

PROPOSAL

Re: Approval of regulations and procedure on voting at AGM 2023

**2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF DEVELOPMENT
INVESTMENT CONSTRUCTION JSC**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
Pursuant to the Charter of Development Investment Construction JSC (“DIC Group”);
Pursuant to the Internal Regulations on Corporate Governance of DIC Group.

The Board of Directors (“BOD”) of DIC Group respectfully submits to AGM 2023 for promulgating the Regulations and Rules of Voting at the Annual General Meeting of Shareholders 2023 of Development Investment Construction JSC as follows:

I. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND RELEVANT PARTIES PARTICIPATING IN THE MEETING

1. Eligibility

- Shareholders, whose names are in the DIC Group's Shareholder Register at the record date of VSD on **May 24, 2023**, are entitled to attend AGM or their proxies as confirmed via the Proxy Letter under the Law and DIC Group's Charter.
- BOD's members, sub-committee of BOD, Supervisory Board.
- Officials and employees involved in organizing the Meeting.

2. Method for registration to attend

- Before the Meeting begins, Shareholder Eligibility Verification Committee should verify shareholder and proxy eligibility until participants are fully present.
- Shareholders or proxies (*hereinafter named “Shareholders”*) participate in the Meeting should present the following documents to Shareholder Eligibility Verification Committee for registration:
 - + Regarding shareholders: original ID cards or Passports, Invitation Letters (in case the shareholder is a legal entity)
 - + Regarding proxies:
 - Original ID cards or passports;
 - Original valid Proxy Letter followed DIC Group's form.
 - One copy of shareholder's ID card or Passport (in case of individual shareholder).
- After the process, Shareholder Eligibility Verification Committee shall provide participants with these materials:
 - ✓ Meeting documents and related materials
 - ✓ One (01) voting card stamped by DIC Group. On which, there are registration number/code, full name of Shareholders, full name of Proxies and number of

votes of such shareholders. This card is used for voting on issues that need approving directly in the meeting by “**Raising card**”.

- ✓ One (01) voting ballot stamped by DIC Group. On which, there are registration number/code, full name of Shareholders, full name of Proxies and number of votes of such shareholders, issues need discussing. This ballot is used for voting on issues that need approving by “**Ballot**”.
- Any shareholder or proxy arriving late at the meeting is entitled to register and vote on the matters yet to be presented or voted. The Meeting Chairperson is not responsible for pausing the meeting in such case.

3. Authorization requirements to participate in AGM

- a. Shareholders shall extend official authorization to the designated individual or organization to participate in the AGM. The Proxy is prohibited to authorize others.
- b. In case there is more than 01 proxy, the number of votes and shares must be defined for each individual. Shareholders can authorize BOD’s members of DIC Group to represent them at the meeting.
- c. Authorization documentary for proxy must follow DIC Group’s form as below:
 - Regarding shareholder is an individual, Proxy Letter shall require signatures of that shareholder and their legal representatives participating in the AGM.
 - Regarding shareholder is an organization, Proxy Letter shall require signatures of authorized representative, legal representative of that organization and individuals/ legal representatives of that organization participated in the AGM.
 - In other cases, the Proxy Letter shall require signatures of legal representative of that shareholder and the authorized individual participating in the AGM.
- d. In case Lawyer on behalf of shareholder signs the representative appointment letter, this documentary is valid if there is presented with the Proxy Letter for the Lawyer. (If there is no registration with DIC Group before).
- e. Except for the case in Point 3d of this section, the ballot of proxy is valid if there is any circumstance as below:
 - The shareholder passed away, or has had their capacity for civil acts restricted, having lost his or her capacity for civil acts;
 - The shareholder has canceled the authorization;
 - The shareholder has canceled the authorization of the assigned individual.These circumstances specified at Point 3e of this section are invalid if there is notification from shareholders before the AGM opening or before the AGM re-opening.

4. Shareholder obligation with regard to the AGM

- a. Participants must strictly adhere to these regulations, the Charter, the Internal Regulations on Corporate Governance and legal regulations during the AGM. Specifically:
 - Participants must dress in formal clothes;
 - Respect the Chairperson’s instruction at the Meeting;
 - Maintain security and order, and must not cause disruption to or disturbance during the AGM;



- All voice recordings or images taken during the Meeting must be publicly disclosed and are subject to the approval of the Meeting Chairperson;
- Respect the results of the Meeting.
- b. Opinions expressed at the Meeting:
 - All opinions expressed shall be made under the agreement of the Presiding Committee;
 - Opinions should be short and appropriate for the Meeting Agenda;
 - No exceeding 03 minutes for each speech.

II. THE PRESIDING COMMITTEE, AGM CHAIRPERSON, SECRETARY, THE SHAREHOLDER ELIGIBILITY VERIFICATION AND VOTE COUNTING COMMITTEE

1. The Presiding Committee

- a. The Presiding Committee includes 03 BOD members, elected by the BOD and approved by the AGM.
- b. Responsibilities of the Presiding Committee:
 - Conduct the Meeting following the AGM's Agenda and Regulations approved by the AGM before the Meeting.
 - Work in accordance with collective principles and allow the Meeting to reflect the wishes of the majority of participating shareholders.
 - Instruct the participating shareholders to discuss and vote for the Meeting agenda and relevant issues during the Meeting.
 - Solve arising issues during the Meeting.

2. AGM Chairperson

- a. Chairman of BOD is AGM Chairperson.
- b. Rights and obligations of AGM Chairperson:
 - Conduct the Meeting following the AGM's Agenda approved by the AGM before the Meeting.
 - The Chairperson has the right to respond or assign other individuals to respond to shareholders' issues, or just note down comments and suggestions from shareholders if the content of such comments and suggestions is beyond the scope of the approved agenda.
 - The Chairperson shall conduct the Meeting in an appropriate and orderly manner and allow the Meeting to reflect the wishes of the majority of participating shareholders;
 - The Chairperson has the right to require participants to have proper securities procedure fairly and lawfully.
 - The Chairperson has the right to ask a competent authority to maintain order at the Meeting; may also expel anyone from the Meeting who shows signs of causing disorder, disobeying the Chairperson and the Presiding Committee, hampering the Meeting progress or disobeying securities procedure.
 - Perform necessary tasks to adhere to the Charter, the Internal Regulations on Corporate Governance and legal regulation during the AGM.

3. Secretary Committee



- a. The Secretary Committee includes 03 members from Secretary Committee of DIC Group, who are elected by the BOD and approved by the AGM.
- b. Responsibilities of the Secretary
 - Record fully and truthfully the statements and opinions raised in the AGM and report to the Presiding Committee.
 - Receive written questions from shareholders.
 - Compose Minutes of the Meeting and announce Resolutions of the AGM, notice from the Presiding Committee to shareholders as required.
 - Compose Resolution from the approved information of the AGM.
 - Perform other tasks as assigned by the Chairperson and the Presiding Committee.

4. The Shareholder Eligibility Verification and Vote Counting Committee

- a. The Shareholder Eligibility Verification and Vote Counting Committee members are elected by the BOD and approved by the AGM.
- b. Obligation of the Shareholder Eligibility Verification and Vote Counting Committee:
 - Performing its task adhering to the prescribed content in Section I.2 of this Regulation.
 - Prepare ballot box and provide guidance on the use of ballots, voting procedure of shareholders.
 - Count votes, calculate and record the number of voting shares for each issue.
 - Report the vote counting results to the Meeting as required by Chairperson.

III. VOTING PROCEDURES FOR ADOPTING DECISIONS AT THE MEETING

1. Voting Principle

Matters at the Meeting shall be approved by casting votes by shareholders.

2. Voting Procedures

Casting votes are conducted under 02 methods: “Raising card” or “Ballot”

- a. Raising Card

This method is applied in the following issues:

 - Meeting Agenda;
 - Regulations and Rules of Voting at the AGM;
 - The Presiding Committee, AGM Chairperson, Secretary Committee, the Shareholder Eligibility Verification and Vote Counting Committee;
 - Vote counting minutes;
 - Minutes and resolutions of the Meeting;

Procedure: Shareholders raise card for 'agree', 'disagree' or 'abstain' on each matter requested voting by Chairperson. Matters shall be approved if passed by shareholders or their proxies representing at least 51% of the voting shares attending the Meeting.
- b. Ballot

This method is applied to main matters presented in Meeting Agenda and listed on the ballots.

 - Reports and Proposals on matters in Meeting Agenda required approval from AGM.

Procedure: Matters on the ballots shall be voted by shareholders and proxies by marking (X) or (√) for 'agree', 'disagree' or 'abstain' on each matter.



- The following ballots will be considered valid:
- Ballots issued by DIC Group must include the company's stamp.
 - Containing (X) or (✓) symbol to determine the shareholder's choice. Ballots with none or two or more votes on the same matter are invalid.
 - Ballots that are not torn or erased.
 - Ballots contain signatures and written full name of shareholders at the bottom.
3. Any shareholder or proxy arriving late at the Meeting is entitled to vote on the matters after registering and the previously voted matters shall not be affected.

Respectfully submitted to the AGM for consideration and approval.

ON BEHALF OF THE BOD
CHAIRMAN
(signed)

Nguyen Thien Tuan

(NOTICE: This Proposal is a translation of the Vietnamese language original for convenience purposes only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)

