

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness



**REGULATIONS ON THE OPERATION OF THE
SUPERVISORY BOARD
DESIGN AND CONSTRUCTION JOINT STOCK
COMPANY NO.1**

Ho Chi Minh City, April 14th 2026

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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 14, 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

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