

## **CHARTER OF**

### **DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C**

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(Pursuant to Resolution No. 01/NQ-DIC Group-ĐHĐCĐ dated April 18, 2024  
and Resolution No.105/NQ-DIC Group-HĐQT dated June 10, 2025)

**Vung Tau, June 2025**



**Tổng CTCP Đầu Tư Phát Triển Xây Dựng**  
**Development Investment Construction J.S.C**  
15 Thi Sách, phường Thăng Tam, TP. Vũng Tàu

**NỀN TẢNG VỮNG CHẮC, KHỞI SẮC TƯƠNG LAI**

Tel: 0254.3859 248 | Fax: 0254 3560 712 | Web: [www.dic.vn](http://www.dic.vn)

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## INTRODUCTION

This Charter is the legal basis for the business activities organization and implementation of Development Investment Construction J.S.C (hereinafter referred to as “**DIC Group**” or “**The Company**”), established in accordance with provisions of the Law on Enterprises, Law on Securities and documents of guidance.

This Charter was approved in principle under Resolution No. 01/NQ-DIC Group-ĐHĐCĐ dated April 18, 2025, and ratified by the Board of Directors under Resolution No. 105/NQ-DIC Group-HĐQT dated June 10, 2025.

## CHAPTER I

### DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1: Interpretation of terms:

1. In this Charter, the following terms shall be construed as follows:

- a) *Charter capital* means the total amount of shares sold or registered to buy since the Company establishment and stated in Article 6 of this Charter;
- b) *Voting capital* means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders;
- c) *Law on Enterprises* means Law on Enterprises No.59/2020/QH14 dated June 17, 2020;
- d) *Law on Securities* means Law on Securities No.54/2019/QH14 dated November 26, 2019;
- e) *Date of Establishment* means the date on which the Company is issued with the initial Enterprise Registration Certificate (Business Registration Certificate or equivalent value documents);
- f) *Executive Directors* include the General Director, Deputy General Director, Financial Director, Chief Accountant of the Company and other executives under the authority approval of the Board of Directors (Appointment Decisions must have defined positions contents as Executives);
- g) *Managerial Directors* include the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Financial Director, Chief Accountant and other managerial positions under the authority approval of the Board of Directors (Appointment Decisions must have defined positions contents as Managerial Directors with authority to sign The Company’s transactions on behalf of The Company);
- h) *Person with family relationships* includes husband, wife, biological father, biological mother, foster father, foster mother, fathers-in-law, mothers-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological older brother, biological older sister, biological younger brother, biological younger sister, older brother-in-law, younger brother-in-law, older sister-in-law, younger sister-in-law, wife’s biological older brother, husband’s biological older brother, wife’s biological older sister, husband’s biological older sister, wife’s biological younger sister, husband’s biological younger sister, wife’s biological younger brother, husband’s biological younger brother stated in Clause 22, Article 4 of the Law on Enterprises;



i) *Related Person* means any individual or organization having direct or indirect relationship with DIC Group stated in Clause 23, Article 4 of the Law on Enterprises, and Clause 46, Article 4 of the Law on Securities;

j) *DIC Group* is a Group of Parent company – Subsidiaries that have relationships with each other through share ownership, capital contribution or other connections, including:

- DIC Group: is the Parent company of Subsidiaries;

- Subsidiaries: are enterprises in which DIC Group (i) owns more than fifty percents (50%) of charter capital or total number of issued common shares, or (ii) has the direct or indirect decision right on appointment of a majority or all members of the Board of Directors, Directors or General Director, or has (iii) decision rights on amendments and supplements to the Charter of the enterprise;

- Affiliated Companies: are enterprises in which DIC Group has capital but does not have dominant control and have close ties to DIC Group through development strategy, market strategy, investment orientation, technology, raw material supply sources, markets, brands and other related issues in DIC Group's business activities.

k) *General Meeting of Shareholders* includes all shareholders with voting right, is the highest decision-making body of the Company.

l) *Shareholder* means an individual or organization that owns at least one (01) share of the Company (Clause 3, Article 4 of the Law on Enterprises);

m) *Major shareholder* means a shareholder that owns from five percent (5%) of shares with the voting right of the Company (Clause 18, Article 4 of the Law on Securities);

n) *Shares* mean the Company's charter capital divided into several equal parts;

o) *Law* means all legal documents issued by Vietnamese agencies at each time point;

p) *Duration of Operation* means the duration of operation of the Company, stated in Article 2 of this Charter with the approval of the General Meeting of Shareholders by a resolution;

q) *Vietnam* means the Socialist Republic of Vietnam;

r) *Stock exchanges* include Vietnam Stock Exchange and its Subsidiary companies.

2. In this Charter, any reference to one or more other provisions or documents includes amendments, supplements and replacements.

3. Headings (chapters and article of this Charter) are used for convenience only and do not affect the contents of this Charter.

4. The following abbreviations in this Charter are understood, as follows:

a) "GMS" is General Meeting of Shareholders;

b) "BOD" is Board of Directors;

c) "GD": General Director;

d) "D.GD" is Deputy General Director;

e) "DIC Group/The Company" is Development Investment Construction J.S.C.



## CHAPTER II

### NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF THE OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

#### Article 2: Name, form, head office, branch, representative office and operation duration of The Company

1. Name of The Company:

- Name in Vietnamese: Tổng Công ty Cổ phần Đầu tư Phát triển Xây dựng
- Name in English: Development Investment Construction Joint Stock Company.
- Transaction name: Tổng Công ty Cổ phần Đầu tư Phát triển Xây dựng
- Abbreviated name: DIC Group

2. DIC Group is the Joint Stock Company with legal entity status in compliance with applicable laws of Vietnam.

3. Registered head office of the Company is:

- Head office address: 15 Thi Sach Street, Thang Tam Ward, Vung Tau City, Ba Ria – Vung Tau Province, Vietnam;
- Tel: (0254) 3859248
- Fax: (0254) 3560712
- Email: [info@dic.vn](mailto:info@dic.vn)
- Website: [www.dic.vn](http://www.dic.vn)

4. The Company may establish branches and representative offices in the areas of business in order to carry out the operational objectives of the Company in compliance with the Decisions of the Board of Directors and to the extent permitted by law.

5. Exception for early termination of operation in accordance with Article 50 or operation extension in accordance with Clause 1, Article 51 of this Charter, The Company's operation duration is indefinite from the date of establishment.

#### Article 3: Legal representative of the Company

Chairman of the BOD is the legal representative of The Company,

Legal representative of The Company is the representative individual for the Company to implement rights and obligations arose from transactions of the Company, represent the Company as a requester to resolve civil matters of plaintiffs, defendants, and individuals with related rights and obligations in front of Arbitrators, Courts, and other rights and obligations as prescribed by law.

Legal representative of the Company has the responsibility in accordance with provisions of Article 13, Law on Enterprises.



## CHAPTER III

### OBJECTIVES, SCOPE OF BUSINESS AND OPERATION

#### Article 4: Operational objectives of the Company

##### 1. Business lines of DIC Group:

No.	Supplemented business lines	Code
1	Real estate business, land use rights belonging to owners, users or tenants Details: Investment in development of new urban areas and industrial parks, investment in business and development of housing and technical infrastructure in urban areas, industrial parks, export processing zones, high-tech parks, new economic zones (Except for investment in construction of cemetery and graveyard infrastructure to transfer land use rights associated with infrastructure); house; Business of renting houses, land, premises for offices, shops, shopping centers, factories, exhibition areas, warehouses.	6810
2	Real estate consulting, brokerage and auctions, land use rights auctions Details: Real estate brokerage services; real estate appraisal services	6820
3	Installation of other construction systems Details: Installation of steel structures, mechanical and galvanized products, and electromechanical construction equipment.	4329
4	Management consulting activities Details: Investment consulting; Project management;	7020
5	Wholesale of materials and installation equipment in construction Details: Trading in construction materials, supplies, and equipment, selling various items for interior and exterior decoration (excluding the rights to export, import, and distribute items listed in the Foreign Investor Goods Category; economic organizations with foreign investment are not authorized to export, import, or distribute such items).	4663
6	Wholesale of machinery, equipment, and other machine parts Details: Trading of construction machinery, construction equipment, technology lines, and other technological equipment (excluding the right to export, import, and distribute goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute).	4659
7	Short-term accommodation services Details: Tourism service business; Tourism accommodation business: Hotels; (Excluding travel agency services, except for international travel services catering to international tourists visiting Vietnam).	5510
8	Manufacture of building materials from clay Details: Building materials production (the enterprise is not allowed to set up production workshops within residential areas and is only permitted to operate when it meets the conditions stipulated by the Law on	2392



	Environmental Protection).	
9	Manufacture of non-alcoholic beverages and mineral water Details: Soft drinks production.	1104
10	Processing and preserving of fruits and vegetables Details: Food processing.	1030
11	Road freight transport.	4933
12	Road passenger transport within and outside urban areas (excluding bus transport) Details: Road passenger transport.	4931
13	Passenger transport by inland waterway.	5021
14	Extraction of stone, sand, gravel, and clay. Details: Mining and processing minerals for construction materials; Excavation of soil, sand for land filling.	0810
15	Repair of machinery and equipment. Details: Repair of motorcycles, construction equipment, and transportation vehicles.	3312
16	Architectural activities and related technical consulting. Details: Supervision of civil and industrial construction projects.	7110
17	Wholesale of other household goods. Details: Trading in perfumes, cosmetics (excluding the right to export, import, distribute goods listed in the list of goods for which foreign investors, foreign-invested economic organizations are not allowed to exercise the right to export, import, distribute).	4649
18	Retails of pharmaceuticals, medical devices, cosmetics, and sanitary products in specialized stores. Details: Retails of perfumes, cosmetics, and sanitary products in specialized stores (excluding the right to export, import, and distribute goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute).	4772
19	Residential buildings construction.	4101
20	Non-residential buildings construction Details: Construction of civil works.	4102
21	Road infrastructure construction Details: Construction of transportation infrastructure.	4212
22	Electrical construction Details: Construction of power lines and substations (excluding "transmission, regulation of the national power system; construction and operation of multipurpose hydropower and nuclear power plants of special importance to the socio-economic development").	4221
23	Water supply and drainage construction.	4222
24	Hydraulic construction	4291



	Details: Construction of power lines and substations (excluding "transmission, regulation of the national power system; construction and operation of multipurpose hydropower of special importance to the socio-economic development")	
25	Manufacture of processed meals and food.	1075
26	Other civil engineering construction. Details: Construction of industrial facilities, infrastructure and industrial zones, environmental treatment facilities.	4299 (main)
27	Wholesale of food products Details: Wholesale of food products (excluding the right to export, import, and distribute goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute).	4632
28	Retails of food in specialized stores Details: Retails of food (excluding the right to export, import, and distribute goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute).	4721
29	Wholesale of beverages Details: Sale of alcoholic beverages (wine, beer); non-alcoholic beverages. Beverage business.	4633
30	Retails of food products in specialized stores Details: Retails of food products (excluding the right to export, import, and distribute goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute).	4722
31	Other road passenger transport. Details: Road passenger transport for inter-provincial and intra-provincial routes.	4932
32	Coastal and oceanic passenger transport.	5011
33	Retails of beverages in specialized stores. Details: Retails of beverages (excluding the right to export, import, and distribute goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export, import, and distribute).	4723
34	Mobile catering services including restaurants and food service	5610
35	Other support services related to transport. Details: Ticket sales agency for airplanes, trains, and hydrofoils.	5229
36	Beverage serving service Details: Bars, pubs, and cocktail lounges	5630
37	Advertising.	7310
38	Financial service activities not elsewhere classified	6619



	Details: Currency exchange agency. The enterprise shall only operate when it meets the conditions prescribed by law.	
39	Lotteries, betting, and gambling activities Details: Operation of coin-operated gambling machines; operation of coin-operated game machines; off-track betting (the enterprise is only allowed to operate with a permit from the relevant authority and must meet the conditions prescribed by law).	9200
40	Sports and entertainment equipment rental.	7721
41	Sports facilities activities.	9311
42	Sports clubs activities.	9312
43	Organization of commercial promotion and introduction. Details: Event organization.	8230
44	Activities of amusement parks and theme parks.	9321
45	Other amusement activities not elsewhere classified Details: Other amusement activities; operation of amusement parks, beaches, including rental of facilities such as bathhouses, lockers, deck chairs, umbrellas, etc.; operation of recreational transport facilities, such as boat racing; rental of leisure equipment as part of recreational facilities; operation of fairs and amusement displays with entertainment nature; operation of dance halls; operation of karaoke (the enterprise shall only operate when it meets the conditions prescribed by law).	9329
46	Water extraction, treatment, and supply.	3600
47	Sauna, massage services, and similar health-enhancing services (excluding sports activities)	9610
48	Drainage and wastewater treatment.	3700
49	Demolition.	4311
50	Site preparation Details: Site preparation (excluding explosive demolition services)	4312
51	Retail of other new goods in specialty stores Details: Retail of souvenirs, handicrafts, and artisanal products	4773
52	Electrical systems installation.	4321
53	Other sports activities. Details: Activities related to promoting sports events; Operation of racehorse stables and car garages.	9319
54	Installation of water supply, drainage, heating, and air conditioning systems.	4322
55	Completion of construction projects.	4330
56	Preschool education.	8511
57	Kindergarten education.	8512
58	Primary education.	8521
59	Secondary education.	8522
60	Highschool education	8523



61	Vocational training.	8531
62	Intermediate vocational training.	8532
63	College education.	8533
64	Undergraduate education.	8541
65	Postgraduate education.	8542
66	Sports and entertainment education.	8551
67	Cultural and artistic education.	8552
68	Other education not elsewhere classified. Details: Teaching foreign languages and conversation skills; Courses on criticism and professional evaluation; Non-level education at training centers; Self-defense training; Life skills training; Public speaking training...	8559
69	Educational support services.	8560
70	Activities of general, specialized medical clinics, and dental clinics.	8620
71	Other healthcare activities not elsewhere classified. Details: Concentrated care and nursing activities.	8699
72	Operations of caregiving and nursing facilities	9710

*The maximum foreign ownership percentage is 49%.*

## 2. Operation objectives of DIC Group:

- To transform into a proficient economic operational group, ranked among the leading real estate investment and business development enterprises, with financial strength, outstanding competitive competence, large scale, diverse industries, development investment activities as a driving force to promote production and business activities, economic efficiency as a measure for the stable and sustainable development of the Company;
- To maximize benefits and enhance the value of The Company including the interests of shareholders;
- To continuously improve the quality of life, income, and working environment for employees;
- To generate profits for shareholders, create employment opportunities and income for workers, and contribute to the development of the socio-economic landscape.

## **Article 5: Scope of business and operations of The Company**

The Company is permitted to implement business activities in accordance with business fields stated in this Charter and has registered, notified changes in business registration content to the business registration agency and published on the national business registration information portal. In case of The Company operates in conditional investment and business lines, The Company must meet the business conditions according to the provisions of Law on Investment and relevant specialized laws.



## CHAPTER IV

### CHARTER CAPITAL, SHARES

#### Article 6: Charter capital, shares

1. Charter capital of The Company is the total par value of all sold shares, as recorded on the business registration certificate issued by the Ba Ria – Vung Tau Department of Finance, amounting to VND 6,464,311,910,000. DIC Group's charter capital is divided into 646,431,191 shares, each with a par value of VND 10,000 (ten thousand)/share.

2. The Company can change its Charter Capital upon the approval of the GMS in the following cases:

a) The Company repurchases issued shares stated in Article 132 and Article 133 of Law on Enterprises;

b) The Charter capital is not paid in full and on time by shareholders as stated in Article 113 of Law on Enterprises

c) The GMS in this Charter authorizes/delegates the BOD with full authority to decide on all contents, issues, documents, and procedures related to the adjustment of the charter capital of The Company as stated in Clause 1 of this Article, in accordance with the permissions of the competent state authorities, and to report to the GMS at the nearest meeting.

d) The other cases in compliance with the provisions of law.

3. The shares of The Company as of the date of approval of this Charter are common shares. The rights and obligations of shareholders are stated in Articles 12 and 13 of this Charter.

4. In addition to common shares, The Company may issue various types of preferred shares (including voting preferred shares, dividend preferred shares, redeemable preferred shares, and other preferred shares) with the approval of the GMS and in accordance with the provisions of the law.

5. Common shares shall be offered on a priority basis to existing shareholders in proportion to their ownership of common shares in the Company, except where the GMS decides otherwise. Any shares not subscribed by shareholders will be decided upon by the BOD of The Company. The BOD can distribute these shares to shareholders and other individuals under terms not more favorable than those offered to existing shareholders, unless otherwise approved by the GMS.

6. The Company can repurchase its issued shares in the manner prescribed in this Charter and applicable laws. Shares repurchased by The Company are treasury shares, which BOD shall offer for sale in accordance with the Law on Securities, relevant guiding documents, and the provisions of this Charter.

7. The Company shall issue other types of securities with the approval of the GMS and in accordance with the provisions of the law.

#### Article 7: Shares, share certificates

1. Shares are the certificate issued by the Company, book entries, or electronic data confirming the ownership of one or more shares in the Company. The main contents of the



share certificate shall comply with the provisions of Clause 1, Article 121 of the Law on Enterprises

2. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

3. Within 15 days from the date of submission of the complete application for the transfer of share ownership as prescribed by the Company, or within the period specified in the terms of the share issuance to increase charter capital according to the Company's share issuance plan, the shareholder shall be issued a share certificate. Shareholders are not required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in another form, the shareholder shall be reissued a new share certificate by the Company upon request. The shareholder's request must include the following:

- Information about the share certificate that was lost, damaged, or destroyed in another form;
- A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate;
- Payment of all related costs to the Company.

#### **Article 8: Other securities certificates**

Bond certificates or other security certificates issued by the Company must have the signature of the legal representative and the seal of the Company.

#### **Article 9: Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Listed shares and shares registered for trading on the Stock Exchange are transferred in accordance with the provisions of the Law on Securities and the stock market regulations.

2. Shares that have not been fully paid for are not transferable and do not confer the associated rights, such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10: Reclamation of shares**

1. In case a shareholder fails to pay the full amount due for purchasing shares on time, the BOD shall notify the shareholder and has the right to require the shareholder to pay the remaining amount plus a late payment interest calculated at 150% of the lending interest rate for the same term of the Ho Chi Minh City Development Joint Stock Commercial Bank - Vung Tau Branch, calculated from the due date until the actual payment date. Additionally, the shareholder must cover any costs incurred by the Company due to the incomplete payment.

2. The above-mentioned payment notice must specify the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and clearly state that if the payment is not made as required, the unpaid shares will be reclaimed.



3. The BOD has the right to reclaim the shares that have not been fully and timely paid for in the case the requirements stated in the above notice are not met.
4. Reclaimed shares are considered shares eligible for sale as stated in Clause 3, Article 112 of the Law on Enterprises. The BOD may directly sell or authorize the sale and redistribution of these shares under terms and conditions deemed appropriate by the BOD.
5. Shareholders holding reclaimed shares must relinquish their shareholder status for those shares. However, they are still required to settle any related amounts and late payment interest (calculated at 150% of the loan interest rate for the corresponding term at the Ho Chi Minh City Development Joint Stock Commercial Bank - Vung Tau Branch, from the due date to the actual payment date of the late payment) at the time of reclamation as determined by the BOD from the date of reclamation until the payment is made. The BOD has full authority to enforce the full payment of the share value at the time of reclamation.
6. Notice of reclamation shall be sent to the shareholder holding the reclaimed shares prior to the reclamation. The reclamation remains effective even in cases of errors or negligence in sending the notice.

## **CHAPTER V**

### **STRUCTURE OF ORGANIZATION, MANAGEMENT AND SUPERVISION**

#### **Article 11: Structure of organization, management and supervision**

The structure of organization, management and supervision of DIC Group shall be as follows:

1. General Meeting of Shareholders
2. Board of Directors, Audit Committee under the Board of Directors
3. General Director

## **CHAPTER VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 12: Rights of shareholders**

1. Shareholders are individuals or organizations that own at least one share of the Company. Shareholders are only liable for the debts and other financial obligations of the Company within the amount of capital they have contributed to the Company.
2. Ordinary shareholders have the following rights:
  - a) To attend and raise opinions at the GMS and to exercise their voting rights directly at the GMS, through an authorized representative, or by e-voting or other electronic means; each ordinary share carries one vote;
  - b) To receive dividends at the rate determined by the GMS;
  - c) To have preemptive rights to purchase newly offered shares in proportion to the ordinary shares they own;
  - d) To freely transfer their shares to others, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant legal provisions;



- e) To examine, inspect, and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of their incorrect information;
  - f) To examine, inspect, and extract or copy the Company's Charter, minutes of the GMS, and resolutions of the GMS;
  - g) In case of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Company.
  - h) To request the Company to buy back their shares in the cases specified in Article 132 of the Law on Enterprises.
  - i) To be treated equally. Each share of the same type confers equal rights, obligations, and benefits on its holder. In case the Company has preferred shares, the rights and obligations associated with these preferred shares must be approved by the GMS and fully disclosed to all shareholders.
  - j) To have full access to the Company's periodic and extraordinary information disclosure in accordance with the law.
  - k) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the GMS and the BOD in accordance with the Law on Enterprises.
  - l) The other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning five percent (5%) or more of the total common shares have the following rights:
- a) To examine, inspect, and extract minutes and resolutions of the BOD, mid-year financial reports, and annual reports following the template of the Vietnamese accounting system, along with audit committee reports, contracts, transactions requiring approval from the BOD, and other relevant documents, excluding materials related to trade secrets and business secrets of the Company;
  - b) To request the BOD to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3 Article 115, and Article 140 of the Law on Enterprises;
  - c) To request the BOD to investigate specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and must include full name, permanent address, nationality, ID Card, Passport, or other legal personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number of shares and the time of share registration for each shareholder; the total number of shares of the entire group of shareholders and the ownership ratio of the total shares of the Company, the issue to be inspected, and the purpose of the investigation. In this case, the inspection shall be conducted directly by the Audit Committee and reported accordingly.
  - d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to DIC Group no later than 3 business days before the opening day of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each type held by the shareholder, and the issue proposed to be included in the meeting agenda.
  - e) The other rights as prescribed by law and this Charter.



4. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares have the right to nominate individuals to the BOD.

a) The nomination of individuals to the BOD shall be carried out in accordance with the provisions of Clause 5, Article 115 of the Law on Enterprises, Clause 2, Article 274 of Decree 155/2020/NĐ-CP, Clause 2, Article 25 of this Charter, and other relevant regulations.

b) When exercising the rights stipulated in Clause 4 of this Article, the group of shareholders shall prepare a meeting minutes regarding the nomination of individuals to the BOD. This document should be sent along with the candidate's application dossier for the BOD, following the prescribed format of DIC Group.

### **Article 13: Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To comply with the Charter and the Internal Regulations on Corporate Governance of the Company; to adhere to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To fully and timely pay for the shares they have committed to purchase. They are not allowed to withdraw the capital contributed in the form of ordinary shares from the Company in any way, except in cases where the Company or another party repurchases the shares. If a shareholder withdraws part or all of the capital contributed in violation of this provision, the shareholder and the persons with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the shares withdrawn and for any resulting damages.
3. To attend the General Meeting of Shareholders and exercise voting rights through one of the following methods:
  - a) Attending and voting in person at the meeting;
  - b) Authorizing another person to attend and vote on their behalf;
  - c) Attending and voting via online meeting platforms, e-voting, or other e-means;
  - d) Submitting voting ballots to the meeting via mail, fax, or email.
4. To provide an accurate address when registering for share subscription.
5. To bear personal liability when acting on behalf of the Company in any of the following cases:
  - a) Violating the law;
  - b) Conducting business or transactions for personal gain or for the benefit of other individuals or organizations;
  - c) Making premature payments of debts in cases that the Company is exposed to potential financial risks.
6. Major shareholders must not abuse their dominant position to harm the rights and interests of the Company or other shareholders, and must fulfill information disclosure obligations in accordance with applicable laws.
7. To maintain the confidentiality of information provided by the Company as prescribed in the Company's Charter and by law; such information shall only be used to exercise and



protect the shareholder's lawful rights and interests; the dissemination, duplication, or transmission of such information to other individuals or organizations is strictly prohibited.

8. To fulfill other obligations as prescribed by law and the Company's Charter.

#### **Article 14: General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once (01) a year. It must convene within four (04) months from the end of the fiscal year or may be extended by the BOD but no later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The Annual or Extraordinary General Meeting of Shareholders can be held in one of the following formats: in-person meetings, online meetings (or a combination of online and in-person meetings) as stipulated in Clause 10, Article 20 of this Charter, or by collecting written opinions as stipulated in Article 22 of this Charter. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate location and format. The Annual General Meeting of Shareholders decides on matters as stipulated by law and the Company's charter, particularly the approval of the audited annual financial statements and the budget for the next fiscal year. In cases where the audited annual financial statements of the Company contain material exceptions, adverse opinions, or disclaimers, the Company must invite a representative from the approved auditing organization responsible for auditing its financial statements to attend the Annual General Meeting of Shareholders. The representative of the aforementioned approved auditing organization is obligated to attend the Company's Annual General Meeting of Shareholders to provide explanations on relevant matters.

3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The quarterly, semi-annual, or audited annual financial statements indicate that the equity has been reduced by half (1/2) compared to the beginning of the period;
- c) The number of Board of Directors members or independent Board of Directors members is less than the minimum required by law;
- d) Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter and Clause 2, Article 115 of the Law on Enterprises request the convention of a General Meeting of Shareholders. The request to convene the meeting must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or multiple written requests shall be compiled to include the signatures of all relevant shareholders;
- e) Other cases as stipulated by law and this Charter.

4. Convention of Extraordinary General Meeting of Shareholders:

- a) The Board of Directors shall convene the General Meeting of Shareholders within thirty (30) days from the date the remaining number of Board members or independent Board



members falls under the conditions stipulated in Point (c), Clause 3 of this Article, or upon receiving the request as specified in Point (d), Clause 3 of this Article;

b) In case the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point (a), Clause 4 of this Article, within the subsequent thirty (30) days, the shareholder or group of shareholders specified in Point (d), Clause 3 of this Article has the right to convene the General Meeting of Shareholders. In this case, if deemed necessary, the shareholder or group of shareholders convening the GMS may request the authority issuing the business registration certificate or another competent authority as prescribed by law to supervise the process, procedures for convening, conducting the meeting, and making decisions at the General Meeting of Shareholders;

The convener shall prepare a list of shareholders eligible to attend the GMS; provide information and address complaints related to the list of shareholders; draft the agenda and content of the meeting; prepare documents and draft resolutions for the GMS based on the proposed meeting content; compile a list and detailed information about candidates in the case of electing members of the Board of Directors; determine the time and venue of the meeting; send invitations to each shareholder eligible to attend the meeting; and carry out other tasks to facilitate the meeting.

c) All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. These expenses do not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

#### **Article 15: Rights and duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type for offering; to determine the annual dividend rate for each class of shares;
- c) To elect, dismiss, and recall members of the Board of Directors;
- d) To decide on investments (by approving the initial investment policy) or the sale of assets with a value equal to or greater than 35% of the total assets recorded in the latest financial statements of the Company;
- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of shares sold of each class;
- h) To review and address violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
- l) To approve the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors;
- m) To approve the list of approved audit firms; to select an approved audit firm to audit the Company's operations; to dismiss the approved auditor if deemed necessary;



- n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The Board of Directors' report on governance and the performance of the BOD and its individual members; Independent member of the Board of Directors shall report at the Annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/NĐ-CP;
  - d) Dividend levels for each class of shares;
  - e) The number of members of the Board of Directors;
  - f) The election, dismissal, and recall of members of the Board of Directors;
  - g) The decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
  - h) The approval of the list of approved audit firms and the selection of an audit firm to review the Company's operations when deemed necessary;
  - i) Amendments and supplements to the Company's Charter;
  - j) The types and quantities of newly issued shares of each class, and the transfer of founding member's shares within the first 03 years from the date of establishment;
  - k) The division, separation, consolidation, merger, or transformation of the Company;
  - l) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
  - m) Decisions on investments or asset sales with a value equal to or greater than 35% of the total assets recorded in the latest financial statements of the Company;
  - n) The repurchase of more than 10% of the total number of shares sold of each class.
  - o) The approval on the Company's execution of contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises, where the transaction value is equal to or greater than 35% of the total assets of the Company as recorded in the latest financial statements;
  - p) The approval on transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP;
  - q) The approval on the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors;
  - r) The decision on other issues in accordance with the law and this Charter.
3. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:
- a) The audited annual financial statements;
  - b) The report of the Board of Directors on corporate governance and the performance of the BOD and its individual members; Independent member of the Board of Directors shall be responsible for reporting at the Annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/NĐ-CP;
  - c) The Company's annual business plan;
  - d) Dividend levels for each class of shares;
  - e) Other issues as prescribed by law and this Charter.



4. All resolutions and issues included in the meeting agenda shall be presented for discussion and voting at the General Meeting of Shareholders.

#### **Article 16: Authority participation in the General Meeting of Shareholders**

1. Shareholders, authorized representatives of organizational shareholders may directly attend the meeting, or authorize one or more individuals or organizations to attend on their behalf, or participate in the meeting through one of the formats specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for individuals, organizations to represent shareholders at the General Meeting of Shareholders, as stipulated in Clause 1 of this Article, shall be made in writing. The authorization document shall be prepared in accordance with civil law regulations and shall clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing person and the authorized person.

The authorized representative attending the General Meeting of Shareholders shall submit the authorization document when registering for the meeting. In the case of sub-authorization, the attendee shall also present the original authorization document from the shareholder or the authorized representative of the organizational shareholder (if it has not been previously registered with the Company).

3. The voting card of an authorized representative attending the General Meeting of Shareholders within the scope of their authorization remains valid in the following cases, except for:

- a) The authorizing person passed away, is under restricted legal capacity, or has lost legal capacity;
- b) The authorizing person has revoked the authorization appointment;
- c) The authorizing person has revoked his/her proxy.

This provision does not apply if the Company receives notification of any of these cases before the opening of the General Meeting of Shareholders or before the resumption of the meeting.

#### **Article 17: Change of rights**

1. Any modification or revocation of special rights attached to a kind of preferred shares becomes effective when approved by shareholders representing 65% or more of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders owning preferred shares shall only be approved if it receives affirmative votes from shareholders holding at least 75% of the total preferred shares of that class attending the meeting, or by shareholders of the same class holding at least 75% of the total number of such preferred shares in the case of a resolution approved by way of collecting written opinions.

2. The organization of a meeting of shareholders holding a specific class of preferred shares to approve any change to their rights as mentioned above shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) who collectively hold at



least one-third (1/3) of the par value of all issued shares of that class. If the required number of attendees is not met, the meeting shall be reconvened within the next 30 days, and any shareholders of such shares present in person or through their authorized representatives (regardless of the number of shareholders or shares) shall be deemed to constitute a quorum. At such meetings of shareholders of preferred shares, attendees present in person or by proxy shall request a secret ballot. Each share of the same class shall carry equal voting rights at these meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions set forth in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of share issuance, the special rights attached to preferred shares regarding some or all issues related to profit or asset distribution of the Company shall not be affected by the issuance of additional shares of the same class.

#### **Article 18: Convention of the General Meeting of Shareholders, agenda and meeting announcement of General Meeting of Shareholders**

1. The Board of Directors convenes the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders shall conduct the following tasks:  
a) Preparing a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days prior to the date of sending the meeting invitation. The Company shall announce the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Preparing the agenda and content of the meeting;

c) Preparing the meeting documents;

d) Draft resolutions for the General Meeting of Shareholders based on the proposed meeting content;

e) Determining the time and venue for the meeting;

f) Notifying and sending meeting invitations to all shareholders eligible to attend;

g) Other necessary tasks for the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholders' contact address (letter, courier, email, fax, phone message, direct delivery, etc.); at the same time, it shall be published on the Company's website, the State Securities Commission, and the Stock Exchange.

a) In case the Company sends the notice of invitation to the General Meeting of Shareholders via email, fax, phone message, the email address, phone number, fax number of the shareholder receiving the notice shall be those stored and provided by the Vietnam Securities Depository.



In case the shareholder is an employee of the Company, the notice of invitation to the General Meeting of Shareholders shall be placed in a sealed envelope and delivered directly to them at their workplace.

b) The convener of the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the list of shareholders eligible to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (from the date the notice is appropriately sent or dispatched). The agenda of the General Meeting of Shareholders and related documents on the matters to be voted on at the meeting shall be sent to shareholders and/or disclosed on the Company's website. In case the documents are not sent along with the notice of the General Meeting of Shareholders, the notice shall clearly provide a link to all meeting materials so that shareholders can access them, including:

- The meeting agenda, documents to be used during the meeting;
- A list and detailed information of candidates in the case of the election of Board of Directors members;
- The voting card;
- Draft resolutions for each matter on the agenda.

4. Shareholders or a group of shareholders, as specified in Clause 3, Article 12 of this Charter, have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be in writing and submitted to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the shareholder's full name, permanent address, nationality, ID card/passport or other valid personal identification for individual shareholders; or the name, business registration number, or establishment decision number, and the registered office address for organizational shareholders; the number and type of shares held by the shareholder, and the content of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with the provisions stipulated in Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the total number of ordinary shares as stipulated in Clause 3, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law, this Charter, and the Company's Internal Regulations on Corporate Governance.

6. The convener of the General Meeting of Shareholders shall accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.



### **Article 19: Conditions for conduction of the General Meeting of Shareholders**

1. The General Meeting of Shareholders is conducted when shareholders representing more than fifty percent (50%) of the total voting shares are present.
2. In case the first meeting does not meet the required quorum, the convener of the meeting shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the date of the intended first meeting. The second convened GMS can only be conducted when shareholders representing thirty-three percent (33%) or more of the total voting shares are present.
3. If the second meeting cannot be conducted due to an insufficient number of attendees, the third General Meeting of Shareholders can be convened within twenty (20) days from the date of the intended second meeting. In this case, the meeting is conducted regardless of the total number of voting shares represented by the shareholders present, and it is considered valid and has the authority to decide on all matters that were intended to be approved at the first General Meeting of Shareholders.

### **Article 20: Procedures for conduction and voting at the General Meeting of Shareholders**

1. Before the meeting is convened, DIC Group must carry out the shareholder registration process and continue registering until all eligible shareholders attending the meeting have completed their registration in the following order:
  - a) During the shareholder registration process, DIC Group shall issue each shareholder or their authorized representative entitled to vote a Voting Card and a Ballot. The Voting Card and Ballot shall include the registration number (shareholder code), the shareholder's full name, the authorized representative's full name, and the number of voting rights of that shareholder. The GMS discusses and votes on each issue in the agenda. Voting is conducted by selecting one of the following options: agree, disagree, or abstain. During the meeting, the ballots in favor of the resolution are collected first, followed by the ballots against the resolution. Finally, the total number of votes for and against is counted to determine the decision. The voting results are announced by the Chairperson immediately before the meeting is adjourned. The meeting elects individuals responsible for vote counting or supervising the vote counting process based on the Chairperson's proposal. The number of members in the vote-counting committee is determined by the General Meeting of Shareholders based on the Chairperson's recommendation.
  - b) Shareholders, authorized representatives of institutional shareholders, or proxies arriving after the meeting has commenced have the right to register immediately and subsequently participate and vote at the GMS upon registration. The Chairperson is not obligated to pause the meeting for late-arriving shareholders to register, and the validity of resolutions passed before their arrival remains unchanged.
2. The election of the Chairperson, Secretary, and Vote-Counting Committee is regulated as follows:
  - a) The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders or might authorize another BOD member to chair the meeting. In case, the Chairman is absent or temporarily unable to perform his/her duty, the remaining BOD



members shall elect one among themselves to chair the meeting based on the majority principle, with the member receiving the highest number of votes serving as the Chairperson.

b) Except as provided in point a of this clause, the person who signs the convening notice for the General Meeting of Shareholders shall preside over the meeting to organize the election of the Chairperson. The individual receiving the highest number of votes shall be appointed as the Chairperson of the meeting.

c) The Chairperson shall appoint one or more individuals to serve as the meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more individuals to the Vote-Counting Committee based on the Chairperson's proposal.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the timeframe for each issue included in the meeting program.

4. The Chairperson of the General Meeting of Shareholders has the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and in a way that reflects the will of the majority of attendees.

a) Arranging seating at the meeting venue for the General Meeting of Shareholders (except for online meetings);

b) Ensuring the safety of all attendees at the meeting venue (except for online meetings);

c) Facilitating shareholder participation (or continued participation) in the meeting. The person convening the General Meeting of Shareholders has full authority to modify these measures and implement any necessary actions. These measures shall include issuing entry passes or using other appropriate methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted with options of approval, disapproval, or abstention. The voting results shall be announced by the Chairperson immediately before the meeting is adjourned.

6. Shareholders or authorized representatives arriving after the meeting has commenced are still allowed to register and have the right to participate in voting immediately after registration; in this case, the validity of matters passed prior to their arrival remains unchanged.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo inspection or comply with other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; expel individuals who do not comply with the Chairperson's authority, deliberately disrupt order, obstruct the normal proceedings of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to postpone the General Meeting of Shareholders, even if a sufficient number of attendees have registered, for a maximum of 03 working days from the scheduled opening date, and only postpone the meeting or change the venue in the following cases:



- a) The meeting venue does not have enough convenient seating for all attendees;
- b) Communication facilities at the venue do not ensure that attending shareholders can participate, discuss, and vote effectively;
- c) Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and lawfully.

9. In case, the Chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson to continue presiding over the meeting until its conclusion; all resolutions passed during the meeting shall remain valid and enforceable.

10. DIC Group shall apply modern technology to organize the General Meeting of Shareholders through online meetings (or hybrid meetings). DIC Group is responsible for ensuring that shareholders attending online can participate, vote via e-voting or other e-means in accordance with Article 144 of the Law on Enterprises, Clause 3 of Article 273 of Decree No. 155/NĐ-CP, and the Regulations on Online General Meetings of Shareholders and E-voting or other e-methods issued together with the Internal Regulations on Corporate Governance of DIC Group.

### **Article 21: Conditions for the approval on the Resolutions of the General Meeting of Shareholders**

1. A resolution on the following matters shall be approved if it receives affirmative votes from shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises (as specified in Clauses 4, 5, and 6 of this Article).

- a) Type of shares and total number of shares of each type;
- b) Changes in business lines, industries, and sectors;
- c) Changes in the corporate governance structure of DIC Group;
- d) Investment projects or asset sales valued at 35% or more of the total asset value recorded in the latest financial statements of DIC Group;
- e) Reorganization, dissolution of DIC Group.

2. Resolutions shall be approved when they receive affirmative votes from shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises (as specified in Clauses 4, 5, and 6 of this Article).

3. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are legally valid and effective, even if the procedures of convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and DIC Group's Charter.

4. The election of members of the Board of Directors shall be conducted by the method of cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares they own multiplied by the number of Board members to be elected, and shareholders shall use all or a portion of their total votes for one or more candidates.

Elected members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate who receives the



most votes until the number of members required by the Charter is fulfilled. In case two or more candidates receive an equal number of votes for the final seat on the Board, a re-election shall be conducted among those candidates with equal votes, or a selection shall be made based on criteria specified in the election regulations or the Charter.

5. In case a resolution is approved by collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if it receives affirmative votes from shareholders holding at least 50% of the total voting shares of all shareholders entitled to vote.

6. A resolution of the General Meeting of Shareholders on issues that adversely affect the rights and obligations of shareholders of preferred shares shall only be approved if it receives affirmative votes from shareholders holding at least 75% of the total preferred shares of that class attending the meeting, or by shareholders of the same class holding at least 75% of the total number of such shares in the case of a resolution approved by way of collecting written opinions.

### **Article 22: Authority and procedures to written opinions' collection for the approval on Resolutions of the General Meeting of Shareholders**

Authority and procedures for collecting shareholders' written opinions to approve the General Meeting of Shareholders' resolution shall be implemented as follows:

1. The Board of Directors shall have the authority to collect written opinions from shareholders to approve the resolution of the General Meeting of Shareholders on any issues when deemed necessary for the benefit of the Company, including the case stipulated in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors shall prepare the written opinion forms, the draft resolution of the General Meeting of Shareholders, and supporting documents explaining the draft resolution. These materials must be sent and disclosed to shareholders within a reasonable period for review and voting, and no later than fifteen (15) days prior to the deadline for submission of the opinion forms. The requirements and methods for sending the written opinion forms and attached documents shall comply with Clause 3, Article 18 of this Charter.
3. The written opinion form shall include the following key contents:
  - a) Name, address of the head office, and business registration number;
  - b) Purpose of the opinion collection;
  - c) Full name, permanent address, nationality, and number of the ID card, passport, or other lawful personal identification of shareholders (if an individual); or name, business registration number or establishment decision number, and head office address of shareholders (if an organization); or full name, permanent address, nationality, and number of the ID card, passport, or other lawful personal identification of authorized representatives of shareholders (if an organization); the number of shares of each type held and corresponding number of voting rights;
  - d) Issues to be voted on for the resolution;
  - e) Voting options for each issue: approval, disapproval, or abstention;
  - f) The deadline for returning the completed opinion form to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.



4. The completed written opinion form shall be signed by the individual shareholder, or the legal or authorized representative of the shareholder organization.
5. Written opinion forms shall be submitted to the Company using one of the following methods:
- By mail: The written opinion form shall be enclosed in a sealed envelope, and it is not permitted to open before the vote counting process;
  - By fax or email: The written opinion form sent via fax or email shall remain confidential until the time of vote counting;
  - By e-voting or other e-means as prescribed in the Regulations on Online General Meetings of Shareholders and E-voting or other e-forms issued together with the Company's Internal Regulations on Corporate Governance;
  - Any written opinion forms received by the Company after the deadline stated on the form, or opened prior to counting in the case of postal submission, or disclosed before vote counting in the case of fax or email, shall be considered invalid. Failure to submit a written opinion form shall be deemed as abstention from voting.
6. The Board of Directors shall count the votes and prepare a vote counting minutes under the supervision of the Audit Committee or a shareholder who does not hold a managerial position in the Company. The vote counting minutes shall include the following:
- Name, head office address, and business registration number of the Company;
  - Purpose and issues submitted for approving the resolution;
  - Number of shareholders and total number of votes participating in the voting, with a clear distinction between valid and invalid votes, and the method of submission, accompanied by an annex of the list of the participating shareholders;
  - Total number of approval, disapproval, and abstention votes for each issue;
  - The approved resolution and the corresponding approval ratios;
  - Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counters, and the vote supervisors.
- Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the accuracy and truthfulness of the vote counting minutes and jointly liable for any damages arising from resolutions approved on the basis of inaccurate, dishonest vote counting.
7. The vote counting minutes and the resolution shall be published on the Company's website within twenty-four (24) hours from the conclusion of the vote counting process.
8. The completed written opinion forms, vote counting minutes, approved resolution, and all attached documents shall be archived at the Company's head office.
9. The resolution approved through the written opinion process shall be deemed valid if approved by shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same legal effect as a resolution approved at the General Meeting of Shareholders.



## **Article 23: Resolutions, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be recorded in minutes and also be audio-recorded or stored in other e-formats. The minutes shall be prepared in Vietnamese, and also be prepared in English, containing the following key contents:

- a) Name, address of the head office, and business registration number;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full names of the chairperson and secretary;
  - e) A summary of the meeting proceedings and statements made by shareholders regarding each issue on the agenda;
  - f) The number of shareholders and the total number of voting shares of the shareholders attending the meeting, including an appendix of the shareholder registration list and their representatives attending the meeting, along with the corresponding number of shares and voting rights;
  - g) The total number of votes for each voting issue, clearly stating the voting method, the number of valid and invalid votes, approval, disapproval, and abstention; and the corresponding percentages of the total votes of shareholders attending the meeting;
  - h) Issues that were approved and the corresponding approval voting ratios;
  - i) Full names and signatures of the chairperson and the secretary. In case the chairperson or the secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all the required content as specified in this clause. The minutes shall clearly state the refusal of the chairperson or secretary to sign the document;
  - j) The minutes prepared in both Vietnamese and English shall have equal legal validity. In the event of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.
2. The minutes of the General Meeting of Shareholders shall be completed and approved before the conclusion of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The minutes of the General Meeting of Shareholders shall be disclosed on the Company's website within twenty-four (24) hours.
4. The minutes of the General Meeting of Shareholders shall be considered valid evidence of the proceedings conducted at the meeting, unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent.
5. The resolution, minutes of the General Meeting of Shareholders, the appendix of the list of registered shareholders with signatures, powers of attorney for attendance, and all documents attached to the minutes (if any), as well as related documents accompanying the meeting announcement, shall be disclosed in accordance with information disclosure regulations on the stock market and be retained at the Company's head office.



## **Article 24: Demand for cancellation of the General Meeting of Shareholders' Resolutions**

Within 90 days from the date of receiving the resolution or meeting minutes of the General Meeting of Shareholders or the minutes of vote counting results from the GMS, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises, have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and making decisions of the GMS seriously violate the provisions of the Law on Enterprises and the Charter of the Company, except as stated in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

## **CHAPTER VII**

### **BOARD OF DIRECTORS**

#### **Article 25: Nomination, Self-nomination of the Board of Directors' members**

1. In case candidates for the Board of Directors are identified in advance, relevant information about such candidates shall be included in the General Meeting of Shareholders' meeting documents and disclosed on the Company's website at least ten (10) days prior to the opening of the meeting. This allows shareholders sufficient time to review the candidates before voting.

Each candidate for the Board of Directors shall provide a written commitment confirming the accuracy and truthfulness of the disclosed personal information and also pledge to perform their duties with integrity, diligence, and in the best interest of the Company if elected as a BOD member. The disclosed information regarding each candidate shall include:

- a) Full name, date, month, and year of birth;
- b) Educational background;
- c) Professional qualifications;
- d) Summary of work experience;
- e) Other managerial positions held (including Board of Directors positions at other companies).
- f) A performance evaluation report on the candidate's contributions to the Company, in case the candidate is currently a member of the Board of Directors;
- g) Any interests related to the Company and its related parties (if any);
- h) Full name(s) of the shareholder or group of shareholders nominating the candidate (if any);
- i) Other relevant information (if any).

2. Shareholders holding ordinary shares have the right to consolidate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 30% of the total ordinary shares shall nominate up to one (01) candidate; from 30% to less than 40% shall nominate up to two (02) candidates; from



40% to less than 50% shall nominate up to three (03) candidates; from 50% to less than 60% shall nominate up to four (04) candidates; and from 60% or more shall nominate the maximum number of candidates as specified in Article 27 of this Charter.

3. In case the number of candidates for the Board of Directors, after nominations and self-nominations, is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize the nomination process in accordance with this Charter, the Company's Internal Regulations on Corporate Governance, and the Board of Directors' Regulations on Operation. The procedure for the incumbent Board of Directors to introduce candidates shall be clearly disclosed prior to the General Meeting of Shareholders' vote on the election of BOD members and be approved by the General Meeting of Shareholders before proceeding with nominations in accordance with the law.

#### **Article 26: Criteria and conditions to become members of the Board of Directors**

Members of the Board of Directors shall meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises, specifically as follows:

1. A member of the Board of Directors shall satisfy the following standards and conditions:

a) Shall not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Shall possess professional qualifications and experience in business administration or in the business sector, field, or industry of the Company, and is not required to be a shareholder of the Company;

c) A member of the Board of Directors of the Company shall concurrently serve as a member of the Board of Directors of another company.

2. Unless otherwise provided by securities law, an independent member of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, shall satisfy the following standards and conditions:

a) Shall not be currently working for the Company or its subsidiaries, and shall not have worked for the Company or its subsidiaries for at least the last 03 consecutive years;

b) Shall not be receiving salaries or remuneration from the Company, except for allowances granted to BOD members as prescribed;

c) Shall not be a spouse, biological parent, adoptive parent, biological child, adopted child, or biological sibling of a major shareholder of the Company, or of a manager of the Company or its subsidiaries;

d) Shall not directly or indirectly own at least 01% of the total voting shares of the Company;

đ) Shall not have previously served as a member of the Board of Directors of the Company for at least the past 05 consecutive years, unless appointed for two consecutive terms.

#### **Article 27: Composition and term of office of the Board of Directors' members**

1. The Board of Directors consists of five (05) members.



2. The term for a member of the Board of Directors shall not exceed five (05) years and shall be re-elected for an unlimited number of terms. An individual shall serve as an independent member of the Board of Directors for no more than two (02) consecutive terms. In case all members of the Board of Directors conclude their terms simultaneously, such members shall continue to serve until new members are elected and officially assume their duties.

3. BOD members composition:

The composition of the Board of Directors shall ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of BOD members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The total number of independent Board members shall meet the following requirements:

- a) At least 01 independent member if the BOD has 03 to 05 members;
- b) At least 02 independent members if the BOD has 06 to 08 members;
- c) At least 03 independent members if the BOD has 09 to 11 members.

4. A member of the Board of Directors shall be no longer a member of the BOD in case of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members to the Board of Directors shall be publicly disclosed in accordance with the laws on information disclosure in the stock market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 28: Powers and duties of Board of Directors**

1. The Board of Directors is the governing body of the Company, has full authority to make decisions, exercise the rights and duties of the Company on the behalf of the Company, except for the rights and duties under the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors shall be stipulated by law, the Company's Charter, and the General Meeting of Shareholders. To be specific:

- a) To decide on the Company's strategy, medium-term development plan, and annual business plan;
- b) To propose the types and total number of shares of each class to be offered;
- c) To decide on the sale of unsold shares within the number of shares allowed to be offered of each class; and to decide on additional capital mobilization through other forms;
- d) To decide on the offering price of the Company's shares and bonds;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and projects within the authority and limits stipulated by law;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for purchase, sale, lending, borrowing, and other transactions with a value of 35% or more of the total assets recorded in the Company's latest financial statements, except for those under the authority of the General Meeting of Shareholders as



stipulated at Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

- i) To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign, terminate labor contracts with the General Director and other key managers as stipulated in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to assign the authorized representative to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on their remuneration and benefits;
- k) To supervise, direct the General Director and other managers in the daily operations of the Company;
- l) To decide on the organizational structure, Internal Regulations on Management of the Company; to establish subsidiaries, branches, and representative offices, and to make capital contributions or purchase shares in other companies;
- m) To approve the agenda, contents, and materials for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect shareholders' written opinions for the approval on resolutions;
- n) To submit the audited annual financial statements to the General Meeting of Shareholders;
- o) To propose the dividend rate to be paid; to decide on the schedule and procedures for dividend payments or dealing with losses arising during business operation;
- p) To propose the reorganization or dissolution of the Company; to request the initiation of bankruptcy proceedings;
- q) To decide on the issuance of the Board of Directors' Regulations on Operation, the Company's Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and to issue the Regulations on Operation of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;
- r) To make decisions on all contents, issues, documents, and procedures required to be amended, revised, or supplemented in relation to investment projects that have been initially approved by the competent authority of the Company/the General Meeting of Shareholders, including but not limited to the following:
  - Due to changes in legal regulations/ planning adjustments/ adjustments to project scale, or nature, ... as required by competent state authorities;
  - After approval/adjustment of investment policy/issuance or adjustment of the Investment Registration Certificate by competent state authorities;
  - After being selected by competent authorities as the investor through auction/bidding;
  - After the feasibility study report is appraised/adjusted by the competent state authority;
  - After the project is granted an extension on its operational term, implementation schedule, or adjusted implementation schedule by competent state authorities;
  - After being permitted by competent authorities to transfer the project/part of the project/to contribute capital with land use rights value for project implementation;
  - Adjustment of the investment project in case of its division, separation, merger, or the use of land use rights, assets attached for investment cooperation as approved in principle by the competent authority;



- When changes in the layout or function of the main components of the project require a re-evaluation of the design solutions to ensure construction safety, fire prevention and fighting, environmental protection, and compliance with technical standards and regulations;
  - When the cumulative implementation cost exceeds the approved total investment, or when input cost elements (e.g., compensation, site clearance, land use fees, investment unit price, etc.) lead to a change in the total investment capital of the project;
  - Other contents, issues, documents, and procedures that need to be amended, modified, supplemented in relation to the project that was initially approved by the competent authority of the Company/the General Meeting of Shareholders.
- s) To decide on all matters, issues, documents, and procedures related to the adjustment of the charter capital of the Company as stipulated in Clause 1, Article 6 of this Charter, with the approval of competent state authorities and to report to the General Meeting of Shareholders at the nearest meeting.
- t) Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, other relevant legal regulations, and the Company's Charter.
3. The Board of Directors shall report to the General Meeting of Shareholders on the performance in accordance with Article 280 of Decree No. 155/2020/ND-CP.

**Article 29: Remuneration, salary, and other profits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a BOD member and the daily remuneration rate. The Board of Directors shall propose the remuneration for each member based on the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual General Meeting of Shareholders.
3. The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Company in accordance with the laws on corporate income tax, must be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the Annual General Meeting of Shareholders.
4. A member of the Board of Directors holding an executive position, working in subcommittees of the BOD, or undertaking tasks beyond the usual scope of a Board member shall be entitled to additional compensation in the form of a one-time payment, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred in the course of performing their duties as BOD members, including those related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.



6. Members of the Board of Directors shall be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law or the Company's Charter.

### **Article 30: Chairman and Vice Chairman of the Board of Directors**

1. The Chairman and Vice Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors shall have the following rights and duties:
  - a) To develop the activity program and plan of the Board of Directors;
  - b) To prepare the agenda, contents, and documents for meetings; to convene, preside, and chair the meetings of the Board of Directors;
  - c) To organize the approval on resolutions and decisions of the Board of Directors;
  - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
  - đ) To chair the General Meeting of Shareholders;
  - e) Other rights and duties in accordance with the Law on Enterprises and this Charter.
4. In case the Chairman of the Board of Directors resigns or is dismissed, removed, the Board of Directors shall elect a new Chairman within 10 days from the date of receiving the resignation letter or the date when he/she is dismissed, removed.
5. In case the Chairman is absent or unable to perform his/her duties, he/she shall authorize another member of the Board of Directors in writing to act on his/her behalf. If no such authorization is given, or the Chairman passes away, is missing, is temporarily detained, is imprisoned, is detained in a mandatory rehabilitation center or correctional institutions, flees residence, is limited or incapacitated in legal capacity, suffers from cognitive or behavioral difficulties, is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to act as Chairman by majority vote until a new decision is made by the Board of Directors.

### **Article 31: Meetings of the Board of Directors**

1. The Chairman and Vice Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors' term within seven (07) working days from the date of completing the election of the Board of Directors. This meeting shall be convened by the member with the highest number or percentage of votes. In case there is more than one (01) member with the same highest number or percentage of votes, the members shall elect one (01) person to convene the meeting of the Board of Directors under the majority rule.
2. The Chairman of the Board of Directors shall convene regular and extraordinary meetings of the Board of Directors, prepare the agenda, schedule, and venue of the meeting at least five (05) working days prior to the meeting date. The Chairman shall convene meetings as deemed necessary, but must convene at least one (01) meeting per quarter.
3. The Chairman of the Board of Directors shall convene a meeting without unreasonable delay, when requested in writing by any of the following, specifying the purpose of the meeting, the issues to be discussed, and those within the authority of the Board of Directors:



- a) The General Director or at least five (05) other executives;
- b) An independent member of the Board of Directors;
- c) At least two (02) members of the Board of Directors;
- d) Other cases (if any).

4. The Chairman shall convene the meeting within seven (07) working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman fails to convene the meeting upon such request, he/she shall be liable for any damage caused to the Company; the individuals who made the request as stipulated in Clause 3 shall have the right to convene the meeting of the Board of Directors instead of the Chairman.

5. In case of a request from the independent audit firm auditing the Company's financial statements, the Chairman of the Board of Directors shall convene a BOD meeting to review the audit report and the Company's situation.

6. Board of Directors meetings shall be held at the Company's head office or any other location within Vietnam or abroad as decided by the Chairman and with the consent of the Board of Directors.

7. In the case of an online Board of Directors meeting:

a) The Board of Directors shall conduct meetings via teleconference when all or some members are in different locations, provided that all participants can simultaneously hear and speak to each other during the meeting.

b) Discussions among the members shall be conducted directly via phone, other communication devices, or a combination of such methods. Members of the Board of Directors participating in the meeting in such a manner shall be deemed "present" at the meeting.

c) The location of the meeting held in accordance with this provision shall be considered the place where the majority of the BOD members are present, or where the Chairperson of the meeting is located.

d) Resolutions approved during a meeting conducted via phone shall be considered duly passed and effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all BOD members who participated in the meeting on the meeting minutes.

8. A notice of the Board of Directors meeting shall be sent to all BOD members at least three (03) working days prior to the meeting date. A BOD member shall decline the meeting invitation in writing; such refusal shall be amended or revoked in writing by the same member. The meeting notice shall be in Vietnamese and include the time, location, agenda, and issues to be discussed, along with any necessary documents related to the issues for discussion and voting, and the voting ballot.

The meeting notice shall be delivered by mail, fax, email, or other means, but shall ensure delivery to the contact address of each BOD member as registered with the Company.

9. Members of the Board of Directors are required to attend all BOD meetings. A meeting of the Board of Directors shall be valid when at least three-fourths (3/4) of the total number of members are present, either in person or via an authorized representative (proxy), if approved by the majority of the BOD members.



If the required quorum is not met, the meeting shall be reconvened within seven (07) days from the originally scheduled date.

The second meeting shall be valid if more than one-half (1/2) of the total number of BOD members attend.

10. A BOD member shall send their voting ballot to the meeting via mail, fax, or email. In case of mail submission, the ballot must be enclosed in a sealed envelope and delivered to the Chairman no later than one (01) hour prior to the scheduled meeting time. Ballots shall only be opened in the presence of all attendees at the meeting.

11. Voting:

a) Except as stipulated in Point b of this Clause, each member of the Board of Directors (or their authorized representative as stated in Clause 9 of this Article) personally present at the meeting shall have one (01) vote.

b) A member of the Board of Directors shall not vote on any contract, transaction, or proposal in which they or their related persons have an interest that conflicts or shall conflict with the interests of the Company. Such member shall not be counted in the quorum required for the BOD meeting concerning decisions on which they are not entitled to vote.

c) A member of the Board of Directors who benefits from a contract as stipulated in Points a and b, Clause 5, Article 38 of this Charter shall be deemed to have a material interest in such contract.

12. A member of the Board of Directors who, directly or indirectly, benefits from a contract or transaction that has been signed or is proposed to be signed with the Company, and is aware of having an interest in such contract or transaction, shall disclose this interest at the first meeting of the Board of Directors at which the contract or transaction is discussed. In case the member of the Board of Directors is unaware of their or their related person's interest at the time the contract or transaction is signed with the Company, the member shall disclose the relevant interest at the first BOD meeting held after they are aware of their actual or potential interest in such contract or transaction.

13. The Board of Directors shall approve decisions/minutes, the Chairman of the Board of Directors shall sign and issue the Resolutions based on the majority approval of attending members. In case of a tie in approval and disapproval votes, the Chairman's vote shall be the deciding vote. In case of a tie in approval and disapproval votes, and the Chairman is not entitled to vote in accordance with Point b, Clause 11 of this Article, the deciding vote shall belong to an independent member of the Board of Directors.

14. A resolution in the form of collecting written opinions shall be deemed approved if a majority of the members of the Board of Directors with voting rights vote in favor. Such resolution shall have the same validity and effect as one approved at a duly convened BOD meeting.

15. The Company Secretary is responsible for sending the minutes of the Board of Directors' meeting to all members, and the minutes shall be valid evidence of the issues discussed unless an objection is raised regarding its content within ten (10) days from the date of distribution. The minutes shall be prepared in Vietnamese and also in English. The minutes shall be signed by the Chairperson of the meeting, the minute-taker, and all attending members of the Board of Directors.



## **Article 32: Audit committee and subcommittees under the Board of Directors**

### **1. Audit Committee:**

#### **a) Nomination, Appointment of Audit Committee Members**

- The Chairman and other members of the Audit Committee shall be nominated by the Board of Directors and shall not hold executive positions in the Company.
- The appointment of the Chairman and other members of the Audit Committee shall be approved by the Board of Directors in a BOD meeting.

#### **b) Composition of the Audit Committee**

- The Audit Committee shall consist of at least 02 members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. The other members of the Audit Committee shall be non-executive members of the Board of Directors.
- Members of the Audit Committee shall possess knowledge of accounting and auditing, have a general understanding of laws and the operations of the Company, and must not fall into the following categories:
  - + Working in the accounting, finance departments of the Company;
  - + Members or employees of an audit firm approved to audit the Company's financial statements within the past 03 consecutive years.
- The Chairman of the Audit Committee shall hold at least a university degree in one of the following majors: economics, finance, accounting, auditing, law, business administration.

#### **c) Rights and Responsibilities of the Audit Committee**

The Audit Committee shall have the rights and responsibilities as stipulated in Article 161 of the Law on Enterprises, the Company's Charter, and the following:

- To access documents related to the operations of the Company, and to communicate with other members of the Board of Directors, the General Director, Chief Accountant, and other management personnel to obtain necessary information for the Committee's activities.
- To request the representative of the approved audit firm to attend and respond to issues related to the audited financial statements in the meetings of the Audit Committee.
- To utilize external legal, accounting, or other consultancy services when necessary.
- To develop and propose to the Board of Directors policies for risk identification and management; to recommend solutions to address risks arising in the Company's operations.
- To submit a report to the Board of Directors when discovering that any member of the Board of Directors, the General Director, or other managers fail to fulfill their responsibilities under the Law on Enterprises and the Company's Charter.
- To develop the Regulations on Operation of the Audit Committee and submit them to the Board of Directors for approval.

#### **d) Audit Committee Meetings**

- The Audit Committee shall convene at least 02 meetings per year. Minutes of each meeting shall be clearly, fully recorded and retained. The minute-taker and all attending Committee members shall sign the meeting minutes.
- Decisions of the Audit Committee shall be approved via voting at meetings, by collecting written opinions, or by other methods as provided in its Regulations on Operation. Each Committee member shall have one vote. Unless a higher threshold is stipulated in the



Regulations on Operation, decisions shall be approved by a majority of the attending members; in case of a tie, the Chairman's vote shall be decisive.

e) Report on activities of the independent BOD member in the Audit Committee at the Annual General Meeting of Shareholders

- The independent BOD member in the Audit Committee is responsible for reporting their activities at the Annual General Meeting of Shareholders.

- The report shall include the following contents:

+ Remuneration, operational expenses, and other benefits of the Audit Committee and each of its members in accordance with the Law on Enterprises and the Company's Charter.

+ Summary of the Audit Committee's meetings and its conclusions, recommendations;

+ Monitoring results on the financial statements, operational performance, financial position of the Company;

+ Assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors, the General Director, other executives, and related persons of those individuals; transactions between the Company and any company in which members of the Board of Directors, the General Director, or other executives of the Company have been founding shareholders or held managerial positions within the last three (03) years prior to the transaction;

+ Evaluation results on the Company's internal control and risk management systems;

+ Supervision results on the Board of Directors, the General Director, and other executives of the Company;

+ Assessment of the coordination between the Audit Committee and the Board of Directors, the General Director, and the shareholders.

2. The Board of Directors shall establish subcommittees (Committees/Councils/Subcommittees) responsible for development policy, human resources, compensation, internal audit, risk management, etc. The number of members in each subcommittee shall be decided by the Board of Directors but shall include at least 02 persons, including members of the BOD and external individuals. The operation of the subcommittees shall comply with the regulations set by the Board of Directors. Resolutions of a subcommittee shall only be valid if approved by a majority of its members present and voting at the subcommittee's meeting.

The implementation of decisions by the Board of Directors, or its subcommittees shall comply with the current laws and the Charter and Internal Regulations on Corporate Governance of DIC Group.

The Board of Directors shall stipulate detailed rules on the establishment, responsibilities of the subcommittees (Committees/Councils/Subcommittees) and of each of their members.

### **Article 33: Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) person to serve as the Corporate Governance Officer of the Company in order to support effective corporate governance operations. The term of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum duration of five (05) years. The Corporate Governance



Officer shall concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The appointee for the position of Corporate Governance Officer shall meet the following qualifications:

- a) Possessing legal knowledge;
- b) Shall not concurrently work for an independent audit firm currently auditing the Company's financial statements;
- c) Other qualifications as prescribed by law, the Company's Charter, and decisions of the Board of Directors.

3. The Board of Directors shall dismiss the Corporate Governance Officer when deemed necessary, provided that such dismissal does not violate current labor laws. The Board of Directors shall appoint an Assistant to the Corporate Governance Officer as needed.

4. The Corporate Governance Officer shall have the following rights and responsibilities:

- a) To advise the Board of Directors in organizing the General Meeting of Shareholders and in managing matters concerning the relationship between the Company and its shareholders;
- b) To prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
- c) To provide advice on meeting procedures;
- d) To attend meetings;
- e) To provide guidance on drafting BOD resolutions in compliance with legal regulations;
- f) To provide copies of meeting minutes and other relevant information to members of the Board of Directors;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To maintain confidentiality in accordance with legal regulations and the Charter of the Company;
- i) Other rights and obligations as prescribed by law and the Charter of the Company.

## CHAPTER VIII

### GENERAL DIRECTOR AND OTHER EXECUTIVES

#### **Article 34: Organization of managerial apparatus**

The Company shall establish a management system whereby the management apparatus shall be responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Corporation. The Company includes the General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the authority of the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions shall be approved through resolutions and decisions of the Board of Directors.



### **Article 35: Corporate executives**

1. The executives of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
2. Based on the proposal of the General Director and with the approval of the Board of Directors, the Company shall recruit other executives in a quantity and with qualifications that align with the structure and management regulations of the Company as prescribed by the Board of Directors. The executives shall diligently fulfill their responsibilities to help the Company achieve its set objectives in operations and organization.
3. The General Director is entitled to salary and bonus. The salary and bonus of the General Director are determined by the Board of Directors. The salary and bonus for other executives are decided by the Board of Directors after consulting the General Director.
4. The salary of the executives is included in the business expenses of the Company according to the provisions of the law on corporate income tax, shown as a separate item in the Co's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 36: Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints one (01) member of the BOD or another person as the General Director.
2. The General Director is the person who manages the daily business operations of the Company. The General Director is under the supervision of the Board of Directors and is responsible to the Board of Directors and the law for the execution of their assigned rights and duties.
3. The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Charter of the Company.
4. The General Director has the following rights and obligations:
  - a) To decide on matters related to the daily business operations of the Company that are not within the authority of the Board of Directors. To manage the daily business activities of the Company in accordance with the law, this Charter, and the resolutions and decisions of the BOD. In cases where the management is contrary to the provisions of this clause and causes losses to the Company, the General Director shall be held legally responsible and must compensate the Company for the losses;
  - b) To organize the implementation of the resolutions and decisions of the Board of Directors;
  - c) To organize the implementation of the business plan and investment plan of the Company;
  - d) To propose organizational structure plans and internal management regulations of the Company;
  - e) To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the BOD;
  - f) To decide on salaries and other benefits for employees in the Company, including managers under the General Director's appointment authority;



- g) To recruit employees;
  - h) To propose plans for dividend payments or handling business losses;
  - i) To exercise other rights and obligations as prescribed by law, this Charter, the internal regulations of the Company, the resolutions and decisions of the BOD.
5. The Board of Directors shall dismiss the General Director when the majority of voting members of the BOD attending the meeting agree and appoint a new General Director as a replacement.

## CHAPTER IX

### RESPONSIBILITIES OF THE BOD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES

#### **Article 37: Cautious responsibility**

Members of the Board of Directors, the General Director, and other executives are responsible for performing their duties, including their roles as members of the Audit Committee and other subcommittees of the Board of Directors, with honesty and diligence in the best interests of the Company.

#### **Article 38: Responsibility of honesty and interests' conflicts avoidance**

1. Members of the Board of Directors, the General Director, and other executives must disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, the General Director, other managers, and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, the General Director, and other managers are obligated to notify the Board of Directors in writing about transactions between the Company, subsidiaries, or other companies controlled by the Company with over 50% of the charter capital and themselves or their related persons as stipulated by law. Such transactions must be approved by the General Meeting of Shareholders or the Board of Directors. The Company must disclose information about these resolutions in accordance with securities laws on information disclosure.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, the General Director, other executives, or individuals and organizations related to these members, or legal entities in which these individuals have financial interests, except in cases where the Company and the related organization are part of the DIC Group, with the DIC Group holding a share ownership of 36% or more of the charter capital or the total number of issued common shares at the time the transaction arises.
5. Transactions between the Company and one or more members of the Board of Directors, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:



a) For transactions valued less than 20% of the total value of assets recorded in the most recent financial statements, where the significant terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, General Director, or other executives, have been reported to the Board of Directors and approved by a majority vote of the disinterested directors;

b) For transactions equal to or greater than 20% of the total value of assets recorded in the most recent financial statements, or transactions resulting in a transaction value occurring within 12 months from the date of the first transaction with a value of 20% or more of the total value of assets recorded in the most recent financial statements, the significant terms of this transaction, as well as the relationships and interests of the members of the Board of Directors, General Director, or other executives, must be disclosed to shareholders and approved by the General Meeting of Shareholders through a vote by shareholders without related interests.

6. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related parties as stipulated by the Law on Enterprises and this Charter.

7. Members of the Board of Directors, the General Director, other executives, and their related parties shall not use or disclose internal information to others for the purpose of conducting related transactions.

### **Article 39: Responsibility for loss and compensation**

1. Members of the Board of Directors, the General Director, and other executives who violate their duty of honesty and diligence, failing to fulfill their obligations with due care and professional competence, shall be held accountable for any damages caused by their violations.

2. The Company shall indemnify any individual who is, was, or is likely to become a party to any claims, lawsuits, or prosecutions (including civil and administrative cases, excluding those initiated by the Company) if such individual is or was a member of the Board of Directors, the General Director, another executive officer, an employee, or an authorized representative of the Company and has acted in good faith, with prudence, and diligence in the interest of or not contrary to the interest of the Company, in compliance with the law, and if there is no evidence that the individual violated their duties.

3. Indemnification costs include judgment expenses, fines, and actual incurred payments (including attorney fees) when resolving these matters within the legal framework. The Company shall purchase insurance for these individuals to cover the aforementioned indemnification liabilities.

## **CHAPTER X**

### **RIGHTS TO INSPECT RECORDS AND DOCUMENTS OF THE COMPANY**

#### **Article 40: Right to inspect records and documents**

1. Ordinary shareholders have the right to inspect records and documents, specifically as follows:



a) Ordinary shareholders have the right to review, inspect, and excerpt information regarding their name and contact address in the list of voting shareholders; request correction of inaccurate information; review, inspect, excerpt or copy the company's Charter, minutes of Shareholders' Meetings, and resolutions of the General Meeting of Shareholders.

b) Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to review, inspect, and excerpt the minutes and resolutions, decisions of the Board of Directors (BOD), semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring BOD approval, and other documents, excluding materials related to trade secrets and business secrets of the Company.

In case a representative authorized by a shareholder or group of shareholders requests to inspect the company's records and documents, they shall provide either a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of this power of attorney.

2. Members of the Board of Directors, the General Director, and other executives have the right to inspect the shareholder register, shareholder list, and other records and documents of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company shall store this Charter and its amendments, the Business Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, annual financial reports, accounting documents, and other documents as prescribed by law at the head office or another location, provided that the shareholders and the business registration authority are notified of the storage location of these documents.

4. The Company's Charter shall be disclosed on the Company's website.

## CHAPTER XI

### EMPLOYEES AND LABOR UNION

#### Article 41: Employees and labor union

1. The General Director shall prepare a plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

2. The General Director shall prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and current legal provisions.



## CHAPTER XII

### PROFIT DISTRIBUTION AND DEALING WITH BUSINESS LOSSES

#### Article 42: Profit distribution and dealing with business losses

##### 1. Dividends

- a) The General Meeting of Shareholders shall decide the annual dividend payout ratio and the form of dividend payment from the retained earnings of the Company.
- b) The Company shall not pay interest on any dividend payments or any other payments related to any type of shares.
- c) The Board of Directors shall propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares, and the Board of Directors shall be the executing body of such resolution;
- d) In case dividend or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. The payment shall be made directly or through banks, based on the detailed bank account information provided by the shareholders. If the Company has made a bank transfer using the bank account details provided by the shareholders but the shareholders do not receive the money, the Company shall not be responsible for the amount already transferred. The payment of dividend for listed/registered shares on the Stock Exchange shall be carried out through securities companies or the Vietnam Securities Depository;
- e) Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution specifying a record date to finalize the list of shareholders. Based on this date, individuals registered as shareholders or holders of other securities shall be entitled to receive dividend, interest, profit distribution, shares, notifications, or other documents;
- f) Dividend shall be fully paid within six (06) months from the date of the conclusion of the Annual General Meeting of Shareholders. The order and procedure for dividend payment shall be comply with Clause 4, Article 135 of the Law on Enterprises.

##### 2. Fund Allocation:

The allocation ratios for funds from after-tax profits (including the development investment fund, the reward and welfare fund, and other funds (if any)) shall be decided by the Annual General Meeting of Shareholders based on the proposal of the Board of Directors and in accordance with current legal regulations.

3. Other issues related to profit distribution shall be carried out in accordance with the provisions of the law.

##### 4. Dealing with business losses

- a) In case of business losses, the General Director proposes urgent measures to the Chairman of the BOD, the BOD for consideration and decision-making.
- b) A portion of the losses shall be transferred to the following year according to current regulations, while determining measures to rectify the situation.



## CHAPTER XIII

### BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

#### Article 43: Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign banks that are legally permitted to operate in Vietnam.
2. With prior approval from the competent authorities in case of necessity, the Company shall open bank accounts abroad in accordance with the laws.
3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

#### Article 44: Fiscal year

The Company's fiscal year begins on the first day of January (01) each year and ends on the thirty-first (31) day of December (12) of the same year. The first fiscal year begins on the date of establishment and ends on the thirty-first (31) day of December (12) of that year if permitted by law.

#### Article 45: Accounting system

1. The accounting system applied by the Company is the Vietnamese Accounting System (VAS), the enterprise accounting system, or other specific accounting systems issued by competent authorities and approved by the Ministry of Finance.
2. The Company shall maintain accounting records in Vietnamese and keep accounting documents in accordance with the provisions of accounting laws and related laws. These documents must be accurate, up-to-date, systematic, and sufficient to verify and explain the transactions of the Company
3. The Company uses Vietnamese Dong as its accounting currency. In cases where the Company's main economic transactions occur in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for this choice before the law, and notify the direct tax management authority.

## CHAPTER XIV

### ANNUAL REPORT, FINANCIAL STATEMENTS AND THE DUTIES OF INFORMATION DISCLOSURE

#### Article 46: Annual, six-month and quarterly financial reports

1. The Company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The Company must publish the audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.



2. The annual financial statements must include all reports, appendices, and explanations as prescribed by the corporate accounting law. The annual financial statements must reflect the Company's operations truthfully and objectively.
3. The Company must prepare and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.
4. The audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements must be published on the Corporation's website.
5. Interested organizations and individuals shall have the right to inspect or make copies of the audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements during working hours at the Company's headquarters, and shall be required to pay a reasonable fee for copying.

#### **Article 47: Annual Report**

The Company shall prepare and publish the Annual Report in accordance with the regulations of the securities and stock market laws.

### **CHAPTER XV**

#### **AUDTING THE COMPANY**

#### **Article 48: Auditing**

1. The Annual General Meeting of Shareholders designates an independent audit unit or approves a list of independent audit firms and authorizes the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent audit firm after the end of the fiscal year.
2. The independent audit firm examines, verifies, and prepares an audit report, and submits this report to the Board of Directors within two (02) months from the end of the fiscal year.
3. The audit report is attached to the Company's annual financial statements.
4. The independent auditor conducting the audit of the Company's financial statements shall be allowed to attend the General Meeting of Shareholders, shall have the right to receive notices and other information related to the meeting that shareholders are entitled to receive, and shall also have the right to express opinions at the meeting on matters related to the audit of the Company's financial statements.



## CHAPTER XVI

### SEAL OF THE COMPANY

#### Article 49: Seal of the Company

1. The Board of Directors decides on the type, quantity, form, and content of the Company's seal. The seal includes seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors, the Legal Representative, and the General Director use and manage the seal in accordance with current legal regulations.

## CHAPTER XVII

### THE COMPANY TERMINATION

#### Article 50: The company termination

1. The Company shall be dissolved in the following cases:
  - a) Premature dissolution according to the resolution or decision of the General Meeting of Shareholders;
  - b) Revocation of the Business Registration Certificate, except as otherwise provided by the Law on Tax Administration;
  - c) The other cases as prescribed by law.
2. The early dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision shall be notified to or approved by the competent authority (if required) in accordance with regulations.

#### Article 51: Operational duration extension, liquidation

##### 1. Extension of Operations

- a) The Board of Directors convenes a General Meeting of Shareholders at least 07 months before the end of the operation period so that shareholders shall vote on the extension of the Company's operations as proposed by the BOD.
- b) The operation period is extended when shareholders representing 65% or more of the total voting shares of all shareholders present at the GMS agree.

##### 2. Liquidation

- a) After the decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the BOD from an independent auditing unit.

The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation are given priority for payment by the Company before any other debts of the Company.



b) The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that point onward, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the courts and administrative authorities.

c) The proceeds from the liquidation shall be paid in the following order:

- Liquidation expenses;
- Outstanding wages, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- Tax debts;
- Other debts of the Company;
- The remaining amount after all debts from points (a) to (d) above have been paid will be distributed to the shareholders. Preferred shares (if any) will be prioritized for payment first.

## CHAPTER XVIII

### INTERNAL DISPUTE RESOLUTION

#### **Article 52: Internal dispute resolution**

1. In the event of disputes or complaints arising related to the activities of the Company, the rights and obligations of the shareholders as stipulated in the Law on Enterprises, other legal regulations, the Company's Charter, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, General Director, or other Executives;

The related parties shall attempt to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution of the dispute and request each party to present relevant information about the dispute within ten (10) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the BOD, any party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If a mediation decision is not reached within six (06) weeks from the start of the mediation process or if the mediation decision is not accepted by the parties, any party may bring the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of court costs shall be made according to the Court's ruling.

## CHAPTER XIX

### SUPPLEMENTATION AND AMENDMENT TO CHARTER

#### **Article 53: The Company Charter**

1. Any amendments and supplements to this Charter must be reviewed and decided upon by the General Meeting of Shareholders.



2. In cases where there are legal provisions related to the operation of the Company that are not mentioned in this Charter, or in cases where there are new legal provisions that differ from the terms of this Charter, those legal provisions shall automatically apply and regulate the activities of the Company.

## CHAPTER XX

### EFFECTIVE DATE

#### Article 54: Effective date

1. This Charter comprises 20 Chapters and 54 Articles, which was unanimously amended, supplemented, and approved in principle by the General Meeting of Shareholders of DIC Group under Resolution No. 01/NQ-DIC Group-ĐHĐCĐ dated April 18, 2025, at the Aurora Center Hall, No. 169 Thuy Van Street, Ward 8, Vung Tau City, Ba Ria - Vung Tau Province, was ratified by the Board of Directors under Resolution No. 105/NQ-DIC Group-HĐQT dated June 10, 2025, and its full text is accepted as effective.
2. This Charter is made in ten (10) copies, all of which have equal value and are kept at the head office of DIC Group.
3. This Charter is the unique and official version of DIC Group.
4. Copies or extracts of the DIC Group Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors./.

LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOD



Nguyen Hung Cuong

*(NOTICE: This Charter 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.)*



Tổng CTCP Đầu Tư Phát Triển Xây Dựng  
Development Investment Construction J.S.C

15 Thi Sách, phường Thắng Tam, TP. Vũng Tàu | Tel: 0254.3859 248 | Fax: 0254 3560 712 | Web: www.dic.vn

NỀN TẢNG VỮNG CHẮC, KHỞI SẮC TƯƠNG LAI