DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C	THE SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness
No.: 01/TTr-DIC Group-HĐQT	*Vung Tau, day 26 month 04 year 2024*

PROPOSAL

Re: Approval on the Working Regulation at the 2024 AGM

ANNUAL GENERAL MEETING OF SHAREHOLDERS
DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019; and attached documents under the Law;*
- *Decree No. 155/2020/NĐ-CP provides detail regulations for certain provisions implementation of the Law on Securities approved on December 31, 2020;*
- *Charter on organization and operation of Development Investment Construction J.S.C (DIC Group);*
- *Internal Regulations on Corporate Governance of DIC Group..*

To ensure the 2024 Annual General Meeting of Shareholders (AGM) organization, the Board of Directors (BOD) of DIC Group establishes regulations, principles of operation, conduct, and voting procedures at the AGM for the approval, as follows:

Article 1. Objective:

- Ensure that the procedures, principles of conduct, voting processes at the AGM of DIC Group adhere to the regulations and conclude satisfactorily.
- Resolutions of the AGM reflect the collective consensus of the AGM, align with the desires and entitlements of shareholders, and comply with the law.

Article 2. Objects and scope

- Applicable objects: All shareholders, representative (authorized people) of shareholders with DIC Group's shares own, whose names are listed in the shareholders list of DIC Group on the date Vietnam Securities Depository and Clearing Corporation (VSDC) confirms the shareholder list for the Meeting's attendance on March 20, 2024; all BOD members, Committees under the BOD and Board of Management (BOM); DIC Group's employees involved in the Meeting's organization; and guests invited to the AGM of DIC Group must adhere to and comply with the provisions of this Regulation, DIC Group's Charter, DIC Group's Internal Regulations on Governance, and current legal regulations.

- Applicable scope: This regulation is applied for DIC Group's 2024 AGM organization.

Article 3. Explanation of terms/abbreviation

- DIC Group	:	Development Investment Construction J.S.C
- BOD	:	Board of Directors
- AGM	:	Annual General Meeting of Shareholders
- Representatives	:	Shareholders, delegates (*authorized people*)
- Livestream system for the AGM	:	The live video streaming system for the AGM directly on the website https://dhcd.dic.vn
- Meeting	:	Annual General Meeting of Shareholders

Article 4. Conditions for the AGM conduct

- The AGM can be held when there are representatives attending the Meeting that represent more than fifty percent (50%) of the total voting shares[1].
- In case the first Meeting lacks the required number of representatives, the convening authority will cancel the Meeting. The AGM must be reconvened within thirty (30) days from the planned date of the first Meeting. The second convened AGM shall only proceed if there are representatives attending, representing at least thirty-three percent (33%) or more of the total voting shares.
- In case the second Meeting cannot be conducted due to insufficient numbers of representatives, the third AGM can be convened within twenty (20) days from the planned date of the second Meeting. In this case, the Meeting will continue regardless of the total number of voting shares represented by attending shareholders, considered valid, and authorized to make decisions on all agenda items initially planned for approval at the first AGM.

Note:

- The AGM attendance rate of shareholders in online form is determined when representatives have completed the **"Confirmation of the AGM attendance"** on the electronic voting system as regulated in Article 5 of this Regulation.
- The AGM attendance rate of shareholders in in-person form is determined when representatives are physically present at the venue specified in the meeting invitation and register with the Organizing Committee of the AGM.

Article 5. Representatives attending the 2024 AGM

- All DIC Group's shareholders as listed on March 20, 2024, have the right to attend the AGM; can attend either in-person or online via the electronic voting system or authorize their representatives to attend. In case there are more than one authorized representative

[1] Clause 1 Article 19 DIC Group's Charter

in accordance with legal regulations, the specific number of shares for each representative must be determined.

- When attending in-person, representatives should note:
  - Punctuality, formal and solemn attire, compliance with security checks (if any), personal identification documents, etc, ass required by the Organizing Committee of the Meeting.
  - Receiving Meeting documents and materials at the reception area outside the conference hall before the Meeting.
  - Late-arriving shareholders are entitled to register immediately and subsequently attend and vote directly in the Meeting. Chairperson is not responsible for the Meeting suspension for late-arriving shareholders to register; the voting results on previously addressed issues will remain unaffected by the shareholders arrival.
  - Phones should be kept on silent mode or turned off, and step outside to make calls as needed.
  - No smoking, maintain orderliness in the Meeting room.
  - Adhere to the regulations of the Organizing Committee and the Chairperson of the Meeting.
  - In case any representative fails to adhere to the inspection or measures and regulations outlined above, the Chairperson, following careful consideration, may refuse entry or eject the representatives from the Meeting venue to maintain the Meeting's conduct in accordance with the planned agenda.
  - **Recording method for representatives' in-person AGM attendance:** Representatives attending the AGM in-person must provide the following documents to the Shareholder Eligibility Verification Committee for registration:

    + In case of the in-person attendance: Original identification card/citizen identification card/Pasport; the original introduction letter (if the shareholder is a legal entity)

    + In case of proxy AGM attendance:

    - Original national identification care/citizen identification card/passport of the authorized person;

    - Original proxy authorization letter in accordance to DIC Group's form.

- When attending virtually, representatives should take note:
  - **Technical requirements:** Shareholders must possess electronic gadgets capable of internet connectivity (e.g., computers, tablets, mobile phones, or other internet-enabled electronic devices).
  - **Implementation method:** Representatives access the link, sign in with the provided information to attend the AGM virtually, and implement electronic votes.
  - **Recording method for representatives' virtual AGM attendance:** Representatives are recorded by the electronic voting system as the virtual AGM attendance when they

access the system using the provided login information in the meeting invitation and complete the **"virtual AGM attendance confirmation"** on the electronic voting system.

- **Time for virtual attendance confirmation:** from 00:00 on April 22, 2024

Article 6. Chairperson and Presiding Committee

- Presiding Committee consists of 03 members, including 01 Chairperson and 02 Members. Chairman of the BOD presides the meeting, or the Chairman of the BOD authorizes another member of the BOD presides the AGM.
- In case the Chairman is absent or temporarily incapacitated, the remaining BOD members will elect one of them to preside the Meeting based pm the majority principle, with the person receiving the highest number of votes assuming as the meeting Chairperson.
- In other cases, the signatory convening the AGM will preside the AGM to elect the Meeting Chairperson, and the person with the highest number of votes will be appointed as the Meeting Chairperson.
- The Chairperson has the authority to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the desires of the majority of attendees.
- Tasks of Presiding Committee
  - Manage the Meeting in accordance with the agenda, as well as the regulations approved by the AGM;
  - Instruct the AGM on discussing and voting on the issues outlined in the agenda of the Meeting and related matters throughout the Meeting process;
  - Have the authority to decide on the sequence, procedures, and any events occuring outside the Meeting agenda;
  - Respond and record issues within the agenda approved by the AGM;
  - Approve and issue documents, results, minutes, resolutions of the AGM following the Meeting conclusion;
  - The Chairperson conducts on the principle of democratic centralism and decides based on the majority;
  - Implement other tasks in accordance with DIC Group's Charter, internal regulation on corporate governance, and legal provisions to manage the AGM.

Article 7. Shareholder Eligibility Verification and Vote Counting Committee

The Meeting Shareholder Eligibility Verification and Vote Counting Committee consists of 18 members, including 01 Head và 17 Members, since the BOD proposes the AGM for approval on voting, and is responsible to the Presiding Committee and the AGM for its duties.

▪ Tasks:

- Execute the shareholder registration procedure for the meeting attendance as stated in Article 5 of this Regulation;
- Prepare the ballot box for voting cards; monitor the voting process of shareholders;
- Instruct representatives on how to conduct voting in the Meeting;
- Inspect the ballots, calculate, and record the number of shares voted on each issue;
- Report the voting results in the AGM as directed by the Chairperson.

Article 8. The Meeting Secretary Committee:

▪ The Meeting Secretary Committee consists of 03 members, who are responsible to the Presiding Committee and the AGM for their duties, and under the Presiding Committee.

▪ Tasks:

- Record the perspectives, speeches, and discussions of the Meeting in a comprehensive and transparent manner, and additionally summarize the reports of the Presiding Committee;
- Receive shareholders' questions in accordance with Article 9 of this regulation;
- Draft the minutes and resolutions regarding the issues approved by the AGM;
- Other task as assigned by the Chairperson.

Article 9. Discussion in the Meeting

1. Principle:

▪ Discussion is limited to the allocated time and within the scope of the agenda issues outlined for the AGM;

▪ Only representatives are permitted to engage in the discussion;

▪ Representatives can register discussion topics in accordance with the following regulations:

❖ **For representatives attending the AGM in-person:**

- Representatives attending the Meeting who intend to raise their opinions must obtain the consent of the Chairperson. Representatives should make concise remarks focusing on key issues for discussion, aligning with the agenda issues approved by the AGM or submitted in documents to thr AGM Secretary for report inclusion for the Chairperson.
- The AGM Chairperson will arrange for representatives to raise their opinions in the order of registration and address any inquiries from shareholers at the meeting or record responses in documents.

❖ **For representatives attending the AGM virtually:**

- Representatives can ask questions during the Discussion segment on the online AGM platform at the link https://dhcd.dic.vn or via email at ir@dic.vn (before the discussion begins). (*Questions are deemed valid if they are sent from an email registered in the shareholder list provided by Vietnam Securities Depository and Clearing Corporation* *or an email shareholders register in the Letter of authorization sent hard coppies to DIC Group*).

- The Secretary Committee will organize the representatives' questions and forward them to the Chairperson.

2. Representative opinions' responses:

- Based on representatives' questionnaire, the Chairperson or a designated member appointed by the Chairperson will address represenatives opinions;
- In case of time litmitation during the assembly prevent direct responses to all questions, DIC Group will address unanswered inquiries for representatives through appropriate means in accordance with DIC Group's Charter and legal regulations.

Article 10. Voting in the Meeting

1. Principle:

- Issues on the agenda and meeting content of the AGM must be publically discussed and voted by the AGM.
- In-person voting: Voting cards, voting form are primted, sealed, and directly sent to representatives at the AGM (along with the meeting materials). Each representative is issued is sent a voting catrd and a voting form. The voting card and the voting form clearly state the representatives' identification number, full name, number of shares owned, and their delegated voting authority.
- Electronic voting: Representatives attending online conduct their votes by electronic voting at the following link: https://dhcd.dic.vn

2. In-person voting:

- In-person voting in the Meeting:
  - Voting by raising voting cards: This method is used to approve issues, as follows:

    - The Meeting agenda;

    - Regulations for the Meeting;

    - List of Presiding Committee, Secretary Committee, Shareholder Eligibility Verification and Vote Counting Committee;

    - The Meeting minutes, the Meeting Resolutions, and other issues discussed in the Meeting (if any);
  - Balloting: This method is used to consult the AGM about the Meeting agenda issues (detailed on the voting form).
- In-person voting method in the Meeting:
  - Representatives vote to approve, disapprove, or abstain on an issue mentioned to vote in the Meeting by raising their voting card or filling in options in the voting form.

- When voting by raising the voting card, the front side of the voting card must be raised towards the Presiding Committee. In case representatives fail to raise the voting card in all three rounds of voting for Approval, Disapproval, or Abstention on an issue, it is considered as an approval of that issue. In case representatives raise the voting card more than once during the voting for Approval, Disapproval, or Abstention on an issue, it is considered as an invalid vote. In the raising card method, members of the Shareholder Eligibility Verification and Vote Counting Committee marks the representatives' code and the corresponding vote count of each shareholder for Approval, Disapproval, Abstention, and Invalid votes.
- When voting by filling out the voting form, representatives choose one of the three options "Approve", "Disapprove", or "Abstain", which are pre-printed on the voting form, by marking an "X" hoặc "✓" in their choices' box. After issues completion voted on at the AGM, representatives submit their voting form to the sealed voting box as instructed by the Shareholder Eligibility Verification and Vote Counting Committee. The voting forms must be signed and clearly state the representatives' full name.

▪ The validity of in-person voting forms:

- **Valid voting forms** are pre-printed forms issued by the Organizing Committee, with DIC Group's red seal, without any alteration, erasure, scratch, tear, or damage, and no additional content is written other than what is specified for the form. Furrthermore, each form must includ the handwritten signature with the full name of the attending representatives underneath.

  On the voting forms, the voting content (report, proposal) is considered valid when the representatives mark one (01) out of the three (03) voting squares.

- **Invalid voting forms:**

  Additional content to the voting forms;

  Voting cards with non-followed pre-printed forrms' issued by the Organizing Committee, the cards with no DIC Group's red seal, or alterations, erasures, additional content beyond what is specified, missing signatures, or incomplete names of representatives. In such cases, all voting content on the forms is deemed invalid.

3. Electronic voting:

▪ Electronic voting method:

- Representatives choose one of three voting options: "Approve", "Disapprove", "Abstain" for each issue presented for voting at the AGM, as configured in the electronic voting system.
- Then, representatives proceed to confirm their votes for the electronic voting system to record the results.

▪ Some other provisions when conduting electronic voting:

- In case representatives do not vote on all the issues in accordance with the AGM agenda, the issues left unvoted will be considered as if representatives choose not to conduct voting on those specific issues.
- In case any issue arises outside the agenda provided for the AGM, representatives can vote on additional issues. If representatives decide not to vote on new issues, it will be regarded as abstaining from voting on supplementary issues.
- Representatives can modify the voting results (but cannot nullify them); including the results of voting on supplementary issues outside the AGM agenda. The online system only records the votes for the final voting results at the end of each electronic voting session specified in the AGM Working Regulation.

▪ Time for the electronic voting

The specific time for the electronic voting is regulated, as follows:

- The content of the first voting session (including the AGM Working Regulation, the list of Presiding Committee, Secretary Committee, Shareholder Eligibility Verification and Vote Counting Committee; AGM agenda): Representatives conduct their votes from 00:00 on April 22, 2024 until before the Organizing Committee announces the end of the voting period for the first voting session.
- The content of the second voting session (including Reports and Proposals on issues within the compentence of the AGM in the meeting agenda): Representatives conduct their votes from 00:00 on April 22, 2024 until before the Organizing Committee announces the end of the voting period for the second voting session.
- The content of the third voting session (approval on the Meeting Minutes and Resolutions): Representatives conduct their votes from 00:00 on April 22, 2024 until before the Organizing Committee announces the end of the voting period for the third voting session.
- Representatives can access the electronic voting system and conduct their votes 24 hours a day and 7 days a week, except during system maintenance or other reasons beyond DIC Group's control. At the end of the voting period, the sysyem will no longer record additional relectronic votes from representatives.

4. Voting procedures:

▪ Each (01) share represents one voting right. Each representative attendance represents one or more voting rights.

▪ On the shareholder record date of March 20, 2024, the total number of voting shares in DIC Group amounts to 609.851.995 shares, equivalent to 609.851.995 voting rights.

▪ Needed-voting issues in the AGM are only approved when they receive approval from shareholders owning over 50% of the total voting shares of all attending shareholders. However, specific issues outlined in Clause 1 Article 21 of DIC Group's Charter require approval from 65% or more of the total voting shares of all attedning shareholders.

▪ Note:

- Shareholders/authorized representatives with related interest do not have voting rights on contracts and transactions valued at 35% or more of the total assets value of DIC Group as stated in the most recent Financial Statements. These contracts or transactions can only be approved if shareholders/authorized representatives accounting for 65% of the remaining total voting shares approve (according to Clause 4, Article 167, Law on Enterprises 2020). ·
- Shareholders/authorized representatives owning 51% or more of the total voting shares, or related parties of such shareholders, do not have voting rights on contracts and transactions valued at more than 10% of the total assets value of DIC Group as stated in the most recent Fianancial Statements between DIC Group and the shareholder (according to Point b, Clause 3 and Clause 4, Article 167 of Law on Enterprises 2020).

5. Record the voting result

- Shareholder Eligibility Verification and Vote Counting Committee is responsible for voting cards' collection and summary from representatives attending in-person and online.
- Shareholder Eligibility Verification and Vote Counting Committee verifies, compiles, and reports to the Chairperson the voting result for each AGM agenda issue. The voting result will be announced immediately before the AGM adjourns.

Article 11. Minutes of the AGM

All contents at the AGM must be documented by the Meeting Secretary in the Meeting Minutes. These Minutes must be reviewed and approved before the meeting adjourns.

Artical 12. Execution clause

This regulation os applicable to the 2024 AGM of DIC Group and takes effect immediately upon approval by DIC Group's General Meeting of Shareholders.

Shareholders, representatives with authorization, and invitees violating this Regulation will undergo assessment by the BOD, and appropriate measures will be implemented in accordance with DIC Group's Charter and Law on Enterprises, depending on the particular situations.

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

OBO. BOARD OF DIRECTORS
CHAIRMAN
(Signed and sealed)

Recipients:
- As above;
- HĐQT, BĐH;
- Archived: VP.

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.)