



DEVELOPMENT INVESTMENT CONSTRUCTION NUMBER 2 JSC

Address : No. 5, Street No. 6, Chi Linh Urban Area, Thang Nhat Ward, Vung Tau City.

Telephone : (84-254) 3.613.944 Fax : (84-254)3.584864 – 3.616365

Website : <http://dic2.vn> Email : infor@dic2.vn

DEVELOPMENT INVESTMENT
CONSTRUCTION NUMBER 2 JSC

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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Vung Tau, April 29, 2025

REGULATION THE OPERATION OF THE BOARD OF DIRECTORS

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of several articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding several provisions on 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;
- Pursuant to the Charter of Development Investment Construction Number 2 Joint Stock Company;
- Pursuant to the Resolution of the General Meeting of Shareholders No. .../NQ-ĐHĐCĐ dated April 29, 2025

The Board of Directors issues the Regulation on the Operation of the Board of Directors of Development Investment Construction Number 2 Joint Stock Company;

Regulation on the Operation of the Board of Directors of Development Investment Construction Number 2 Joint Stock Company includes:

Definitions and Terminology:

1. In this Regulation, the following terms shall be understood as follows:
 - a. “Shareholder” refers to an individual or organization that owns at least one share of the Company;
 - b. “Company” refers to Development Investment Construction Number 2 Joint Stock Company;
 - c. “Charter” refers to the Charter of Development Investment Construction Number 2 Joint Stock Company, approved by the Resolution of the Annual General Meeting of Shareholders in 2021, dated April 9, 2021;
 - d. “Law on Enterprises” refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and the guiding documents and amendments, supplements, or replacements (if any);



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- e. “Law on Securities” refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and the guiding documents and amendments, supplements, or replacements (if any);
 - f. “Related persons” refers to any individual or organization defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - g. “Authorized representative” refers to a person authorized by a shareholder who is an organization to exercise its shareholder rights as prescribed by law;
 - h. “Authorized person to attend the meeting” refers to a person authorized by a shareholder (either an individual or organization) or the authorized representative of a shareholder who is an organization to attend and vote at the General Meeting of Shareholders according to the forms prescribed in the Law on Enterprises and the Company’s Charter;
 - i. “Management person” refers to the Chairman of the Board of Directors, Board members, and the Director;
 - j. “Law” refers to all legal documents as prescribed by the Law on the issuance of legal documents No. 80/2015/QH13 passed by the National Assembly on June 22, 2015, and the amendments, supplements, or replacements (if any), and the laws and regulations in effect either in written or unwritten form at the location where the Company lists its shares for trading or where the Company registers its shares for trading, including the regulations of the Stock Exchange;
 - k. “Regulation” refers to this Regulation on the operation of the Board of Directors;
 - l. “Stock Exchange” refers to the stock exchange where the Company lists or registers its shares for trading;
 - m. “Independent member of the Board of Directors” refers to a member of the Board of Directors who meets the conditions for an independent member as prescribed by law;
 - n. “Vietnam” refers to the Socialist Republic of Vietnam.
2. In this Regulation, references to any provision or document shall include amendments, supplements, or replacements of that provision or document.
3. The headings (chapters, articles of this Regulation) are for convenience in reference and do not affect the content of this Regulation.
4. “Person” includes both individuals and organizations.

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. The Regulation on the operation of the Board of Directors of Development Investment Construction Number 2 Joint Stock Company is established based on the Company's Charter and the Company's Regulations.



2. Scope of Regulation: This Regulation governs the organizational structure, operational principles, powers, and responsibilities of the Board of Directors and its members, to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter, and other relevant legal regulations.
3. Subjects of Application: This Regulation applies to all activities of the Board of Directors, the members of the Board of Directors, and other employees involved in the management activities of the Company. If any provision in this Regulation conflicts with the Company's Charter, the provisions of the Company's Charter shall prevail.

Article 2. Principles of Operation of the Board of Directors

1. The Board of Directors works on the principle of collective decision-making. The members of the Board of Directors are individually responsible for their assigned duties and collectively responsible to the General Meeting of Shareholders and the law for the Resolutions and Decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors assigns the responsibility to the Director to organize and manage the implementation of 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 the rights as prescribed by the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents related to the financial situation and business operations of the Company and its subsidiaries.
2. Members of the Board of Directors have obligations as prescribed in the Company's Charter, and the following obligations:
 - a) To perform their duties honestly and carefully for the best interest of the shareholders and the Company;
 - b) To attend all meetings of the Board of Directors and provide opinions on matters discussed;
 - c) To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, affiliates, and other organizations;
 - d) To report to the Board of Directors at the next meeting on transactions between the Company, its subsidiaries, and companies under its control (holding more than 50% of the charter capital), and with the Board member and their related persons; transactions between the Company and a company where a Board member is a founding member or a business manager within the last 3 years before the transaction;
 - đ) To disclose information when trading the Company's shares in accordance with legal provisions.

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3. The independent members of the Board of Directors of a listed company must prepare a report evaluating the activities of the Board of Directors.
4. To perform the general duties and powers of the Board of Directors as prescribed in the Company's Charter, as well as specific tasks related to their position, working conditions, and/or personal capabilities as assigned by the Chairman of the Board of Directors.

Article 4. The Right to Access Information for Members of the Board of Directors

1. Members of the Board of Directors have the right to request the Director, Deputy Directors, and other managers in the Company to provide information and documents related to the financial situation and business operations of the Company and its subsidiaries.
2. The managers are required to provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors. The procedures for requesting and providing information shall be specified in the Company's Charter.

Article 5. Term of Office and Number of Members of the Board of Directors

1. The Board of Directors consists of 03 members. The term of office of a member of the Board of Directors is not more than 05 years and can be re-elected for an unlimited number of terms. An individual can serve as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms.
2. In the event that all members of the Board of Directors complete their term, those members will continue to serve on the Board until new members are elected to replace them and take over their duties, unless otherwise specified in the Company's Charter.
3. The structure of the Board of Directors ensures that at least one-third of the total members are non-executive members. The Company limits the number of executive directors on the Board to ensure the independence of the Board.
4. A member of the Board of Directors will lose their status as a Board member if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations on information disclosure on the stock market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

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) They must not belong to the group defined in Clause 2, Article 17 of the Law on Enterprises;

- b) They must have expertise and experience in business management or in the field or industry of the Company, and are not required to be shareholders of the Company;
 - c) Members of the Board of Directors may simultaneously serve as members of the Board of Directors of other companies;
 - d) For state-owned enterprises as defined in Point b, Clause 1, Article 88 of the Law on Enterprises, and subsidiaries of state-owned enterprises as defined in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors must not be family members of the Director or other managers of the Company or the parent company;
 - d) Other standards and conditions as specified in the Company's Charter.
2. Independent members of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following standards and conditions:
- a) They must not be currently employed by the Company, the parent company, or its subsidiaries, nor have been employed by the Company, the parent company, or its subsidiaries within at least the last 03 years;
 - b) They must not receive salary or remuneration from the Company, except for the allowances provided to Board members as specified;
 - c) They must not be a spouse, parent, adopted parent, biological child, adopted child, sibling, or close relative of a major shareholder, manager of the Company, or the Company's subsidiaries;
 - d) They must not directly or indirectly own at least 1% of the total shares with voting rights of the Company;
 - d) They must not have served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the last 05 years, except in cases of continuous appointment for 02 terms;
 - e) Other standards and conditions as specified in the Company's Charter.
3. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article, and will automatically cease to be independent members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must inform the General Meeting of Shareholders at the nearest meeting or convene a General Meeting to elect a new independent member within 06 months from the date the notice is received from the independent member.

Article 7. Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
- 2. The Chairman of the Board of Directors of the Company cannot concurrently hold the position of Chief Executive Officer (CEO).

3. The Chairman of the Board of Directors has the following rights and duties:
 - a) To establish the program and activity plan of the Board of Directors;
 - b) To prepare the program, content, and documents for the meetings; to convene, preside over, and chair the Board meetings;
 - c) To organize the approval of Resolutions and Decisions of the Board of Directors;
 - d) To supervise the implementation of the Resolutions and Decisions of the Board of Directors;
 - đ) To chair the General Meeting of Shareholders;
 - e) To sign Resolutions, Decisions, and other documents approved by the Board of Directors within its authority (except documents assigned to the CEO);
 - f) To monitor and expedite the implementation of tasks between Board meetings;
 - g) The Chairman of the Board of Directors may periodically delegate certain rights and responsibilities to members of the Board of Directors by written authorization;
 - h) To sign documents on behalf of the General Meeting of Shareholders when authorized or passed by the General Meeting of Shareholders;
 - i) The Chairman of the Board of Directors is responsible for the general management of the Board's activities and may directly oversee specific tasks as delegated by the Board or as prescribed by law, provided the tasks fall within the Chairman's authority. The Chairman does not handle tasks delegated to a member of the Board, except when the delegation period has expired;
 - j) The Chairman of the Board of Directors has the right to meet, discuss, and receive information and documents from staff about the Company's activities;
 - l) Other rights and duties as stipulated by the Law on Enterprises and the Company's Charter.
4. In the event that the Chairman of the Board of Directors 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 delegate the authority by written authorization to another Board member to perform the Chairman's duties as per the Company's Charter. In the event there is no authorized person, or the Chairman of the Board of Directors is deceased, missing, detained, imprisoned, undergoing administrative penalties at compulsory rehabilitation centers, or prohibited by the Court from holding office, the remaining members must elect a new Chairman from among themselves by majority vote until a new decision is made by the Board of Directors.
5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary has the following rights and duties:
 - a) To assist the members of the Board of Directors in fulfilling their assigned rights and duties;



- b) To assist the Board of Directors in applying and implementing corporate governance principles;
- c) To assist the Company in building relationships with shareholders and protecting shareholders' legal rights and interests, ensuring compliance with information disclosure obligations and administrative procedures;
- d) To build and monitor the activity program of the Board of Directors and the schedule of the Chairman and members of the Board of Directors;
- e) To advise on meeting procedures and record meeting minutes;
- f) To advise on the procedures for General Meetings of Shareholders and Board of Directors meetings, and assist in organizing these meetings as directed by the Chairman of the Board or the Board of Supervisors;
- g) To provide financial information, meeting minutes, and other documents to the members of the Board of Directors and the Board of Supervisors;
- h) To record the minutes and content of meetings, working sessions, and negotiations of the Board of Directors, the Chairman of the Board, and the members of the Board of Directors;
- i) To draft documents, Resolutions of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors;
- j) To assist the Board of Directors and Chairman of the Board in implementing, monitoring, summarizing, and reporting the results of implementing the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board;
- k) To summarize and present to the Board of Directors and the Chairman the proposals, documents, and materials submitted by the CEO, as well as other documents sent to the Board;
- l) To maintain a record of outgoing and incoming correspondence of the Board of Directors. To store and safeguard the records and documents of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors. To provide and notify relevant parties of the Resolutions and documents from the General Meeting of Shareholders, the Board of Directors, and the Chairman, as per Company regulations;
- m) Other rights and duties as stipulated by the Company's Charter and assigned by the Board of Directors and the Chairman of the Board of Directors.

Article 8. Dismissal, Removal, Replacement, and Addition 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:

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- a) If they no longer meet the qualifications and conditions as prescribed in Article 155 of the Law on Enterprises;
 - b) If they submit a resignation that is accepted;
 - c) In other cases specified 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) If they do not participate in Board activities for 06 consecutive months, except in cases of force majeure;
 - b) In other cases specified in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors or dismiss/remove members outside the cases specified in Clause 1 and Clause 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) If the number of Board members is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the reduction exceeds one-third;
 - b) If the number of independent members of the Board of Directors decreases and does not meet the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the next meeting.

Article 9. Election, Dismissal, and Removal of Members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors according to the provisions in Clause 2, Article 24 of the Company's Charter. The nomination process is as follow:
 - a) The shareholders forming a group to nominate candidates for the Board must notify the meeting attendees of their group meeting before the General Meeting of Shareholders is opened;
 - b) Based on the number of Board members, shareholders or groups of shareholders as specified in this Clause have the right to nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or the group of shareholders is lower than the number they are entitled to nominate, the remaining candidates will be nominated by the Board of Directors and other shareholders.

2. If the number of nominated candidates for the Board of Directors through nominations and candidacies still does not meet the required number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors will introduce additional candidates or organize further nominations according to the provisions of the Company's Charter, the Company's Governance Regulations, and the Board of Directors' Operating Regulations. The introduction of additional candidates by the incumbent Board must be clearly disclosed before the General Meeting of Shareholders votes on the election of the Board members in accordance with the law.
3. Voting for Board members must be conducted by cumulative voting, where each shareholder's voting rights are equal to the total number of shares they own multiplied by the number of members to be elected. Shareholders have the right to allocate all or part of their total voting rights to one or more candidates. The elected members of the Board of Directors are determined based on the highest number of votes, starting with the candidate who receives the most votes, until the required number of members as prescribed in the Company's Charter is reached. In the case where two or more candidates receive the same number of votes for the last Board position, a re-election will be held among those candidates or a selection will be made according to the election procedure or the Company's Charter.
4. The election, dismissal, and removal of members of the Board of Directors are decided by the General Meeting of Shareholders through voting.

Article 10. Notification on the Election, Dismissal, and Removal of Board Members

1. When candidates for the Board of Directors have been identified, the Company must disclose information about the candidates at least 10 days before the General Meeting of Shareholders opens on the Company's website so that shareholders can review the candidates before voting. Board candidates must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must pledge to perform their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. The information disclosed about Board candidates includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work history;
 - d) Other management positions (including Board positions at other companies);
 - e) Interests related to the Company and related parties;
 - f) Other information (if any) as prescribed in the Company's Charter;
 - g) Public companies must disclose information about companies where the candidate holds a Board member position, other managerial roles, and any interests related to the company (if any).

2. The announcement of the results of the election, dismissal, or removal of Board members shall be carried out in accordance with the regulations on information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, with full authority to represent the Company to make decisions, exercise rights, and fulfill obligations of the Company, except for those rights and obligations belonging to the General Meeting of Shareholders.
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:
 - a) To decide on the strategies, medium-term development plans, and annual business plans of the Company;
 - b) To propose the types and total number of shares to be offered;
 - c) To decide on the sale of unsold shares within the authorized amount for each type of shares; to decide on raising additional capital in other forms;
 - d) To determine the price of the Company's shares and bonds;
 - đ) To decide on share buybacks as prescribed in Clauses 1 and 2 of Article 133 of the Law on Enterprises;
 - e) To decide on investment plans and projects within their authority and in accordance with the law;
 - g) To decide on market development solutions, marketing, and technology;
 - h) To approve contracts for buying, selling, borrowing, lending, and other contracts or transactions worth 35% or more of the total asset value as stated in the Company's latest financial statement, as well as contracts and transactions within the 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;
 - i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts, and terminate contracts with the CEO and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits for these managers; to appoint representatives to attend the Board of Members or the General Meeting of Shareholders of other companies, and decide on the remuneration and benefits for those representatives;
 - k) To monitor and direct the CEO and other managers in the daily operations of the Company;

- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and capital contributions or share acquisitions in other businesses;
 - m) To approve the program, content, and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or seek opinions to approve resolutions;
 - n) To present the audited annual financial report to the General Meeting of Shareholders;
 - o) To propose the dividend level; to decide on the time and procedures for dividend payments or the handling of business losses;
 - p) To propose the restructuring or dissolution of the Company; to request the Company's bankruptc;
 - q) To decide on the issuance of the Board of Directors' operational regulations, internal corporate governance regulations, after approval by the General Meeting of Shareholders; to decide on the issuance of the audit committee's operational regulations, and the Company's information disclosure regulations;
 - r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company's Charter.
3. The Board of Directors adopts Resolutions and Decisions by voting at meetings, by written opinions, or by other methods prescribed in the Company's Charter. Each member of the Board of Directors has one vote.
 4. If a Resolution or Decision passed by the Board of Directors violates the law, the General Meeting of Shareholders' resolutions, or the Company's Charter and causes harm to the Company, the members who agreed to the resolution or decision must jointly take personal responsibility for it and compensate the Company for the damage. Members who opposed the resolution or decision are 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

1. The Board of Directors approves contracts and transactions worth less than 35% of the total assets or transactions that result in the total transaction value within 12 months from the first transaction being less than 35% of the total assets recorded in the latest financial report of the Company, or a lower percentage as specified in the Company's Charter, between the Company and the following entities:
 - a) Members of the Board of Directors, members of the Board of Supervisors, CEO, other managers, and their related parties;
 - b) Shareholders or authorized representatives of shareholders owning more than 10% of the Company's total common shares and their related parties;

- c) Businesses related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.
- 2. The Company's representatives signing contracts and transactions must inform the Board of Directors and the Board of Supervisors of the related parties involved in the contract or transaction and send the draft contract or main content of the transaction. The Board of Directors must approve the contract or transaction within 15 days from receiving the notice, unless a different period is specified in the Company's Charter. Members of the Board of Directors with interests related to the parties in the contract or transaction are not allowed to vote.

Article 13. The Board of Directors' Responsibility 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) If the Board of Directors deems it necessary for the benefit of the Company;
 - b) If the number of remaining members of the Board of Directors or Board of Supervisors is less than the minimum required by law;
 - c) If requested by shareholders or groups of shareholders holding at least 10% of the total shares as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting must be in writing and specify the reason and purpose of the meeting, with the necessary signatures from relevant shareholders or in multiple copies with sufficient signatures;
 - d) If requested by the Board of Supervisors;
 - đ) Other cases as prescribed by law and the Company's Charter.
- 2. Convocation of an Extraordinary General Meeting of Shareholders
The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board, or members of the Board of Supervisors falls below the minimum required number as prescribed in the Company's Charter, or upon receiving a request as specified in Points c and d, Clause 1 of this Article;
- 3. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders entitled to attend the meeting;
 - b) Provide information and address any complaints related to the shareholder list;
 - c) Prepare the program and agenda for the meeting;
 - d) Prepare documents for the meeting;

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- e) Draft the resolutions for the General Meeting of Shareholders based on the proposed agenda; include the list and detailed information of candidates in the case of electing members to the Board of Directors or the Board of Supervisors;
- f) Determine the time and venue for the meeting;
- g) Send meeting invitations to each shareholder entitled to attend as per the provisions of the Law on Enterprises;
- h) Other tasks to support the meeting.

Article 14. Committees Assisting the Board of Directors.

1. The Board of Directors may establish subcommittees to be responsible for policy development, human resources, remuneration, internal auditing, and risk management. The number of subcommittee members is determined by the Board of Directors, with at least 03 members, including Board members and external members. Independent members of the Board of Directors or non-executive Board members must be the majority, with one of them appointed as the head of the subcommittee as decided by the Board. The subcommittee must operate in accordance with the Board's regulations. The subcommittee's resolutions are only valid if approved by a majority of the members present at the meeting.
2. The implementation of decisions made by the Board of Directors or subcommittees under the Board of Directors must comply with the current legal regulations and the provisions of the Company's Charter and internal corporate governance regulations.

CHAPTER IV. BOARD OF DIRECTORS MEETINGS

Article 15. Board of Directors Meetings

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) working days from the conclusion of the Board election. This meeting will be convened and chaired by the member who has the highest number of votes or the highest voting percentage. In the case where there are multiple members with the same highest votes or voting percentage, the members will vote by majority to select one person among them to convene the meeting.
2. The Board of Directors must hold regular meetings at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting in the following cases:
 - a) At the request of the Board of Supervisors or independent members of the Board of Directors;
 - b) At the request of the CEO or at least five (05) other managers;
 - c) At the request of at least two (02) members of the Board of Directors;
 - d) In other cases as stipulated in the Company's Charter.

4. The request referred to in Clause 3 of this Article must be in writing, specifying the purpose, issues to be discussed, and decisions within the Board's authority.
5. The Chairman of the Board of Directors must convene the meeting within seven (07) working days from receiving the request specified in Clause 3 of this Article. If the meeting is not convened according to the request, the Chairman shall be held responsible for any resulting damage to the Company; the person who made the request has the right to replace the Chairman in convening the meeting.
6. The Chairman of the Board of Directors or the person convening the meeting must send out a notice of the meeting no later than three (03) working days before the meeting date. The notice must specify the time, venue, agenda, and issues to be discussed and decided. The notice must include documents to be used at the meeting and voting ballots for members.
The notice may be sent via invitation letter, phone, fax, electronic means, or other methods as stipulated in the Company's Charter, ensuring it reaches the registered contact address of each Board member.
7. The Chairman of the Board of Directors or the person convening the meeting must send the notice and documents to the members of the Board of Supervisors as they would to Board members. Members of the Board of Supervisors have the right to attend the Board meetings; they may discuss but cannot vote.
8. A meeting of the Board of Directors is valid if at least three-quarters (3/4) of the total members are present. If the meeting, convened according to this provision, does not have enough members present, it will be reconvened within seven (07) days from the first intended meeting date. In this case, the meeting will proceed if more than half of the Board members are present.
9. Board members are considered to be present and vote in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
 - c) Attending and voting via an online meeting, electronic voting, or other electronic methods;
 - d) Sending the voting ballot to the meeting via mail, fax, or email;
 - đ) Sending the voting ballot by other means [as stipulated in the Company's Charter].
10. If sending the voting ballot by mail, the ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting starts. The ballot will only be opened in the presence of all participants.
11. Members must attend all Board meetings. Members are allowed to delegate another person to attend and vote if approved by the majority of the Board members.

12. A Resolution or Decision of the Board of Directors is passed if it is approved by the majority of members present at the meeting; in case of a tie, the final decision will be made based on the opinion of the Chairman of the Board of Directors

Article 16. Minutes of Board of Directors Meetings

1. Meetings of the Board of Directors must be recorded in minutes, and they may be audio-recorded, transcribed, and stored in other electronic forms. The minutes must be written in Vietnamese and may also be written in a foreign language, including the following main content:
 - a) Name, address of the Company's headquarters, and enterprise registration number;
 - b) Time and venue of the meeting;
 - c) Purpose, program, and agenda of the meeting;
 - d) Full name of each member present or authorized to attend and the manner of their attendance; names of members not attending and reasons for absence;
 - d) Issues discussed and voted on at the meeting;
 - e) A summary of each member's comments, in the order they were made during the meeting;
 - g) Voting results, clearly stating those in favor, those against, and those abstaining;
 - h) Issues approved and the corresponding voting approval rate;
 - i) Full name, signature of the Chairman, the minute-taker, and members of the Board of Directors attending the meeting, except as specified in Clause 2 of this Article.
2. In the event the Chairman or the minute-taker refuses to sign the meeting minutes, the minutes will still be valid if all other attending members of the Board sign the minutes and the content complies with the requirements specified in Points a, b, c, d, e, g, and h of Clause 1 of this Article.
3. The Chairman, the minute-taker, and those signing the minutes are responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
4. The minutes of the Board of Directors meeting and the documents used in the meeting must be stored at the Company's headquarters.
5. The minutes prepared in Vietnamese and foreign languages are legally valid equally. In case of any discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall apply.
6. As assigned by the Chairman of the Board of Directors, the Company Secretary is responsible for copying or excerpting the minutes of the Board of Directors meeting and sending them to the Board members, the Board of Supervisors, and the CEO of the Company for implementation.

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual Reporting

1. At the end of the fiscal year, the Board of Directors must present the following reports to the General Meeting of Shareholders:
 - a) Report on the Company's business results;
 - b) Financial report;
 - c) Report on the evaluation of the Company's management and operations;
 - d) Audit report by the Board of Supervisors.
2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to the Board of Supervisors for evaluation no later than thirty (30) days before the opening of the annual General Meeting of Shareholders.
3. The reports specified in Clauses 1 and 2 of this Article, along with the audit report from the Board of Supervisors and the audit report, must be kept at the Company's headquarters no later than ten (10) days before the opening of the annual General Meeting of Shareholders. Shareholders who have held shares in the Company for at least one (01) year have the right to directly review these reports, either individually or with a lawyer, accountant, or certified auditor.

Article 18. Remuneration, Bonuses, and Other Benefits of the Board Members

1. The Company has the right to pay remuneration and bonuses to the members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. The remuneration for work is calculated based on the number of days required to complete the duties of a Board member and the daily rate of remuneration. The Board of Directors agrees on the remuneration for each member by consensus. The total remuneration and bonuses for the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration for each member of the Board of Directors is accounted for as a business expense by the Company in accordance with corporate income tax regulations, presented separately in the Company's annual financial report, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or working in subcommittees of the Board, or performing tasks outside their regular duties as Board members, may be paid additional remuneration in the form of a lump sum fee, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.
5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while fulfilling their responsibilities as Board members,

including expenses for attending General Meetings of Shareholders, Board meetings, or subcommittee meetings.

6. Board members may be provided with liability insurance by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to the member's violation of the law or the Company's Charter.

Article 19. Disclosure of Related Interests

The disclosure of related interests and related parties of the Company shall be carried out as follows:

1. Board members must declare their related interests to the Company, including:
 - a) The name, business registration number, address of the company's headquarters, industry, and business activities of any company in which they hold ownership or shares; the proportion and the time of acquiring or holding those ownership interests or shares;
 - b) The name, business registration number, address of the company's headquarters, industry, and business activities of any company where their related parties are owners, jointly own, or individually own more than 10% of the company's 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 additions must be notified to the Company within seven (07) working days from the date of the amendment or addition.
3. A Board member acting on their own behalf or on behalf of another person to conduct any business within the scope of the Company's activities must explain the nature and content of that work to the Board of Directors and may only proceed with the work if approved by the majority of the remaining Board members; if the work is carried out without disclosure or approval from the Board of Directors, all income derived from such activity belongs to the Company.

CHAPTER VI. RELATIONSHIPS WITHIN THE BOARD OF DIRECTORS

Article 20. Relationship Between Members of the Board of Directors

1. The relationship between members of the Board of Directors is one of cooperation. Board members are responsible for informing each other about relevant issues during the execution of their assigned tasks.
2. During the execution of their tasks, the Board member responsible for a specific area must proactively coordinate with other members if there are issues related to other areas under the responsibility of different members. If there are differing opinions among the Board members, the member responsible must report to the Chairman of the Board for review and decision according to their authority or organize a meeting or gather the opinions of other Board members as per the law, the Company's Charter, and these Regulations.

3. In the case of reassigning tasks among the members of the Board of Directors, the members must hand over the tasks, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board.

Article 21. Relationship with the Executive Board

1. In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. The Board of Directors also monitors and oversees the implementation of these resolutions.
2. The Board of Directors does not intervene in the executive management of the CEO. The Board of Directors may attend the monthly meetings of the Company's executive team, meetings to review investment projects, cooperation proposals, etc., chaired by the CEO before they are presented to the Board for approval. Annually, the Board of Directors plans to work with the Company's subsidiaries to monitor and supervise the implementation of the production and business plans, as well as the resolutions/decisions of the Board, and to promptly address related recommendations within the Board's authority.
3. The Board of Directors uses the Company's departments and/or specialists to assist in reviewing and providing consulting opinions on relevant issues.
4. The Company's Secretariat is responsible for organizing and managing the files, documents, and communications of the Board of Directors according to the current regulations on document management within the Company. All documents and records from the Company's executive team presented to the Board must be sent to the Board of Directors on the next working day.
5. Documents and communications sent to the Board of Directors, after being recorded in the tracking log, must be forwarded to the Chairman of the Board or the authorized person for processing. Communications from shareholders or higher authorities sent to the Company related to management issues must be forwarded to the Chairman of the Board or the authorized person for coordination and resolution.
6. Communications and documents issued by the Board of Directors or sent out are registered under the Board's code number and must be managed separately.
7. The Board of Directors uses the Company's seal to issue documents for leadership and management work within the Company and/or for transactions with external organizations/individuals.
8. Documents and records submitted by the executive team to the Board of Directors must receive a response or resolution from the Board within a maximum of ten (10) working days.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of cooperation. The working relationship between the Board of Directors and the Board of Supervisors is based on the principles of equality and independence, while also closely cooperating and supporting each other in the execution of their duties.

2. The Board of Supervisors is responsible for reviewing and ensuring the accuracy of the Company's annual financial report, and must regularly inform the Board of Directors about the plan for and results of their audits and controls over the Company's management, operations, accounting records, and preparation of the financial report.
3. Upon receiving the audit reports or summary reports from the Board of Supervisors, the Board of Directors is responsible for studying them and directing the relevant departments to develop plans and implement corrective measures in a timely manner.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 23. Effective Date

The operational regulations of the Board of Directors of Development Investment Construction Number 2 Joint Stock Company, including 7 chapters and 23 articles, shall take effect from April 29, 2025.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Phạm Đức Dũng

Phạm Đức Dũng