its power via voting in the meeting or written ballot.
2. The Board of Directors shall have the authority to solicit written opinions from shareholders to approve the matters specified in Clause 2, Article 25 of this Charter at any time, if deemed necessary in the best interest of the Company. The contents of the ballot, the methods and procedures for sending, receiving, and counting ballots, and the recording of minutes must strictly comply with the provisions of Article 149 of the Law on Enterprises. In the event that a resolution is passed by collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if it receives the affirmative vote of shareholders representing more than fifty percent (50%) of the total voting shares.

#### **Article 31. Conditions for approval of the GMS Resolutions**

1. Article The GMS resolution on the following matters shall be passed upon approved by more than sixty-five percent (65%) of total voting shares of all Shareholders who attend and vote at the meeting, except as provided in clauses 3, 4 and 6 of this Article :
  - a. Class of shares and total number of shares of each class;
  - b. Changes of business lines, business fields;
  - c. Change of the Company's organizational structure;
  - d. Projects of investment or sale of assets with a value of thirty-five percent (35%) or more of total value of assets recorded in the latest financial statements of the Company;
  - e. Reorganization and dissolution of the Company;
  - f. Other matters as prescribed by law.

2. Any Resolution on other issues of the GMS shall be adopted when being approved by a number of shareholders representing at least fifty percent (50%) of total voting shares of all Shareholders who attend and vote at the meeting, except as otherwise provided in Clause 1, 3, 4 and 6 of this Article.
3. Voting to elect BOD and BOS members must be implemented by the method of cumulative voting, whereby each shareholder shall have as his total number of votes the total number of shares he owns multiplied by (x) the number of members to be elected to the Board of Directors, and the Board of Supervisors; each shareholder shall have the right to accumulate all his votes for one or more candidates. Elected BOD and BOS members shall be determined by the number of votes received in descending order, starting from those with the most votes until the required number of elected members is reached. If there are at least two (02) candidates with the same number of votes, the GMS shall vote among those with equal votes or make the choice in accordance with criteria specified in the Election Regulations
4. In the event that a resolution is passed via the written opinion solicitation method. Resolution of the GMS shall be adopted when being approved by a number of shareholders representing at least fifty percent (50%) of total voting rights of all Shareholders who attend and vote at the meeting.
5. Resolutions of the General Meeting of Shareholders must be published on the Company's website within 24 (twenty-four) hours from the time of their approval.
6. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders holding preferred shares shall only be passed if it is approved by shareholders holding at least 75% of the total issued preferred shares of the same class present at the meeting, or if it is consented to by shareholders holding at least 75% of the total issued preferred shares of the same class via written opinion solicitation.
7. The GMS's Resolutions adopted with 100% of the voting shares are lawful and valid even the process and procedure for such adoption fails to comply with the law and the Charter.

**Article 32. Authority and formalities to get shareholders' written ballot for approval of General meeting shareholders resolutions**

The authority and formalities of written ballot shall be directly implemented by the Company in accordance with the following provisions:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including in the following cases:
  - a. Amendments and supplements to the contents of the Company Charter;
  - b. The Development Direction (Orientation) of the Company;

- c. Types of shares and the total number of shares of each type;
  - d. Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
  - e. Decisions on investments or the sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
  - f. Reorganization or dissolution of the Company
2. The BOD must prepare written opinion forms , draft resolution of the GMS and documents explaining that draft resolution and submit documents to the shareholders having voting right at least 10 days before the deadline of receiving opinion forms. The preparation of the list of shareholders to whom opinion forms are sent shall be carried out in accordance with the provisions of Point a, Clause 2, Article 28 of this Charter. Request and method of sending the receiving opinion forms and attached documents are in accordance with Clause 3 Article 28 herein.
3. An opinion form must contain the following main contents:
- a. Name, head office address, number, date of issue of business registration certificate ;business registration place of the Company;
  - b. Purpose of collecting written opinions;
  - c. Full name, permanent address, nationality, ID card number, passport number or other lawful identity document of the shareholder being an individual; name, enterprise code or number of establishment decision, head office address of the shareholder being the organization or ID card number, passport number or other lawful identity document of the authorized representative for an organizational shareholder; number of shares of each class and number of shareholder's votes ;
  - d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
  - e. Voting options including "for", "against" or "abstained" on each consulted issue;
  - f. Time-limit within which the completed written opinion form must be returned to the Company;
  - g. Full name and signature of the BOD Chairman.
4. The shareholders may send completed written opinion form to the Company in the following manner:
- a. By post: Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization. The opinion forms which are returned to the Company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes;

- b. By email : The opinion forms sent to the Company by e-mail must be kept confidential until the time of counting of votes.
  - c. The opinion forms sent to the Company after the deadline specified in the opinion sheet content or opened in the case of mailing and disclosed in case of sending an email shall be invalid. The opinion forms not sent shall be considered to be a vote not participating in the vote.
5. The BOD shall organize the vote counting and make a minutes of vote counting in the presence of the Board of Supervisors or shareholders that do not hold managerial positions in the Company in accordance with the provisions of Article 45 herein. The minutes of counting of votes shall contain the following basic particulars:
- a. Name, head office address, number of issue of business registration certificate ;
  - b. Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a decision;
  - c. The number of shareholders and total number of votes casted, in which it is necessary to distinguish the number of valid votes, invalid votes and the method of sending votes, together with an appendix listing the shareholders participating in the vote;
  - d. Total number of votes for, against and abstentions on each issue voted upon;
  - e. Decisions which have been passed and corresponding affirmative vote rate;
  - f. Full name and signature of the BOD Chairman, the vote counter and the vote counting supervisor.

The BOD members, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the minutes of vote counting; jointly responsible for damages caused by the decisions passed due to the untruthful, incorrect counts of votes.

6. The minutes of vote counting must be published on the Company's website within twenty-four hours from the date of completion of vote counting
7. Any completed written opinion forms, minutes of votes counting, full text of any passed resolution and related documents sent with all of the written opinion forms must be archived at the Company's head office .
8. A resolution shall be passed by way of collecting written opinions if it is approved by a number of shareholders owning more than 50% of the total aggregate number of voting shares of all shareholders with voting rights; such resolution shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

### **Article 33. Minutes of General Meeting of Shareholders**

1. The GMS meetings minutes must be tape-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following primary contents:
  - a. Name, head office address, and enterprise code;
  - b. Time and location of the General Meeting of Shareholders;;
  - c. Agenda and contents of the meeting;
  - d. Full names of the chairperson and the secretary;
  - e. A summary of the meeting proceedings and opinions expressed at the GMS regarding each matter included in the meeting agenda;
  - f. The number of shareholders and the total number of votes of the attending shareholders; an appendix listing the registered shareholders and their representatives attending the meeting, with the corresponding number of shares and votes;
  - g. Total number of votes for each voting issue, clearly specifying the voting method, the total number of valid, invalid, affirmative, negative, and abstention votes, and the corresponding percentage of the total votes of attending shareholders;
  - h. Matters that have been passed and the corresponding percentage of approving votes;
  - i. Full names and signatures of the chairperson and the secretary. In the event that The chairperson or Secretary refuses to sign the minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as stipulated in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or the secretary to sign.
2. The GMS meeting minutes must be completed and passed before the conclusion of the meeting. The Chairperson and Secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the minutes.
3. Both Vietnamese and foreign language versions of the minutes are equally valid; however, the Vietnamese version shall prevail in the event of any discrepancy.
4. The minutes of the General Meeting of Shareholders, the full text of adopted resolutions, the appendix listing registered shareholders with their signatures, proxy authorization documents, all attachments to the minutes (if any), and relevant documents enclosed with the meeting notice shall be publicly disclosed in accordance with the laws on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 34. Request for cancellation of GMS's decision**

Within ninety (90) days from the day on which the GMS minutes or the minutes of votes counting is received, the shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter may request a Cour or Arbitration tribunal to consider canceling the GMS' Resolution or part of the resolution content in the following cases:

1. The order and procedures for convening and making decisions at the GMS are not conformable with the Law on Enterprises and the Company's Charter, except for the case specified in Clause 7, Article 32 herein.
2. The decisions' contents contravene the law or the Company's Charter.

### **CHAPTER VII BOARD OF DIRECTORS**

#### **Article 35. Nominations and Candidacy for the Board of Directors**

1. In case the candidates have been determined in advance, information about BOD candidates shall be included in the GMS meeting documents and announced at least ten (10) days prior to the opening of the GMS on the Company's website for shareholders' consideration before voting. Any BOD nominees must have written commitments to the truthfulness, accuracy and reasonableness of published personal information and commit to honestly perform duties if elected as a BOD member. Any information related to BOD candidates shall be published, at least including:
  - a. Full name, date of birth;
  - b. Professional qualifications and education;
  - c. Working process;
  - d. Other management positions (including positions on the Board of Directors and Board of Members of other companies);
  - e. Benefits related to the Company (if any);
  - f. Other information (if any);
2. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and this Charter
3. In the event that the number of candidates for the BOD remains insufficient after the nomination and self-nomination process as required by Clause 5, Article 115 of the Law on Enterprises and Clause 2 of this Article, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance,

and the Operational Regulations of the BOD. The nomination of additional candidates by the incumbent BOD must be clearly announced prior to the voting for the election of members of the BOD at the GMS, as required by law .

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law.

**Article 36. Composition and term of office of BOD members**

1. The BOD shall have a minimum of 5 (five) members and a maximum of 11 (eleven) members. The specific number of Board members in each period shall be decided by the General Meeting of Shareholders..
2. The term of a BOD member shall not exceed five (05) years; BOD members may be re-elected for an unlimited number of terms. An individual shall be only elected to be an independent member of the BOD no more than 2 consecutive terms . If all BOD members end the term at the same time, these members continue to be the BOD members until the new members replace and take over the tasks
3. The composition of the Board of Directors of the Company must comply with the following requirements:
  - a. The number of Non-Executive Members of the Board of Directors must comply with the following requirements:
    - i. At least one (01) non-executive member if the Board of Directors consists of three (03) to five (05) members;
    - ii. At least two (02) non-executive members if the Board of Directors consists of six (06) to eight (08) members;
    - iii. At least three (03) non-executive members if the Board of Directors consists of nine (09) to eleven (11) members.

The Company shall strictly limit the number of members of the Board of Directors who concurrently hold executive positions within the Company to ensure the independence of the Board of Directors

- b. At least one-fifth (1/5) of the total number of Board members must be independent members in the event that the Company is a listed company:
4. A member of the Board of Directors shall cease to hold their position in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. Any changes, new appointments, re-appointments, or removals of members of the Board of Directors must be publicly disclosed in accordance with the laws on information disclosure in the securities market.
6. Members of the BOD are not required to be shareholders of the Company.

7. A member of the Board of Directors may concurrently serve as a member of the Board of Directors or the Board of Members of a maximum of five (05) other companies.

**Article 37. Powers and duties of the BOD**

1. The Board of Directors is the management body of the Company, having full authority to act in the name of the Company to decide and exercise the rights and perform the obligations of the Company, except for those rights and obligations within the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:
  - a. To decide on the strategy, medium-term development plans, and annual business plans of the Company;
  - b. To recommend the types of shares and the total number of authorized shares of each type;
  - c. To decide on the sale of unsold shares within the limit of authorized shares of each type; and to decide on raising additional capital in other forms;
  - d. To decide on the selling price of the Company's bonds; and to decide on the selling price of the Company's shares when authorized by the General Meeting of Shareholders;
  - e. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
  - g. To decide on market development, marketing, and technology solutions;
  - h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138; Clause 1 and Clause 3, Article 167 of the Law on Enterprises; and Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 (as amended by Clause 84, Article 1 of Decree 245/2025/NĐ-CP);
  - i. To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts of the General Director and other key managers as specified in the Company Charter; to decide on salaries and other benefits for such managers; to appoint authorized representatives to participate in the Board of Members or General Meeting of

- Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;
- j. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
  - k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l. To approve the agenda and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;
  - m. To submit the annual audited financial statements to the General Meeting of Shareholders.
  - n. To recommend the dividend payment rate; to decide on the timeline and procedures for dividend payments or the handling of losses incurred during business operations;
  - o. To recommend the reorganization or dissolution of the Company; or to request the bankruptcy of the Company;
  - p. To decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; to decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;
  - q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and this Charter.
3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, which provides detailed regulations on the implementation of several articles of the Law on Securities, and any subsequent amending or supplementing documents.

**Article 38. Remuneration, salary, and other benefits of the BOD members**

1. The Company has the right to pay remuneration and bonuses to the BOD members based on business results and efficiency.
2. Members of the Board of Directors (excluding authorized alternate representatives) shall receive remuneration for their work in their capacity as Board members. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be distributed among the Board members as agreed upon within the Board of Directors, or divided equally if no such agreement can be reached.

3. The total amount paid to each Board member—including remuneration, expenses, commissions, share options, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies where the Board member acts as a representative of the capital contribution—must be disclosed in detail as a separate item in the Company's annual financial statements and annual report.
4. The BOD members holding managerial positions or BOD members working in the Subcommittees, Committees of the BOD, or performing other tasks deemed as beyond their normal scope of responsibility by the BOD may be paid further remuneration in the form of remuneration package for each time, and salary, commission, share of profits or otherwise decided by the BOD.
5. The BOD members shall be entitled to be paid for all the expenses of traveling, meal, accommodation and other reasonable expenses incurred upon performing duties in the role of BOD members, including all the expenses arising from their attendances to the BOD meetings or Subcommittees of the BOD.
6. Members of the Board of Directors may be provided with liability insurance purchased by the Company upon the approval of the General Meeting of Shareholders. This insurance shall exclude coverage for liabilities of Board members arising from violations of the law or the Company Charter

#### **Article 39. Chairman of the Board of Directors**

1. The BOD Chairman is elected, dismissed, or removed from office by the Board of Directors from among its members .
2. The BOD Chairman must not concurrently hold the position of General Director.
3. The BOD Chairman shall have the following rights and obligations:
  - a. To prepare working plans and programs of the Board of Directors;
  - b. To prepare the agenda, contents, documents for the meeting; convene and chair the BOD meetings;
  - c. To organize the adoption of BOD's resolutions and decisions ;
  - d. Supervise the implementation of BOD's resolutions and decisions ;
  - e. Convene and preside over the General Meeting of Shareholders meeting;
  - f. To have other rights and obligation according to the Enterprise Law.
4. The BOD Chairman shall be responsible for ensuring that the Board of Directors submits the following documents to the shareholders at the GMS: the annual financial statements; the Company's annual report on operations; the independent audit report; and the review report of the Board of Directors.
5. In the event that The BOD Chairman submits a resignation or is dismissed or removed from office, the Board of Directors shall elect a replacement within a period of ten (10) days from the date of receipt of the resignation letter or the date of such dismissal or removal

6. In case the BOD Chairman is absent or unable to perform his/her duties, another member shall be authorized in writing by the Chairman to exercise his rights and obligations. In case the BOD Chairman resigns or is dismissed

the event that the Chairman of the Board of Directors is unavailable or unable to perform their duties due to death, disappearance, detention, imprisonment, serving administrative penalties at compulsory rehabilitation or education facilities, being a fugitive from their place of residence, being restricted in or having lost civil act capacity, having difficulties in perception or behavioral control, or being prohibited by a Court from holding specific positions, practicing certain professions, or performing certain work, the remaining members of the Board shall elect one of their own to serve as the Chairman. This election shall be conducted based on the principle of a majority vote of the remaining members, and such appointment shall remain in effect until a new decision is issued by the Board of Directors. .

#### **Article 40. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select 01 (one) person among them to convene the meeting of the Board of Directors
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings
3. The BOD Chairman shall convene an extraordinary meeting of the Board of Directors in the following circumstances:
  - a. Upon the request of the Supervisory Board or an independent member of the Board of Directors;
  - b. Upon the request of the General Director or at least five (05) other executive managers;
  - c. Upon the request of at least two (02) members of the Board of Directors.
  - d. When deemed necessary for the benefit of the Company
4. The proposal referred to in clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors to decide..
5. The BOD Chairman shall convene a meeting of the BOD within 07 (seven) working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the BOD Chairman fails to convene a meeting as requested, they shall be held liable for any damages incurred by the Company; the

requester(s) shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the meeting no later than 03 (three) working days prior to the date of the meeting. The meeting notice must specify the exact time and location of the meeting, as well as the agenda of matters to be discussed and decided. The meeting notice must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The meeting notice may be sent via written invitation, telephone, fax, electronic means, or any other method stipulated by this Charter, provided that it is ensured to reach the contact address of each member of the Board of Directors registered with the Company .

7. The Chairperson of the BOD or the person convening the meeting shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to the members of the BOD. Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote .
8. A meeting of the BOD shall be conducted when at least 3/4 (three-quarters) of the total number of members attend. In the event that a meeting convened in accordance with this Clause does not have the required number of members in attendance, it shall be reconvened for the second time within 07 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the BOD members attend .
9. The BOD members are considered to have attended and cast votes at a Bod meeting if they:
  - a. Attend and vote directly at the meeting;
  - b. Authorize others to attend the meeting as specified in Clause 11 of this Article ;
  - c. Attend and vote through teleconference or other similar forms;
  - d. Send their votes via mail, email; send voting opinions via email;
  - e. Send their votes by other means.
10. The BOD members may send their votes to the meeting by mail or email. Any votes sent to the meeting by mail must be put in sealed envelopes and given to the BOD Chairman at least one (01) hour before the opening time. The votes shall be opened in front of all participants in the meeting.
11. Voting.
  - a. With the exception of provisions in point b clause 11 of this Article, each BOD member or an authorized person attending the BOD meeting shall have one (01) vote and the same voting rights;

- b. Any BOD member shall not be allowed to vote for issues related to contracts , transactions or proposals in which such member or any his/her related person has the interest or such interest is or may be in conflict with the Company' s interest. Any BOD member may not be counted in the quorum of BOD meeting for discussing decisions which that member has to right to vote for;
  - c. Under the provisions of Point d of this C lause , any problems arising in a BOD meeting related to the interests of a BOD member or the right to vote for a member not resolved by voluntarily waiving the voting rights of the relevant BOD members shall be forwarded to the Chairperson for further decision. Any judgment of the Chairperson in relation to this matter shall be the final decision unless the nature or scope of interests of the Board Members concerded has not been fully disclosed ;
  - d. A BOD member who benefits from a contract specified at Point a, b and c, Clause 7, Article 56 of the Charter shall be considered to have significant interests in that contract .
12. A BOD member who directly or indirectly benefits from a contract or transaction signed or is expected to be signed with the Company and knows that he or she has any interest shall be required to disclose the nature and content of such rights at the meeting where the Board of Directors first considers the issue of this contract or transaction. If a BOD member does not know himself and his related person has an interest at the time of signing a contract or transaction with the Company, this member shall have to disclose related interests at the first BOD meeting after learing that he/she has an interest or shall have an interest in the related transaction or contract .
13. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf, provided that such authorization is approved by a majority of the Board members.
14. If the BOD meeting is held in the form of an online conference among B OD members, all or some members in different places attending the meeting may:
- a. Listen to each other B OD member participating in the meeting;
  - b. Speak to all other attending members at the same time.

They may involve in discussions directly by telephone or other means of communication including whether the use of this means takes place at the time of ratification of the Charter or later) or a combination of these methods (. The BOD members p articipating in such a meeting shall be considered to be "present " at the meeting. The meeting venue held according to this provision shall be the place where the largest number of BOD members is present or where the Chairperson is present..

Any decisions passed in a properly organized and conducted during a teleconference shall be effective at the conclusion of the meeting but must be confirmed by signatures of all present BOD members in the meeting minutes

15. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members. In case the number of votes is equal, the final decision shall rest with the side that has the opinion of the Chairperson of the Board of Directors.
16. Board resolutions and decisions adopted by way of written opinions shall be passed if approved by a majority of the Board members who have the right to vote. Such resolutions shall have the same effect and validity as those passed by the Board members at a meeting duly convened and held in the ordinary course.
17. In the event that the Chairperson or the Secretary (the minutes-taker) refuses to sign the meeting minutes, such minutes shall still be valid if they are signed by all other members of the Board of Directors who attended and approved the minutes, and if the minutes contain all required information as specified in Points a, b, c, d, e, f, g, and h, Clause 1, Article 158 of the Law on Enterprises. The minutes must clearly state that the Chairperson or the Secretary refused to sign. The persons signing the minutes shall be jointly and severally liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The Chairperson and the Secretary shall be personally liable for any damages caused to the enterprise resulting from their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company Charter, and relevant laws
18. The Chairperson of the Board of Directors is responsible for circulating the minutes of the Board meetings to all members. Such minutes shall serve as authentic evidence of the proceedings conducted at those meetings, unless an objection to the content of the minutes is raised within 10 (ten) days from the date of circulation. The minutes of Board meetings shall be prepared in Vietnamese, in a detailed and clear manner, and must include the full names and signatures of the Chairperson, the Secretary, the person recording the minutes, and all attending Board members. The minutes must be archived in accordance with the law and this Charter. The Chairperson and the minute-taker shall be held responsible for the truthfulness and accuracy of the contents of the Board meeting minutes.

#### **Article 41. Subcommittees of the Board of Directors**

1. The Board of Directors may establish and delegate powers to sub-committees. The members of a sub-committee may include one or more members of the Board of Directors and one or more external members, as determined by the Board of Directors. In exercising their delegated powers, such sub-committees must comply with the regulations set forth by the Board of Directors. These regulations may adjust or permit the inclusion of individuals who are not members of the Board of Directors in the aforementioned sub-committees and grant them the right to vote as members of the sub-committee, provided that (a) the number of external members

must be less than one-half of the total number of sub-committee members, and (b) resolutions of the sub-committees shall only be effective if the majority of the members present and voting at the meeting are members of the Board of Directors.

2. The implementation of decisions by the BOD, by a sub-committee of the BOD, or by any person serving as a member of a sub-committee of the Board of Directors shall be deemed legally valid even in cases where there may have been irregularities in the election or appointment of such sub-committee members or members of the Board of Directors.

**Article 42. Officer in charge of corporate governance**

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to assist with corporate governance activities within the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Law on Enterprises..
2. The officer in charge of corporate governance must not concurrently work for the audit firm in charge of auditing the Company's financial statements .
3. Officer in charge of corporate governance shall have the following rights and obligations:
  - a. To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and handling matters related to the relationship between the Company and its shareholders;
  - b. To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon the request of the Board of Directors or the Supervisory Board;
  - c. To provide advice on meeting procedures;
  - d. To attend meetings;
  - e. To advise on procedures for drafting resolutions of the BOD in compliance with the provisions of law;
  - f. To provide financial information, copies of the minutes of BOD meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
  - g. To supervise and report to the BOD on the Company's information disclosure activities;
  - h. To serve as the primary contact point for interested stakeholders;
  - i. To maintain the confidentiality of information in accordance with the provisions of the law and this Charter;
  - j. To perform other rights and obligations as prescribed by law.

## CHAPTER VIII

### GENERAL DIRECTOR AND OTHER EXECUTIVES

#### **Article 43. Organizational structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the leadership of the Board of Directors. The Company shall have one General Director, Deputy General Directors, a Chief Accountant, and other positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be effected by a duly adopted resolution of the BOD.

#### **Article 44. Executives of the Company**

1. The Executive Officers of the Company shall include the General Director (CEO), the Deputy General Director, and the Chief Accountant .
2. Upon the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit additional Executive Officers in such numbers and possessing such qualifications as are consistent with the Company's management structure and regulations prescribed by the Board of Directors. Executive Officers shall be responsible for assisting the Company in achieving its operational and organizational objectives .
3. The General Director shall be entitled to a salary and bonuses. The specific amounts and terms of the General Director's salary and bonuses shall be determined by the Board of Directors.
4. The salaries of Executive Officers shall be recorded as business operating expenses of the Company in accordance with corporate income tax laws. Such remuneration must be presented as a separate line item in the Company's Annual Financial Statements and must be reported to the GMS at its Annual General Meeting.

#### **Article 45. Appointment, dismissal and powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the BOD or hire another individual to serve as the General Director. The Board shall execute an employment contract specifying the salary, bonuses, benefits, and other related terms. Information regarding the General Director's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report
2. The General Director is the person in charge of managing the day-to-day business operations of the Company. The General Director shall be subject to the supervision of the Board of Directors and shall be accountable to the Board of Directors and to the law for the performance of assigned rights and obligations .

The General Director must manage the Company's daily business operations in accordance with the provisions of the law, this Charter, the employment contract

signed with the Company, and the resolutions and decisions of the Board of Directors.

In the event that the management activities violate the provisions of this Clause and cause damage to the Company, the General Director shall be held legally liable and must compensate the Company for such damages

3. The term of office of the General Director shall not exceed five (05) years, and the General Director may be re-appointed for an unlimited number of terms. The General Director must satisfy all standards and conditions as prescribed by law and Clause 5, Article 162 of the Law on Enterprises.
4. The General Director shall have the following rights and obligations::
  - a. **Implementation of Resolutions:** To implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans as approved by the Board of Directors and the General Meeting of Shareholders;
  - b. **Operational Decision-Making:** To decide on all matters not requiring a resolution of the Board of Directors, including:
    - Signing financial and commercial contracts on behalf of the Company;
    - Organizing and managing the day-to-day production and business operations of the Company in accordance with best management practices.;
  - c. **Management Personnel Proposals:** To propose the number and categories of management personnel required for recruitment to the Board of Directors for appointment or dismissal to ensure effective management; and to advise the Board of Directors on deciding the salary, remuneration, benefits, and other terms of employment contracts for such management personnel
  - d. **Labor and Workforce Management:** To consult with the Board of Directors in deciding the total headcount, salary levels, allowances, benefits, appointments, dismissals, and other terms related to the employment contracts of the Company's employees;
  - e. **Submission of Business Plans:** No later than October 20th of each year, the General Director shall submit to the Board of Directors for approval a detailed business plan for the following fiscal year, ensuring such plan satisfies requirements for a matching budget and aligns with the Company's five (05) year financial plan ;
  - f. **Proposals for Improvement:** To propose measures to enhance the Company's operations and management efficiency;
  - g. **Preparation of Financial Estimates:** To prepare the Company's long-term, annual, and quarterly financial estimates (hereinafter referred to as the "Estimates") to serve the long-term, annual, and quarterly management activities in accordance with the business plan. The annual Estimates—which

include the projected balance sheet, income statement, and cash flow statement for each fiscal year—must be submitted to the Board of Directors for approval and must contain all information required by the Company's internal regulations;

- h. **General Compliance:** To perform all other activities in accordance with the provisions of this Charter, the internal regulations of the Company, the resolutions of the Board of Directors, the General Director's employment contract, and the prevailing laws.
5. The Board of Directors may dismiss the General Director upon the affirmative vote of a majority of the members of the Board of Directors who are entitled to vote and are present at the meeting. In such an event, the Board of Directors shall appoint a new General Director to serve as a replacement.

#### **Article 46. Company Secretary**

When deemed necessary, the Chairman of the Board of Directors shall appoint a Company Secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties and authorities in accordance with the law and this Charter of the Corporation:

The Company Secretary shall have the following rights and obligations

1. To assist in organizing the General Meeting of Shareholders and meetings of the Board of Directors; to take minutes of such meetings;
2. To assist members of the Board of Directors in exercising their assigned rights and obligations;
3. To assist the Board of Directors in applying and implementing corporate governance principles of the Corporation;
4. To assist the Company in establishing shareholder relations and protecting the lawful rights and interests of shareholders;
5. To assist the Company in complying with the obligations regarding information disclosure, transparency, and administrative procedures;
6. The Company Secretary is responsible for maintaining information confidentiality in accordance with the law and this Charter.

#### **Article 47. Salary, and other benefits of the General Director**

1. The Company is entitled to pay remuneration and bonuses to the General Director based on the business results and performance of the Company.
2. The General Director shall be entitled to receive salary and bonuses. The salary shall be determined based on the employment contract signed between the General Director and the Company. The bonuses shall be determined based on work performance. The salary and bonuses of the General Director shall be decided by the Board of Directors.

3. The salary and bonuses of the General Director shall be recorded as business expenses of the Company in accordance with the provisions of the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the Annual General Meeting.
4. The General Director performs duties beyond the ordinary scope of his/her responsibilities, he/she may be paid additional remuneration or allowances in the form of a lump-sum payment for each assignment, salary, commission, a percentage of profits, or in other forms as decided by the Board of Director
5. The General Director shall be entitled to reimbursement of all travel, accommodation, subsistence and other reasonable expenses incurred in the performance of his/her duties.

## **CHAPTER IX**

### **THE BOARD OF SUPERVISORS**

#### **Article 48. Nominations and Candidacy for the Board of Supervisors**

1. The nomination and candidacy of members of the Supervisory Board shall be conducted in a manner similar to the provisions stipulated in Clause 1, Article 36 of this Charter.
2. Shareholders or groups of shareholders holding 10% or more of the total number of common shares shall have the right to nominate candidates for the Supervisory Board.
3. In the event that the number of candidates for the Supervisory Board obtained through nomination and self-candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced prior to the General Meeting of Shareholders' voting on the election of members of the Supervisory Board, in accordance with the provisions of the law.

#### **Article 49. Composition and term of office of BOS**

1. The Supervisory Board shall consist of three (03) members. The term of office for a member of the Supervisory Board shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. In the event that the terms of office of all current members expire simultaneously and new members have not yet been elected, the existing members shall continue to perform their rights and obligations until new members are elected and take office.

2. Members of the Supervisory Board must satisfy the standards and conditions prescribed by Article 169 of the Law on Enterprises and shall not fall under any of the following categories:
  - a. Working in the accounting or finance department of the Company;
  - b. Being a member or employee of an independent auditing firm that has performed the audit of the Company's financial statements during the three (03) preceding consecutive years..
3. The General Meeting of Shareholders shall have the authority to dismiss or remove a member of the Supervisory Board in accordance with the provisions set forth in Article 174 of the Law on Enterprises.
4. Any changes, new appointments, re-appointments, or removals of members of the Supervisory Board must be publicly disclosed in accordance with the laws governing information disclosure in the stock market.

**Article 50. Head of the Board of Supervisory**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be conducted based on the majority principle. More than half of the members of the Supervisory Board must be permanent residents in Vietnam. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business operations.
2. Rights and obligations of the Head of the Supervisory Board:
  - a. To convene meetings of the Supervisory Board;
  - b. o request the Board of Directors, the General Director, and other executive managers to provide relevant information for reporting to the Supervisory Board;
  - c. o prepare and sign the reports of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

**Article 51. Powers and duties of the BOS**

1. To propose and recommend that the General Meeting of Shareholders approve the list of accredited auditing organizations to audit the Company's financial statements; to decide on the accredited auditing organization to inspect the Company's operations; and to dismiss accredited auditors when deemed necessary;
2. To be held accountable to shareholders for its supervisory activities;
3. To supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers;

4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;
5. Upon detecting any violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must provide written notice to the Board of Directors within forty-eight (48) hours, demanding that the violator cease such violation and implement remedial measures;
6. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations on the implementation of several articles of the Law on Securities;
8. To have the right to access Company records and documents kept at the head office, branches, and other locations; to have the right to visit the workplaces of managers and employees during working hours;
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company. The Company Secretary must ensure that all copies of financial information, other information provided to Board members, and copies of Board meeting minutes are provided to the members of the Supervisory Board at the same time they are provided to the Board of Directors;
10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 52. Meetings of the Supervisor Board**

1. The Supervisory Board shall have the authority to issue its own internal regulations regarding the conduct of its meetings and its operational procedures;
2. The Supervisory Board shall meet at least two (02) times per year. A meeting of the Supervisory Board shall be considered valid if at least two-thirds (2/3) of its members are in attendance; Minutes of the Supervisory Board meetings shall be recorded in detail and with clarity. The secretary (or the person responsible for recording) and all members of the Supervisory Board attending the meeting must sign the minutes; All meeting minutes must be archived to establish and verify the individual responsibility of each member of the Supervisory Board.
3. **Right to Request Attendance:** The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved independent auditing firm to attend its meetings and respond to matters requiring clarification.

**Article 53. Remuneration, salary, and other benefits of the BOS**

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders (GMS). The GMS shall determine the total budget for salaries, remuneration, bonuses, other benefits, and the annual operating budget for the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses incurred for food, accommodation, travel, and the use of independent consultancy services. The aggregate amount of such remuneration and expenses shall not exceed the total annual operating budget approved by the GMS, unless otherwise resolved by the GMS.
3. The salaries and operating expenses of the Supervisory Board shall be recorded as business operating expenses of the Company, in accordance with the laws on Corporate Income Tax (CIT) and other relevant regulations. These costs must be presented as a separate line item in the Company's Annual Financial Statements.

**CHAPTER X**

**REPONSIBILITIES OF MEMBER OF BOARD OF DIRECTORS,  
SUPERVISORY BOARD, GENERAL DIRACTOR, EXECUTIVES**

**Article 54. Duty of care**

The BOD and BOS members, General Director and other Executives shall be responsible for performing their duties , including those as the members of Subcommittees, Committees in an honest manner and in a way that is believed to be for the Company's best interest and with a degree of caution that a prudent person would normally do when taking on an equal position and in similar circumstances .

**Article 55. The responsibility to be honesty and avoidance of conflicts of interest**

1. The BOD and BOS members, the General Manager , and other management personnel must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other Management Officers, and their Related Persons shall only use information obtained through their positions to serve the interests of the Company. They are prohibited from using business opportunities that could benefit the Company for personal purposes; and they must not use information obtained through their positions for personal gain or to serve the interests of any other organization or individual;
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall have the obligation to notify the Board of Directors and the Supervisory Board in writing of any transactions between: The Company, its subsidiaries, or any other company in which the Company holds

a controlling interest of 50% or more of the charter capital; and the aforementioned individuals themselves or their related persons, as prescribed by law

For any transactions mentioned above that require approval by the General Meeting of Shareholders (GMS) or the Board of Directors, the Company must publicly disclose the resolutions concerning such transactions in accordance with the regulations on information disclosure within the securities market.

4. The Company shall not grant loans or provide guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other executive officers, or any related persons to the aforementioned individuals, unless otherwise resolved by the General Meeting of Shareholders (GMS).
5. Members of the Board of Directors shall be prohibited from voting on any transaction that benefits themselves or their related persons, in accordance with the Law on Enterprises and this Charter.
6. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose "insider information" to any third party for the purpose of executing related transactions.
7. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other Executive Officers, and any individuals or organizations related to such persons shall not be rendered void in the following circumstances:
  - a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who have no related interests;
  - b. For transactions with a value exceeding 35%, or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements: the material terms of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be disclosed to the shareholders and approved by the General Meeting of Shareholders via the voting ballots of shareholders who have no related interests.

#### **Article 56. Responsibility for damage and compensation**

1. The BOD and BOS members, General Director and other Executives of the Company shall be personally liable for damages caused by their breach of

obligations, duty of honest and care, or fail to fulfill their duties with conscientiousness and professional competence, shall be held liable for damages caused by their violations

2. The Company shall indemnify people who have been, are or may become a party involved in claims, lawsuits or prosecutions (including civil, administrative and not the lawsuits initiated by the Company as the petitioner), if the person has been or is a BOD member, a BOS member, General Director, an Executive, an employee or an authorized representative of the Company has been or is acting as required by the Company provided that the person has acted honestly, prudently, diligently in the interests of or not against the Company's best interests on the basis of compliance with the law and without evidence of violating any responsibilities
3. The compensation costs shall cover costs incurred (including attorneys' fees), judgment cost, fines, amounts incurred in practice or considered reasonable in settlement of cases as permitted by the law. The insurance may be purchased by the Company for such people to avoid the compensation liabilities mentioned above.

## **CHAPTER XI**

### **RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND DOCUMENTS**

#### **Article 57. Right to investigate the company's books and documents**

1. A ordinary shareholder shall have the right to investigate the books and documents, details as follows:
  - a. A ordinary shareholder shall have the right to review, search and extract the information of name and contact address in list of shareholders having right to vote; request to amend their inaccurate information; review, search, extract or cope the Company's Charter, GMS's meeting minutes and resolutions;
  - b. A shareholder or group of shareholders holding at least five percent (05%) of total ordinary shares shall have the right to review, search, extract the number of minutes and resolutions, decisions of the BOD, the semi-annual and annual financial statements, contracts, transactions approved by the BOD, except for other documents relating to trade secret, business secret of the Company.
2. In case the request for investigation by the attorney or other authorized representative of a shareholder must be accompanied by the shareholder's power of attorney represented by that person or a notarized copy of power of attorney.
3. The BOD and BOS member, General Director, other Executives shall have the right to investigate the Company's register of shareholders, list of shareholders and other books and documents for purposes relating to its duties provided that this information is kept confidential; .

4. The Company shall be required to keep the Charter and amendments and supplements, Business registration certificate, regulations, documents proving property ownership, meeting minutes of the GMS and the BOD, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. These regulations must be published on the Company's website..

## **CHAPTER XII**

### **EMPLOYEES AND TRADE UNION**

#### **Article 58. Employees and Trade union**

1. The General Director must prepare plans for the Board of Directors to approve matters relating to recruitment, termination, salaries, social insurance, benefits, rewards, and discipline for employees and corporate executives.
2. The General Director must prepare plans for the Board of Directors to approve matters relating to the Company's relationship with trade union organizations in accordance with best standards, practices, and management policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and current laws.

## **CHAPTER XIII**

### **PROFIT DISTRIBUTION**

#### **Article 59. Profit distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend payout ratio and the form of dividend payment from the Company's retained earnings, after the Company has fulfilled its tax obligations and other financial obligations as required by law, fully paid off all due debts and matured financial liabilities, and made all required allocations to the Company's funds.
2. In accordance with the Law on Enterprises, the Board of Directors may decide on the payment of interim dividends if it deems such payment consistent with the Company's profitability.
3. The Company shall not pay interest on any dividend payments or any payments related to a class of shares.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body responsible for executing this decision.
5. In the event that dividends or other payments related to a class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong (VND).

Payments may be made directly or through banks based on the bank details provided by the shareholders. In the event that the Company has transferred the funds in accordance with the bank details provided by the shareholder but the shareholder has not received the money, the Company shall not be held liable for the amount transferred to the beneficiary. Dividend payments for shares listed or registered for trading on the Stock Exchange may be executed through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC)..

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

#### **CHAPTER XIV**

#### **BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

##### **Article 60. Bank accounts**

1. The Company shall be entitled to open one or several accounts at the banks in accordance with the law.
2. Under the competent authority's prior approval, the Company may open bank accounts in accordance with the provisions of law in case of necessity.
3. The Company shall make all payments and accounting transactions through accounts in VND or foreign currency at the banks where the Company opens accounts.

##### **Article 61. Fiscal year**

A fiscal year of the Company shall begin on the first day of January (01) every year and ends on the thirty-first (31) of December (12) of the same year. The first fiscal year shall start from the date of issue of the Business Registration Certificate and ends on the thirty-first (31) of December (12) immediately after the date of issue of the Business Registration Certificate.

##### **Article 62. Accounting system**

1. Vietnam Accounting System (VAS) or another accounting system approved by the Ministry of Finance shall be used as the Company's accounting system.
2. The Company's accounting books may be made in Vietnamese. The Company shall be required to keep accounting records according to the type of business activities engaged by the Company. These records must be accurate, updated, systematic and may prove and explain the Company's transactions.
3. Vietnam dong (or a freely convertible foreign currency in case of being approved by the competent state agency) may be used as the monetary unit in accounting.

**CHAPTER XV**  
**FINANCIAL STATEMENTS, ANNUAL REPORT, INFORMATION**  
**DISCLOSURE**

**Article 63. Annual, semi-annual, and quarterly financial reports**

1. Company shall prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission (SSC). These annual financial statements must be audited as stipulated in Article 66 of this Charter and other applicable laws. The Company shall disclose the audited annual financial statements as required by the laws on information disclosure in the securities market and submit them to the competent state authorities .
2. The annual financial statements must include full reports, appendices, and notes as required by the law on corporate accounting. The annual financial statements must provide a truthful and objective reflection of the Company's operational status.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market, and submit them to the competent state authorities.
4. Any organizations and individuals involved shall be entitled to check or copy the audited annual financial statements, semi -annual (06) and quarterly reports during company business hours at the company's head office, and shall pay a reasonable fee for the copying service

**Article 64. Annual report**

The Company's Annual Report must be prepared and published in accordance with the law on securities and stock marke.

**CHAPTER XVI**  
**COMPANY AUDIT**

**Article 65. Audit**

1. The GMS shall appoint an independent audit firm or approve a list of independent audit firms and authorize the BOD to select one of these entities to audit the Company's financial statements for the subsequent fiscal year, based on the terms and conditions agreed upon with the BOD. The Company shall be responsible for preparing and submitting its annual financial statements to the appointed independent audit firm upon the conclusion of the fiscal yea.
2. The independent audit firm shall check, confirm and report on the annual financial statements showing the Company's business results, prepare an audit report for

submission to the BOD for a period of three (03) months from the end date of fiscal year

3. The independent audit report must be attached to the Company's annual financial statements.
4. Any auditors performing the audit shall be allowed to attend all the GMS and receive notices and other information related to the GMS that the shareholders are entitled to receive and express their opinions at the GMS on audit-related issues .

## **CHAPTER XVII**

### **SEAL**

#### **Article 66. Seal of the Company**

1. The corporate seal includes a seal made at a professional stamp-making facility or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the form, quantity, and content of the Company's seal. The content of the seal must display information regarding the Company's Name and Enterprise Identification Number.
3. The Board of Directors, General Director shall use and manage the seal as prescribed by the company's working regulations and the applicable law .

## **CHAPTER XVIII**

### **COMPANY DISSOLUTION**

#### **Article 67. Company Dissolution**

1. The Company may be dissolved in the following cases:
  - a. Voluntary dissolution prior to the scheduled duration pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b. The Company no longer maintains the minimum number of members as prescribed by the Law on Enterprises for a period of 06 (six) consecutive months without completing the procedures for conversion of the enterprise type;
  - c. The Business registration certificate is revoked, unless the Tax Administration Law has other provisions.
2. The dissolution ahead of time shall be decided by the GMS and implemented by the BOD. This dissolution decision must be announced or approved by the competent authority (if required) according to the regulations.
3. Dissolution or termination of operations must be notified and carried out according to the order and procedures specified in Articles 207, 208, 209, 210, 211 and 212 of the Enterprise Law and other provisions of law.

**Article 68. Liquidation**

1. After a decision on dissolution, the BOD shall be required to establish a Liquidation Committee consisting of (03) three Members. There are two (02) members appointed by the GMS and one (01 ) appointed by the BOD from one (01) independent audit firm. The Liquidation Committee shall build its own operating regulations. The Liquidation Committee members may be selected from among the Company's employees or an independent expert. All expenses related to the liquidation shall be paid in advance before the Company' s other liabilities.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Office on the date of establishment and date of commencement of operation. From that point, the Liquidation Committee shall act before the Court and administrative authorities on behalf of the Company in all affairs related to the liquidation .
3. Any proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Salary, social insurance cost, severance payment and other benefits of the employee according to the collective labor agreement and the labor contract signed;
  - c. Taxes and other taxable amounts payable by the Company to the State;
  - d. Other debts of the Company;
  - e. After paying all the debts from (a) to (d) above, the rest shall be distributed to shareholders. The preference shareholders shall be paid at first.

**CHAPTER XIX**

**INTERNAL DISPUTES RESOLUTION**

**Article 69. Internal disputes resolution**

1. In case of any dispute or complaint relating to the Company's operations or the shareholders' rights and obligations of as provided in the Charter, the Law on Enterprises, other laws or regulations between
  - a. The shareholders with the Company;
  - b. The shareholders with the Board of Directors , General Director or Executives,Related parties shall make every effort to resolve that dispute through negotiation and conciliation. Except for case of disputes related to the BOD or the BOD Chairman, the BOD Chairman shall preside over the settlement of disputes and request each party to present practical factors related to the dispute within thirty (30) working days from the date of arising. In case of any dispute involving the BOD or the B OD Chairman, either party may request the appointment of an independent expert to act as an arbitrator for the resolution process

2. In case of failure to reach any conciliation decision within six (06) weeks from the beginning of mediation process or if the mediator's decision is not accepted by the parties, either party may present that dispute to a competent Court for resolution
3. The parties shall bear their own costs related to the negotiation and mediation. The procedural costs shall be paid according to the dispute settlement Court's decision.

## **CHAPTER XX**

### **SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

#### **Article 70. Supplements and amendments to the charter**

1. Any supplement, amendment to the Charter must be considered and decided by the GMS.
2. In case any provisions of law related to the Company's operations are not mentioned herein or any new provision of law are different from those of this Charter, those new provisions shall prevail and govern the operation of the Company.

## **CHAPTER XXI**

### **EFFECTIVE DATE**

#### **Article 71. Effective date**

1. This Charter shall include twenty-one (21) Chapters, seventy-one (71) Articles, approved by the GMS of DECOFI dated ....., 2026
2. This Charter is made into ten (10) copies with the same validity, and used for registration with competent authorities and kept at the Company's Head Office.
3. This is a unique and official Charter of the Company.
4. Any copies or extracts of the Charter shall be valid when signed by the BOD Chairman or at least one-second (1/2) of total number of the BOD members or the General Director of the Company./

**The Company's Legal Representative's Signature**

**Mr. NGUYEN MINH TAM  
GENERAL MANAGER**



No: 17/2026/TT/DCF- HDQT

HCMC, ..... 19/03/2026

## PROPOSAL OF THE BOARD OF DIRECTORS

(Re-Amending and supplementing the Internal Regulations on Corporate Governance of DECOFI)

### **To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

*Pursuant to:*

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending and supplementing documents;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending and supplementing documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities, and its amending and supplementing documents;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance providing guidance on several articles of corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities, and its amending and supplementing documents;
- The Organization Charter of DECOFI;
- The Internal Regulations on Corporate Governance of DECOFI, issued under the General Meeting of Shareholders' Resolution No. 0001/2021/NQ-DHCD dated April 16, 2021.

The Board of Directors respectfully submits to the GMS for consideration and approval of the full-text amendments and supplements to the Internal Regulations on Corporate Governance of DECOFI . The revised full-text of the Internal Regulations on Corporate Governance is attached to this Proposal as a replacement.

To authorize the Board of Directors of the Company to finalize, sign, and issue the new full-text of the Internal Regulations on Corporate Governance of DECOFI. The new Internal Regulations on Corporate Governance shall take effect from the date of signing and issuance, replacing the current version in its entirety.

*Respectfully submitted to the GMS for consideration, discussion, and approval./.*

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipients:**

- As above;
- Archived: BOD Office.

**PHAM HUNG CUONG**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**DRAFT**



**INTERNAL REGULATION ON CORPORATE  
GOVERNANCE  
OF DESIGN AND CONSTRUCTION JOINT  
STOCK COMPANY NO.1**

**Ho Chi Minh City, April 2026**

**CHAPTER I:  
GENERAL PROVISIONS**

**Article 1. Scope of Regulation and Subjects of Application**

1. **Scope of Regulation:** These Regulations provide for contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Control, the General Director, and other activities in accordance with the Company's Charter and other current legal provisions.
2. **Subjects of Application:** These Regulations apply to members of the Board of Directors, the Board of Control, the General Director, and related persons.

**CHAPTER II**

**THE GENERAL MEETING OF SHAREHOLDERS**

**SECTION 1: ROLES, RIGHTS, AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

**Article 2. Roles, Rights, and Obligations of the General Meeting of Shareholders**

1. **Role of the General Meeting of Shareholders:**

The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.
2. **The General Meeting of Shareholders has the following rights and obligations:**
  - a. Approve the Company's development orientation;
  - b. Decide on the types of shares and the total number of shares of each type to be offered for sale; determine the annual dividend rate for each type of share;
  - c. Elect, dismiss, and remove members of the Board of Directors and the Supervisory Board;
  - d. Decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
  - e. Decide on amendments and supplements to the Company's Charter;
  - f. Approve the audited annual financial statements;
  - g. Decide on the repurchase of more than 10% of the total number of issued shares of each type;
  - h. Review and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company or its shareholders;
  - i. Decide on the reorganization or dissolution of the Company;

- j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. Approve the internal corporate governance regulations; the operational regulations of the Board of Directors and the Supervisory Board;
- l. Approve the list of approved auditing firms; decide on the selection or dismissal of the approved auditing firm when deemed necessary;
- m. Exercise other rights and obligations as prescribed by law and the Company's Charter.

## **SECTION 2: ORDER AND PROCEDURES FOR HOLDING THE GENERAL MEETING OF SHAREHOLDERS AND PASSING RESOLUTIONS BY VOTING AT THE MEETING**

### **Article 3. Authority to Convene the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders in accordance with the Company's Charter and the provisions of law.
2. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When the Board of Directors deems it necessary for the interests of the Company;
  - b. When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
  - c. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 12 of the Company's Charter. The request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and the Company's Charter.
3. Convening an Extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene the meeting within 30 days from the date the number of remaining members of the Board of Directors or Supervisory Board falls below the minimum required, or from the date of receiving a valid request as stated in Points c and d, Clause 2 of this Article. If the Board of Directors fails to convene the meeting, the Chairperson and members of the Board of Directors shall be liable for any damages caused to the Company.
  - b. If the Board of Directors fails to convene the meeting as prescribed, the Supervisory Board shall convene the meeting within the next 30 days. If the Supervisory Board also fails to convene the meeting, it shall be liable for any damages caused to the Company.
  - c. If the Supervisory Board fails to convene the meeting, the shareholders or group of shareholders as prescribed in Point c, Clause 2 of this Article shall have the right to convene the meeting on behalf of the Company in accordance with the Law on Enterprises. In this case, the shareholders or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, conducting, and making decisions at the meeting. All expenses for convening and conducting the meeting shall be reimbursed by the Company, excluding personal expenses of shareholders attending the meeting.
  - d. The person convening the meeting must perform the tasks prescribed in Clause 5, Article 140 of the Law on Enterprises.

#### **Article 4. Preparation of the List of Shareholders Entitled to Attend and Notice of Record Date**

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the register of shareholders or the register of securities holders of the Company. The list must be prepared no more than 10 days before the date of sending the meeting invitation, unless otherwise provided in the Company's Charter.
2. The list must include the full name, contact address, nationality, and legal identification number of individual shareholders; the name, enterprise code or legal document number, and head office address of organizational shareholders; the number of shares of each type, and the registration number and date of each shareholder.
3. The Company must publicly announce the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the record date, specifying the record date, purpose, time, venue, and expected agenda of the meeting.
4. Shareholders have the right to inspect, extract, and copy the list of shareholders entitled to attend the meeting; request corrections or additions to their information. The Company's management must promptly provide and correct information as requested and shall be liable for any damages caused by failure to do so.

#### **Article 5. Notice of the General Meeting of Shareholders**

1. The notice of the meeting shall be sent to all shareholders and published on the Company's website, as well as submitted to the State Securities Commission and the Stock Exchange. The notice must be sent at least 21 days before the meeting date. The meeting agenda and related documents must be sent to shareholders or posted on the Company's website. If documents are not attached, the notice must specify the website address for access.
2. The Company must not restrict shareholders from attending the meeting and must facilitate proxy authorization or voting by mail upon request. The Company shall provide guidance and authorization forms in accordance with regulations.

#### **Article 6. Agenda and Contents of the Meeting**

1. The convener must prepare the list of shareholders entitled to attend and vote; prepare the agenda, documents, and draft resolutions for each issue; determine the time and venue; and send invitations in accordance with the law and the Company's Charter.
2. Shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 12 of the Company's Charter have the right to propose additional agenda items. Proposals must be in writing and submitted at least three working days before the opening date, clearly stating the shareholder's name, number of shares, and proposed issues.
3. The convener may refuse proposals in the following cases:
  - a. The proposal is not submitted in accordance with regulations;

- b. The proposing shareholder or group does not hold at least 5% of ordinary shares as required;
- c. The proposed issue is not within the authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law.

If a proposal is refused, the convener must respond in writing at least two working days before the meeting, stating the reasons.

4. The convener must include valid proposals in the draft agenda unless they fall under the exceptions above. The proposals shall be officially added to the agenda if approved by the General Meeting of Shareholders.

#### **Article 7. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of organizational shareholders may attend the General Meeting of Shareholders directly or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

In cases where more than one authorized representative is appointed, the number of shares and corresponding voting rights authorized to each representative must be clearly specified.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content, scope, and duration of authorization, and must bear the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the written authorization upon registration for attendance. In the case of sub-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. The voting card of the authorized representative attending the General Meeting of Shareholders within the scope of authorization shall remain valid in the following cases:
  - a. The authorizing shareholder has died, has limited or lost civil act capacity;
  - b. The authorizing shareholder has revoked the authorization;
  - c. The authorizing shareholder has revoked the authority of the authorized person.

This provision shall not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

## **Article 8. Method of Registration for Attendance at the General Meeting of Shareholders**

1. Shareholders may register to attend the General Meeting of Shareholders in the manner specified in the meeting notice, including one of the following methods: direct registration, telephone, fax, mail, or email to the Company before the deadline stated in the invitation to the General Meeting of Shareholders.
2. If a shareholder is unable to attend the meeting, they may authorize a representative to attend on their behalf. In cases where more than one authorized representative is appointed, the number of shares and corresponding voting rights assigned to each representative must be clearly specified; if not specified, the shares and votes shall be deemed to be divided equally among the authorized representatives. The authorization for a representative to attend the meeting must be made in writing using the form provided by the Company attached to the meeting invitation or available on the Company's website (as stated in the invitation) and must meet the following requirements:
  - a. In the case where the authorizing shareholder is an individual, the authorization document must bear the signatures of both the shareholder and the authorized person (if the authorized person is an individual) or the legal representative of the authorized organization (if the authorized person is an organization);
  - b. In the case where the authorizing shareholder is an organization, the authorization document must bear the signatures of the authorized representative, the legal representative of the shareholder, and the authorized person (if the authorized person is an individual) or the legal representative of the authorized organization (if the authorized person is an organization);
  - c. In other cases, the authorization document must bear the signatures of the legal representative of the shareholder and the authorized person attending the meeting;
  - d. The authorized representative attending the General Meeting of Shareholders must bring their identity card, passport, or citizen identification card for verification and must submit the original authorization document before entering the meeting.

## **Article 9. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.
2. In the event that the first meeting fails to meet the conditions specified in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date scheduled for 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.
3. In the event that the second meeting fails to meet the conditions specified in Clause 2 of this Article, a notice of the third meeting shall be sent within 20 days from the date scheduled for 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.

#### **Article 10. Forms of Passing Resolutions of the General Meeting of Shareholders**

Depending on the provisions of the Regulations on the Organization of the General Meeting of Shareholders as approved by the General Meeting of Shareholders, the Company may extensively apply information technology in the voting process, including voting through a secure electronic system, online voting via the internet, or voting by telephone, in order to facilitate shareholders' participation in the General Meeting of Shareholders.

#### **Article 11. Voting Procedures**

1. Upon registration for attendance, the Company shall provide each shareholder and/or authorized representative entitled to vote with one (01) voting card or one (01) ballot (or both), which shall indicate the shareholder's information, the number of voting shares, and the matters to be voted on at the meeting.

Forms of voting at the General Meeting of Shareholders:

- a. Voting by show of hands;
  - b. Voting by ballot.
2. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by expressing agreement, disagreement, or no opinion. The vote counting results shall be announced by the Chairperson before the closing of the meeting.

#### **Article 12. Vote Counting Procedures**

1. The General Meeting of Shareholders shall elect persons responsible for counting votes or supervising the vote counting process as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.
2. The Vote Counting Committee shall be responsible for announcing the vote counting results at the General Meeting of Shareholders in accordance with the law.
3. In the case of voting by show of hands: the Vote Counting Committee shall record the number of votes in favor, against, and abstaining for each matter, then compile and report the results immediately at the meeting.
4. In the case of voting by ballot: after selecting their voting options for each matter on the ballot, shareholders shall place their ballots into the ballot box. The ballot box shall be managed by the Vote Counting Committee. After each matter or after all matters have been voted on, the Vote Counting Committee shall open the ballot box under the supervision of its members and the attending shareholders.
5. The vote counting minutes shall be a written document summarizing the results of the vote counting conducted by the Vote Counting Committee regarding shareholders' opinions on the matters of the meeting, and must include the following details:

- a. Name and address of the head office, enterprise code;
- b. Matters voted on;
- c. Number of shareholders attending the meeting, number of votes cast, specifying valid and invalid votes;
- d. Total number and percentage of votes in favor, against, and abstaining for each matter;
- e. Matters approved and not approved at the meeting;
- f. Full names and signatures of the members of the Vote Counting Committee.

### **Article 13. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting, except as provided in Clauses 3, 4, and 6 of this Article:
  - a. Types of shares and total number of shares of each type;
  - b. Changes in business lines, industries, and sectors;
  - c. Changes in the organizational and management structure of the Company;
  - d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
  - e. Reorganization or dissolution of the Company.
2. Other resolutions shall be adopted if approved by shareholders representing at least 50% of the total voting shares of all shareholders attending the meeting, except as provided in Clauses 1, 3, 4, and 6 of this Article.
3. The election of members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method, under which 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 or the Supervisory Board. The shareholder may allocate all or part of their total votes to one or several candidates.
4. The elected members of the Board of Directors or Supervisory Board shall be determined based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached.
5. In the event that two or more candidates receive an equal number of votes for the final position on the Board of Directors or Supervisory Board, a re-election shall be conducted among those candidates, or selection shall be made based on criteria specified in the election regulations or the Company's Charter.
6. A resolution of the General Meeting of Shareholders concerning matters that adversely change the rights and obligations of shareholders holding preferred shares

shall only be adopted if it is approved by shareholders holding at least 75% of the total number of preferred shares of that class attending the meeting, or by shareholders holding at least 75% of the total number of preferred shares of that class in the case of written consultation.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the procedures for convening and adopting such resolutions violate the provisions of the Law on Enterprises or the Company's Charter.

#### **Article 14. Announcement of Vote Counting Results**

1. The Vote Counting Committee elected in accordance with Article 12 of this Regulation shall be responsible for announcing the vote counting results at the General Meeting of Shareholders in accordance with the law.
2. For matters voted on by show of hands, the Chairperson or a representative of the Vote Counting Committee shall publicly announce the results immediately after the voting on that matter.
3. For matters voted on by ballot, the vote counting minutes must be announced by a representative of the Vote Counting Committee before the closing of the meeting.

#### **Article 15. Procedures for Objection and Request for Annulment of the Minutes or Resolutions of the General Meeting of Shareholders**

1. A shareholder who voted against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders as prescribed in the Company's Charter shall have the right to request the Company to repurchase their shares. The request must be made in writing, clearly stating the shareholder's name and address, the number and type of shares held, the proposed selling price, and the reason for requesting the Company to repurchase the shares. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopts the resolution on the matters specified in this Clause.
2. The Company must repurchase the shares at the request of the shareholder specified in Clause 1 of this Article at the market price or at a price determined in accordance with the principles set out in the Company's Charter within 90 days from the date of receipt of the request. If the parties cannot agree on the price, either party may request a valuation organization to determine the price. The Company shall propose at least three valuation organizations for the shareholder to choose from, and the shareholder's choice shall be final.
3. Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the written consultation, a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter shall have the right to request a court or arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in accordance with Article 35 of the Company's Charter.

4. In all cases, shareholders must comply with the resolutions of the General Meeting of Shareholders until a legally effective judgment or decision of the court or arbitration annulling the resolution of the General Meeting of Shareholders is issued.

#### **Article 16. Preparation of the Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio recorded or recorded and stored in other electronic forms. The secretary of the General Meeting of Shareholders shall be responsible for recording the entire proceedings of the meeting, preparing the minutes, and submitting them to the General Meeting of Shareholders for approval during the meeting.
2. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, both versions having equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail. The minutes must include the principal contents as prescribed by the Law on Enterprises.
3. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.
4. The Chairperson and the 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. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days or may be replaced by posting them on the Company's website.

#### **Article 17. Disclosure of Resolutions of the General Meeting of Shareholders**

1. The minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting, the full text of the resolutions adopted, and related documents attached to the meeting notice must be kept at the Company's head office.
2. The minutes and the full text of the resolutions of the General Meeting of Shareholders, together with the attached documents, must be disclosed in accordance with the laws on information disclosure in the securities market.

### **SECTION 3: ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY WRITTEN CONSULTATION OF SHAREHOLDERS**

#### **Article 18. Cases for Written Consultation of Shareholders**

1. The Board of Directors shall have the right to seek shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including the following cases:
  - a. Amendment or supplementation of the Company's Charter;
  - b. Determination of the Company's development orientation;
  - c. Types of shares and total number of shares of each type;

- d. Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- e. Decision on investment or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's latest financial statements;
- f. Reorganization or dissolution of the Company.

**Article 19. Order and Procedures for the General Meeting of Shareholders to Pass Resolutions by Written Consultation**

1. The Board of Directors must prepare ballots for collecting opinions, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed ballots. The preparation of the list of shareholders to whom the ballots are sent shall comply with Point a, Clause 2, Article 27 of the Company's Charter and Article 4 of this Regulation. The requirements and methods for sending the ballots and accompanying documents shall comply with Clause 3, Article 27 of the Company's Charter and Article 5 of this Regulation.
2. The ballot for collecting shareholders' opinions must contain the following principal details:
  - a. Name, address of the head office, enterprise registration number, and enterprise code;
  - b. Purpose of the consultation;
  - c. Full name, permanent address, nationality, and number of Citizen Identification Card, Identity Card, Passport, or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, and head office address of the shareholder being an organization; or full name, permanent address, nationality, and identification number of the authorized representative of the organizational shareholder; number of shares of each type and number of voting rights of the shareholder;
  - d. Matters to be consulted for approval;
  - e. Voting options including "Agree," "Disagree," and "No opinion" for each matter;
  - f. Deadline for returning the completed ballot to the Company;
  - g. Full name and signature of the Chairperson of the Board of Directors.
3. Shareholders may send their completed ballots to the Company by mail, fax, or email in accordance with the following provisions:
  - a. In the case of mail, the completed ballot must bear the signature of the shareholder being an individual, or of the authorized representative or legal representative of the shareholder being an organization. The ballot must be

enclosed in a sealed envelope, and no one shall be allowed to open it before the vote counting;

- b. In the case of fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting;
  - c. Ballots sent to the Company after the deadline specified in the ballot, or opened in the case of mail, or disclosed in the case of fax or email, shall be invalid. Ballots not returned shall be considered as non-voting ballots.
4. The Board of Directors shall count the votes and prepare the vote counting minutes under the supervision of the Supervisory Board or a shareholder who is not an executive officer of the Company in accordance with Article 45 of the Company's Charter. The vote counting minutes must include the following principal details:
- a. Name, address of the head office, and enterprise code;
  - b. Purpose and matters consulted for approval;
  - c. Number of shareholders and total number of voting rights participating in the voting, distinguishing between valid and invalid votes, and the method of ballot submission, together with an appendix listing the shareholders participating in the voting;
  - d. Total number of votes in favor, against, and with no opinion for each matter;
  - e. Matters approved and the corresponding approval ratios;
  - f. Full names and signatures of the Chairperson of the Board of Directors, the vote counting supervisor, and the vote counters.

Members of the Board of Directors, the vote counting supervisor, and the vote counters shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and jointly liable for any damages arising from resolutions adopted based on dishonest or inaccurate vote counting.

5. The vote counting minutes must be posted on the Company's website within twenty-four (24) hours from the time of completion of the vote counting.
6. The completed ballots, vote counting minutes, full text of the resolutions adopted, and related documents sent together with the ballots must be kept at the Company's head office.
7. A resolution shall be deemed adopted by written consultation of shareholders if it is approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote, and it shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### **SECTION 4: ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS THROUGH ONLINE CONFERENCE**

The Board of Directors shall have the authority to decide on the organization of an online General Meeting of Shareholders (using an electronic voting system) through the electronic

voting service system of the Vietnam Securities Depository and Clearing Corporation or another organization with the appropriate functions and authority as prescribed by law.

#### **Article 20. Notice of Convening the Online General Meeting of Shareholders**

The notice of convening the meeting (including the preparation of the list of shareholders entitled to attend, the notice of record date for determining shareholders entitled to attend, and the meeting invitation) shall be carried out in the same manner as for a physical General Meeting of Shareholders and in accordance with Articles 4 and 5 of this Regulation.

#### **Article 21. Method of Registration for Attendance at the Online General Meeting of Shareholders**

1. Each shareholder, authorized representative of an organizational shareholder, or proxy shall be provided with one (01) access account to register for attendance and to vote online at the General Meeting of Shareholders.
2. Shareholders, authorized representatives of organizational shareholders, or proxies shall log in using the provided access account and authenticate using a one-time password (OTP) to register for attendance and to vote online in accordance with the instructions sent by the Company to their registered email address or as published on the Company's website.
3. Shareholders, authorized representatives of organizational shareholders, or proxies who register to attend the online General Meeting of Shareholders after the meeting has commenced shall still be entitled to register and exercise their voting rights after completing the registration process. In such cases, the Chairperson shall not be responsible for pausing the meeting to allow late participants to register, and the validity of matters already voted on prior to their registration shall remain unchanged.

#### **Article 22. Authorization for Representatives to Attend the Online General Meeting of Shareholders**

1. Shareholders shall authorize representatives in accordance with Article 7 of this Regulation.
2. A shareholder authorizing another person to attend the online General Meeting of Shareholders must provide complete and confidential information regarding the access account and other identification elements provided by the Company to enable the authorized person to participate in discussions, contribute opinions, and vote online on the matters of the meeting. The shareholder and the authorized person shall be jointly responsible for the authorization and the results of online voting conducted through the assigned access account.

#### **Article 23. Conditions for Conducting the Meeting**

1. The online General Meeting of Shareholders shall be conducted when the shareholders registered to attend represent more than fifty percent (50%) of the total voting shares.

2. The system used for organizing the online General Meeting of Shareholders must meet the following conditions:
  - a. The network connection at the main location must be continuous and stable to ensure uninterrupted participation of shareholders, authorized representatives of organizational shareholders, or proxies. In the event of a disruption, the Chairperson must summarize the proceedings that occurred during the interruption;
  - b. The main location must ensure adequate conditions for sound, lighting, network connection, power supply, electronic devices, and other necessary equipment suitable for the nature of the online meeting;
  - c. Information security must be ensured, and access account credentials must be kept confidential. All information transmitted and received through the system must comply with confidentiality principles and relevant legal regulations;
  - d. Electronic data of the online General Meeting of Shareholders must be stored and retrievable from the system.

#### **Article 24. Form of Resolution Adoption**

The General Meeting of Shareholders shall adopt resolutions within its authority through electronic voting.

#### **Article 25. Method of Online Voting, Vote Counting, and Announcement of Results**

1. Each participant shall select one (01) of three (03) voting options — “Agree,” “Disagree,” or “No opinion” — for each matter presented for voting at the meeting, as configured in the electronic voting system, and confirm their vote for the system to record the result.
2. For elections, participants shall vote in accordance with the online election regulations approved by the General Meeting of Shareholders and confirm their votes for the system to record the results.
3. Other provisions regarding electronic voting shall be specified in the regulations on the organization of the General Meeting of Shareholders as approved by the General Meeting of Shareholders.
4. When participants cast their votes or election ballots, the number of votes shall be recorded in the system according to the principles of votes in favor, votes against, and votes with no opinion.
5. The vote counting results shall be announced before the closing of the meeting.

#### **Article 26. Preparation of Minutes and Disclosure of Resolutions of the General Meeting of Shareholders**

1. The preparation of the minutes of the online General Meeting of Shareholders shall be carried out in the same manner as for a physical General Meeting of Shareholders and in accordance with Article 16 of this Regulation.
2. Disclosure of resolutions of the General Meeting of Shareholders:

- a. The minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend, the full text of the resolutions adopted, and related documents attached to the meeting notice must be kept at the Company's head office;
  - b. The minutes, full text of the resolutions adopted by the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the laws on information disclosure in the securities market.
3. Other matters related to the organization of the General Meeting of Shareholders and the adoption of resolutions through online conferences shall be specifically provided for in the regulations on the organization of the General Meeting of Shareholders as approved by the General Meeting of Shareholders.

## **SECTION 5: ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS THROUGH A COMBINATION OF PHYSICAL AND ONLINE CONFERENCE**

The Board of Directors shall have the authority to decide on the organization of a General Meeting of Shareholders in a combined form of physical attendance and online participation (using an electronic voting system) through the electronic voting service system of the Vietnam Securities Depository and Clearing Corporation or another organization with the appropriate functions and authority as prescribed by law.

### **Article 27. Order and Procedures for the General Meeting of Shareholders to Pass Resolutions through a Combination of Physical and Online Conference**

The General Meeting of Shareholders conducted in a combined form of physical and online participation shall follow procedures similar to those applied to meetings held in person and online, and shall be implemented in accordance with the regulations on the organization of the annual General Meeting of Shareholders as approved by the General Meeting of Shareholders.

The contents of such regulations on the organization of the General Meeting of Shareholders shall be developed by the Board of Directors in compliance with the law and must include at least the following:

1. Notice of convening the General Meeting of Shareholders;
2. Method of registration for attendance at the combined physical and online General Meeting of Shareholders;
3. Authorization for representatives to attend the General Meeting of Shareholders;
4. Conditions for conducting the meeting;
5. Form of adoption of resolutions of the General Meeting of Shareholders;
6. Method of voting;
7. Method of vote counting;
8. Announcement of vote counting results;

9. Preparation of the minutes of the General Meeting of Shareholders;

10. Disclosure of resolutions of the General Meeting of Shareholders.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

#### **SECTION 1: ROLE, RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS, RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 28. Role, Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company to decide and perform the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The Board of Directors shall have the rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, and the following responsibilities and duties:
  - a. Be accountable to shareholders for the operations of the Company;
  - b. Treat all shareholders equally and respect the interests of persons having related rights and interests in the Company;
  - c. Ensure that the Company's operations comply with the law, the Company's Charter, and internal regulations;
  - d. Develop the Regulation on the Operation of the Board of Directors, submit it to the General Meeting of Shareholders for approval, and publish it on the Company's website;
  - e. Supervise and prevent conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of company assets and abuse of related-party transactions;
  - f. Develop the Internal Corporate Governance Regulation and submit it to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/NĐ-CP;
  - g. Appoint the person in charge of corporate governance;
  - h. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the Company;
  - i. Report on 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;
  - j. Implement the payment of dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.

## **Article 29. Responsibilities of Members of the Board of Directors**

1. Members of the Board of Directors shall have all rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the Company's financial status and business operations, as well as those of its subsidiaries and affiliated entities.
2. Members of the Board of Directors shall have the obligations prescribed in the Company's Charter and the following duties:
  - a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company;
  - b. Attend all meetings of the Board of Directors and express opinions on matters discussed;
  - c. Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliates, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company (holding 50% or more of charter capital) and the member of the Board of Directors or their related persons; and on transactions between the Company and any company in which the member of the Board of Directors has been a founding member or manager within the last three (03) years prior to the transaction;
  - e. Disclose information when conducting transactions involving the Company's shares in accordance with the law.
3. Each independent member of the Board of Directors of the Company (upon listing of the Company's shares on a Stock Exchange) must prepare an evaluation report on the activities of the Board of Directors.

## **SECTION 2: NOMINATION, CANDIDACY, ELECTION, DISMISSAL AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 30. Term, Number, and Structure of the Board of Directors**

1. The Board of Directors shall consist of at least five (05) members and no more than eleven (11) members. The specific number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously end their term, they shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.
3. The composition of the Company's Board of Directors must ensure the following:
  - a. The number of non-executive members of the Board of Directors must comply with the following requirements:

- i. At least one (01) non-executive member if the Board of Directors has from three (03) to five (05) members;
- ii. At least two (02) non-executive members if the Board of Directors has from six (06) to eight (08) members;
- iii. At least three (03) non-executive members if the Board of Directors has from nine (09) to eleven (11) members.

The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in order to ensure the independence of the Board of Directors.

- b. In the case of a listed company, the number of independent members of the Board of Directors must comply with the following requirements:
  - i. At least one (01) independent member if the Board of Directors has from three (03) to five (05) members;
  - ii. At least two (02) independent members if the Board of Directors has from six (06) to eight (08) members;
  - iii. At least three (03) independent members if the Board of Directors has from nine (09) to eleven (11) members.
4. A member of the Board of Directors shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. Any change, new appointment, reappointment, or removal of a member of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

### **Article 31. Qualifications of Members of the Board of Directors**

In addition to the standards and conditions prescribed in Article 155 of the Law on Enterprises and the Company's Charter, members of the Board of Directors must meet the following criteria:

1. Members of the Board of Directors should limit holding concurrent executive positions within the Company to ensure a clear separation between supervisory and executive roles.
2. A member may concurrently serve as a member of the Board of Directors or Members' Council of other companies but shall not concurrently hold such positions in more than five (05) other companies.
3. A member of the Board of Directors is not required to be a shareholder of the Company.
4. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.

### **Article 32. Nomination and Candidacy for the Board of Directors**

1. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
2. In the event that the number of candidates nominated and self-nominated is insufficient, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, this Regulation, and the Regulation on the Operation of the Board of Directors. The nomination of additional candidates by the Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.

### **Article 33. Method of Election of Members of the Board of Directors**

1. Members of the Board of Directors shall be elected 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. The shareholder may allocate all votes to one or several candidates or distribute them evenly.
2. Ballots shall be pre-printed by the Organizing Committee, listing the candidates in alphabetical order in Vietnamese, indicating the value or number of shares, and bearing the Company's seal.
3. A shareholder may vote for themselves if their name appears on the list of candidates on the ballot.
4. Ballots shall be distributed at the General Meeting of Shareholders. Each ballot shall state the names of the candidates for the Board of Directors, information about the shareholder, and the total number of voting shares they represent. Shareholders must verify the number of shares indicated on the ballot and immediately report any discrepancies upon receipt.
5. Invalid ballots are those that fall into one or more of the following cases:
  - a. Ballots not issued by the Organizing Committee;
  - b. Ballots in which the total number of votes allocated to candidates exceeds the total number of votes the shareholder is entitled to (including owned and authorized shares);
  - c. Ballots with erasures or alterations;
  - d. Ballots containing names of persons not on the list of candidates approved by the General Meeting of Shareholders prior to the election;
  - e. Other cases as prescribed by law or decided by the General Meeting of Shareholders.

6. Elected members of the Board of Directors shall be determined in accordance with the Law on Enterprises, the Company's Charter, and the election criteria approved by the General Meeting of Shareholders prior to the election.

#### **Article 34. Cases of Dismissal and Removal of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. The member no longer meets the standards and conditions prescribed in Article 155 of the Law on Enterprises;
  - b. The member resigns and the resignation is accepted;
  - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. The member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - b. Other cases as prescribed in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors in addition to the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a. The number of remaining members of the Board of Directors is less than the minimum required by law. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of members falls below the legal minimum;
  - b. The number of members of the Board of Directors decreases by more than one-third (1/3) of the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date of such reduction;
  - c. The number of independent members of the Board of Directors falls below the ratio prescribed in Point b, Clause 3, Article 36 of the Company's Charter. The Board of Directors must convene a General Meeting of Shareholders within six (06) months from the date of receiving notice from the relevant independent member;
  - d. Except for the cases specified in Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

#### **Article 35. Notice of Election, Dismissal, and Removal of Members of the Board of Directors**

Notice of the election, dismissal, or removal of members of the Board of Directors must be publicly disclosed in accordance with the laws on securities and the securities market.

## **Article 36. Method of Introducing Candidates for the Board of Directors**

1. When candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the accuracy and truthfulness of their disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected. Information relating to candidates for the Board of Directors shall include:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions held (including positions on the Boards of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's Charter.
2. The Company shall be responsible for disclosing information about companies in which the candidate currently holds positions as a member of the Board of Directors, Members' Council, or other managerial positions, as well as any interests related to the Company (if any).

## **Article 37. Election, Dismissal, and Removal of the Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (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 receiving the highest number or percentage of votes. In the event of a tie, the members shall vote by majority to select one among them to convene the meeting.
2. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
3. In the event that the Chairperson of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision.
4. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the

rights and obligations of the Chairperson. If no authorization is made, or if the Chairperson dies, goes missing, is detained, imprisoned, subject to administrative measures at a compulsory rehabilitation or education facility, absconds, is restricted or incapacitated, has difficulty in cognition or behavior control, or is prohibited by a court from holding office or practicing a profession, the remaining members shall elect one among them to act as Chairperson by majority vote until a new decision is made by the Board of Directors.

#### **Article 38. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration, salaries, and bonuses to members of the Board of Directors based on business results and performance.
2. Remuneration, salaries, bonuses, and other benefits of members of the Board of Directors shall be paid as follows:
  - a. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be distributed among members as agreed within the Board of Directors or equally if no agreement is reached;
  - b. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliates, and other companies in which the member represents the Company's capital contribution, must be disclosed in detail as a separate item in the Company's annual financial statements and annual report;
  - c. A member of the Board of Directors holding an executive position, serving on committees of the Board, or performing tasks beyond the usual scope of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit percentage, or other forms as decided by the Board of Directors;
  - d. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees;
  - e. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

#### **Article 39. Other Related Interests of Members of the Board of Directors**

1. The Company shall compile and update a list of related persons of the Company in accordance with Clause 23, Article 4 of the Law on Enterprises, along with their corresponding contracts and transactions with the Company.
2. Members of the Board of Directors must declare to the Company their related

interests, including:

- a. The name, enterprise code, head office address, and business lines of any enterprise they own or hold shares or capital contributions in, including the ownership ratio and time of ownership;
  - b. The name, enterprise code, head office address, and business lines of any enterprise owned jointly or separately by their related persons holding more than ten percent (10%) of the charter capital.
3. The declaration specified in Clause 2 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplement must be notified to the Company within seven (07) working days from the date of such change.
4. The storage, disclosure, review, extraction, and copying of the list of related persons and declared related interests shall be carried out as follows:
- a. The Company must report the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;
  - b. The list shall be kept at the Company's head office and, if necessary, may be partially or fully stored at its branches;
  - c. Shareholders, authorized representatives of shareholders, and members of the Board of Directors shall have the right to review, extract, and copy part or all of the declared information;
  - d. The Company must facilitate prompt and convenient access, review, extraction, and copying of the list by the persons specified in Point c of this Clause and must not obstruct or cause difficulties in exercising this right. The procedures for review, extraction, and copying shall comply with the Company's Charter.
5. Any member of the Board of Directors who, in their own name or on behalf of another person, conducts any business within the scope of the Company's operations must disclose the nature and content of such business to the Board of Directors and may only proceed with the approval of the majority of the remaining members. If such disclosure or approval is not obtained, all income derived from such activity shall belong to the Company.

### **SECTION 3: ORDER AND PROCEDURES FOR MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 40. Minimum Number of Meetings and Cases Requiring Extraordinary Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, prepare the agenda, and determine the time and venue of the meeting at least three (03) working days before the meeting date. The Chairperson may convene a meeting whenever deemed necessary, but the Board of

Directors must meet at least once every quarter and may hold extraordinary meetings as needed.

2. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors without undue delay and without unreasonable postponement when any of the following parties submits a written request specifying the purpose of the meeting and matters to be discussed:
  - a. The Supervisory Board or an independent member of the Board of Directors;
  - b. The General Director or at least five (05) other managers;
  - c. At least two (02) members of the Board of Directors;
  - d. When deemed necessary for the interests of the Company.
3. The request specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and issues within the authority of the Board of Directors.
4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the written request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be responsible for any damage caused to the Company; in such case, the requesting party has the right to convene the meeting in place of the Chairperson.
5. In the event that the independent auditing firm conducting the Company's financial audit requests a meeting, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's financial situation.

#### **Article 41. Notice of Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of invitation no later than three (03) working days before the meeting date. The notice must specify the time, venue, agenda, matters for discussion and decision, and must be accompanied by meeting materials and voting ballots for members. The notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in this Charter, ensuring delivery to the registered contact address of each member of the Board of Directors.
2. The notice of invitation may be sent by mail, fax, email, or other means, but must ensure delivery to the registered contact address of each member of the Board of Directors and the Supervisory Board.

#### **Article 42. Right of Supervisory Board Members to Attend Meetings of the Board of Directors**

The Chairperson of the Board of Directors or the person convening the meeting must send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory

Board have the right to attend meetings of the Board of Directors, to participate in discussions, but not to vote.

#### **Article 43. Conditions for Holding Meetings of the Board of Directors**

1. Meetings of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members of the Board of Directors are present in person or through a representative (proxy) if approved by the majority of the Board members.
2. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled date. The reconvened meeting shall be valid if more than one-half (1/2) of the members of the Board of Directors are present.

#### **Article 44. Voting and Authorization to Attend Meetings**

1. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend and vote in accordance with Clause 3 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;
  - d. Sending a voting ballot to the meeting by mail, fax, or email;
  - e. Sending a voting ballot by other means.
2. In the case of sending a voting ballot by mail, the ballot must be sealed in an envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting begins. The ballot shall only be opened in the presence of all attendees.
3. Voting:
  - a. Except as provided in Point b of Clause 2 of this Article, each member of the Board of Directors or authorized representative attending the meeting in person shall have one (01) vote;
  - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the interests of the Company. Such members shall not be counted toward the quorum for meetings concerning matters in which they are not entitled to vote;
  - c. In cases where a conflict of interest or voting right issue arises during a meeting and cannot be resolved by voluntary abstention, the matter shall be referred to the Chairperson of the meeting for a final decision, unless the nature or extent of the interest has not been fully disclosed;

- d. A member of the Board of Directors benefiting from a contract as specified in Points a, b, and c, Clause 7, Article 55 of the Company's Charter shall be deemed to have a significant interest in that contract.
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction already signed or proposed to be signed with the Company and is aware of such interest must disclose the nature and content of that interest at the meeting where the Board of Directors first considers the matter. If a member was unaware of such interest at the time of signing, they must disclose it at the first subsequent meeting after becoming aware of the interest.
  5. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members.
  6. Meetings of the Board of Directors may be held through discussions among members located in different places, provided that each member can:
    - a. Hear every other member participating in the meeting;
    - b. Speak to all other members simultaneously.Such communication may be conducted directly by telephone or other communication means (including those adopted after the Charter's approval) or by a combination of these methods. Members participating in such a meeting shall be deemed "present" at the meeting. The meeting location shall be the place where the largest group of members is gathered, or if no such group exists, the location of the Chairperson.

Decisions made at a duly held teleconference meeting shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all participating members in the meeting minutes.

#### **Article 45. Method of Adopting Resolutions of the Board of Directors**

1. The Board of Directors shall adopt decisions and resolutions based on the majority vote of members present at the meeting. In the event of a tie, the vote of the Chairperson of the Board of Directors shall be decisive.
2. Resolutions or decisions of the Board of Directors adopted by written consultation shall be valid when approved by a majority of members entitled to vote. Such resolutions shall have the same validity and effect as those adopted at a duly convened meeting.

#### **Article 46. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored electronically. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following principal details:
  - a. Name, address of the head office, and enterprise code;

- b. Time and venue of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Names of members attending or authorized to attend, and the method of attendance; names of absent members and reasons for absence;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each member in the order of discussion;
  - g. Voting results, specifying members voting for, against, or abstaining;
  - h. Matters approved and corresponding voting ratios;
  - i. Names and signatures of the Chairperson and the minute-taker, except as provided in Clause 2 of this Article.
2. In cases where the Chairperson or the minute-taker refuses to sign the minutes, but all other attending members approve and sign the minutes containing all details specified in Points a–h, Clause 1 of this Article, the minutes shall remain valid. The minutes must clearly state the refusal of the Chairperson or minute-taker to sign. Those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and minute-taker shall be personally liable for any damage caused to the Company due to their refusal to sign, in accordance with the Law on Enterprises, the Company’s Charter, and relevant laws.
  3. The Chairperson of the Board of Directors shall be responsible for distributing the meeting minutes to all members. The minutes shall serve as conclusive evidence of the matters conducted at the meeting unless objections are raised within ten (10) days from the date of distribution. The minutes must be detailed, clear, and signed by the Chairperson, Secretary, minute-taker, and all attending members. The minutes must be kept in accordance with the law and the Company’s Charter. The Chairperson and minute-taker shall be responsible for the accuracy and truthfulness of the meeting minutes.

#### **Article 47. Notification of Resolutions of the Board of Directors**

The Company shall be responsible for disclosing information on resolutions of the Board of Directors within the Company and to relevant authorities (if required), or through public media and on the Company’s website, in accordance with the procedures and provisions of the Law on Enterprises and the laws on securities and the securities market.

### **SECTION 4: ESTABLISHMENT AND OPERATION OF COMMITTEES UNDER THE BOARD OF DIRECTORS**

#### **Article 48. Establishment and Operation of Committees under the Board of Directors**

1. When deemed necessary, the Board of Directors may establish subordinate committees responsible for development policy, human resources, remuneration, internal audit, and other matters.
2. The number and composition of members of each committee shall be decided by the Board of Directors but should include at least three (03) members, comprising

members of the Board of Directors and external members. Independent and non-executive members of the Board of Directors should constitute the majority of each committee, and one of these members shall be appointed as the Chairperson of the committee by decision of the Board of Directors.

3. The qualifications of the Chairperson and members of each committee, as well as the responsibilities of the committees and their members, shall be determined by the Board of Directors.
4. The operation of each committee must comply with the regulations of the Board of Directors. A committee's resolution shall only be valid when a majority of the attending members who are members of the Board of Directors vote in favor at the committee meeting.
5. The implementation of decisions of the Board of Directors, its subordinate committees, or any person acting as a committee member must comply with current laws and the Company's Charter.
6. In cases where the Company does not establish committees, the Board of Directors shall assign individual persons to be in charge of specific matters such as audit, remuneration, and human resources.

## **SECTION 5: SELECTION, APPOINTMENT, AND DISMISSAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

### **Article 49. Appointment of the Person in Charge of Corporate Governance**

1. The Board of Directors shall appoint at least one (01) person to act as the Person in Charge of Corporate Governance to assist in ensuring the effective implementation of corporate governance activities.
2. The term of office of the Person in Charge of Corporate Governance shall be determined by the Board of Directors but shall not exceed five (05) years. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with the Law on Enterprises and the Company's Charter.

### **Article 50. Qualifications of the Person in Charge of Corporate Governance**

The Person in Charge of Corporate Governance must meet the following qualifications:

1. Have knowledge of the law;
2. Not concurrently work for the independent auditing firm auditing the Company's financial statements;
3. Meet other standards as prescribed by law and as decided by the Board of Directors.

### **Article 51. Dismissal of the Person in Charge of Corporate Governance**

The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal does not contravene current labor laws..

## **Article 52. Notification of Appointment and Dismissal of the Person in Charge of Corporate Governance**

The Company must announce the appointment or dismissal of the Person in Charge of Corporate Governance and disclose such information in accordance with the laws on securities, other relevant legal provisions, and the Company's Charter.

## **Article 53. Rights and Duties of the Person in Charge of Corporate Governance**

1. Advise the Board of Directors on organizing the General Meeting of Shareholders and matters relating to the relationship between the Company and its shareholders;
2. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
3. Advise on meeting procedures;
4. Attend meetings;
5. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
6. Provide financial information, minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board;
7. Monitor and report to the Board of Directors on the Company's information disclosure activities;
8. Act as the focal point for communication with stakeholders;
9. Maintain confidentiality of information in accordance with the law and the Company's Charter;
10. Perform other rights and duties as prescribed by law and the Company's Charter..

## **Article 54. Company Secretary**

When deemed necessary, the Chairperson of the Board of Directors may appoint a Company Secretary to assist the Board of Directors and the Chairperson in performing their duties in accordance with the law and the Company's Charter. The Company Secretary shall have the following rights and duties:

1. Assist in organizing meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
2. Assist members of the Board of Directors in performing their assigned rights and duties;
3. Support the Board of Directors in applying and implementing corporate governance principles;
4. Assist the Company in developing shareholder relations and protecting shareholders' legitimate rights and interests;
5. Assist the Company in complying with obligations on information provision, disclosure, and administrative procedures;

6. Maintain confidentiality of information in accordance with the law and the Company's Charter.

## CHAPTER IV

### THE SUPERVISORY BOARD

#### SECTION 1: ROLE, RIGHTS AND DUTIES OF THE SUPERVISORY BOARD, RESPONSIBILITIES OF MEMBERS OF THE SUPERVISORY BOARD

##### **Article 55. Role, Rights and Duties of the Supervisory Board**

The Supervisory Board shall have the rights and duties prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, and the following responsibilities and obligations:

1. Propose and recommend to the General Meeting of Shareholders for approval: the list of approved auditing organizations to audit the Company's financial statements and financial safety ratio reports; and the approved auditing organization to review the Company's operations when deemed necessary;
2. Be accountable to shareholders for its supervisory activities;
3. Supervise the Company's financial situation and the compliance with laws by members of the Board of Directors, the General Director, and other managers;
4. Ensure coordination with the Board of Directors, the General Director, and shareholders;
5. Upon detecting that any member of the Board of Directors, the General Director, or other executives of the Company has violated the law or the Company's Charter, thereby infringing upon the rights and interests of the Company, shareholders, or customers, the Supervisory Board must request an explanation within a specified period or propose convening the General Meeting of Shareholders to resolve the matter. For violations of law, the Supervisory Board must report in writing to the State Securities Commission within seven (07) working days from the date of detection and notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures;
6. Develop the Regulation on the Operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval;
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP.

##### **Article 56. Responsibilities of Members of the Supervisory Board**

Members of the Supervisory Board shall have the following rights and obligations:

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing their assigned rights and duties;

2. Perform their rights and duties honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Company;
3. Remain loyal to the interests of the Company and its shareholders; not abuse their position or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;
4. Fulfill other obligations as prescribed by the Law on Enterprises, the Law on Securities, and the Company's Charter;
5. In case of violation of Clauses 1, 2, 3, or 4 of this Article causing damage to the Company or others, the member shall be personally or jointly liable for compensation. Any income or other benefits obtained from such violation must be returned to the Company;
6. If a member of the Supervisory Board detects another member's violation in performing their rights and duties, they must notify the Supervisory Board in writing, requesting the violator to cease the violation and remedy the consequences;
7. Members of the Supervisory Board have the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives must provide timely and complete information as requested by members of the Supervisory Board.

## **SECTION 2: TERM, NUMBER, COMPOSITION, AND STRUCTURE OF THE SUPERVISORY BOARD**

### **Article 57. Term, Number, Composition, and Structure of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) members.
2. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all members of the Supervisory Board simultaneously end their term and new members have not yet been elected, the outgoing members shall continue to perform their rights and duties until the newly elected members assume office.
3. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal, and removal shall be decided by majority vote. More than half of the members of the Supervisory Board must reside in Vietnam.

### **Article 58. Qualifications and Conditions of Members of the Supervisory Board**

1. Members of the Supervisory Board must meet the following qualifications and conditions:
  - a. Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Hold a degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities;

- c. Not be a family member of any member of the Board of Directors, the General Director, or other managers;
  - d. Not be a manager of the Company; not necessarily be a shareholder or employee of the Company;
  - e. Not work in the accounting or finance department of the Company;
  - f. Not be a member or employee of the independent auditing firm auditing the Company's financial statements within the preceding three (03) years;
  - g. Meet other standards and conditions as prescribed by relevant laws and the Company's Charter.
2. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline related to the Company's business activities.

#### **Article 59. Nomination and Candidacy for Members of the Supervisory Board**

1. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates for the Supervisory Board in accordance with the Law on Enterprises and the Company's Charter.
2. In the event that the number of candidates nominated and self-nominated is insufficient, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the Company's Charter, this Regulation, and the Regulation on the Operation of the Supervisory Board. The nomination of additional candidates by the Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with the law.

#### **Article 60. Method of Election of Members of the Supervisory Board**

Members of the Supervisory Board shall be elected by the method of cumulative voting and in the same manner as the election of members of the Board of Directors as provided in Article 33 of this Regulation..

#### **Article 61. Cases of Dismissal and Removal of Supervisory Board Members**

1. A member of the Supervisory Board shall be dismissed in the following cases:
  - a. No longer meets the standards and conditions for being a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
  - b. Submits a resignation letter that is accepted;
  - c. Other cases as prescribed by law or the Company's Charter.
2. A member of the Supervisory Board shall be removed in the following cases:
  - a. Fails to fulfill assigned duties or tasks;
  - b. Fails to perform their rights and obligations for six (06) consecutive months, except in cases of force majeure;

- c. Seriously or repeatedly violates the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;
- d. Other cases as decided by the General Meeting of Shareholders;
- e. Other cases as prescribed by law and the Company's Charter

#### **Article 62. Notification of Election, Dismissal, and Removal of Members of the Supervisory Board**

Notification of the election, dismissal, or removal of members of the Supervisory Board must be publicly disclosed in accordance with the laws on securities and the securities market..

#### **Article 63. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board**

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant legal provisions and must be presented as a separate item in the Company's annual financial statements.

### **CHAPTER V**

#### **GENERAL DIRECTOR**

##### **SECTION 1: ROLE, RIGHTS AND DUTIES OF THE GENERAL DIRECTOR**

#### **Article 64. Duties and Powers of the General Director**

1. The General Director of the Company shall be appointed, dismissed, or removed by the Board of Directors.
2. The General Director is responsible for managing the Company's daily business operations, under the supervision of the Board of Directors, and shall be accountable to the Board of Directors and to the law for the performance of assigned rights and duties.
3. The specific duties and powers of the General Director are prescribed in the Company's Charter, including the following:
  - a. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business and investment plans approved by these bodies;

- b. Decide on all matters not requiring a resolution of the Board of Directors, including representing the Company in signing financial and commercial contracts, organizing, and managing the Company's daily business operations in accordance with best management practices;
- c. Recommend the number and types of managerial positions the Company needs to recruit for the Board of Directors to appoint or dismiss, ensuring effective management operations, and advise the Board of Directors on determining salaries, remuneration, benefits, and other terms of employment contracts for managers;
- d. Consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;
- e. No later than October 20 each year, submit to the Board of Directors for approval a detailed business plan for the next fiscal year, consistent with the approved budget and five-year financial plan;
- f. Propose measures to improve the Company's operations and management;
- g. Prepare long-term, annual, and quarterly budgets (hereinafter referred to as "budgets") to serve the Company's management activities in accordance with the business plan. The annual budget (including projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information as required by the Company's internal regulations;
- h. Perform all other activities in accordance with the law, the Company's Charter, internal regulations, resolutions of the Board of Directors, and the General Director's employment contract.

## **SECTION 2: APPOINTMENT, DISMISSAL, CONTRACT EXECUTION, AND TERMINATION OF THE GENERAL DIRECTOR**

### **Article 65. Term, Qualifications, and Conditions of the General Director**

1. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms.
2. The qualifications and conditions for serving as General Director shall comply with Article 162 of the Law on Enterprises and the Company's Charter.

### **Article 66. Nomination, Candidacy, and Appointment of the General Director**

1. The Board of Directors shall appoint one (01) of its members or another person as the General Director and sign a contract specifying salary, remuneration, benefits, and other related terms. Information on the General Director's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual report.
2. Members of the Board of Directors may nominate candidates or self-nominate for the position of General Director. In the case of multiple candidates, the Board of

Directors may conduct evaluations, interviews, or other procedures (such as consulting key Company executives) to select the most suitable candidate for appointment.

3. The dossier for the Board of Directors to consider the appointment of the General Director, prepared by the nominating person, shall include:
  - a. A curriculum vitae prepared by the candidate, detailing personal background, education, and experience;
  - b. A declaration of assets and income;
  - c. An action plan;
  - d. A self-assessment of work performance;
  - e. Copies of diplomas and training certificates (certified or stamped by the issuing authority);
  - f. Inspection, audit, or complaint resolution conclusions and other relevant documents concerning the proposed candidate (if any).
4. All documents mentioned above must be sent to members of the Board of Directors together with the meeting invitation materials, unless the members raise no objection to the timing of document delivery. The Board of Directors shall adopt a resolution on the appointment, and the Chairperson of the Board of Directors shall sign the appointment decision.

#### **Article 67. Employment Contract with the General Director**

After the appointment decision is issued, the Chairperson of the Board of Directors shall sign an employment contract (or an addendum thereto) with the General Director. The contract must specify the principles of remuneration, income level, benefits, responsibilities, and powers. The contents of the employment contract must comply with labor laws and the Company's Charter.

#### **Article 68. Cases of Dismissal and Resignation of the General Director**

1. The General Director wishing to resign must submit a written resignation to the Board of Directors. Within thirty (30) days from the date of receipt, the Board of Directors must review and decide on the matter. Until a decision is made, the General Director must continue performing their duties in the appointed position.
2. The Board of Directors may dismiss the General Director in the following cases:
  - a. Due to personnel needs, reassignment, or rotation;
  - b. Health conditions preventing continued service;
  - c. Failure to fulfill duties or violation of the Company's internal rules, regulations, or laws, though not to the extent of dismissal or termination of the employment contract;
  - d. Other cases as prescribed by law and the Company's Charter.

## **Article 69. Notification of Appointment and Dismissal of the General Director**

The Company must announce the appointment or dismissal of the General Director internally and disclose such information in accordance with the laws on securities, other relevant legal provisions, and the Company's Charter.

### **CHAPTER VI**

#### **COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR**

## **Article 70. Procedures for Convening, Notifying, Recording Minutes, and Announcing Meeting Results between the Board of Directors, the Supervisory Board, and the General Director**

1. For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director regarding coordination and resource allocation.
2. Meetings of the Board of Directors:
  - a. Members of the Supervisory Board have the right to attend meetings of the Board of Directors, to discuss but not to vote. The Supervisory Board may designate a member to attend meetings of the Board of Directors;
  - b. The General Director, if not a member of the Board of Directors, may attend meetings of the Board of Directors (if invited) and has the right to discuss but not to vote. The General Director may attend directly or authorize another member of the Executive Board to attend;
  - c. The convener of the Board of Directors' meeting must send the meeting notice and accompanying documents to members of the Board of Directors, members of the Supervisory Board, and/or the General Director. The meeting notice, voting ballots, accompanying documents, meeting minutes, and meeting results must be sent to the Supervisory Board and/or the General Director in the same manner as to members of the Board of Directors.
3. Meetings of the Supervisory Board: When deemed necessary, the Supervisory Board may invite members of the Board of Directors and/or the General Director to attend its meetings to discuss relevant matters. The meeting notice, accompanying documents, minutes, and meeting results must be sent to members of the Board of Directors and/or the General Director in the same manner as to members of the Supervisory Board.
4. Meetings of the Executive Board: When deemed necessary, the General Director may invite members of the Board of Directors and/or members of the Supervisory Board to attend meetings of the Executive Board. The meeting notice, accompanying documents, minutes, and meeting results must be sent to members of the Board of Directors and/or members of the Supervisory Board in the same manner as to members of the Executive Board.
5. The Board of Directors may also convene extraordinary meetings between the Board of Directors and the General Director at other times when deemed necessary for the Company's interests.

6. Meetings of the Board of Directors, the Supervisory Board, and the General Director must be recorded in minutes and may be audio-recorded or stored electronically. The minutes must be in writing and include the following main contents:
  - a. Name and head office of the Company;
  - b. Purpose, agenda, and content of the meeting;
  - c. Time and venue of the meeting;
  - d. Full names of attendees or authorized representatives and their method of attendance; names of absent members and reasons for absence;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each attendee in the order of discussion;
  - g. Conclusions made by the chairperson;
  - h. Full names and signatures of the chairperson and the minute-taker.
7. Based on the meeting minutes, the minute-taker shall coordinate with relevant departments to prepare the meeting result notice. The notice must be signed and issued no later than three (03) working days after the meeting ends. The meeting chairperson shall sign the notice.

**Article 71. Notification of Resolutions/Decisions of the Board of Directors to the Supervisory Board**

The Board of Directors shall notify the Supervisory Board of its resolutions and decisions in accordance with the laws on securities and the securities market and the Company's Charter.

**Article 72. Notification of Resolutions/Decisions of the Board of Directors to the General Director**

The Board of Directors shall notify the General Director of its resolutions and decisions in accordance with the laws on securities and the securities market and the Company's Charter.

**Article 73. Cases Where the General Director and the Supervisory Board May Request the Board of Directors to Convene a Meeting and Matters Requiring the Board's Opinion**

1. The Supervisory Board may request the Board of Directors to convene a meeting in the following cases:
  - a. Upon request of a shareholder or group of shareholders holding at least five percent (05%) of the total ordinary shares;
  - b. When members of the Supervisory Board are not fully provided with access to information and documents related to the Company's operations as required by law and the Company's Charter;
  - c. When detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, and after written notification to the Board of Directors, such violations have not been rectified or remedied.

2. The General Director may request the Board of Directors to convene a meeting in the following cases:
  - a. When the General Director's rights under the law or the Company's Charter are not being exercised;
  - b. When detecting violations of law or the Company's Charter by other executives, and after written notification to the Board of Directors, such violations have not been rectified or remedied.
3. The request must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.
4. The Chairperson of the Board of Directors must convene a meeting within seven (07) working days from the date of receiving the request under Clauses 1 and 2 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be liable for any resulting damages to the Company, and the requesting party shall have the right to convene the meeting in place of the Chairperson.

**Article 74. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

1. The General Director must report on the status, progress, and results of the performance of duties and powers assigned by the Board of Directors. Reports must be made periodically on a quarterly and annual basis or upon the Board's request.
2. When necessary, the Board of Directors may, through the General Director, request members of the Executive Board and heads or deputy heads of departments to report on the performance of their assigned duties and powers.

**Article 75. Review of the Implementation of Resolutions and Other Authorizations of the Board of Directors by the General Director**

1. Periodically (quarterly, semi-annually, and annually), the General Director must convene meetings of the Executive Board to review and evaluate the implementation of the Board of Directors' resolutions.
2. The meeting minutes must be archived and used as a reference for inclusion in the Executive Board's reports.

**Article 76. Matters the General Director Must Report, Provide Information, and Notify the Board of Directors and the Supervisory Board**

1. Results of the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders; business and investment plans of the Company; and the annual business plan approved by the Board of Directors and the General Meeting of Shareholders;
2. Reports on the Company's management and operations, including detailed information on the Company's organizational and operational status;
3. Before December 1 each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next fiscal year;

4. Proposals for measures to improve the Company's operations and management;
5. Recommendations on the number of managerial personnel and other positions the Company needs to recruit for the Board of Directors to appoint or dismiss when necessary, and advice to the Board of Directors on management personnel policies;
6. Consultation with the Board of Directors on the number of employees, policies, and other terms related to labor contracts;
7. Preparation and submission to the Board of Directors for approval of long-term, annual, and monthly budgets serving the Company's management activities in accordance with the business plan.

Reports and accompanying documents must be prepared and sent in writing to the Board of Directors and the Supervisory Board. In urgent cases, reports and requests for opinions may be sent and processed via telephone, fax, written notes, or other means as permitted by the Company's regulations and the law to ensure timely resolution of matters.

**Article 77. Coordination in Supervision, Management, and Oversight among Members of the Board of Directors, the Supervisory Board, and the General Director**

1. Members of the Board of Directors, the Supervisory Board, and the Executive Board shall regularly exchange information and cooperate in a spirit of collaboration and mutual support to facilitate each other's work in accordance with the Company's Charter, working regulations, and overall operational plans;
2. Members of the Board of Directors and the Executive Board shall not interfere in each other's management and operational functions;
3. In urgent cases, members of the Board of Directors, the Supervisory Board, and the Executive Board may immediately communicate (in person, by phone, or by email) with the Chairperson of the Board of Directors, the Head of the Supervisory Board, the General Director, or all three to ensure effective resolution.

**CHAPTER VII**

**REGULATIONS ON PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, OTHER EXECUTIVES, AND MANAGERS**

**Article 78. Performance Evaluation of Members of the Board of Directors, Supervisors, and the General Director**

1. Annually, based on assigned functions and duties, the Board of Directors shall evaluate the performance of each member of the Board of Directors, the General Director, and other executives.
2. The Head of the Supervisory Board shall organize the evaluation of the performance of each member of the Supervisory Board.
3. The General Director shall lead the evaluation of managers (appointed by the General Director) based on the Company's regulations and the annual performance

results of each department/unit/the entire Company, classifying performance into the following categories:

- a. Outstanding performance;
- b. Satisfactory performance;
- c. Unsatisfactory performance.

#### **Article 79. Rewards**

1. Annually, based on the evaluation results of the Board of Directors, the Supervisory Board, and the Executive Board, the General Director shall submit to the Board of Directors (for the executive apparatus) proposals for rewards for individuals according to their performance levels as prescribed in Article 61 of this Regulation.
2. Forms of rewards:
  - a. Cash;
  - b. Shares or other forms (if any).
3. The reward fund shall be sourced from the Company's Reward Fund or the shareholders' bonus fund when profits exceed targets.
4. The specific reward levels shall be determined annually based on the Company's actual situation.

#### **Article 80. Handling of Violations and Discipline**

1. Annually, based on the business performance evaluation, the level and form of disciplinary action shall be determined in accordance with the law and the Company's regulations. Members of the Board of Directors, the General Director, other executives, and managers who fail to perform their duties with due care, diligence, and professional competence shall be held responsible for any damages caused by their actions.
2. Members of the Board of Directors, the General Director, other executives, and managers who commit violations of the law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution as prescribed by law. In cases where their actions cause damage to the interests of the Company, shareholders, or others, they must compensate for such damages in accordance with the law.

### **CHAPTER VIII**

#### **REPORTING AND INFORMATION DISCLOSURE**

#### **Article 81. Obligation to Disclose Information**

1. The Company must fully, accurately, and promptly disclose periodic and extraordinary information regarding its business, financial, and corporate governance activities to shareholders and the public. The content and method of disclosure shall comply with the law, the Company's Charter, and its Information Disclosure

Regulation. Additionally, the Company must promptly, fully, and accurately disclose any other information that may affect the Company's share price or influence shareholders' and investors' decisions.

2. Information disclosure must be conducted in a manner ensuring that shareholders and the investing public have equal and simultaneous access. The language used in disclosures must be clear, understandable, and not misleading to shareholders and investors.

#### **Article 82. Disclosure of Corporate Governance Information**

1. The Company must disclose information on its corporate governance status at the Annual General Meeting of Shareholders and in its annual report in accordance with the laws on securities and the securities market, including at least the following:
  - a. Members and structure of the Board of Directors and the Supervisory Board;
  - b. Activities of the Board of Directors and the Supervisory Board;
  - c. Activities of independent non-executive members of the Board of Directors;
  - d. Activities of the committees under the Board of Directors;
  - e. Plans to enhance the effectiveness of corporate governance;
  - f. Remuneration and expenses for members of the Board of Directors, the Executive Board, and the Supervisory Board;
  - g. Information on share transactions of members of the Board of Directors, the Executive Board, the Supervisory Board, major shareholders, and related parties;
  - h. The number of members of the Board of Directors, the Executive Board, and the Supervisory Board who have participated in corporate governance training;
  - i. Non-compliance with this Regulation, reasons, and corrective measures.
2. The Company must submit semi-annual reports and disclose information on its corporate governance status to the State Securities Commission and the Stock Exchange as required by law. These reports must also be published on the Company's website.

#### **Article 83. Organization of Information Disclosure**

1. The Company's information disclosure organization shall include the following main contents:
  - a. Develop and issue internal regulations on information disclosure in accordance with the Law on Securities and its guiding documents, and designate at least one officer responsible as the focal point for information disclosure;
  - b. The officer responsible for information disclosure may be the Company Secretary or another concurrently assigned manager.
2. The officer responsible for information disclosure must:
  - a. Have knowledge of finance and accounting and possess basic computer skills;

- b. Publicly disclose their name, work phone number, and email address so that the State Securities Commission, the Stock Exchange, competent authorities, and shareholders can easily contact them;
  - c. Have sufficient time to perform their duties, particularly in communicating with shareholders, recording their opinions, and periodically publishing responses and corporate governance information as required.
3. The officer responsible for information disclosure shall be accountable for disclosing the Company's information to the State Securities Commission, the Stock Exchange, competent authorities, and the investing public in accordance with the law and the Company's Charter.

## **CHAPTER IX**

### **REPORTING, SUPERVISION, AND HANDLING OF VIOLATIONS**

#### **Article 84. Reporting**

Annually, the Company must report and disclose information on the implementation of corporate governance in accordance with the Information Disclosure Regulation to the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

#### **Article 85. Supervision**

All units, individuals, related organizations, and shareholders of the Company shall be subject to corporate governance supervision by the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

#### **Article 86. Handling of Violations**

In cases where units, individuals, or related organizations violate or fail to comply with this Regulation, depending on the nature and severity of the violation, they shall be subject to administrative penalties or criminal prosecution in accordance with the law.

## **CHAPTER X**

### **AMENDMENT AND SUPPLEMENTATION OF THE REGULATION**

#### **Article 87. Amendment and Supplementation of the Corporate Governance Regulation**

1. Any amendment or supplementation of the Corporate Governance Regulation must be approved by the General Meeting of Shareholders.
2. During implementation, if new issues arise that require amendment or supplementation of the Regulation to comply with the law and the Company's actual operations, the Company may submit the matter to the Board of Directors for consideration and decision.
3. In cases where legal provisions related to the Company's operations are not covered in this Regulation, or where new legal provisions differ from those in this Regulation,

such legal provisions shall automatically apply and govern the Company's activities.

## **CHAPTER XI IMPLEMENTING PROVISIONS**

### **Article 88. Implementation Provisions**

Members of the Board of Directors, the Executive Board, the Supervisory Board, Heads of Departments and Divisions, affiliated units of the Company, shareholders, and all officers and employees of the Company are responsible for complying with this Regulation.

### **Article 89. Effectiveness**

The Internal Corporate Governance Regulation of **Design and Construction Joint Stock Company No.1** consists of 11 chapters and 89 articles and shall take effect from **April 14, 2026**.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**PHAM HUNG CUONG**



No: 44./2026/TT/DCF- HDQT

HCMC, ..... 19/03/2026

## PROPOSAL OF THE BOARD OF DIRECTORS

*Re: Amendments and supplements to the Regulations on the Operations of the Board of Directors*

### **To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GMS”)**

*Pursuant to:*

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents on amendments and supplements;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;*
- *The Organization Charter of DECOFI;*
- *The Regulations on the Operations of the Board of Directors of DECOFI issued under Resolution No. 0001/2021/NQ-DHCD dated April 16, 2021.*

The Board of Directors respectfully submits to the GMS for consideration and approval of the amendments and supplements to the Regulations on the Operations of the Board of Directors of DECOFI, as follows:

1. To approve the amendments and supplements to the Company’s Board of Directors’ Operational Regulations according to the main contents presented in the Appendix attached to this Proposal; amendments and supplements to the contents that do not change the understanding and meaning of the former Regulations, and amendments and supplements related to the format, the use of Chapters, Sections, and Articles to be consistent with the amended contents.
2. To approve the issuance of the full text of the Company’s Board of Directors’ Operational Regulations as detailed in the attached draft Regulations.
3. To authorize the Company’s Board of Directors to finalize and sign for the issuance of the full text of the new Board of Directors’ Operational Regulations of DECOFI.

The amended and supplemented Board of Directors' Operational Regulations shall take effect from the date of signing and issuance, replacing the full text of the existing Board of Directors' Operational Regulations.

*Respectfully submitted to the GMS for consideration, discussion, and approval./.*

**ON BEHALF OF THE BOD  
CHAIRMAN**

**Recipients:**

- *As above;*
- *Archived: BOD Office.*

**PHAM HUNG CUONG**





**APPENDIX: MAIN CONTENTS AMENDED AND SUPPLEMENTED IN THE OPERATION REGULATIONS OF THE BOARD OF DIRECTORS OF DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO.1**

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
1	<p><b>Article 3. Rights and Obligations of Members of the Board of Directors</b></p> <p><i>“1. Members of the Board of Directors shall have all rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company’s Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.</i></p> <p><i>2. Members of the Board of Directors shall have obligations as prescribed in the Company’s Charter and the following obligations:</i></p> <p><i>a) Perform their duties honestly and prudently for the highest interests of shareholders and the Company;</i></p> <p><i>b) Attend all meetings of the Board of Directors and give opinions on matters discussed;</i></p> <p><i>c) Timely and fully report to the Board of Directors on remuneration received from subsidiaries, affiliates, and other organizations;</i></p> <p><i>d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company (over 50% of charter capital) and the member of the Board of Directors or their related persons; transactions between the</i></p>	<p><b>Addition to Clause 3, Article 3. Rights and Obligations of Members of the Board of Directors as follows:</b></p> <p><i>“1. Members of the Board of Directors shall have all rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company’s Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.</i></p> <p><i>2. Members of the Board of Directors shall have obligations as prescribed in the Company’s Charter and the following obligations:</i></p> <p><i>a) Perform their duties honestly and prudently for the highest interests of shareholders and the Company;</i></p> <p><i>b) Attend all meetings of the Board of Directors and give opinions on matters discussed;</i></p> <p><i>c) Timely and fully report to the Board of Directors on remuneration received from subsidiaries, affiliates, and other organizations;</i></p> <p><i>d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company (over 50% of charter capital) and the member of the Board of Directors or their related persons; transactions between the</i></p>	<p>Amended and supplemented in accordance with Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities (“Decree 245”).</p>



No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
	<p><i>Company and companies in which the member of the Board of Directors is a founding member or a manager within three years prior to the transaction;</i></p> <p><i>e) Disclose information when conducting transactions of the Company's shares as prescribed by law."</i></p>	<p><i>Company and companies in which the member of the Board of Directors is a founding member or a manager within three years prior to the transaction;</i></p> <p><i>e) Disclose information when conducting transactions of the Company's shares as prescribed by law.</i></p> <p><b>3. Each independent member of the Board of Directors of the Company (after the Company's shares are listed on the Stock Exchange) must prepare an evaluation report on the activities of the Board of Directors."</b></p>	
2	<p><b>Article 5. Term and number of members of the Board of Directors</b></p> <p><i>"1. The Board of Directors shall have at least 05 members and no more than 11 members. The specific number of members in each term shall be decided by the General Meeting of Shareholders.</i></p> <p><i>2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors for no more than 02 consecutive terms.</i></p> <p><i>3. In case all members of the Board of Directors end their term simultaneously, they shall continue to serve until new members are elected and take over their duties."</i></p>	<p><b>Add Clause 4 to Article 5. Term and number of members of the Board of Directors as follows:</b></p> <p><i>"1. The Board of Directors shall have at least 05 members and no more than 11 members. The specific number of members in each term shall be decided by the General Meeting of Shareholders.</i></p> <p><i>2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors for no more than 02 consecutive terms.</i></p> <p><i>3. In case all members of the Board of Directors end their term simultaneously, they shall continue to serve until new members are elected and take over their duties.</i></p> <p><b>4. The Company's Charter shall specify the number, rights, obligations, organization, and coordination of</b></p>	<p>Amended and supplemented in accordance with the Model Charter applicable to public companies issued together with Circular No. 116/2020/TT-BTC of the Minister of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 ("Circular 116").</p>

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
		<i>activities of independent members of the Board of Directors.”</i>	
3	<p><b>Clause 1, Article 6. Standards and conditions for members of the Board of Directors</b></p> <p><i>“1. Members of the Board of Directors must meet the following standards and conditions:</i></p> <p><i>a. Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;</i></p> <p><i>b. Have professional qualifications and experience in business administration or in the Company’s business sector and are not necessarily shareholders of the Company;</i></p> <p><i>c. A member of the Company’s Board of Directors may concurrently serve as a member of the Board of Directors of up to 05 other companies.”</i></p>	<p><b>Amend Clause 1, Article 6</b> as follows:</p> <p><i>“1. Members of the Board of Directors must meet the following standards and conditions:</i></p> <p><i>a. Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;</i></p> <p><i>b. Have professional qualifications and experience in business administration or in the Company’s business sector and are not necessarily shareholders of the Company;</i></p> <p><i>c. A member of the Company’s Board of Directors may concurrently serve as a member of the Board of Directors or a member of the Members’ Council of up to 05 other companies.”</i></p>	Amended and supplemented in accordance with Decree 245.
4	<p><b>Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors</b></p>	<p><b>Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors</b></p>	
	<p><b>Clause 4:</b></p> <p><i>1. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:</i></p> <p><i>a) The number of members of the Board of Directors decreases by more than one-third compared to the number specified in the Company’s Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60)</i></p>	<p><b>Amendment and Supplement to Clause 4:</b></p> <p><i>“1. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:</i></p> <p><i>a) The number of remaining members of the Board of Directors is less than the minimum number prescribed by law. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining</i></p>	Amended and supplemented in accordance with current legal regulations and the Company’s Charter..

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
	<p><i>days from the date the number of members decreases by more than one-third;</i></p> <p><i>b) Except for the case specified at Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.</i></p>	<p><i>members of the Board of Directors becomes less than the minimum number prescribed by law;</i></p> <p><i>b) The number of members of the Board of Directors decreases by more than one-third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members decreases by more than one-third;</i></p> <p><i>c) The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed at Point b, Clause 3, Article 36 of the Company's Charter. The Board of Directors must convene a General Meeting of Shareholders within six (06) months from the date of receiving notice from the relevant independent member of the Board of Directors as prescribed in Clause 3, Article 6 of these Regulations;</i></p> <p><i>d) Except for the cases specified at Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting."</i></p>	
5	<p><b>Clause 1, Article 10. Notice of Election, Dismissal, and Removal of Members of the Board of Directors</b></p> <p><i>"1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment on the truthfulness and accuracy of their</i></p>	<p><b><i>Amend and supplement Clause 1, Article 10. Notice of Election, Dismissal, and Removal of Members of the Board of Directors as follows:</i></b></p> <p><i>"1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written</i></p>	Amended and supplemented in accordance with current laws and the Company's Charter..

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
	<p><i>disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:</i></p> <p><i>a. Full name, date, month, year of birth;</i></p> <p><i>b. Professional qualifications;</i></p> <p><i>c. Working experience;</i></p> <p><i>d. Other managerial positions (including positions on the Board of Directors of other companies);</i></p> <p><i>e. Interests related to the Company and its related parties;</i></p> <p><i>f. Other information (if any).The Company is responsible for disclosing information about companies in which the candidate currently holds the position of member of the Board of Directors, other managerial positions, and interests related to the candidate's companies (if any)."</i></p>	<p><i>commitment on the truthfulness and accuracy of their disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:</i></p> <p><i>a. Full name, date, month, year of birth;</i></p> <p><i>b. Professional qualifications;c. Working experience;</i></p> <p><i>d. Other managerial positions (including positions on the Board of Directors or Members' Council of other companies);</i></p> <p><i>e. Interests related to the Company and its related parties;</i></p> <p><i>f. Other information (if any) as prescribed in the Company's Charter.The Company is responsible for disclosing information about companies in which the candidate currently holds the position of member of the Board of Directors, member of the Members' Council, other managerial positions, and interests related to the candidate's companies (if any)."</i></p>	
6	<b>Article 11. Rights and Obligations of the Board of Directors</b>	<b>Article 11. Rights and Obligations of the Board of Directors</b>	
	<p><b>Clause 2:</b></p> <p><i>"2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:</i></p> <p><i>...</i></p> <p><i>h) Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at 35% or more of the total asset value recorded in the Company's latest financial statements, and contracts or transactions under the authority of</i></p>	<p><b><i>Amend and supplement Clause 2, Article 11. Rights and Obligations of the Board of Directors as follows:</i></b></p> <p><i>"2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:</i></p> <p><i>...</i></p> <p><i>h) Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's</i></p>	Amended and supplemented in accordance with current laws and the Company's Charter..

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
	<p><i>the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Law on Enterprises.”</i></p>	<p><i>latest financial statements, except for contracts or transactions under the authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Law on Enterprises, and clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.”</i></p>	
7	<p><b>Clause 1, Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions</b></p> <p><i>“1. The Board of Directors approves contracts and transactions valued at less than 20% of the total asset value recorded in the latest financial statements between the Company and one of the following entities:</i></p> <ul style="list-style-type: none"> <li><i>- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;</i></li> <li><i>- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their related persons;</i></li> <li><i>- Enterprises related to the entities specified in clause 2, Article 164 of the Law on Enterprises.”</i></li> </ul>	<p><b>Amend and supplement Clause 1, Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions as follows:</b></p> <p><i>“1. The Board of Directors approves contracts and transactions valued at less than thirty-five percent (35%) or transactions that result in a total transaction value arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total asset value recorded in the latest financial statements, or another smaller ratio or value as prescribed in the Company’s Charter, between the Company and one of the following entities:</i></p> <ul style="list-style-type: none"> <li><i>- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;</i></li> <li><i>- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their related persons;</i></li> <li><i>- Enterprises related to the entities specified in clause 2, Article 164 of the Law on Enterprises.”</i></li> </ul>	<p>Amended and supplemented in accordance with current laws and the Company’s Charter.</p>
	<p>Clause 2:</p>	<p><b>Amended and supplemented Clause 2 as follows:</b></p>	<p>Amended and supplemented in accordance with current laws and the Company’s Charter.</p>

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
	<p><i>"2. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date when the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number prescribed in the Company's Charter, or upon receiving a request as specified at Points c and d, Clause 1 of this Article."</i></p>	<p><i>"2. Convening an Extraordinary General Meeting of Shareholders</i>  <i>a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date when the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number prescribed by law, or upon receiving a request as specified at Points c and d, Clause 1 of this Article;</i>  <i>b. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date when the number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Company's Charter;</i>  <i>c. The Board of Directors must convene a General Meeting of Shareholders within six (06) months from the date of receiving a notice from the relevant independent member of the Board of Directors as prescribed in Clause 3, Article 6 and Point c, Clause 4, Article 8 of these Regulations."</i></p>	
8	<p><b>Article 15. Meetings of the Board of Directors</b></p>	<p><b>Article 15. Meetings of the Board of Directors</b></p>	
	<p>Clause 3:  <i>"3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:</i>  <i>a) At the request of the Supervisory Board or an independent member of the Board of Directors;</i>  <i>b) At the request of the General Director or at least five (05) other managers;</i></p>	<p><b>Supplement Clause 3</b> as follows:  <i>"15.3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:</i>  <i>a) At the request of the Supervisory Board or an independent member of the Board of Directors;</i>  <i>b) At the request of the General Director or at least five (05) other managers;</i></p>	<p>Add a provision allowing the Chairman of the Board of Directors to convene a meeting of the Board of Directors when deemed necessary for the interests of the Company in order to ensure consistency with the Draft Charter of the Company..</p>

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
	<p><i>c) At the request of at least two (02) members of the Board of Directors;</i></p> <p><i>d) Other cases as prescribed in the Company's Charter."</i></p>	<p><i>c) At the request of at least two (02) members of the Board of Directors;</i></p> <p><i>d) When deemed necessary for the interests of the Company;</i></p> <p><i>e) Other cases as prescribed in the Company's Charter."</i></p>	
		<p><b>Add Clause 12:</b></p> <p><b>"12. Meetings of the Board of Directors may be held online or in other forms among all or some members located in different places, provided that each member can: a) Clearly hear every other member speaking at the meeting; b) If desired, speak simultaneously with all other members. Members participating in such meetings shall be considered 'present' at the meeting. The meeting location shall be the place where the largest group of members gathers, or if no such group exists, the place where the chairperson is present."</b></p>	<p>Amended and supplemented in accordance with current laws and the Company's Charter.</p>
		<p><b>Add Clause 13 as follows:</b></p> <p><b><i>"13. Collecting written opinions of members of the Board of Directors</i></b></p> <p><b><i>a) The Chairman of the Board of Directors shall decide to collect written opinions of members of the Board of Directors;</i></b></p> <p><b><i>b) The Chairman of the Board of Directors shall prepare the voting form, draft resolutions/decisions on matters to be consulted, and relevant documents related to such matters. The voting form and accompanying documents must be sent by a secured method to the contact address/email address/other contact information of each member of the Board of Directors registered with the Company;</i></b></p> <p><b><i>c) The voting form must include at least the following contents:</i></b></p>	<p>Amended and supplemented in accordance with current laws and the Company's Charter.</p>

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
		<p><i>(i) Name, head office address, and enterprise code of the Company; (ii) Full name of the member of the Board of Directors; (iii) The matter(s) to be consulted; (iv) Voting options, including: Agree, Disagree, and No opinion; (v) Deadline for returning the completed voting form to the Company; (vi) Full name and signature of the Chairman of the Board of Directors;</i></p> <p><i>d) The completed voting form must bear the signature of the member of the Board of Directors and be sent to and received at the Company's head office/email address/other contact information (depending on the instructions in the voting form) no later than the deadline for returning the completed voting form to the Company. The returned voting forms shall be counted immediately upon receipt, and the matter under consultation may be approved as soon as the required number of affirmative votes is obtained without waiting until the end of the deadline for returning the completed voting forms to the Company;</i></p> <p><i>e) The Chairman of the Board of Directors or another vote counter appointed by the Chairman shall carry out the vote-counting procedure and prepare the vote-counting minutes. The vote-counting minutes must include the following main contents: (i) Name, head office address, and enterprise code of the Company; (ii) The matter(s) consulted; (iii) Total number of forms sent, total number of forms received, number of valid forms, and number of invalid forms; (iv) Total number of votes in favor, against, and with no opinion for each matter consulted; (v) Full names and signatures of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor (if any). The minutes must include an appendix</i></p>	

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
		<p><i>listing the members of the Board of Directors who participated in the voting;</i></p> <p><i>f) The Chairman of the Board of Directors, the person participating in the vote counting, and the person supervising the vote counting of the opinions of members of the Board of Directors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from resolutions/decisions adopted due to dishonest or inaccurate vote counting;</i></p> <p><i>g) The vote-counting minutes together with the resolution/decision of the Board of Directors adopted based on the vote-counting results must be sent to all members of the Board of Directors within fifteen (15) days from the date of completion of the vote counting."</i></p>	
9	<p><b>Clause 2, Article 16. Minutes of the Board of Directors' Meetings</b></p> <p><i>"2. In case the chairperson or the minute-taker refuses to sign the minutes, but if all other attending members of the Board of Directors sign and the minutes contain all contents as prescribed in points a, b, c, d, e, f, g, and h of clause 1 of this Article, the minutes shall remain valid."</i></p>	<p><b>Supplement Clause 2, Article 16. Minutes of the Board of Directors' Meetings as follows:</b></p> <p><i>"2. In case the chairperson or the minute-taker refuses to sign the minutes, but if all other attending members of the Board of Directors agree to approve and sign the minutes, and the minutes contain all contents as prescribed in points a), b), c), d), e), f), g), and h) of clause 16.1 of this Article, the minutes shall remain valid. The minutes must clearly state that the chairperson or the minute-taker refused to sign. Members who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the meeting minutes. The chairperson and the minute-taker shall be personally liable for any damage caused to the Company due to their refusal to sign the minutes in accordance</i></p>	<p>Amended and supplemented in accordance with current laws and the Company's Charter..</p>

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
		<i>with the Law on Enterprises, the Company's Charter, and relevant laws."</i>	
10	<p><b>Clause 1, Article 17. Submission of Annual Reports</b></p> <p><i>"1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</i></p> <p><i>a) The Company's business results report;</i></p> <p><i>b) Financial statements;</i></p> <p><i>c) Report on the management and administration of the Company;</i></p> <p><i>d) Appraisal report of the Supervisory Board."</i></p>	<p><b>Amend Clause 1, Article 17. Submission of Annual Reports as follows:</b></p> <p><i>"1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</i></p> <p><i>a) The Company's business results report;</i></p> <p><i>b) Audited financial statements;</i></p> <p><i>c) Report on the management and administration of the Company;</i></p> <p><i>d) Appraisal report of the Supervisory Board."</i></p>	Amended and supplemented in accordance with current laws and the Company's Charter..
11	<p><b>Article 23. Effectiveness</b></p>	<p><b>Add Clauses 2, 3, and 4 to Article 23. Effectiveness as follows:</b></p> <p><i>"2. Relevant units and individuals are responsible for organizing and implementing this Regulation.</i></p> <p><i>3. In case legal provisions related to the operation of the Board of Directors of Design and Construction Joint Stock Company No.1 are amended but not yet reflected in this Regulation, or if new legal provisions contradict any provisions herein, such legal provisions shall automatically apply and govern the operation of the Board of Directors until this Regulation is amended or replaced.</i></p> <p><i>4. Members of the Board of Directors have the right to propose amendments and supplements; the Chairman of the Board of Directors shall consolidate and adjust them to comply with the law and the Company's operations. Amendments, supplements,</i></p>	Amended and supplemented in accordance with current laws and the Company's Charter.

No.	CURRENT REGULATION	AMENDED AND SUPPLEMENTED CONTENT	REASON / BASIS
		<i>or replacements of this Regulation must be approved at the nearest General Meeting of Shareholders.”.”</i>	



**SOCIALIST REPUBLIC OF VIETNAM**  
Independence - Freedom - Happiness



**REGULATIONS ON THE OPERATION OF THE BOARD  
OF DIRECTORS  
OF DESIGN AND CONSTRUCTION JOINT STOCK  
COMPANY NO.1**

**Ho Chi Minh City, April 2026**

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

1. Scope: These Regulations on the Operation of the Board of Directors define the organizational structure, principles of operation, powers, and duties of the Board of Directors and its members, ensuring compliance with the Law on Enterprises, the Company's Charter, and other relevant legal provisions.
2. Subjects of application: These Regulations apply to the Board of Directors and its members.

**Article 2. Principles of Operation of the Board of Directors**

1. The Board of Directors operates on a collective basis. Each member is personally responsible for their assigned duties and jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the Company's development.
2. The Board of Directors assigns the General Director to organize and implement the resolutions and decisions of the Board of Directors.

**CHAPTER II**  
**MEMBERS OF THE BOARD OF DIRECTORS**

**Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors have all rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the Company's financial status and business operations, as well as those of its subsidiaries and affiliated units.
2. Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following duties:
  - a. Perform their duties honestly and prudently for the highest interests of shareholders and the Company;
  - b. Attend all meetings of the Board of Directors and give opinions on matters discussed;
  - c. Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliates, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company (holding 50% or more of charter capital) and the member or their related persons; and transactions between the Company and any company in which the

member is a founding shareholder or has been a manager within the last three years prior to the transaction;

- e. Disclose information when conducting transactions involving the Company's shares in accordance with the law.
3. Each independent member of the Board of Directors (when the Company's shares are listed on a Stock Exchange) must prepare an evaluation report on the activities of the Board of Directors

#### **Article 4. Right to Access Information of Members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, or other managers of the Company to provide information and documents on the Company's financial status and business operations, as well as those of its subsidiaries.
2. The requested managers must provide timely, complete, and accurate information and documents as required by the member of the Board of Directors.

#### **Article 5. Term and Number of Members of the Board of Directors**

1. The Board of Directors shall have at least five (05) and no more than eleven (11) members. The specific number of members for each term shall be decided by the General Meeting of Shareholders.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors for no more than two (02) consecutive terms.
3. In case all members of the Board of Directors end their term simultaneously, they shall continue to perform their duties until new members are elected and assume office.
4. The Company's Charter shall specify the number, rights, obligations, organization, and coordination of independent members of the Board of Directors

#### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:
  - a. Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possess professional qualifications and experience in business administration or in the Company's business sectors, and are not required to be shareholders of the Company;
  - c. A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Members' Council of up to five (05) other companies.

2. Independent members of the Board of Directors must meet the following standards and conditions:
  - a. Not currently working for the Company, its parent company, or its subsidiaries; and not having worked for them for at least three (03) consecutive years prior;
  - b. Not receiving salary or remuneration from the Company, except for allowances as prescribed;
  - c. Not having a spouse, biological or adoptive parent, child, or sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;
  - d. Not directly or indirectly owning at least 1% of the total voting shares of the Company;
  - e. Not having served as a member of the Board of Directors or Supervisory Board of the Company for at least five (05) consecutive years prior, except in the case of continuous appointment for two (02) terms.
3. An independent member of the Board of Directors must notify the Board of Directors when they no longer meet the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from that date. The Board of Directors must report this at the nearest General Meeting of Shareholders or convene a meeting within six (06) months from the date of receiving the notice to elect a replacement.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and duties:
  - a. Develop the working program and plan of the Board of Directors;
  - b. Prepare the agenda, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e. Preside over meetings of the General Meeting of Shareholders;
  - f. Exercise other rights and duties as prescribed by the Law on Enterprises and the Company's Charter.
4. In case the Chairman resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of resignation or dismissal. If the

Chairman is absent or unable to perform their duties, they must authorize another member in writing to act on their behalf. If no authorization is made or the Chairman dies, is missing, detained, imprisoned, under administrative measures, or legally incapacitated, the remaining members shall elect one among them as Acting Chairman by majority vote until a new decision is made.

5. When deemed necessary, the Board of Directors may appoint a Company Secretary, who shall have the following rights and duties:
  - a. Assist members of the Board of Directors in performing their assigned rights and duties;
  - b. Support the Board of Directors in applying and implementing corporate governance principles;
  - c. Assist the Company in shareholder relations and in protecting shareholders' lawful rights and interests, ensuring compliance with information disclosure and administrative procedures;
  - d. Assist in organizing meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
  - e. Perform other rights and duties as prescribed in the Company's Charter

#### **Article 8. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failing to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;
  - b. Submitting a resignation letter that is accepted;
  - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure;
  - b. Other cases as prescribed in the Company's Charter.

When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors beyond the cases specified in Clauses 1 and 2 of this Article.

3. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:

- a. The number of remaining members falls below the minimum required by law. The Board of Directors must convene a meeting within thirty (30) days from that date;
- b. The number of members decreases by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a meeting within sixty (60) days;
- c. The number of independent members falls below the ratio prescribed in Point b, Clause 3, Article 36 of the Company's Charter. The Board of Directors must convene a meeting within six (06) months from the date of receiving notice from the relevant independent member;
- d. Except for the cases specified in Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the nearest meeting

**Article 9. Election, Dismissal, and Removal Procedures for Members of the Board of Directors**

1. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares have the right to nominate candidates for the Board of Directors. The nomination process is as follows:
  - a. Ordinary shareholders forming a group to nominate candidates must notify other shareholders before the opening of the General Meeting of Shareholders;
  - b. Based on the number of BOD members, shareholders or groups of shareholders as prescribed in this Clause may nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of nominated candidates is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors or other shareholders.
2. If the number of nominated and self-nominated candidates is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter and internal governance regulations. The introduction of additional candidates must be publicly announced before the General Meeting of Shareholders votes.
3. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total shares owned multiplied by the number of members to be elected. Shareholders may allocate all or part of their votes to one or more candidates. The candidates receiving the highest number of votes, in descending order, shall be elected until the required number of members is reached. In case two or more candidates receive the same number of votes for the final position, a re-election

shall be held among them or selection shall be made based on the criteria in the Election Regulations or the Company's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

#### **Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors**

1. Once the candidates for the Board of Directors have been identified, the Company must disclose information about them at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Each candidate must provide a written commitment confirming the accuracy and truthfulness of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected. The disclosed information must include:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions (including positions on the Board of Directors or Members' Council of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's Charter.The Company must also disclose information about other companies where the candidate currently holds managerial or board positions and any related interests (if any).
2. Notification of the results of election, dismissal, or removal of members of the Board of Directors shall be made in accordance with information disclosure regulations.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

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

1. The Board of Directors is the management body of the Company, fully authorized to act on behalf of the Company to decide and perform the Company's rights and obligations, except for those under the authority of the General Meeting of Shareholders.
2. The rights and duties of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- a. Decide on the Company's strategy, medium-term development plan, and annual business plan;
- b. Propose the types of shares and the total number of shares of each type to be offered;
- c. Decide on the sale of unsold shares within the number of shares authorized for offering; decide on additional capital mobilization through other forms;
- d. Decide on the bond offering price of the Company; decide on the share offering price when authorized by the General Meeting of Shareholders;
- e. Decide on the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. Decide on investment plans and projects within the authority and limits prescribed by law;
- g. Decide on solutions for market development, marketing, and technology;
- h. Approve contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total assets recorded in the latest financial statements of the Company, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises, and Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;
- i. Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign, or terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; decide on their salaries, remuneration, bonuses, and other benefits; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on their remuneration and benefits;
- j. Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k. Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l. Approve the agenda, contents, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions for the adoption of resolutions;
- m. Submit the audited annual financial statements to the General Meeting of Shareholders;

- n. Propose the dividend rate; decide on the time and procedures for dividend payment or handling of business losses;
  - o. Propose the reorganization, dissolution, or request for bankruptcy of the Company;
  - p. Decide on the promulgation of the Regulations on the Operation of the Board of Directors, internal corporate governance regulations after approval by the General Meeting of Shareholders, and the Company's information disclosure regulations;
  - q. Exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on corporate governance and the performance of the Board of Directors and each of its members, ensuring the following contents:
- a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member as prescribed in Article 163 of the Law on Enterprises, Article 38 of the Company's Charter, and Article 18 of these Regulations;
  - b. Summary of meetings and decisions of the Board of Directors;
  - c. Report on transactions between the Company, its subsidiaries, or companies controlled by the Company (holding 50% or more of charter capital) and members of the Board of Directors or their related persons; transactions between the Company and companies in which members of the Board of Directors are founding shareholders or have been managers within the last three years prior to the transaction;
  - d. Activities of independent members of the Board of Directors and their evaluation of the Board's performance (when the Company's shares are listed on a Stock Exchange);
  - e. Activities of other subcommittees under the Board of Directors (if any);
  - f. Results of supervision over the General Director;
  - g. Results of supervision over other executives;
  - h. Future plans.
4. The Board of Directors adopts resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed in the Company's Charter. Each member of the Board of Directors has one vote.
5. In case a resolution or decision of the Board of Directors violates the law, the resolutions of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and personally liable and must compensate the

Company for the damage; members who opposed the resolution or decision shall be exempt from liability. In such cases, shareholders have the right to request the Court to suspend or annul the resolution or decision.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions valued at less than 35%, or transactions resulting in a total transaction value within 12 months from the first transaction date being less than 35% of the total assets recorded in the latest financial statements, or another smaller ratio or value as prescribed in the Company's Charter, between the Company and any of the following parties:
  - Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
  - Shareholders or authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their related persons;
  - Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the related parties involved and attach the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice; members of the Board of Directors with related interests shall not have voting rights.

#### **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When deemed necessary for the interests of the Company;
  - b. When the number of members of the Board of Directors or the Supervisory Board falls below the minimum required by law;
  - c. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, stating the reasons and purposes of the meeting, bearing the signatures of the relevant shareholders, or compiled from multiple written requests with sufficient signatures;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed in Clause 3, Article 6, Clause 4, Article 8 of these Regulations, the law, and the Company's Charter.
2. Convening an Extraordinary General Meeting of Shareholders:

- a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date when the number of members of the Board of Directors, independent members, or members of the Supervisory Board falls below the minimum required by law, or upon receiving a request as specified in Points c and d, Clause 1 of this Article;
  - b. The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date when the number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Company's Charter;
  - c. The Board of Directors must convene a General Meeting of Shareholders within six (06) months from the date of receiving a notice from the relevant independent member of the Board of Directors as prescribed in Clause 3, Article 6 and Point c, Clause 4, Article 8 of these Regulations.
3. The person convening the General Meeting of Shareholders must perform the following tasks:
- a. Prepare the list of shareholders entitled to attend the meeting;
  - b. Provide information and resolve complaints related to the list of shareholders;
  - c. Prepare the agenda and contents of the meeting;
  - d. Prepare meeting materials;
  - e. Draft resolutions of the General Meeting of Shareholders according to the proposed agenda; prepare the list and detailed information of candidates in case of election of members of the Board of Directors or Supervisory Board;
  - f. Determine the time and venue of the meeting;
  - g. Send invitations to each shareholder entitled to attend in accordance with the Law on Enterprises;
  - h. Perform other tasks necessary for the meeting.

#### **Article 14. Subcommittees Assisting the Board of Directors**

1. The Board of Directors may establish subcommittees responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors but must include at least three (03) members, comprising members of the Board of Directors and external members. Independent or non-executive members of the Board of Directors shall constitute the majority of each subcommittee, and one of them shall be appointed as the Head of the subcommittee by the Board of Directors. The subcommittees shall operate in accordance with the regulations of the Board of Directors. A subcommittee's resolution shall be valid only when approved by a majority of members attending and voting at the meeting.

2. The implementation of decisions of the Board of Directors or its subcommittees must comply with current laws, the Company's Charter, and internal corporate governance regulations..

## **CHAPTER IV**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (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 received the highest number or percentage of votes. In case there is more than one member with the same highest number or percentage of votes, the members shall elect one among them by majority vote to convene the meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings when necessary.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Supervisory Board or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least five (05) other managers;
  - c. At the request of at least two (02) members of the Board of Directors;
  - d. When deemed necessary for the interests of the Company;
  - e. Other cases as prescribed in the Company's Charter.
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and issues under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting within seven (07) working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be responsible for any damage caused to the Company; the requesting party has the right to convene the meeting in place of the Chairman.
6. The Chairman or the person convening the meeting must send a notice of invitation no later than three (03) working days before the meeting date. The notice must specify the time, venue, agenda, and matters to be discussed and decided upon. The notice must be accompanied by meeting materials and voting ballots. The invitation may be sent by letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, ensuring delivery to the registered contact address of each member of the Board of Directors.

7. The Chairman or the person convening the meeting must send the invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board have the right to attend and discuss at meetings but have no voting rights.
8. A meeting of the Board of Directors shall be valid when at least three-fourths (3/4) of the total members attend. If the meeting convened under this provision does not have sufficient attendance, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting shall be valid if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;
  - d. Sending a voting ballot to the meeting by mail, fax, or email;
  - e. Sending a voting ballot by other means.
10. In case a voting ballot is sent by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot shall only be opened in the presence of all attendees.
11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board of Directors.
12. Meetings of the Board of Directors may be held online or in other forms among all or some members located in different places, provided that each member can:
  - a. Clearly hear every other member speaking at the meeting;
  - b. Speak simultaneously with all other members if desired.Communication among members may be conducted directly by telephone, other communication means, or a combination thereof. Members participating in such a meeting shall be considered "present" at the meeting. The meeting venue shall be the location where the largest group of members is gathered, or if no such group exists, the location of the chairperson of the meeting.
13. Collection of written opinions from members of the Board of Directors:
  - a. The Chairman of the Board of Directors shall decide to collect written opinions from members;

- b. The Chairman shall prepare opinion forms, draft resolutions/decisions on the matters to be consulted, and relevant documents. The opinion forms and accompanying materials must be sent by secure means to the registered contact address/email/other contact information of each member of the Board of Directors;
  - c. The opinion form must include at least the following: (i) Name, head office address, and enterprise code of the Company; (ii) Full name of the member of the Board of Directors; (iii) Matters to be consulted; (iv) Voting options: Agree, Disagree, or No opinion; (v) Deadline for returning the completed opinion form to the Company; (vi) Full name and signature of the Chairman of the Board of Directors;
  - d. The completed opinion form must bear the signature of the member and be sent to and received at the Company's head office/email/other contact address (as instructed in the form) no later than the deadline. The received forms shall be counted immediately upon receipt, and the matter may be approved as soon as the required number of affirmative votes is reached without waiting for the deadline;
  - e. The Chairman or another person designated by the Chairman shall conduct the vote counting and prepare a vote-counting record. The record must include: (i) Name, head office address, and enterprise code of the Company; (ii) Matters consulted; (iii) Total forms sent, total forms received, valid and invalid forms; (iv) Total votes for, against, and abstaining for each matter; (v) Full names and signatures of the Chairman, the vote counter, and the vote supervisor (if any). The record must include an appendix listing members who participated in the vote;
  - f. The Chairman, vote counter, and vote supervisor (if any) shall be jointly responsible for the honesty and accuracy of the vote-counting record and for any damages arising from resolutions/decisions approved based on dishonest or inaccurate counting;
  - g. The vote-counting record and the resolution/decision of the Board of Directors approved based on the results must be sent to all members within fifteen (15) days from the date of completion of the vote counting.
14. A resolution or decision of the Board of Directors shall be adopted if approved by the majority of members attending the meeting; in case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

#### **Article 16. Minutes of Meetings of the Board of Directors**

- 1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a. Name, head office address, and enterprise code;
  - b. Time and venue of the meeting;
  - c. Purpose, agenda, and contents of the meeting;
  - d. Full names of members attending or authorized to attend and their method of attendance; names of absent members and reasons for absence;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each member in the order of discussion;
  - g. Voting results, specifying members who agreed, disagreed, or had no opinion;
  - h. Matters approved and corresponding voting ratios;
  - i. Full names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.
2. In case the chairperson or the minute-taker refuses to sign the minutes, but all other attending members approve and sign the minutes containing all the contents specified in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article, the minutes shall remain valid. The minutes must clearly state the refusal of the chairperson or minute-taker to sign. The signatories shall be jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and minute-taker shall be personally liable for any damage caused to the Company due to their refusal to sign, as prescribed by law, the Company's Charter, and relevant regulations.
  3. The chairperson, minute-taker, and signatories of the minutes shall be responsible for the honesty and accuracy of the meeting minutes.
  4. The minutes and documents used in the meeting must be kept at the Company's head office.
  5. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies between the two versions, the Vietnamese version shall prevail.

## **CHAPTER V**

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

#### **Article 17. Annual Reports**

1. At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a. The Company's business performance report;
  - b. The audited financial statements;
  - c. The report on the management and administration of the Company;
  - d. The appraisal report of the Supervisory Board.

2. The Company's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration.
3. The reports specified in Points a, b, and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders.
4. The reports specified in Clauses 1, 2, and 3 of this Article, together with the appraisal report of the Supervisory Board and the audit report, must be kept at the Company's head office no later than 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one (01) year have the right, either personally or together with a licensed lawyer, accountant, or auditor, to directly review the reports specified in this Article.

**Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the Company's business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member by consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position, serves on subcommittees of the Board, or performs other tasks beyond the usual duties of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. This insurance shall not cover liabilities arising from violations of the law or the Company's Charter.

## **Article 19. Disclosure of Related Interests**

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

1. Members of the Board of Directors must declare to the Company their related interests, including:
  - a. The name, enterprise code, head office address, and business lines of any enterprise in which they own contributed capital or shares; the ownership ratio and the time of ownership;
  - b. The name, enterprise code, head office address, and business lines of any enterprise in which their related persons jointly or separately own contributed capital or shares representing more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of such change.
3. A member of the Board of Directors who, in their own name or on behalf of another person, conducts any business within the Company's line of business must disclose the nature and content of such business to the Board of Directors and may only proceed with the approval of the majority of the remaining members. If the member fails to declare or obtain approval, all income derived from such activity shall belong to the Company..

## **CHAPTER VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship Among Members of the Board of Directors**

1. The relationship among members of the Board of Directors is one of coordination. Members are responsible for informing each other of relevant matters during the performance of their assigned duties.
2. During the performance of duties, the member assigned primary responsibility must actively coordinate with others if the matter relates to areas managed by other members. In case of differing opinions among members, the responsible member shall report to the Chairman of the Board of Directors for consideration and decision within their authority or organize a meeting or written consultation of the Board of Directors in accordance with the law, the Company's Charter, and these Regulations.
3. In case of reassignment among members of the Board of Directors, the members must hand over all related work, records, and documents. The handover must be made in writing and reported to the Chairman of the Board of Directors..

### **Article 21. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement and simultaneously supervises and inspects the implementation of such resolutions..

### **Article 22. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. Their working relationship is based on equality and independence while maintaining close cooperation and mutual support in performing their duties.
2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors must review them and direct relevant departments to promptly develop and implement corrective actions.

## **CHAPTER VII**

### **IMPLEMENTATION PROVISIONS**

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

1. The Regulations on the Operation of the Board of Directors of Design and Construction Joint Stock Company No.1 consist of seven (07) chapters and twenty-three (23) articles and take effect from ... April 2026.
2. Relevant units and individuals are responsible for organizing and implementing these Regulations in accordance with their provisions.
3. In case legal provisions related to the operation of the Board of Directors of Design and Construction Joint Stock Company No.1 change and are not yet reflected in these Regulations, or if new legal provisions conflict with any articles herein, such legal provisions shall automatically apply and govern the Board's operations until these Regulations are amended or replaced.
4. Members of the Board of Directors have the right to propose amendments or supplements. The Chairman of the Board of Directors shall consolidate and adjust them to comply with current laws and the Company's operations. Any amendment, supplement, or replacement of these Regulations must be approved by the nearest General Meeting of Shareholders..

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**PHAM HUNG CUONG**



No. 15./2026/TT/DCF-BKS

HCMC, .....19/03/2026

## PROPOSAL OF THE SUPERVISORY BOARD

(Re: Amendments and supplements to the Regulations on the Operations  
of the Supervisory Board of DECOFI)

### To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents on amendments and supplements;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;
- The Charter on the Organization and Operation of Design and Construction Joint Stock Company No. 1;
- The Regulations on the Operations of the Supervisory Board of DECOFI issued under Resolution No. 0001/2021/NQ-DHCD dated April 16, 2021.

The Supervisory Board respectfully submits to the GSM for consideration and approval of the amendments and supplements to the Regulations on the Operations of the Supervisory Board of DECOFI, as follows:

1. To approve the amendments and supplements to the Regulations on the Operations of the Supervisory Board of the Company in accordance with the key contents presented in the Appendix attached to this Proposal; such amendments and supplements shall not alter the interpretation or meaning of the previous Regulations, including technical amendments and supplements regarding the format and the use of Chapter, Section, and Article numbers to ensure consistency with the revised contents.
2. To approve the issuance of the full-text of the Regulations on the Operations of the Supervisory Board of the Company, as detailed in the attached draft Regulations.

3. To authorize the Supervisory Board of the Company to finalize, sign, and issue the new full-text of the Regulations on the Operations of the Supervisory Board of DECOFI. The amended and supplemented Regulations on the Operations of the Supervisory Board shall take effect from the date of signing and issuance, replacing the current version in its entirety.

*Respectfully submitted to the GMS for consideration, discussion, and approval./.*

**Recipients:**

- *As above;*
- *Archived: BOD Office, Supervisory Board.*

**ON BEHALF OF THE  
SUPERVISORY BOARD  
HEAD OF THE BOARD**

**TRAN THI BINH AN**





**APPENDIX: MAIN CONTENTS AMENDED AND SUPPLEMENTED IN THE OPERATION REGULATIONS OF THE SUPERVISORY BOARD OF DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO.1**

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
1	<p><b>Article 3. Rights and obligations of members of the Supervisory Board</b></p> <p><i>“1. Comply with the law, the Company’s Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.</i></p> <p><i>2. Perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Company.</i></p> <p><i>3. Be loyal to the interests of the Company and shareholders; not abuse position or title, nor use information, secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.</i></p> <p><i>4. Other obligations as prescribed by the Law on Enterprises and the Company’s Charter.</i></p> <p><i>5. In case of violation of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the member of the Supervisory Board shall bear personal or joint liability for compensation. Income and other benefits obtained from such violation must be returned to the Company.</i></p>	<p>Add clause 7 to <b>Article 3. Rights and obligations of members of the Supervisory Board</b> as follows:</p> <p><i>“1. Comply with the law, the Company’s Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.</i></p> <p><i>2. Perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Company.</i></p> <p><i>3. Be loyal to the interests of the Company and shareholders; not abuse position or title, nor use information, secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.</i></p> <p><i>4. Other obligations as prescribed by the Law on Enterprises and the Company’s Charter.</i></p> <p><i>5. In case of violation of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the member of the Supervisory Board shall bear personal or joint liability for compensation. Income and other benefits obtained from such violation must be returned to the Company.</i></p>	<p>Amended and supplemented in accordance with current laws and the Company’s Charter.</p>

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p>6. <i>If a member of the Supervisory Board detects another member violating the assigned rights and obligations, he/she must notify the Supervisory Board in writing, request the violator to cease the violation and remedy the consequences.</i>"</p>	<p>6. <i>If a member of the Supervisory Board detects another member violating the assigned rights and obligations, he/she must notify the Supervisory Board in writing, request the violator to cease the violation and remedy the consequences.</i></p> <p>7. <i>The right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives of the Company are responsible for providing timely and complete information as requested by members of the Supervisory Board."</i></p>	
2	<p><b>Article 6. Head of the Supervisory Board</b></p> <p><i>"1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal follow the majority principle.</i></p> <p><i>2. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.</i></p> <p><i>3. The Head of the Supervisory Board has the following rights and obligations:</i></p> <p><i>a. Convene meetings of the Supervisory Board;</i></p> <p><i>b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;</i></p>	<p>Additions to point d clause 3 <b>Article 6. Head of the Supervisory Board</b></p> <p><i>"1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal follow the majority principle.</i></p> <p><i>2. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.</i></p> <p><i>3. The Head of the Supervisory Board has the following rights and obligations:</i></p> <p><i>a. Convene meetings of the Supervisory Board;</i></p> <p><i>b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;</i></p>	<p>Amended and supplemented in accordance with current laws and the Company's Charter.</p>



No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p><i>c. Prepare and sign the Supervisory Board's report after consulting the Board of Directors to submit to the General Meeting of Shareholders."</i></p>	<p><i>c. Prepare and sign the Supervisory Board's report after consulting the Board of Directors to submit to the General Meeting of Shareholders."</i></p> <p><i>d. Other rights and obligations as prescribed by law</i></p>	
3	<p><b>Article 7. Dismissal and removal of members of the Supervisory Board</b></p> <p><i>"1. The General Meeting of Shareholders dismisses members of the Supervisory Board in the following cases:</i></p> <p><i>a. No longer meeting the standards and conditions for being a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;</i></p> <p><i>b. Having a resignation letter accepted.</i></p> <p><i>2. The General Meeting of Shareholders removes members of the Supervisory Board in the following cases:</i></p> <p><i>a. Failing to fulfill assigned duties;</i></p> <p><i>b. Failing to perform rights and obligations for six consecutive months, except in force majeure cases;</i></p> <p><i>c. Repeated or serious violations of obligations as prescribed by the Law on Enterprises and the Company's Charter;</i></p> <p><i>d. Other cases as decided by the General Meeting of Shareholders."</i></p>	<p><b>Amend and supplement Article 7. Nomination and candidacy of members of the Supervisory Board as follows:</b></p> <p><i>"1. Shareholders or groups of shareholders owning 10% or more of total ordinary shares have the right to nominate candidates to the Supervisory Board. The nomination process is as follows:</i></p> <p><i>a. Ordinary shareholders forming a group to nominate candidates must notify other shareholders before the opening of the General Meeting of Shareholders;</i></p> <p><i>b. Based on the number of Supervisory Board members, shareholders or groups of shareholders as prescribed in this Clause may nominate one or several candidates as decided by the General Meeting of Shareholders. If the number of nominated candidates is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</i></p> <p><i>2. If the number of candidates nominated and self-nominated is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent</i></p>	<p>Amended and supplemented in accordance with the Model Regulation applicable to public companies issued with Circular No. 116/2020/TT-BTC of the Minister of Finance guiding corporate governance under Decree No. 155/2020/NĐ-CP dated December 31, 2020.</p>

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
		<p><i>Supervisory Board shall introduce additional candidates or organize nominations as prescribed in the Company's Charter, internal governance regulations, and Supervisory Board operation regulations. The introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board."</i></p>	
4	<p><b>Article 8. Method of Election, Dismissal, and Removal of Members of the Supervisory Board</b></p> <p><i>"1. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Supervisory Board. The nomination of candidates to the Supervisory Board shall be carried out as follows:</i></p> <p><i>a. Ordinary shareholders forming a group to nominate candidates to the Supervisory Board must notify the other shareholders attending the General Meeting of Shareholders of such grouping before the opening of the meeting;</i></p> <p><i>b. Based on the number of members of the Supervisory Board, the shareholders or groups of shareholders as prescribed in this Clause shall have the right to nominate one or several persons as candidates for the Supervisory Board, as decided by the General Meeting of Shareholders. In case the number of candidates nominated</i></p>	<p><b>Amend Article 8. Method of election, dismissal, and removal of members of the Supervisory Board as follows:</b></p> <p><i>"1. The election, dismissal, and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders.</i></p> <p><i>2. The election of members of the Supervisory Board must be conducted by cumulative voting, whereby each shareholder has total votes equal to the number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders may allocate all or part of their votes to one or several candidates. Elected members are determined based on descending vote counts until the required number is reached. In case of a tie for the last position, a re-vote or selection based on criteria in the election regulations or the Company's Charter shall be conducted."</i></p> <p><b>Add Article 9. Cases of dismissal and removal of members of the Supervisory Board as follows:</b></p>	<p>Amended and supplemented in accordance with the Model Regulation applicable to public companies issued with Circular No. 116.</p>

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p><i>by the shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.</i></p> <p><i>2. In case the number of candidates for the Supervisory Board through nomination and self-nomination is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall introduce additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Supervisory Board's Operating Regulations. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.</i></p> <p><i>3. The election of members of the Supervisory Board must be conducted by the method of cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board. Each shareholder may allocate all or part of their total votes to one or several candidates. The candidates elected as members of the Supervisory Board shall be determined based on the number of votes received,</i></p>	<p><i>"1. The General Meeting of Shareholders dismisses members of the Supervisory Board in the following cases:</i></p> <ul style="list-style-type: none"> <li><i>a. No longer meeting the standards and conditions as prescribed in Article 169 of the Law on Enterprises;</i></li> <li><i>b. Having a resignation letter accepted.</i></li> </ul> <p><i>2. The General Meeting of Shareholders removes members of the Supervisory Board in the following cases:</i></p> <ul style="list-style-type: none"> <li><i>a. Failing to fulfill assigned duties;</i></li> <li><i>b. Failing to perform rights and obligations for six consecutive months, except in force majeure cases;</i></li> <li><i>c. Repeated or serious violations of obligations as prescribed by the Law on Enterprises and the Company's Charter;</i></li> <li><i>d. Other cases as decided by the General Meeting of Shareholders;</i></li> <li><i>e. Other cases as prescribed by law and the Company's Charter."</i> </li></ul>	

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p><i>ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In case two or more candidates receive the same number of votes for the final position on the Supervisory Board, a re-election shall be conducted among those candidates with equal votes, or selection shall be made based on the criteria specified in the election regulations or the Company's Charter."</i></p>		
5	<p><b>Article 10. Rights and Obligations of the Supervisory Board</b></p> <p><i>"1. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and administration of the Company.</i></p> <p><i>2. Examine the reasonableness, legality, honesty, and prudence in the management and administration of business operations; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting practices.</i></p> <p><i>3. Appraise the completeness, legality, and accuracy of the Company's semi-annual and annual business performance reports and financial statements, as well as the Board of Directors' management evaluation reports, and present the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board</i></p>	<p><b>Amend Article 11. Rights and obligations of the Supervisory Board</b> as follows</p> <p><i>"The Supervisory Board shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:</i></p> <ol style="list-style-type: none"> <li><i>1. Supervise the Board of Directors and the General Director in the management and administration of the Company.</i></li> <li><i>2. Examine the reasonableness, legality, honesty, and prudence in the management and administration of business operations; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting practices.</i></li> <li><i>3. Appraise the completeness, legality, and accuracy of the Company's semi-annual and annual business performance reports and financial statements,</i></li> </ol>	<p>Amended and supplemented in accordance with the Model Regulation applicable to public companies issued with Circular No. 116.</p>

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p><i>of Directors or the General Meeting of Shareholders and make recommendations on contracts or transactions that require approval by the Board of Directors or the General Meeting of Shareholders.</i></p> <p><i>4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning mechanisms.</i></p> <p><i>5. Examine accounting books, accounting records, and other documents of the Company, as well as the management and administration of the Company's operations when deemed necessary, or as required by a resolution of the General Meeting of Shareholders, or at the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, regarding the following matters:</i></p> <p><i>a. The use, preservation, and development of business capital, and the efficiency of capital and asset utilization; promptly detect and notify the Board of Directors to prevent misuse or mismanagement of capital and assets;</i></p> <p><i>b. Financial management in the purchase, transfer, sale, liquidation, lease, pledge, or mortgage of assets, and depreciation of fixed assets;</i></p> <p><i>c. Management of revenue, expenses, and product/service costs, profit and profit distribution after</i></p>	<p><i>as well as the Board of Directors' management evaluation reports, and present the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts or transactions that require approval by the Board of Directors or the General Meeting of Shareholders.</i></p> <p><i>4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning mechanisms.</i></p> <p><i>5. Examine accounting books, accounting records, and other documents of the Company, as well as the management and administration of the Company's operations when deemed necessary, or as required by a resolution of the General Meeting of Shareholders, or at the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.</i></p> <p><i>6. Upon request from shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the conclusion of the inspection, the Supervisory Board</i></p>	

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p><i>tax, and the establishment and use of the Company's funds;</i></p> <p><i>d. The Company's fulfillment of obligations to the State budget, loans, and debts both domestic and foreign;</i></p> <p><i>e. Implementation of the Company's accounting regime;</i></p> <p><i>f. Other related matters.</i></p> <p><i>6. Upon request from shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the conclusion of the inspection, the Supervisory Board must report the findings to the Board of Directors and the requesting shareholders or group of shareholders. The inspection by the Supervisory Board under this clause must not obstruct the normal operations of the Board of Directors or disrupt the Company's business activities.</i></p> <p><i>7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure, management, supervision, and administration of the Company's business operations.</i></p> <p><i>8. When detecting that a member of the Board of Directors or the General Director has violated the responsibilities of a company manager as prescribed in Article 165 of the</i></p>	<p><i>must report the findings to the Board of Directors and the requesting shareholders or group of shareholders. The inspection by the Supervisory Board under this clause must not obstruct the normal operations of the Board of Directors or disrupt the Company's business activities.</i></p> <p><i>7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure, management, supervision, and administration of the Company's business operations.</i></p> <p><i>8. When detecting that a member of the Board of Directors or the General Director has violated the responsibilities of a company manager as prescribed in Article 165 of the Law on Enterprises and the Company's Charter, the Supervisory Board must immediately notify the Board of Directors in writing, request the violator to cease the violation, and propose remedial measures.</i></p> <p><i>9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.</i></p> <p><i>10. Utilize independent consultants and the Company's internal audit department to perform assigned duties.</i></p>	

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p><i>Law on Enterprises and the Company's Charter, the Supervisory Board must immediately notify the Board of Directors in writing, request the violator to cease the violation, and propose remedial measures.</i></p> <p><i>9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.</i></p> <p><i>10. Utilize independent consultants and the Company's internal audit department to perform assigned duties.</i></p> <p><i>11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.</i></p> <p><i>12. Inspect specific issues related to the management and administration of the Company's operations at the request of shareholders.</i></p> <p><i>13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.</i></p> <p><i>14. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in cases where the Board of Directors fails to convene the meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises.</i></p> <p><i>15. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.</i></p> <p><i>16. Review, extract, and copy part or all of the contents of the declaration of the list of related persons and related</i></p>	<p><i>11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.</i></p> <p><i>12. Inspect specific issues related to the management and administration of the Company's operations at the request of shareholders.</i></p> <p><i>13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.</i></p> <p><i>14. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in cases where the Board of Directors fails to convene the meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises.</i></p> <p><i>15. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.</i></p> <p><i>16. Review, extract, and copy part or all of the contents of the declaration of the list of related persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.</i></p> <p><i>17. Witness the Board of Directors organizing vote counting and preparing the vote-counting minutes if requested by the Board of Directors in cases where shareholders' opinions are collected in writing to approve resolutions of the General Meeting of Shareholders.</i></p>	

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p><i>interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.</i></p> <p><i>17. Propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing organizations to audit the Company's financial statements; and propose approved auditing organizations to review the Company's operations when deemed necessary.</i></p> <p><i>18. Be accountable to shareholders for its supervisory activities.</i></p> <p><i>19. Supervise the Company's financial situation and the compliance with laws by members of the Board of Directors, the General Director, and other managers in their activities.</i></p> <p><i>20. Ensure coordination with the Board of Directors, the General Director, and shareholders in performing its duties.</i></p> <p><i>21. In cases where violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other executives are detected, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures.</i></p> <p><i>22. Develop the Supervisory Board's Rules of Operation and submit them to the General Meeting of Shareholders for approval.</i></p>	<p><i>18. The Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson in cases where the Chairman of the Board of Directors is absent or temporarily incapacitated, and the remaining members of the Board of Directors cannot elect a chairperson. In such cases, the person receiving the highest number of votes shall act as the chairperson of the meeting.</i></p> <p><i>19. Perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders."</i></p>	

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p>23. <i>Witness the Board of Directors organizing vote counting and preparing the vote-counting minutes if requested by the Board of Directors in cases where shareholders' opinions are collected in writing to approve resolutions of the General Meeting of Shareholders.</i></p> <p>24. <i>The Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson in cases where the Chairman of the Board of Directors is absent or temporarily incapacitated, and the remaining members of the Board of Directors cannot elect a chairperson. In such cases, the person receiving the highest number of votes shall act as the chairperson of the meeting.</i></p> <p>25. <i>Perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders."</i></p>		
6	<p><b>Article 12. Responsibilities of the Supervisory Board in Convening Extraordinary General Meetings of Shareholders</b></p> <p><i>"1. The Supervisory Board shall be responsible for replacing the Board of Directors in convening an extraordinary General Meeting of Shareholders within 30 days from the date the time limit for the Board of Directors to convene such meeting expires, in the following cases:</i></p>	<p>Addition of Point d, Clause 1, <b>Article 13 – Responsibilities of the Supervisory Board in Convening Extraordinary General Meetings of Shareholders</b> as follows:</p> <p><i>"1. The Supervisory Board is responsible for replacing the Board of Directors in convening an extraordinary General Meeting of Shareholders within 30 days from the date the time limit for the Board of Directors to convene such meeting expires, when any of the following circumstances occur:</i></p>	Amended and supplemented in accordance with current laws and the Company's Charter.

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
	<p>a. <i>The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the number prescribed by law;</i></p> <p>b. <i>At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;</i></p> <p>c. <i>When the Supervisory Board requests the convening of an extraordinary General Meeting of Shareholders but the Board of Directors fails to do so.</i></p> <p>2. <i>In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 1 of this Article, the Supervisory Board must compensate the Company for any damages incurred.</i></p> <p>3. <i>The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company."</i></p>	<p>a. <i>The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the number prescribed by law;</i></p> <p>b. <i>At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises;</i></p> <p>c. <i>When there is a request from the Supervisory Board to convene an extraordinary General Meeting of Shareholders but the Board of Directors fails to do so;</i></p> <p>d. <b>Other cases as prescribed by law and the Company's Charter.</b></p> <p>2. <i>In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in Clause 1 of this Article, the Supervisory Board must compensate the Company for any damages arising therefrom.</i></p> <p>3. <i>The expenses for convening and conducting the General Meeting of Shareholders as stipulated in Clause 1 of this Article shall be reimbursed by the Company."</i></p>	
7	<p><b>Article 21. Effectiveness</b></p> <p><i>"The Operation Regulations of the Supervisory Board of Design and Construction Joint Stock Company No.1 consist of 07 chapters and 21 articles and take effect from April 16, 2021."</i></p>	<p>Amend <b>Article 22. Effectiveness</b> as follows:</p> <p><i>"1. The Operation Regulations of the Supervisory Board of Design and Construction Joint Stock Company No.1 consist of 07 chapters and 22 articles and take effect from ... April 2026.</i></p>	<p>Amended and supplemented in accordance with current laws and the Company's Charter.</p>

No.	CURRENT REGULATIONS	AMENDED AND SUPPLEMENTED CONTENTS	REASONS / LEGAL BASIS
		<p><i>2. Relevant units and individuals are responsible for organizing and implementing these Regulations.</i></p> <p><i>3. In case legal provisions related to the Supervisory Board's operations change or any clause of these Regulations conflicts with the law, the legal provisions shall prevail until the Regulations are amended or replaced.</i></p> <p><i>4. Members of the Supervisory Board may propose amendments or supplements. The Head of the Supervisory Board shall consolidate and adjust them in accordance with the law and the Company's operations. Any amendment, supplement, or replacement must be approved at the nearest General Meeting of Shareholders."</i></p>	



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

**DRAFT**



**REGULATIONS ON THE OPERATION OF THE  
SUPERVISORY BOARD  
DESIGN AND CONSTRUCTION JOINT STOCK  
COMPANY NO.1**

**Ho Chi Minh City, April 2026**

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: These Regulations on the Operation of the Supervisory Board define the organizational structure, personnel, standards, conditions, rights, and obligations of the Supervisory Board and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal provisions.
2. Subjects of Application: These Regulations apply to the Supervisory Board and its members..

**Article 2. Principles of Operation of the Supervisory Board**

The Supervisory Board operates on a collective basis. Each member of the Supervisory Board is personally responsible for their assigned duties and jointly responsible before the General Meeting of Shareholders and before the law for the work and decisions of the Supervisory Board.

**CHAPTER II**  
**MEMBERS OF THE SUPERVISORY BOARD**

**Article 3. Rights and Obligations of Members of the Supervisory Board**

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing their assigned rights and obligations.
2. Perform their rights and obligations honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Company.
3. Remain loyal to the interests of the Company and its shareholders; not abuse their position or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
4. Fulfill other obligations as prescribed by the Law on Enterprises and the Company's Charter.
5. In case of violation of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the member of the Supervisory Board shall bear personal or joint liability for compensation. Any income or other benefits obtained from such violations must be returned to the Company.
6. If a member of the Supervisory Board detects another member's violation in performing their assigned rights and obligations, they must notify the Supervisory Board in writing, request the violator to cease the violation, and remedy the consequences.

7. Have the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives of the Company are responsible for providing timely and complete information as requested by members of the Supervisory Board.

#### **Article 4. Term and Number of Members of the Supervisory Board**

1. The Supervisory Board consists of three (03) members. The term of office of each member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board are not required to be shareholders of the Company.
3. More than half of the members of the Supervisory Board must reside in Vietnam.
4. In case all members of the Supervisory Board end their term simultaneously and new members have not yet been elected, the outgoing members shall continue to perform their rights and obligations until the newly elected members assume office.

#### **Article 5. Standards and Conditions for Members of the Supervisory Board**

Members of the Supervisory Board must meet the following standards and conditions:

1. Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
2. Hold qualifications in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another field relevant to the Company's business activities;
3. Not be a family member of any member of the Board of Directors, the General Director, or other managers;
4. Not be a manager of the Company and not necessarily be a shareholder or employee of the Company;
5. Not work in the accounting or finance department of the Company;
6. Not be a member or employee of an auditing organization that has audited the Company's financial statements within the past three (03) consecutive years;
7. Meet other standards and conditions as prescribed by relevant laws and the Company's Charter.

#### **Article 6. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the members of the Supervisory Board by majority vote; election, dismissal, or removal shall follow the majority principle.

2. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or another field related to the Company's business activities.
3. The Head of the Supervisory Board has the following rights and obligations:
  - a. Convene meetings of the Supervisory Board;
  - b. Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
  - c. Prepare and sign the Supervisory Board's report after consulting the Board of Directors, to be submitted to the General Meeting of Shareholders;
  - d. Exercise other rights and obligations as prescribed by law.

#### **Article 7. Nomination and Candidacy for Members of the Supervisory Board**

1. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares have the right to nominate candidates for the Supervisory Board. The nomination process is as follows:
  - a. Ordinary shareholders forming a group to nominate candidates must notify other shareholders attending the General Meeting of Shareholders before the opening of the meeting;
  - b. Based on the number of Supervisory Board members, shareholders or groups of shareholders as specified in this Clause may nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders.
2. If the number of candidates nominated and self-nominated is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the Company's Charter, internal corporate governance regulations, and these Regulations. The introduction of additional candidates by the incumbent Supervisory Board must be publicly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 8. Election, Dismissal, and Removal of Members of the Supervisory Board**

1. The election, dismissal, and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders.
2. The election of members of the Supervisory Board shall be conducted by cumulative

voting, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders may allocate all or part of their votes to one or more candidates. The elected members shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached. In case two or more candidates receive the same number of votes for the final position, a re-election shall be held among those candidates or selection shall be made based on criteria specified in the election regulations or the Company's Charter.

#### **Article 9. Cases of Dismissal and Removal of Members of the Supervisory Board**

1. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:
  - a. No longer meeting the standards and conditions for membership as prescribed in Article 169 of the Law on Enterprises;
  - b. Submission of a resignation letter that is accepted.
2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:
  - a. Failure to fulfill assigned duties or tasks;
  - b. Failure to perform rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Repeated or serious violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;
  - d. Other cases as decided by the General Meeting of Shareholders;
  - e. Other cases as prescribed by law and the Company's Charter.

#### **Article 10. Notification of Election, Dismissal, and Removal of Members of the Supervisory Board**

1. Once the candidates for the Supervisory Board have been identified, the Company must disclose information about the candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Each candidate must provide a written commitment confirming the accuracy and truthfulness of their disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected. The disclosed information about each candidate shall include:
  - a. Full name, date of birth;

- b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions held;
  - e. Interests related to the Company and its related parties;
  - f. Other relevant information (if any).
2. The Company is responsible for disclosing information about other companies where the candidate holds managerial positions and any interests related to the Company (if any).
  3. Notification of the results of election, dismissal, or removal of members of the Supervisory Board shall be made in accordance with regulations on information disclosure.

### **CHAPTER III**

#### **THE SUPERVISORY BOARD**

##### **Article 11. Rights and Duties of the Supervisory Board**

The Supervisory Board shall have the rights and duties prescribed in Article 170 of the Law on Enterprises, the Company's Charter, and the following additional rights and duties:

1. Supervise the Board of Directors and the General Director in the management and administration of the Company.
2. Examine the reasonableness, legality, honesty, and prudence in the management and operation of business activities; assess the consistency, systematic nature, and appropriateness of accounting, statistics, and financial reporting practices.
3. Appraise the completeness, legality, and accuracy of the Company's semi-annual and annual business and financial reports, as well as the Board of Directors' management evaluation report, and present the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts or transactions requiring such approval.
4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems.
5. Examine accounting books, records, and other documents of the Company, as well as the management and operational activities, when deemed necessary or as requested by the General Meeting of Shareholders or by shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. Upon request from shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the completion of the inspection, the Supervisory Board must report its findings to the Board of Directors and the requesting shareholders or group of shareholders. Such inspection must not obstruct the normal operations of the Board of Directors or disrupt the Company's business activities.
7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure, management, supervision, and business operations of the Company.
8. When detecting that a member of the Board of Directors or the General Director has violated managerial responsibilities as prescribed in Article 165 of the Law on Enterprises and the Company's Charter, promptly notify the Board of Directors in writing, request the violator to cease the violation, and propose remedial measures.
9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other Company meetings.
10. Use independent consultants and the Company's internal audit department to perform assigned duties.
11. Consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
12. Conduct specific inspections related to the Company's management and operations at the request of shareholders.
13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
14. Convene the General Meeting of Shareholders within thirty (30) days in place of the Board of Directors if the latter fails to do so as prescribed in Clause 3, Article 140 of the Law on Enterprises.
15. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. Review, extract, and copy part or all of the declared list of related persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. Witness the vote counting and preparation of the vote-counting minutes by the Board of Directors when requested, in cases where shareholder opinions are collected in writing to adopt resolutions of the General Meeting of Shareholders.
18. The Head of the Supervisory Board shall preside over the election of the meeting

chairperson at the General Meeting of Shareholders in cases where the Chairman of the Board of Directors is absent or temporarily incapacitated and the remaining members of the Board of Directors cannot elect a chairperson. In such cases, the person receiving the highest number of votes shall act as the chairperson.

19. Perform other rights and duties as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders.

#### **Article 12. Right to Access Information of Members of the Supervisory Board**

1. Documents and information must be sent to members of the Supervisory Board at the same time and in the same manner as to members of the Board of Directors, including:
  - a. Notices of meetings, written ballots of the Board of Directors, and accompanying documents;
  - b. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
  - c. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Supervisory Board have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of managers and employees during working hours.
3. The Board of Directors, its members, the General Director, and other managers must provide complete, accurate, and timely information and documents on the Company's management, administration, and business operations as requested by members of the Supervisory Board or the Supervisory Board as a whole.

#### **Article 13. Responsibilities of the Supervisory Board in Convening Extraordinary General Meetings of Shareholders**

1. The Supervisory Board shall convene an extraordinary General Meeting of Shareholders within thirty (30) days from the expiration of the period during which the Board of Directors was required to convene such a meeting, in the following cases:
  - a. The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the number prescribed by law;
  - b. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
  - c. When the Supervisory Board requests the Board of Directors to convene an extraordinary General Meeting of Shareholders but the Board of Directors fails

to do so;

- d. Other cases as prescribed by law and the Company's Charter.
2. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 1 of this Article, it shall be liable for any damages incurred by the Company.
3. The expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

#### **CHAPTER IV**

##### **MEETINGS OF THE SUPERVISORY BOARD**

###### **Article 14. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds (2/3) of its members attending.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and clarify issues as necessary.

###### **Article 15. Minutes of Supervisory Board Meetings**

Minutes of Supervisory Board meetings must be detailed and clear. The recorder and all attending members must sign the meeting minutes. All minutes of the Supervisory Board must be kept to determine the responsibility of each member.

#### **CHAPTER V**

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

###### **Article 16. Annual Reporting**

1. At the end of each fiscal year, the Supervisory Board must prepare an appraisal report on the reports of the Board of Directors as prescribed in Points a, b, and c, Clause 1, Article 175 of the Law on Enterprises.
2. The appraisal report of the Supervisory Board, together with the reports of the Board of Directors specified in Points a, b, and c, Clause 1, Article 175 of the Law on Enterprises, must be kept at the Company's head office no later than ten (10) days before the opening of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares for at least one (01) year have the right, either personally or together with a licensed lawyer, accountant, or auditor, to directly review the reports specified in this Article.
3. Reports of the Supervisory Board presented at the Annual General Meeting of Shareholders shall include:

- a. Remuneration, operating expenses, and other benefits of the Supervisory Board and each of its members as prescribed in Article 172 of the Law on Enterprises and the Company's Charter;
- b. Summary of meetings, conclusions, and recommendations of the Supervisory Board;
- c. Results of supervision of the Company's operations and financial status;
- d. Evaluation of transactions between the Company, its subsidiaries, and controlled entities (over 50% ownership) with members of the Board of Directors, the General Director, other executives, and their related persons; as well as transactions between the Company and entities in which such persons are founders or managers within the last three (03) years prior to the transaction;
- e. Results of supervision of the Board of Directors, the General Director, and other executives;
- f. Evaluation of coordination between the Supervisory Board, the Board of Directors, the General Director, and shareholders.

**Article 17. Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board**

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual budget for remuneration, bonuses, benefits, and operating expenses of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal provisions and must be presented as a separate item in the Company's annual financial statements.

**Article 18. Disclosure of Related Interests**

1. Members of the Supervisory Board must declare to the Company their related interests, including:
  - a. The name, enterprise code, head office address, and business lines of any enterprise they own or in which they hold capital contributions or shares; the ownership ratio and the time of ownership;

- b. The name, enterprise code, head office address, and business lines of any enterprise in which their related persons jointly or separately own capital contributions or shares representing more than ten percent (10%) of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of such change.
3. Members of the Supervisory Board and their related persons may only use information obtained through their positions to serve the interests of the Company.
4. Members of the Supervisory Board must notify the Board of Directors and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or controlled entities (over fifty percent (50%) ownership) and themselves or their related persons as prescribed by law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.
5. Members of the Supervisory Board and their related persons must not use or disclose internal information to others for related transactions.

## **CHAPTER VI**

### **RELATIONSHIPS OF THE SUPERVISORY BOARD**

#### **Article 19. Relationship Among Members of the Supervisory Board**

Members of the Supervisory Board maintain independent relationships with one another but coordinate and cooperate in their common work to ensure the effective fulfillment of the responsibilities, rights, and duties of the Supervisory Board in accordance with the law and the Company's Charter. The Head of the Supervisory Board coordinates the general activities of the Supervisory Board but does not have authority over other members.

#### **Article 20. Relationship with the Executive Board**

The Supervisory Board maintains an independent relationship with the Company's Executive Board and performs the function of supervising the activities of the Executive Board.

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

The Supervisory Board maintains an independent relationship with the Company's Board of Directors and performs the function of supervising the activities of the Board of Directors.

**CHAPTER VII**  
**IMPLEMENTATION PROVISIONS**

**Article 22. Effectiveness**

1. The Regulations on the Operation of the Supervisory Board of Design and Construction Joint Stock Company No.1 consist of seven (07) chapters and twenty-two (22) articles and take effect from ... April 2026.
2. Relevant units and individuals are responsible for organizing and implementing these Regulations in accordance with their provisions.
3. In case legal provisions related to the operation of the Supervisory Board of Design and Construction Joint Stock Company No.1 change and are not yet reflected in these Regulations, or if any provisions herein conflict with the law, such legal provisions shall automatically apply and govern the Supervisory Board's operations until these Regulations are amended or replaced.
4. Members of the Supervisory Board have the right to propose amendments or supplements. The Head of the Supervisory Board shall consolidate and adjust them to comply with current laws and the Company's operations. Any amendment, supplement, or replacement of these Regulations must be approved by the nearest General Meeting of Shareholders.

**ON BEHALF OF THE SUPERVISORY BOARD**  
**HEAD OF THE SUPERVISORY BOARD**

**TRAN THI BINH AN**





No: 26/2026/TT/DCF-HĐQT

HCMC, March 25<sup>th</sup>, 2026

## PROPOSAL OF THE BOARD OF DIRECTORS

*(V/v: The dismissal/ supplementary election of members of Independent Members of the Board of Directors)*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

**Design and Construction Joint Stock Company No. 1 (“DECOFI”)**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- Pursuant to the Charter of DECOFI
- Pursuant to the Resignation letter of Mr. Ho Viet Trung – Independent Member of the Board of Directors

The BOD of DECOFI respectfully submits to the GSM for consideration and approval of the dismissal and the supplementary election of one (01) Independent Director the 2024 – 2029 term as follows:

- Dismissal of Mr. Ho Viet Trung – Independent Member of the Board of Directors, effective from April 14<sup>th</sup>, 2026.
- Election of one (1) additional member of Independent Director. The term of the newly elected member of Independent Members of the Board of Directors will be the same as that of the current members (2024 – 2029) and will begin on April 14<sup>th</sup>, 2026.

Respectfully submitted for the GSM’s consideration and approval.

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- Above;
- Save BOD’s office.

*(signed)*

**PHAM HUNG CUONG**



No. 17/2026/TT/DCF-HĐQT

HCMC, March 25<sup>th</sup>, 2026

## PROPOSAL OF THE BOARD OF DIRECTORS

*(V/v: The dismissal/ supplementary election of members of the Supervisory Board)*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

**Design and Construction Joint Stock Company No. 1 (“DECOFI”)**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- Pursuant to the Charter of DECOFI
- Pursuant to the Resignation letter of Mr. Vu Ngoc Tue – Member of the Board of Supervisor

The BOD of DECOFI respectfully submits to the GSM for consideration and approval of the dismissal and election of one (1) additional member to the Supervisory Board for the 2024 – 2029 term as follows:

- Dismissal of Mr. Vu Ngoc Tue from the Supervisory Board, effective from April 14<sup>th</sup>, 2026.
- Election of one (1) additional member to the Supervisory Board. The term of the newly elected member of the Supervisory Board will be the same as that of the current members (2024 – 2029) and will begin on April 14<sup>th</sup>, 2026.

Respectfully submitted for the GSM’s consideration and approval.

**ON BEHALF OF THE BOD  
CHAIRPERSON**

**Recipient:**

- Above;
- Save BOD’s office.

*(signed)*

**PHAM HUNG CUONG**

No: .../2026/TT/DCF-HĐQT

HCMC, March 25<sup>th</sup>, 2026

**DRAFT**

**PROPOSAL OF THE BOARD OF THE DIRECTORS**

*(Re: The List of Nominees for the supplementary election of Independent Members of the Board of Directors for the 2024 – 2029 term)*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

**Design and Construction Joint Stock Company No. 1 (“DECOFI”)**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- Pursuant to the Charter of DECOFI;
- Pursuant to the regulation on election of additional members of Independent Members of the Board of Directors and the Supervisory Board for the term 2024-2029;
- Pursuant to the nomination/candidacy documents of the shareholders.

The Board of Directors of DECOFI respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the List of candidates to participate in the election of Independent Members of the Board of Directors for the 2024 - 2029 term as follows:

1. Mr/ Ms....
2. ....
3. ....

Respectfully submitted for the GSM’s consideration and approval.

**Recipient:**

- above;
- Save BOD’s office.

**ON BEHALF OF THE BOD  
CHAIRPERSON**

*(signed)*

**PHAM HUNG CUONG**

No: .../2026/TT/DCF-HĐQT

HCMC, March 25<sup>th</sup>, 2026

**DRAFT**

**PROPOSAL OF THE BOARD OF THE DIRECTORS**

*(Re: The List of Nominees for the supplementary election of Members of the Supervisory Board for the 2024 – 2029 term)*

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GSM”)**

**Design and Construction Joint Stock Company No. 1 (“DECOFI”)**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- Pursuant to the Charter of DECOFI;
- Pursuant to the regulation on election of additional members of Independent Members of the Board of Directors and the Supervisory Board;
- Pursuant to the nomination/candidacy documents of the shareholders.

The Board of Directors of DECOFI respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the List of candidates to participate in the election of members of the Board of Supervisors for the 2024 - 2029 term as follows:

1. Mr/ Ms....
2. ....
3. ....

Respectfully submitted for the GSM’s consideration and approval.

**ON BEHALF OF THE BOD  
CHAIRPERSON**

*(signed)*

**Recipient:**

- above;
- Save BOD’s office.

**PHAM HUNG CUONG**

**REGULATION ON****ELECTION OF ADDITIONAL INDEPENDENT DIRECTORS AND SUPERVISORY BOARD MEMBERS FOR THE 2024 – 2029 TERM**

*Pursuant to:*

- Enterprise Law No. 59/2020 /QH14 dated June 17, 2020 and documents amending, supplementing and guiding its implementation ("Enterprise Law");
- Securities Law No. 54/2019 /QH14 dated November 26, 2019 and documents amending, supplementing and guiding its implementation ("Securities Law");
- Charter of Organization and Operation of Construction and Design Joint Stock Company No. 1.

The Board of Directors has developed the Regulations for the election of additional Independent directors and Supervisory Board members for the 2024 - 2029 term at the 2026 Annual General Meeting of Shareholders of and Design and Construction Joint Stock Company No. 1 as follows:

**I. EXPLANATION OF TERMS/ACBREVIATIONS**

DECOFI: No. 1 Construction and Design Joint Stock Company  
Company: Construction and Design Joint Stock Company No. 1

BOD: Board of Directors

BOS: Board of Supervisors

OC: Organizing Committee

GSM: General Shareholders' Meeting

Delegate: Shareholder, representative (authorized person)

**II. THE MEETING CHAIRPERSON**

The Meeting Chairperson is responsible for presiding over the election with the following specific tasks:

- Introducing the list of nominees/candidates of Independent directors / the BOS for the term 2024 - 2029;
- Resolve election complaints (if any).

**III. NUMBER AND CRITERIA FOR INDEPENDENT DIRECTORS / SUPERVISORY BOARD MEMBERS****1. Number and term:**

- Number of additional elected members of Independent Directors: 01 person
- Number of additional elected members of the Supervisory Board: 01 person
- Term of Independent Directors / BOS member: 2024 - 2029

**2. Criteria and Eligibility for Independent Directors**

- No be a person to the provisions of Clause 2, Article 17 of Enterprise Law No.

59/2020/QH14

- Having qualifications and experience in business administration or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company.
- A member of the Board of Directors may concurrently serve as a member of the Board of Directors or the Members' Council of a maximum of 05 (five) other companies.
- Must not be currently working for the Company, its parent company, or its subsidiaries; and must not have worked for the Company, its parent company, or its subsidiaries for at least the 03 (three) preceding years.
- Must not be a person currently receiving salary or remuneration from the Company, excluding allowances that Board members are entitled to under regulations;
- Must not be a person whose spouse, biological parent, adoptive parent, biological child, adoptive child, or sibling is a major shareholder of the Company, or a manager of the Company or its subsidiaries;
- Must not directly or indirectly own at least 01% of the total voting shares of the Company;
- Must not have served as a member of the Board of Directors or the Supervisory Board of the Company for at least the 05 (five) preceding years, except in cases of appointment for 02 (two) consecutive terms.

### **3. Criteria and Eligibility of the candidates of BOS**

- No be a person to the provisions of Clause 2, Article 17 of Enterprise Law No. 59/2020/QH14
- Having qualifications and experience in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors appropriate to the business operations of the enterprise.
- Not a relative of a member of the BOD, Director or General Director and other managers.
- Not a Company manager; not necessarily a shareholder or employee of the Company, unless otherwise provided in the Company's Charter.
- Not in the following cases:
  - a) Work in the Company's accounting and finance department;
  - b) Be a member or employee of an independent auditing company that audits the Company's financial statements for the previous three (03) consecutive years.

## **IV. ELECTION RULES**

- Comply with the provisions of Law and the Company Charter.
- The Vote Counting Committee is nominated by the Meeting Chairperson and approved by the GSM. Members of the Vote Counting Committee may not be on the list of nominees or candidates for Independent Directors/ the BOS.

## **V. NOMINATION AND CANDIDATE REGULATIONS**

- In case the candidates have been determined, information related to the candidates for Independent Directors / the BOS shall be included in the documents of the GSM and announced at least 10 (ten) days prior the date of the GSM on the Company's website for reference so that Shareholders can learn before voting.
- Candidates for Independent Directors/ the BOS must have a written commitment to the honesty, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of Independent Directors / the BOS. Information related to candidates for Independent Directors / the BOS to be announced shall include at least the following contents:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including Independent Directorships or Supervisory Board memberships in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any);

The Company is responsible for disclosing information about the companies in which the candidate holds the position of Independent Directors / the BOS, other management positions and the interests related to the Company of the candidate for Independent Directors/ the BOS (if any).

- Shareholders or groups of Shareholders hold voting shares from ten percent (10%) or more of total voting shares have the right to nominate candidates for Independent Directors/ the BOS.
- In case, candidates for Independent Directors/ the Supervisory Board through nomination and candidacy is not enough, the incumbent Independent Directors/ Supervisory Board can nominate additional candidates or organize nominations as prescribed in the Company Charter, Internal Regulations on Corporate Governance, Regulations on the operation of the Board of Directors and Regulations on the operation of the Supervisory Board. The nomination of additional candidates by the incumbent Board of Directors/Supervisory Board must be clearly disclosed before the

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GMS votes on the Independent Directors/Supervisory Board members, in accordance with the law.

## **VI. APPLICATION FORM FOR NOMINATION AND CANDIDATE FOR INDEPENDENT DIRECTORS / SUPERVISORY BOARD**

The nomination and candidacy documents for Independent Directors/Supervisory Board include the following contents:

- Original Candidate Nomination Form / Application form for Independent Board Member/Supervisory Board Member or in which there is a commitment that the candidates meet the standards prescribed by law and the DECOFI Charter (according to the form) ;
- Original Candidate Information for Independent Directors/Supervisory Board (according to form);
- Copy of diploma or certificate proving professional qualifications;
- Original declaration of related persons;
- Notarized copy of ID card or Citizen ID card or Passport.
- Location and deadline for receiving nomination and candidacy applications .

To facilitate the organization of the Congress, candidates please send your application in advance. **16:30 on April 04<sup>th</sup>, 2026**. Nomination documents are sent directly or by post in the form of guaranteed delivery to the address :

*Office of the BOD: Design and Construction Joint Stock Company No. 1  
Address: 28 Mac Dinh Chi, Ward Sai Gon, HCM*

## **VII. LIST OF CANDIDATES**

- Based on the nomination documents of shareholders, shareholder groups and the attached documents of the candidates, the Secretariat the General Meeting will prepare a List of candidates who meet the prescribed conditions to elect members of for Independent Directors/Supervisory Board.

## **VIII. ELECTION METHOD**

- Implement the cumulative voting method.
- Each Delegate has a total number of votes corresponding to the total number of shares owned, representing ownership multiplied by the number of members of Independent Directors/the BOS to be elected.
- Delegates have the right to cast all their votes for one or more candidates.
- In case of additional candidates appearing on the day of the Meeting, Delegates can contact the Vote Counting Committee to request a new Election paper and return the invalid Election paper (before putting it in the ballot box).

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**IX. VOTE FOR ADDITIONAL MEMBERS OF THE BOS****1. Contents**

- The ballot for additional members of Independent Directors/the BOS (Ballot) is a Election paper with the Delegate code, number of shares owned and/or represented, and the Company's seal.
- Each Delegate will be given one (01) additional ballot for the additional election Independent Board Members / Supervisory Board Members. When given the ballot, the Delegate must check the information on the ballot. If there is any error, it must be immediately reported to the Vote Counting Committee.

**2. How to write a ballot**

Delegates directly record the number of votes for each candidate according to their confidence. The number of votes recorded for each candidate may be different, but the total number of votes for candidates does not exceed the total number of votes entitled to be cast by shareholders.

**3. Validity and Invalidity of Election paper**

- Valid Election paper must be the pre-printed form issued by the OC, without erasures, scratches, or any other content other than the regulations for the Election paper; has the signature and full name of the participating Delegate.
  - The following Election paper will be considered invalid:
    - Add other content to the Election paper;
    - Write the content on the Election paper by pencil;
    - Cross out the candidates' names;
    - Do not issued by the OC, do not have the Company's seal, or have been erased, edited, or have additional content written outside the regulations for the Election paper;
    - Electing more members of Independent Directors/ the BOS than prescribed;
    - Containing names of persons not on the list of nominees approved by GSM;
    - Has a total number of votes for candidates greater than the total number of votes allowed to be cast by the Delegate;
    - No signature and/or full name of the attending Delegate.
  - Blank Election paper: A Election paper not cast for any candidate.
- Invalid Election paper and Blank Election paper will not be considered valid when counting the election votes.

**4. Voting and Counting**

- In case of any error, shareholders can contact the Vote Counting Committee to request a new Election paper and must return the old Election paper (before putting it in the ballot box).
- Delegates put their Election paper into the ballot box prepared by the OC.
- After the voting is completed, the vote counting will be conducted under the supervision of the BOS or shareholder representatives.
- The Vote Counting Committee is responsible for making minutes of vote counting, announcing results and, together with the Chairman, resolving shareholders' questions and complaints (if any).
- Election paper after counting will be stored according to regulations.

#### **5. Principles of election**

- Elected members of Independent Directors / the BOS are determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until the required number of members is reached.
- In case there are 02 (two) or more candidates receiving the same number of votes for the last member (or the sole member in case of electing only one member of Independent Directors / the Supervisory Board, a re-election will be held among the candidates with the same number of votes.
- If the first election results do not have enough members for Independent Directors / the BOS, elections will be held until the required number of members are elected.

#### **X. EFFECTIVE**

These election regulation takes effect immediately after being approved by the GSM .

These Regulations shall expire upon the conclusion of the 2026 Annual General Meeting of Shareholders.

The above constitutes the full text of the Regulations on the Supplementary Election of Independent Directors and Supervisory Board Members of the Company for the 2024 – 2029 term at the GSM of DECOFI, respectfully submitted to the GSM for consideration and approval.

**Recipient:**

- Shareholders;
- Save BOD's office.

*Ho Chi Minh City, March 25<sup>th</sup>, 2026*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON**

*(signed)*

**PHAM HUNG CUONG**

