DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C	**THE SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom - Happiness**
No. 10/TTr-DIC Group-HĐQT	*Vung Tau, day 26 month 04. year 2024*

PROPOSAL

Re: Supplements and amendments to DIC Group's Charter, internal governance regulation and operation regulation of the Board of Directors

To: General Meeting of Shareholders of Development Investment Construction J.S.C

- Pursuant to Law on Enterprises dated June 17, 2020;

- Pursuant to Law on Securities dated November 26, 2019;

- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of Law on Securities;

- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of Ministry of Finance regarding guidance on provisions on corporate governance applied to public companies under Decree No. 155/2020/NĐ-CP;

- Pursuant to DIC Group's Charter issued for the first time on February 23, 2008, amended and supplemented for the 14th time on July 21, 2023;

- Pursuant to Internal Regulations on DIC Group's Governance issued on July 21, 2023;

- Pursuant to Operation Regulation of DIC Group's Board of Directors (BOD) issued on April 22, 2021;

- Pursuant to the recommendation of the Board of Management (BOM) in the Proposal dated March ......, 2024 regarding supplements and amendments to Charter, Internal Governance Regulation and Operation Regulation of DIC Group's BOD.

Based on the assessment of Charter, Internal Governance Regulation and Operation Regulation of DIC Group's BOD with the provisions of corporate and securities laws, the Board of Directors recognizes the necessity to amend and supplement certain contents to ensure compliance with current legal regulations and meet the operational requirements of DIC Group's business activities.

The BOD proposes to the AGM for consideration and approval of the following contents:

1. Approval on the supplements, amendments to DIC Group's Charter. *(Details as attachment)*
2. Approval on the supplements, amendments to internal governance regulation of DIC Group. *(Details as attachment)*
3. Approval on the supplements, amendments to operation regulation of DIC Group. *(Details as attachment)*

4. The AGM authorizes/signs tasks to the BOD to decide on all contents, issues, procedures, and related documents when organizing the implementation of supplements, amendments to the charter, internal governance regulation, and operation regulation of DIC Group's BOD from the date approved by the AGM.

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

Recipients:
- As above;
- BOD;
- BOM;
- BOD Secretary Committee;
- Archived: VT, BPC.

OBO. BOARD OF DIRECTORS
CHAIRMAN
(signed and sealed)

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.)

DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Vung Tau, April 26, 2024

SUMMARY TABLE
SUPPLEMENTED AND AMENDMENTED CONTENTS

(Attached Proposal No. 10/TTr-DIC Group-HĐQT dated April 26, 2024 regarding the supplements and amendments to Charter, Internal Governance Regulation and Operation Regulation of DIC Group's Board of Directors)

I – Supplemented and amendmented contents to DIC Group's Charter

No.	Contents	Charter on September 21, 2023	Supplemented, amendmented Charter in 2024	Legal basis
1	Article 6 Clause 1	*"1. The charter capital of DIC Group is the total par value of the shares issued and recorded on the enterprise registration certificate issued by the Department of Planning and Investment of Ba Ria - Vung Tau Province. The par value of the shares is 10,000 (ten thousand) VND per share. The total number of shares of DIC Group is equal to the charter capital of DIC Group divided by the par value of the shares".*	*"1. The charter capital of DIC Group is the total par value of the shares of all types issued and recorded on the enterprise registration certificate issued by the Department of Planning and Investment of Ba Ria - Vung Tau Province, which is 6,098,519,950,000 VND. The total charter capital of DIC Group is divided into 609,851,995 shares with a par value of 10,000 (ten thousand) VND per share.*	Amendments comply with Article 6, Clause 1 of the model Charter stated in Circular No. 116/TT-BTC
2	Article 6 Clause 2	Point c is changed to Point d, and Point c specifies new content (as it is currently unspecified)	*"c) The AGM in this Charter authorizes the BOD to have full authority to decide on all contents, issues, documents and procedures related to the adjustment of DIC Group's charter capital as stated in Clause 1 of this Article according to the permission from a competent state agency*	Initiative and responsibility assigning to the BOD to implement the contents, issues, documents and procedures authorized/

			and report to the AGM at the nearest meeting."	assigned by the AGM. Efficiency ensurance in the operational activities management of DIC Group's business.
3	Article 12 Clause 2 Point d	*"d. Freedom to transfer fully paid shares in accordance with the provisions of this Charter and current laws."*	*"d. Freedom to transfer shares to other, except cases as stated in Clause 3 of Article 120, Clause 1 of Article 127 of the Law on Enterprises, and other relevant provisions."*	Amendments comply with Article 115 Clause 1 point d of Law on Enterprises; Article 12 Clause 1 point d of the model Charter stated in Circular No. 116/TT-BTC
4	Article 12 Clause 3 Point a	3. Shareholders or groups of shareholders owning five (5%) or more of the total outstanding ordinary shares have the following rights: *"a. Candidates nomination for the BOD or as stated accordingly in Article 25 of this Charter.* *Groups of shareholders exercising the rights stated in Point a, Clause 3 of this Article must be responsible for written confirmation provision from the Securities Company (or other equivalent document approved by DIC Group) regarding the number of shares, percentage of shares held, and the duration of shareholding to demonstrate compliance with all corresponding conditions mentioned above;"*	Remove point a, Clause 3, Article 12 Modify and add points b, c, d to become a, b, c (due to the removal of point a)	Amendments comply with Article 115 Clause 2 of Law on Enterprises; Article 12 Clause 2 of the model Charter stated in Circular No. 116/TT-BTC

5	Article 12 Clause 3 Point d	Add point d to this provision (as it has not been regulated yet).	Add point d to Clause 3 of Article 12, as follows: *"d) Proposals for agenda issues to be included in the AGM must be in writing and sent to DIC Group no latter than 03 working days before the opening date. The proposals must clearly state the shareholder's name, the quantity of each type of share held by the shareholder, and the proposed agenda issues;"*	Amendments comply with Article 12 Clause 2 Point d of the model Charter stated in Circular No. 116/TT-BTC
6	Article 12 Clause 4	Add clause 4 to specify shareholders or groups of shareholders owning 10% (as it has not been regulated yet)	Add Clause 4 to Article 12 as follows: *"4. Shareholders or groups of shareholders owning ten (10%) or more of the total outstanding ordinary shares have tthe right to nominate individuals to the BOD.* *a) Candidates nomination to the BOD shall be implemented in accordance with the provisions of Clause 5 Article 115 of Law on Enterprises, Clause 2 Article 274 of Decree No. 155/2020/NĐ-CP, clause 2 Article 25 of this Charter and other relevant regulations.* *b) Groups of shareholders exercising the rights stated in Clause 4 of this Article shall prepare meeting minutes regarding the candidates nomination to the BOD and submit them along with the candidate profile to prarrticipate in the BOD, following the template prescribed by DIC Group."*	Article 115 Clause 5 of Law on Enterprises; Clause 2 Article 274 of Decree No. 155/2020/NĐ-CP; Article 12 Clause 3 of the model Charter stated in Circular No. 116/TT-BTC
7	Article 14 Clause 1	*"1. The General Meeting of Shareholders include all shareholders with voting rights*	*1. The General Meeting of Shareholders include all shareholders with voting*	Amendments comply with Article 14 Clause 1 of the model Charter

		and is the highest authority of DIC Group. ...”	*rights and is the highest* ***decision-making*** *body of DIC Group.*	stated in Circular No. 116/TT-BTC
8	Article 14 Clause 5	*“5. All expenses for the AGM convention and conduction shall be reimbursed by DIC Group. These expenses shall not cover any costs incurred by shareholders attending the AGM, including accommodation and travel expenses.”*	Amend clause 5 to point c clause 4 to ensure compliance with the specified structure: *“c. All expenses for the AGM convention and conduction shall be reimbursed by DIC Group. These expenses shall not cover any costs incurred by shareholders attending the AGM, including accommodation and travel expenses”*	Amendments comply with Article 14 Clause 4 point c of the model Charter stated in Circular No. 116/TT-BTC
9	Article 15 Point d	*“d) Decisions to invest in or depose of assets with a value of 35% or more of the total asset must be recorded in the most recent financial statements of DIC Group;”*	*“d) Decisions to invest for the first time or to dispose of assets with a value of 35% or more of the total assets must be recorded in the most recent financial statements of DIC Group;”*	Initiative and responsibility assigning to the BOD to approve the contents, issues, documents and procedures related to projects that have been initially approved by the AGM. Efficiency ensurance in the operational activities management of DIC Group’s business.
10	Article 22 Clause 1	*“1. BOD has the authority to select written opinions from shareholders to approve resolutions in the AGM on all issues deemed necessary for DIC Group’s interests, except as provided for in Clause 2 Article 147 of Law on Enterprises.”*	*“1. BOD has the authority to select written opinions from shareholders to approve resolutions in the AGM on all issues deemed necessary for DIC Group’s interests, including cases stated in Clause 2 Article 147 of Law on Enterprises.”*	Amendments comply with Article 147, 149 of Law on Enterprises; Article 22 clause 1 of the model Charter stated in Circular No. 116/TT-BTC

11	Article 28 Clause 2 Point r	Add point r to this provision (as it has not been regulated yet)	*"r) The decision encompasses all necessary adjustments, amendments, and additions related to the projects approved by the authorized person of the enterprise/ GMS for initial investment approval, inlcuindg the following contents, issues, documents, and procedures:* - *Due to changes in legal regulations/ adjustments to plammomg/ scale, or nature of the project, ... as required by competent state authorities.* - *After obtaining approval of the investment decision/ adjustment of the investment decision/ certification of investment registration from competent state authorities.* - *After being selected by competent state authorities through bidding/ auction.* - *After having the feasibility study report assessed/ adjusted by competent state authorities.* - *After being granted an extention of project operation time, extension of progress, or adjustment of project implementation schedule by competent state aiuthorities.* - *After being permitted by competent state authorities to transfer the project/ part of the project/ contribute capital by the value of land use rights to implement the project.*	Initiative and responsibility assigning to the BOD to approve the contents, issues, documents and procedures related to projects that have been initially approved by the AGM. Efficiency ensurance in the operational activities management of DIC Group's business.

			- *The investment project adjustment in case of division, separation, merger of the investment project or use of land use rights, assets attached to land of the investment project for cooperative investment as approved by the competent authority.* - *When there are changes in the arrangement of main functions in the construction leading to the need to reassess the design solutions ensuring construction safety, fire prevention, explosion prevention, environmental protection, compliance with project technical standards.* - *When the accumulated value of implementation exceeds the approved total investment value or when input cost factors (compensation, land clearance, land use fees, investment quotas, etc.) change the total investment amount of the project.* - *Other necessary adjustments, modification, supplements related to the project approved by the Authorized Person of the enterprise/ GMS for initial investment approval."*	
12	Article 28 Clasue 2 Point s	Add point s to this provision (as it has not been regulated yet)	*"s) The decision on all matters, issues, documents, and procedures related to the adjustment of the charter capital of DIC Group as stated in Clause 1 Article 6 of this Charter shall be made with the*	Initiative and responsibility assigning to the BOD to implement the contents, issues,

			permission of the competent state authority and reported to the AGM at the nearest meeting."	documents and procedures authorized/ assigned by the AGM. Efficiency ensurance in the operational activities management of DIC Group's business.
13	Article 32 Clause 6	Regulations on the Audit Committee	Unchanged contents and modificaation to Clause 1 Article 32	Amendments comply with Article 161 of Law on Enterprises; Article 282,283,284 Clause 6 of Decree No. 155/2020/NĐ-CP; Article 42,43,44,45,46 of the model Charter stated in Circular No. 116/TT-BTC
14	Article 32 Clause 1 to 5	*"1. BOD establishes Comittee ..... appointed as the Head of the committee..* *2. BOD may ....shareholders.* *3. BOD may ..... the authority of the BOD. Except as otherwise stated in this Charter ... the BOD.* *Within ..... members of the Department/Board/Subcommittee but (i) must ensure the number of .... members of the Department/Board/Subcommittee and (ii) resolution ..... (50%) of the members .../that Subcommittee.* *4. The implementation of the decision ...../Subcommittee may contain inaccuracies.*	Clause 1, 2, 3, 4, 5 are amended to become Clause 2 and amendmends as follows: *"2. BOD can establish a Subcommittee (Committee/ Board/ Subcomittee) to manage policies related to development, investment, personnel, remuneration, internal auditing, risk management,.... The number of members in the Subcommittee is determined by the BOD and must be at least 02 people. The subcommittee's activities must comply with the regulations of the BOD. Resolutions of the Subcommittee are only valid when a majority of members participate and vote in favor during subcommittee's meetings.*	Amendments comply with Article 280 Clause 6 of Decree No. 155/2020/NĐ-CP; Article 31 of the model Charter stated in Circular No. 116/TT-BTC

		5.BOD .... and the responsibilities of each member."	*The implementation of decisions made by BOD, or its subordinate Subcommittee must comply with current legal regulations and the stated in DIC Group's Charter and internal governance regulations.* *The BOD specifies in detail the establishment, responsibilities of Subcommittees (Committee/ Board/ Subcommittee) and the responsibilities of each member"*	
15	Article 35 Clause 1	*"1. DIC Group's executives include DIC Group's executives include General Director, Deputy General Director, and Chief Accountant. According to the proposal of General Director and approval of the BOD, DIC Group can recruit additional executives in line with the appropriate quantity and standards that conform to the organizational structure and management regulations establoshed by the BOD. The corporate executives must bear full responsibility to assist DIC Group in achieving its objectives and organizational goals effectively."*	Clause 1 is amended to become Clause 1 and Clause 2: *"1. DIC Group's executives include General Director, Deputy General Director, and Chief Accountant.* *2. According to the proposal of General Director and approval of the BOD, DIC Group can recruit additional executives in line with the appropriate quantity and standards that conform to the organizational structure and management regulations establoshed by the BOD. The corporate executives must bear full responsibility to assist DIC Group in achieving its objectives and organizational goals effectively."*	Amendments comply with Article 34 of the model Charter stated in Circular No. 116/TT-BTC
16	Article 35 clause 2	*"2.The remuneration, salary, benefit and other tearms in the employment contract for the General Director are determined by the BOD and contracts with other executives are decided by the BOD after*	Clause 2 to become clause 3 and clause 4, and amendments as follows: *"3. The General Director is entitled to salary and bonuses. The General Director's salary and bonuses are determined by the BOD. The salaries and*	Amendments comply with Article 34 of the model Charter stated in Circular No. 116/TT-BTC

		the consultant of General Director's opinions."	*bonuses for other executives are decided by the BOD after consulting with the General Director.* *4. The salary of the executives is included in the operation expenses of DIC Group in accordance with the provisions of the corporate income tax law, shown as a separate part in DIC Group's annual financial statements, and must be reported to the AMG in the annual meeting."*	
17	Article 36 Clause 1	*"1. The BOD appoints one (01) member of the BOD or another person as the General Director; assigns the labor contract specifying thể muneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported in the AGM, presented as a separate part in the annual financial statements, and stated in the annual report of DIC Group."*	*"1.BOD appoints one (01) member of the BOD or another person as the General Director."*	Amendments comply with Article 162 Clause 1 of Law on Enterprises and Article 35 Clause 1 of the model Charter stated in Circular No. 116/TT-BTC
18	Article 36 Clause 2, Clause 4	*"2. The term of the General Director shall not exceed five (05) years and can be reappointed. The appointment can expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as stated by law and DIC Group's Charter.* *4. The General Director is responsible for the day-to-day business operations of DIC Group. The General Director is supervised by the BOD and is accountable to the BOD anđ the GMS for the performance of duties*	Clause 2, clause 4 to become clause 2, clause 3 and the amendments as follows: *"2. The General Director is responsible for the day-to-day business operations of DIC Group. The General Director is supervised by the BOD and is accountable to the BOD anđ the GMS for the performance of duties and delegated authority.* *3. The term of the General Director shall not exceed five (5) years and may be reappointed for an unlimited number of terms. The General Director must meet the*	Amendments comply with Article 162 Clause 2, Clause 4 of Law on Enterprises and Article 35 Clause 2, Clause 3 of the model Charter stated in Circular No. 116/TT-BTC

		and delegated authority, and must report to them when required"	*standards and conditions stipulated by law and DIC Group's Charter."*	
19	Article 36 Clause 3	*"3. The General Director has the following rights and responsibilities:* *a. To implement the resolutions ..... management and the GMS approval;* *b. "To decide on issues without the need for ... DIC Group according to the best management practices;* *c. To pentition to the BOD ..... internal management regulations of DIC Group;* *d. To propose meassures to enhance the operations and management of DIC Group;* *e. To pentition the number and executives ...... DIC Group, except for titles within the authority of the BOD.* *f. To consult with the BOD ... their labor contracts;* *g. Annually on November 15 or every five financial years;* *h. To prepare long-term budgets, periodlcally ... as stated in DIC Group's rules and regulations;* *i. To decide salaries and benefits .... within the authority of the General Director appointment;* *k. Labor recruitment;* *l. To propose dividend payment plan or handle business losses;* *m. ....."*	Clause 3 to become Clause 4 and the amendments as follows: *"4. The General Director has the following rights and responsibilities:* *a. To decide on issues related to DIC Group's daily business operations that are not under the authority of the BOD. To manage DIC Group's daily business activities in accordance with legal regulations, this Charter, and resolutions, decisions of the BOD. In case the management violates the provisions of this clause and causes damange to DIC Group, the General Director must be held accountable under the law and compensate DIC Group for the damage incurred;* *b. To organize the implementation of the resolutions and decisions of the BOD;* *c. To organize the implementation of DIC Group's business plan and investment strategy;* *d. To propose orgamizational restructuring and internal management regulations for DIC Group;* *d. To appoint, dismiss, remove managerial positions within DIC Group, except those under the authority of the BOD;* *e. To decide salaries and other benefits for employees within DIC Group, including managerial employees under the*	Amendments comply with Article 162 of Law on Enterprises and Article 35 of the model Charter stated in Circular No. 116/TT-BTC

			appointment authority of the General Director; *g. Labor recruitment;* *h. To propose divided payment plan or handle business losses;* *i. Other rights and obligations as stated by law, this Charter, internal regulations of DIC Group, resolutions and decisions of the BOD.”*	
20	Article 37	*“Careful respomsibility:* *Mmbers of the BOD, General Director and other executives have responsibilities to fulfill their duties, including those as members of Committees/ Boards/ Subcommittees of the BOD, honestly and carefully in the best interest of DIC Group.”*	*“**Responsibility:*** Members of the BOD, General Directors, and other executives have responsibilities to fulfill their duties, including those as members of **the Audit Committee and other subcommittees** of the BOD, honestly and carefully in the best interest of DIC Group.*”*	Amendments comply with the preceding paragraph of Article 47 of the model Charter stated in Circular No. 116/TT-BTC
21	Article 38 Clause 1	*“1. Members of the BOD, General Director, and other executives must disclose their related interests in accordance with the provisions of Article 164 of Law on Enterprises "Disclosure of Related Interests", Law on Securities, and other relevant legal regulations.”*	*“1. Members of the BOD, General Director, and other executives must disclose their related interests in accordance with Law on Enterprises and other relevant legal documents.”*	Amendments comply with Article 47 of the model Charter stated in Circular No. 116/TT-BTC
22	Article 39 Clause 2 và 3	*“2. DIC Group shall compensate individuals who are, have been, or may become related parties to complaints, lawsuits, prosecutions (including civil and administrative cases, excluding lawsuits initiated by DIC Group) if such individuals are or were members of the BOD, General Director, other executives, employees or*	Remove clause 3 as it duplicates clause 2, and amend clause 2 as follows: *“2. DIC Group shall compensate individuals who are, have been, or may become related parties to complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits initiated by DIC Group) if such*	Amendments comply with Article 48 Clause 2 of the model Charter stated in Circular No. 116/TT-BTC

		representatives authorized by DIC Group, acting honestly, carefully, diligently for the benefit or not conflicting with the interests of DIC Group, based on compliance with the law and no evidence confirming that such individuals have violated their responsibilities. *3. When performing functions, tasks, or fulfilling duties delegated by DIC Group, members of the BOD, other executives, employees, or authorized representatives of DIC Group shall be indemnified by DIC Group if they become related parties to complaints, lawsuits, or prosecutions (excluding lawsuits initiated by DIC Group) under the following circumstances:* *a. They have acted honestly, carefully, diligently in the interests, and without conflicting with the interests of DIC Group;* *b. They have complied with the law and there is no evidence confirming failure to fulfill their responsibilities."*	*individuals are or were members of the BOD, General Director, other executives, employees or representatives authorized by DIC Group, acting honestly, carefully, diligently for the benefit or not conflicting with the interests of DIC Group, based on compliance with the law and no evidence confirming that such individuals have violated their responsibilities."*	
23	Other Articles, Clauses	Introduction, Article 1 (spelling errors at pounts h,i,m,r), Article 2 (spelling errors at Clause 5), Article 12 (Clause 2, replace m with h), Article 12 (Clause 3, change b,c,d,e to a,b,c,d), Article 13 (add "decision"), Article 14 (remove the phrase "issue the certificate" in the phrase "The authority	Language adjustment complies with other provisions of the Charter and relevant laws; spelling errors language inaccuracies, and incorrect citations need to be corrected.	

		issuing the business registration certificate” at point b clause 4) Article 16 (add “meeting”), Article 19 (change “General Meeting” to “meeting”, Article 22 clause 6 (remove “Head” and amend the phrase “not DIC Group’s executive” to “not holding a management position in DIC Group”), Article 23, remove the section: *“Appendix .... DIC Group”* due to duplication Articles 26,33, correct spelling errors. Article 27, add “as follows” in clause 3, Article 31, adjust the words, structure to be appropriate Articles 34, 39, adjust the words to be apporpriate Article 51, change point a to point 2.1		

II – Supplemented and amendmented contents to DIC Group’s Internal Governance Regulations

No.	Contents	Internal Governance Regulations dated on July 21, 2023	Internal Governance Regulations amendments in 2024	Legal basis
1	Segment (i) Section g.2 Point g Clause 2 Article 2	*“(i) The original ID card, passport, or other legally valid personal identification documents;”*	*“(i) The original ID card, **citizen identification card,** passport or legally valid personal identification documents;”*	Supplement to comply with the provisions of the Citizen Identification Law

2	Segment k.4, Point k Clause 2 Article 2	*"k.4 The election of BOD members must be conducted in accordance with .... the criteria specified in the election regulation or DIC Group's Charter."*	Remove Segment k.4, point k clause 2 Article 2	Due to duplicate with Segment m.4, point m clause 2 Article 2
3	Segment m.3, Point m Clause 2 Article 2	Not stated	Add segment m.3 *"m.3) Resolution of the General Meeting of Shareholders approved by 100% of the total voting shares is legal and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of this Law and DIC Group's Charter ."*	Amendments comply with Clause 2 Article 152 of Law on Enterprises; Clause 2 Article 21 of the draft Charter
4	Segment m.1, m.2, point m clause 2 Article 2	Phrase: *"shareholders attending the meeting approve"*	*"shareholders attending and voting in the meeting approve"*	Amendments comply with Article 7 clause 5 of Law No. 03/2022/QH15 dated January 11, 2022
5	Section b.1 Point b Clause 3 Article 2	*"b.1) The BOD prepares the opinion survey forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and sends them to all shareholders with voting rights no later than 10 days before the deadline for the opinion surevey forms return, unless otherwise stated in DIC Group's Charter for a longer period."*	*"b.1) The BOD prepares the opinion survey forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and sends them to all shareholders with voting rights no later than 15 days before the deadline for the opinion surevey forms return, unless otherwise stated in DIC Group's Charter for a longer period."*	Amendments comply with Article 149 clause 2 of Law on Enterprises stated 10 days if the Charter does not state a longer period; Comply with Article 22 clause 2 of the draft Charter stated 15 days.
6	Point b.4 Clause 3 Article 2	*"b.4) The BOD organizes the vote counting and prepares the vote counting minutes under the witness and supervision of shareholders who do not hold any management position in DIC Corp"*	*"b.4) The BOD organizes the vote counting and prepares the vote counting minutes under the witness and supervision of the* ***Audit Committee, or*** *shareholders who do not hold any management position in DIC Group"*	Amendments comply with Clause 5 Article 149 of Law on Enterprises; Clause 6 Article 22 of the draft Charter.

7	Point c.2 Clause 2 Article 3	*"c.2) Shareholders or groups of shareholders owning from 05% ..... DIC Group's Charter. Specifically, Shareholders or groups of shareholders owning from 05% to less than 10% of the total common shares have the right to nominate (01) candidate; from 10% to less than 30% have a maximum of (02) nominees; from 30% to less than 40% have a maximum of (03) mominees; from 40%to less than 50% have a maximum of (04) mominees; from 50% to less than 60% have a maximum of (05) mominees; from 60% to less than 65% have a maximum of (06) mominees; from 65% or more have the maximum numbers of mominees.* *In case the Charter .... conducts as follows:* *(i) Common shares shareholders forming a group to nominate individuals to the BOD must notify the shareholders attendding in the meeting in advance of the shareholders' meeting annoucement"*	*"c.2) Shareholders or groups of shareholders owning from* ***10%*** *or more of the total common shares of the total common shares, or a smaller percentage as stated in DIC Group's Charter, have the right to nominate candidates for the BOD in accordance with the provisions of Law on Enterprises and DIC Group's Charter. Specifically, Shareholders or groups of shareholders owning from 10% to less than 30% of the total common shares have the right to nominate (01) candidate; from 30% to less than 40% have a maximum of (02) nominees; from 40% to less than 50% have a maximum of (03) mominees; from 50% to less than 60% have a maximum of (04) mominees; from 60% or more have the maximum numbers of mominees as stated in DIC Group's Charter.* *In the absence of other provisions in DIC Group's Charter, the nomination of candidates to the BOD shall be as follows:* *(i) Common shares shareholders forming a group to nominate individuals to the BOD as stated in point c.2 clause 2 of this Article must notify the attending shareholders of the group meeting before the commencement of the General Meeting*	Amendments comply with Clause 5 Article 115 of Law on Enterprises; Clause 2 Article 25 of the draft Charter

			of Shareholders; at the same time, they must prepare minutes of the group meeting regarding the nomination of individuals to the BOD, accompanied by the candidate' nomination dossier to participate in the BOD according to the template prescribed by DIC Group."	
8	Segment g.1, Point g Clause 2 Article 3	*"g.1) The Chairman of the BOD is elected, dismissed, or removed among the BOD members by the BOD. The Chairman of the BOD is elected at the first meeting of the BOD within 07 working days from the end of the election of the BOD. This meeting is convened and chaired by the member with the highest number of votes or the highest voting percentage. In case there are more than one member with the same higest number of votes or voting percentage, the members vote by majority to select one of them to convene the BOD meeting"*	*"g.1) The Chairman of the BOD is elected, dismissed, or removed among the BOD members by the BOD."*	Amendments comply with Clause 1 Article 156 of Law on Enterprises; Due to duplicate with Point a clause 4 Article 3 of the Internal Governance Regulation
9	Clause 6 Article 3	*"6. Subcommittees under the BOD* *a) Apart from the Audit Committee, which is mandatory, the BOD can establish subcommittees under resolutions of ... specifically, but they only have observer status and do not have the right to intervene or decide on discussed matters.* *b) The BOD can delegate authority to the subcommittees of the BOD. During ... Subcommittees must comply with current legal regulations and provisions of DIC Corp's Charter.*	*"6. Subcommittees under the BOD* *a) Roles, responsibilities, and authorities of subcommittees under the BOD and each member within the subcommittee. The BOD can establish subordinate committees (Committees/ Councils/ Subcommittees) to be in charge of policies related to development, investment, human resources, and remuneration,.... In case DIC Group does not establish subcommittees, the BOD can assign BOD members to implement the*	Amendments comply with Article 31 of the model Charter; Comply with Article 32 Clause 2 of the draft Charter.

		c) The structure for subcommittees, criteria for subcommittee members, and the Heads of subcommittees are mainly as follows: *c.1) Subcommittees include Human Resources and Compensation Subcommittee, Investment Subcommittee, Ethics Subcommittee, Conflict resolution Subcommittee, Risk management Subcommittee, ... are established according to resolutions of the General Meeting of Shareholders.* *c.3) If DIC Corp does not establish subcommittees, the BOD can assign BOD members to assist in auditing, human resources, and compensation activities.,...* *d) Authorities and responsibilities of Heads of subcommittees* *d.1) Heads of subcommittees are selected among the members of the BOD ...... the General Meetings of Shareholders to address shareholder inquiries.* *d.2) Heads of subcommittees are responsible for:* *(i) Informing the BOD about all significant issues related to the subcommittees' work, at least every three (03) months;* *(ii) Submitting all requested data to the BOD with no delay;* *(iii) Taking necessary management measures to ensure that the*	*functions. The subcommittee's roles, responsibilities, and authorities are determined by the Decision to establish the subcommittee issued by the BOD. Each member within the subcommittee has roles, responsibilities, and authorities according to the subcomittee's Operation Regulation issued by the BOD.* *b) Nomination, candidacy, election, removal, and dismissal of members of BOD subcommittees. The nomination, candidacy, election, removal, and dismissal of subcommittee members are carried out according to resolutions and decisions of the BOD at each point in time to best fulfill the support role and responsibilities for the activities of each subcommittee.* *c) Activities of BOD subcommittees* *The number of members of a subcommittee is determined by the BOD, with a minimum of 02 members. The activities of subcommittees must comply with the regulations of the BOD. Resolutions of subcommittees are only effective when the majority of members attend and vote at the subcommittee meeting. One of the members of the subcommittee will be appointed as the Head of the subcommittee according to the decision of the BOD. Individuals who are not members of the subcommittee can be invited to discuss*	

		subcommittees fulfill their tasks. *d.3) Authorities of the subcommittees under the BOD* *(ii) Subcommittees under the BOD can ... also be BOD members.* *(iii) Actions taken to enforce decisions of the BOD or of ......, appoint members of the subcommittee or the BOD can involve errors.* *e) Structure, functions, and tasks of subcommittees and individual members.* ...... - *The specific functions of the Investment Committee can be adjusted and will be determined in the establishment decision at each point in time.''*	*specific issues; they have the right to observe and express opinions but do not have the authority to intervene or decide on the issues under discussion. The BOD can delegate authority to the subcommittees of the BOD. During the exercise of the delegated authority, subcommittees must comply with the regulations set forth by the BOD. Resolutions of subcommittees are only effective when the majority of members attend and vote at the subcommittee meeting. The implementation of decisions by the BOD or by subcommittees under the BOD must comply with the current legal regulations, the provisions of the DIC Group's Charter, and this Regulation.* *Action taken to enforece decisions of the BOD of the subcommittee or subcommittee members shall be legally valid even in cases where there can be errors in the election or appointment of subcommittee members.''*	
10	Point a Clause 1 Article 4	*"a) Making decisions regarding the daily business operations of DIC Group that beyond the authority of the BOD"*	*"a) Making decisions regarding the daily business operations of DIC Group that beyond the authority of the BOD; Conducting the daily business operations of DIC Group in accordance with the provisions of the law, this Charter, and resolutions or decisions of the BOD. In case of any mismanagement contratry to this provision resulting in damageds to DIC*	Amendments comply with Article 162 of Law on Enterprises and Article 35 of the model Charter; Comply with Point a Clause 4 Article 36 of the draft Charter.

			Group, the General Director shall bear legal responsibility and compensate for the losses incurred by DIC Group."	
11	All Articles, Clauses	Used word: *"DIC Corp"*	Amendments to *"DIC Group"*	Compliance with với the abbreviation in Vietnamese on the Business Registration Certificare and Charter.

III – Supplemented and amendmented contents to Operation Regulations of DIC Group's BOD

No.	Contents	Operation Regulations of BOD dated April 22, 2021	BOD Operation Regulations amendments in 2024	Legal basis
1	Article 6 Clause 1 Point a	*"a) Having full capacity for civil acts, not included within the scope stated in Clause 2 Article 17 of Law on Enterprises;"*	*"a) Not included within the scope stated in Clause 2 Article 17 of Law on Enterprises;"*	Amendments comply with Article 6 clause 1 point a of the model BOD regulation based on Decree No. 116/2020; Article 26 Clause 1 Point a of the draft Charter
2	Article 6 Clause 1 Point b	*"b) Having professional qualifications and practical experience in business management relevant to the sector, industry, or business field of DIC Group, and it is not mandatory to be a shareholder of DIC Group;"*	*"b) Having professional qualifications and experience in business management or in the sector, industry, or business field of DIC Group, and it is not mandatory to be a shareholder of DIC Group;"*	Amendments comply with Article 6 Clause 1 Point b of the model BOD regulation; Article 26 Clause 1 Point b of the draft Charter

3	Article 9 Clause 1	*"1. Shareholders or groups of shareholders owning from 5% to less than 10% of the total common shares have the right to nominate (01) candidate; from 10% to less than 30% can nominate a maximum of (02) candidates; or from 30% to less than 40% can nominate a maximum of (03) candidates; from 40% to less than 50% can nominate a maximum of (04) candidates; from 50% to less than 60% can nominate a maximum of (05) candidates; from 60% to less than 65% can nominate a maximum of (06) candidates; from 65% or more can nominate the maximum number of candidates as sated in Article 26 of DIC Group's Charter. "*	*"1. Shareholders or groups of shareholders owning from 10% to less than 30% of the total common shares have the right to nominate (01) candidate; from 30% to less than 40% can nominate a maximum of (02) candidates; from 40% to less than 50% can nominate a maximum of (03) candidates; from 50% to less than 60% can nominate a maximum of four (04) candidates; from 60% or more can nominate the maximum number of candidates".*	Amendments comply with Article 25 Clause 2 of the draft Charter
4	Article 10 Clause 1 Point đ	*"đ) Positions previously held by the candidates:"*	Remove point đ	Amendments comply with Article 10, Appendix III of the model BOD regulation; and Clause 1 Article 25 of the draft Charter.
5	Article 11 Clause 2 Point a	*"a) The decision on the strategiv direction, medium-term development plan, and annual business plan of DIC Group; The definition of operational objectives based on the strategic goals approved by the General Meeting of Shareholders;"*	*"a) The decision on the strategiv direction, medium-term development plan, and annual business plan of DIC Group;"*	Amendments comply with Article 11 Clause 2 point a of the model regulations; Article 28 clause 2 point a of the draft Charter
6	Article 13 Clause 1	*"1. The BOD must convene an extraordinary General Meeting of Shareholders in the following cases:*	*"1. The BOD must convene an extraordinary General Meeting of Shareholders in the following cases:* *a) The BOD considers it necessary for DIC Group's interests;*	Amendments comply with Article 13 Clauses 1, 2 of the model BOD Regulation

		a) The BOD considers it necessary for DIC Group's interests; *b) Based on the request of shareholders or groups of shareholders as satetd in Clause 2 Article 115 of Law on Enterprises; the request to convene the EGM must be made in writing, specifying the reasons and purposes of the meeting, and must have sufficient signatures of the relevant shareholders, or the request documents must be prepared in multiple copies and gather enough signatures of the relevant shareholders;* *c) The BOD convenes an EGM when considering it necessary for DIC Group's interests/ Convening the meeting is considered necessary if the Audit Committee finds that the meeting is important to discuss the audit report or the financial situation of DIC Group, and the BOD concurs;* *d) Quarter, semi-annual, or annual financial statements that have been audited reflect that shareholders' equity has been decreased by half (1/2) compared to the beginning of the period;* *e) The BOD must convene the General Meeting of Shareholders within [30] days from the date when the number of remaining BOD members, independent members of the BOD is less than the*	*b) The remaining number of BOD members is less than the minimum number of members as stated by law;* *c) Based on the request of shareholders or groups of shareholders as satetd in Clause 2 Article 115 of Law on Enterprises; the request to convene the EGM must be made in writing, specifying the reasons and purposes of the meeting, and must have sufficient signatures of the relevant shareholders, or the request documents must be prepared in multiple copies and gather enough signatures of the relevant shareholders;* *d) The BOD convenes an EGM when considering it necessary for DIC Group's interests/ Convening the meeting is considered necessary if the Audit Committee finds that the meeting is important to discuss the audit report or the financial situation of DIC Group, and the BOD concurs;* *đ) Quarter, semi-annual, or annual financial statements that have been audited reflect that shareholders' equity has been decreased by half (1/2) compared to the beginning of the period;* *e) Other cases as stated by law* *.* *2. The EGM convention* *The BOD must convene the General Meeting of Shareholders within [30]*	

		minimum number of members as stated in DIC Group's Charter or upon receiving the request as sated in point c và point d Clause 1 of this Article; *f) Other cases as stated by law."*	*days from the date when the number of remaining BOD members, independent members of the BOD is less than the minimum number of members as stated in DIC Group's Charter or upon receiving the request as sated in point c và point d Clause 1 of this Article;"*	
7	Article 14 Clause 1	*"1. The BOD can establish subcommittees to be in charge of policies on development, personnel, compensation, internal auditing, and risk management. The number of members in the subcommittee is determined by the BOD and must be a minimum of 03 people, including BOD members abd external members."*	*"1. The BOD can establish subcommittees to be in charge of policies on development, personnel, compensation, internal auditing, and risk management,…. The number of members in the subcommittee is determined by the BOD and must be a minimum of* ***02*** *people."*	Amendments comply with Article 32 clause 2 of the draft Charter
8	Article 15 Clause 8	Section: *[except in the case where DIC Group's Charter states a shorter time limit]. […]*	Section removal: *[except in the case where DIC Group's Charter states a shorter time limit]. […]*	Amendments comply with Article 31 Clause 9 of the draft Charter