

**SOCIALIST REPUBLIC OF VIETNAM**  
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**REGULATIONS ON THE OPERATION OF THE BOARD  
OF DIRECTORS  
OF DESIGN AND CONSTRUCTION JOINT STOCK COMPANY  
NO.1**

Ho Chi Minh City, April 14<sup>th</sup> 2026

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**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 ~~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 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**